

STB

FD

32760

11-30-95

A

1648V14

1/4



Finance Docket No. 32760, VOLUME 4, PART 5

14



Before the
INTERSTATE COMMERCE COMMISSION

Finance Docket No. 32760

UNION PACIFIC CORPORATION, UNION PACIFIC RAILROAD COMPANY
AND MISSOURI PACIFIC RAILROAD COMPANY
— CONTROL AND MERGER —
SOUTHERN PACIFIC RAIL CORPORATION,
SOUTHERN PACIFIC TRANSPORTATION COMPANY, ST. LOUIS
SOUTHWESTERN RAILWAY COMPANY, SPCSL CORP. AND THE
DENVER AND RIO GRANDE WESTERN RAILROAD COMPANY

RAILROAD MERGER APPLICATION

VOLUME 4, PART 5

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

CANNON Y. HARVEY
LOUIS P. VARCHOT
CAROL A. HARRIS
Southern Pacific Transportation
Company
One Market Plaza
San Francisco, California 94105
(415) 541-1000

PAUL A. CUNNINGHAM
RICHARD B. HERZOG
JAMES M. GUINIVAN
Harkins Cunningham
1300 Nineteenth Street, N.W.
Washington, D.C. 20036
(202) 973-7600

*Attorneys for Southern Pacific
Rail Corporation, Southern
Pacific Transportation Company,
St. Louis Southwestern Railway
Company, SPCSL Corp. and The
Denver and Rio Grande Western
Railroad Company*

FILED

30 1995

INTERSTATE
COMMERCE COMMISSION

CARL W. VON BERNUTH
RICHARD J. RESSLER
Union Pacific Corporation
Martin Tower
Eighth and Eaton Avenues
Bethlehem, Pennsylvania 18018
(610) 861-3290

JAMES V. DOLAN
PAUL A. CONLEY, JR.
LOUISE A. RINN
LAWRENCE E. WZOREK
Union Pacific Railroad Company
Missouri Pacific Railroad Company
1416 Dodge Street
Omaha, Nebraska 68179
(402) 271-5000

ARVID E. ROACH II
J. MICHAEL HEMMER
MICHAEL L. ROSENTHAL
Covington & Burling
1201 Pennsylvania Avenue, N.W.
P.O. Box 7566
Washington, D.C. 20044-7566
(202) 662-5388

*Attorneys for Union Pacific
Corporation, Union Pacific
Railroad Company and Missouri
Pacific Railroad Company*

VOLUME 4, PART 5
STATEMENTS
IN SUPPORT OF UP/SP MERGER

TABLE OF CONTENTS

	<u>PAGE</u>
Governors and Other Public Officials	i
Other Railroads	xii

GOVERNORS AND OTHER PUBLIC OFFICIALS

		<u>PAGE</u>
	GOVERNORS	
Fife Symington	Governor of Arizona	3
Jim Guy Tucker	Governor of Arkansas	7
Philip E. Batt	Governor of Idaho	11
Edwin Edwards	Governor of Louisiana	13
E. Benjamin Nelson	Governor of Nebraska	15
Gary Johnson	Governor of New Mexico	17
Jim Geringer	Governor of Wyoming	19

LEGISLATORS

Ackerman, Dick	California State Assembly	20
Aguiar, Fred	California State Assembly, Transportation Committee	21
Alby, Barbara	California State Assembly	22

		<u>PAGE</u>
Alpert, Dede	California State Assembly	24
Alquist, Alfred E.	California State Senator	25
Applegate, James L.	Wyoming State Senator	27
Bagneris Sr., Dennis R.	Louisiana State Senator, President Pro Tempore	28
Bailey, Kevin	Texas State Representative	30
Baird, J. Ernest	Arizona State Representative, Majority Leader	32
Baker, Ken	Oregon State Senator, Chairman Transportation Committee	34
Baldwin, Steve	California State Assembly	36
Balthis, Bill W.	Illinois State Representative	37
Baty, Ace M.	Wyoming State Representative	38
Bee, Keith A.	Arizona State Senator, Chair Transportation Committee	39
Berman, Arthur L.	Illinois State Senator	41
Boland, Paula L.	California State Assembly, Chair Public Safety Committee	44
Bowler, Larry	California State Assembly, Vice Chair Transportation Committee	46
Bowler, Shirley	Louisiana State Representative	47
Brady, Kevin	Texas State Representative	48
Brewer, Marilyn	California State Assembly, Transportation Committee	49
Brinkhaus, Armand J.	Louisiana State Senator	50
Brulte, James L.	California State Assembly	52
Brun, Roy	Louisiana State Representative	53
Bruneau, Jr., Emile "Peppi"	Louisiana State Representative	55

		PAGE
Butler, Marty	Illinois State Senator, Chair, Commerce & Industry Committee	56
Cameron, Guy	Wyoming State Senator	57
Campbell, Robert J.	California State Assembly	58
Campbell, Tom	California State Senator	60
Carona, John J.	Texas State Representative	61
Carrier, E. Bernard	Louisiana State Representative	63
Carter, Bill G.	Texas State Representative	64
Case, Cale	Wyoming State Representative	66
Cathcart, Rich	Wyoming State Senator	67
Chowning, Vonne S.	Nevada State Assembly, Co-Chair Transportation Committee	68
Clarno, Bev	Oregon State Representative, Speaker of the House	69
Conroy, Mickey	California State Assembly	70
Cortese, Dominic L.	California State Assembly, Transportation Committee	71
Cunneen, Jim	California State Assembly	72
Dardenne, Jay	Louisiana State Senator	73
Devin, Irene	Wyoming State Representative	75
Dickey, Jay	U.S. House of Representatives	76
Dimos, Jim	Louisiana State Representative	77
Dini Jr., Joseph E.	Nevada State Assembly, Co-Speaker of the Assembly	79
Durkin, James B.	Illinois State Representative & Transportation Committee	80
Ellington, Noble	Louisiana State Representative	81

	PAGE
Fawell, Beverly	Illinois State Senator & Chairman- Transportation Appropriations 82
Figueroa, Liz	California State Assembly 83
Firestone, Brooks	California State Assembly 84
Fitzgerald, Peter G.	Illinois State Senator 85
Foy, Thomas P.	New Mexico State Representative 86
Frasure, Evan	Idaho State Senate, Chairman - Senate Transportation Committee 87
Garcia, Mary Jane	New Mexico State Senate 88
Giles, Calvin L.	Illinois State Representative 89
Goodfellow, Brent H.	Utah State Representative 90
Goodman, Toby	Texas State Representative 92
Granlund, Brett	California State Assembly 93
Grau, Wesley L.	New Mexico State Representative 95
Greene, John	Arizona State Senate, President of the Senate 96
Grieve, Robert	Wyoming State Senator 99
Grusendorf, Kent	Texas State Representative 100
Hainkel Jr., John J.	Louisiana State Senator 101
Hannigan, Thomas M.	California State Assembly 103
Harvey, Trice	California State Assembly 105
Hauser, Dan	California State Assembly 106
Hawkins, Phil	California State Assembly 107
Haynes, Raymond	California State Senator 108
Heflen, Talmadge	Texas State Representative 109
Hettrick, Lynn	Nevada State Assembly, Co-Speaker of the Assembly 110

	<u>PAGE</u>
Higginbotham, Don	Louisiana State Representative 111
Hilbert, Paul J.	Texas State Representative 112
Hill, Fred	Texas State Representative 114
Hines, Donald E.	Louisiana State Senator 115
Hoge, Bill	California State Assembly 117
Hopkins, Roy "Hoppy"	Louisiana State Representative 118
Horn, Wally E.	Iowa State Senator, Majority Leader 120
Hunter, Bob	Texas State Representative 121
Hurt, Rob	California State Senator 125
Johnston, Patrick	California State Senator 127
Jordan Jr., J. Lomax	Louisiana State Senator 129
Kaloogian, Howard	California State Assembly 131
Kelley, David G.	California State Senator 132
Kibbie, John P.	Iowa State Senator 134
Killian, Mark W.	Arizona State Representative, Speaker of the House 135
Knight, William J. "Pete"	California State Assembly 138
Knowles, David	California State Assembly 139
Koller, Don	Missouri State Representative, Chair Transportation Committee 140
Kramer, Mary E.	Iowa State Senator, Assistant Minority Leader 143
Kristensen, Douglas A.	Nebraska State Senator, Chair Transportation Committee 144
Kuempel, Edmund	Texas State Representative 146
Kuykendall, Steven T.	California State Assembly 147

		PAGE
Lancaster, Jr., Charles D.	Louisiana State Representative	148
Lang, Louis I.	Illinois State Representative	150
Leonard, Bill	California State Senator	152
Leslie, Tim	California State Senator	153
MacMillan, Patti L.	Wyoming State Representative	154
Madigan, Robert A.	Illinois State Senator	155
Marchant, Kenny	Texas State Representative	156
Margett, Bob	California State Assembly	158
Marquardt, Terry T.	New Mexico State Representative	159
McDonald, Charles	Louisiana State Representative	160
McMains, Chuck	Louisiana State Representative	162
McMurtrey, George B.	Wyoming State Representative	164
McPherson, Bruce	California State Assembly	165
Moore, Eugene	Illinois State Representative	166
Morrissey, Jim	California State Assembly	167
Morrow, Bill	California State Assembly	169
Mulligan, Rosemary	Illinois State Representative	170
Novak, J. Philip	Illinois State Representative & Transportation Committee	172
O'Donnell, Bill	Nevada State Senator, Chair Transportation Committee	173
Olberg, Keith	California State Assembly	174
Overton, Jerry	Arizona State Representative, Chair Transportation Committee	175
Pankau, Carole	Illinois State Representative, Vice Chair Transportation Committee	177
Park, Carolyn	Texas State Representative	178

		PAGE
Park, Gordon L.	Wyoming State Representative	179
Parke, Terry R.	Illinois State Representative	180
Parker, Kathleen K.	Illinois State Senator, Vice Chair Transportation Committee	182
Patterson, Thomas C.	Arizona State Senator, Majority Leader	184
Persico, Vincent A.	Illinois State Representative	186
Picard, Cecil J.	Louisiana State Senator	187
Picard, Vincent V.	Wyoming State Senator	189
Pitts, Jim	Texas State Representative	190
Pringle, Curt	California State Assembly	191
Pugh, Coy	Illinois State Representative	193
Rainey, Richard K.	California State Assembly	194
Rawson, Leonard Lee	New Mexico State Senator	195
Richter, Bernie	California State Assembly	196
Rogan, James E.	California State Assembly	197
Rogers, Don	California State Senator	198
Rose, J.A. "Tony"	Wyoming State Representative	199
Roskam, Peter	Illinois State Representative	200
Rusling, Barbara	Texas State Representative	202
Salter, Joe R.	Louisiana State Representative	204
Santiago, Miguel A.	Illinois State Representative	205
Sarcletti, Ray	Wyoming State Senator	206
Saviano, Angelo "Skip"	Illinois State Representative	207
Shippy, Larry D.	Wyoming State Representative	208
Simpson, Michael K.	Idaho State Representative, Speaker of the House	209

		PAGE
Siracusa, John	Louisiana State Representative	211
Smith, John Arthur	New Mexico State Senator	212
Staples, Todd	Texas State Representative	213
Takasugi, Nao	California State Assembly	215
Talton, Robert E.	Texas State Representative	216
Taylor-Horton, Pamela	Wyoming State Representative, Transportation Committee	218
Theunissen, Gerald J.	Louisiana State Representative, Transportation Committee	219
Thompson, Bruce	California State Representative	220
Thompson, Francis C.	Louisiana State Assembly	221
Twiggs, Jerry T.	Idaho State Senator, President Pro Tempore	222
Uher, D.R. "Tom"	Texas State Representative, Speaker Pro Tempore	223
Ullo, J. Chris	Louisiana State Senate	225
Walsh, Thomas J.	Illinois State Senator	227
Weggeland, Ted	California State Assembly	228
West, G.E. (Buddy)	Texas State Representative	229
Willford, Loren "Teense"	Wyoming State Representative	230
Williams, W.C. "Dub"	New Mexico State Representative	231
Williamson, Ric	Texas State Representative	232
Windhorst, Stephen J.	Louisiana State Representative	235
Woods, Tom	California State Assembly	236
Wright, Cathie	California State Senator	239

PAGE**STATE AGENCIES**

Arizona Corporation Commission	Carl J. Kunasek, Commissioner	240
Arizona Department of Commerce	Sara Goertzen Dial, Director	242
Idaho Lieutenant Governor	C.L. "Butch" Otter	245
Louisiana Dept of Economic Development	Kevin P. Reilly, Sr., Secretary of Economic Development	247
Nebraska Public Service Commission	Daniel G. Urwiller, Chairman, et al.	248
Nebraska Department of Roads	Allan L. Abbott, Director- State Engineer	250

LOCAL OFFICIALS, CHAMBERS OF COMMERCE AND OTHERS

Albany County, Wyoming - County Commissioners	Pat Gabriel, Chairman	251
Austin, Texas - Chamber of Commerce	Glenn E. West, President & CEO	252
Boulder City, Nevada	Eric Lundgaard, Mayor	253
Burns, Wyoming	Boyd Frye, Mayor	254
Butte/Silver Bow, Montana	Jack Lynch, Chief Executive	255
California Chamber of Commerce	Kirk West, President	257
Cheyenne, Wyoming	Leo Pando - Mayor	258
Chicago, Illinois - Chicagoland Chamber of Commerce	Gerald Roper, President & CEO	259
Columbus, Nebraska - Chamber of Commerce	Dale Collinsworth, Executive Vice President	264
Dillon, Montana	James A. Wilson, Mayor	265
Fort Worth, Texas	Kay Granger, Mayor	266
Harrisburg, Arkansas - Chamber of Commerce	Lee Silco, President	268
Hope, Arkansas	Dennis Ramsey, Mayor	271

		<u>PAGE</u>
Idaho Council on Industry and the Environment	Patricia A. Barclay, Executive Director	273
LaGrange, Wyoming	Curtis Grandstaff, Mayor	275
Laramie County, Wyoming - County Commissioners	Nick Mirich, Chairman, et al.	276
Laramie, Wyoming - Downtown Development Authority	Tim Rubald, Executive Director	278
Laramie, Wyoming - Chamber of Commerce	Rolinda Sample, Executive Director	279
Laredo, Texas - Planning Department	Marina M. Sukup, Transportation Planning Director	280
Las Vegas, Nevada	Jan Lavery Jones, Mayor	282
Little Rock, Arkansas	Jim Dailey, Mayor	283
Longview, Texas - Longview Partnership	Sid Allen, President	285
Los Angeles, California - Chamber of Commerce	Ray Remy, President	287
Lovelock, Nevada	Ray Espinoza, Mayor	289
Marshall, Texas - Chamber of Commerce	John Rectenwald, President	290
Marshall, Texas	Audrey Kariel, Mayor	291
Modesto, California - Chamber of Commerce	Bill Seavy, President & CEO	293
Montana Taxpayers Association	Dennis Burr, President	294
Nampa, Idaho	Winston Goering, Mayor	295
North Las Vegas, Nevada - Chamber of Commerce	Sharon Harris, President	297
North Little Rock, Arkansas	Patrick Henry Hays, Mayor	298
North Platte, Nebraska - Chamber of Commerce	Brent Thompson, President	300

		PAGE
Oakland, California - Chamber of Commerce	Ces Butner, Chairman of the Board	302
Ogallala, Nebraska - Ogallala/Keith County Chamber of Commerce	Natalie Shelbourn, Executive Director	305
Oklahoma City, Oklahoma - Chamber of Commerce	Dean Schirf, Corporate Secretary	306
Palatine, Illinois	Rita L. Mullins, Mayor	308
Palestine, Texas	Andy McCuiston, City Manager	309
Palestine, Texas - Chamber of Commerce	Sam F. Cartwright, Executive Director	310
Park Ridge, Illinois	Ronald W. Wietecha, Mayor	311
Pocatello, Idaho	Peter J. Angstadt, Mayor	313
Pulaski County, Arkansas	F. G. Villines, III - County Judge	315
Rawlins, Wyoming - Carbon County Chamber of Commerce	Kathi Gray, Executive Director	317
Rawlins, Wyoming - South Central Industrial Association	Bob Dahl, President	319
Reno, Nevada	Jeff Griffin, Mayor	320
River Forest, Illinois	Frank M. Paris, Village President	321
Rock Springs, Wyoming	Paul S. Oblock, Mayor	322
Rock Springs, Wyoming - Chamber of Commerce	Mike Hill, President	324
Russellville, Arkansas - Chamber of Commerce	Betty C. LaGrone, President	325
Salt Lake County, Utah - County Commission	Randy Horiuchi, Commissioner	326
Spokane, Washington - Chamber of Commerce	Richard G. Hadley, President & CEO	328
Stockton, California - Chamber of Commerce	Jeanne M. Zolezzi, President	330

		PAGE
Tacoma-Pierce County, Washington - Chamber of Commerce	Gary D. Brackett, Manager	332
Tulsa, Oklahoma - Metropolitan Tulsa Chamber of Commerce	Richard H. Hedgecock, Vice President, Government Affairs	334
Twin Falls, Idaho - Chamber of Commerce	J. Kent Just, Vice President	335
Weatherford, Texas - Weatherford Chamber of Commerce	Dr. Jim Boyd, President	337
Weber County, Utah - County Commission	Spencer F. Stokes, Commissioner	339
West Memphis, Arkansas	Al Boals, Mayor	341
West Memphis, Arkansas - Chamber of Commerce Office of Economic Development	Sidney Runnels, Director	343
Westchester, Illinois	John J. Sinde, Village President	345
Winfield, Illinois	Marylou Crane, Village President	346

OTHER RAILROADS

COMPANY	WITNESS	PAGE
Angelina and Neches River Railroad Co.	David M. Perkins	349
Arizona Eastern Railway Company	Donald Tolle	353
Austin, Todd and Ladd Railroad Co.	S. Steven Smola	354
Brownsville and Rio Grande International Railroad	Lorenzo E. Cantu	356
Buckingham Branch Railroad Company	Robert E. Bryant	360
California Northern Railroad Co.	David L. Parkinson	362

COMPANY	WITNESS	PAGE
California Western Railroad, Inc.	David M. Lutz	369
City of Prineville Railway	Jerry L. Price	371
The Columbus and Greenville Railway Company	Donald J. Stier	373
East Camden and Highland Railroad	Jeffery T. Lindsey	375
Georgetown Railroad Company	Charles Ft. Turner	378
Hampton Railway, Inc.	David R. Benson	382
Iowa Northern Railway Company	Daniel R. Sabin	385
Ironhorse Resources, Inc.	Greg Cundiff	391
Southern Switching Company		
Rio Valley Switching Company		
Railroad Switching Service of Missouri, Inc.		
Klamath Northern Railroad	Maria Griffith	395
Kyle Railroad Company	Dan Lovelady	397
Louisiana & Delta Railroad, Inc. and, Genesee & Wyoming Switching Service, LP	Forrest L. Becht	399
Nebraska Central Railroad Company	Richard D. Bertel	404
North Coast Railroad	Edward M. McLaughlin David R. Hebert	410
Pioneer Railcorp	Guy L. Brenkman	412
Port of Pend Oreille dba The Pend Oreille Valley Railroad	Robert L. Shanklin	415
Port of Tillamook Bay Railroad	Jack Crider	418
RailTex Service Company, Inc.	Daniel T. McShane	422
San Joaquin Valley Railroad Company	Fred L. Krebs	429
Santa Cruz, Big Trees & Pacific Railway Company	Ralph D. Ranger	431
Santa Maria Valley Railroad Company	Sue J. Sword	433

COMPANY	WITNESS	PAGE
Shortline Services	Michael J. Klass	435
The Sierra Railroad	Michael G. Hart	439
South Kansas and Oklahoma Railroad Company	Richard B. Webb	441
Titan Rail Services Inc.		
Watco Inc.		
Inman Service Company Inc.		
Southeast Kansas Railroad Company	Charles R. Webb	445
Blue Mountain Railroad Company		
Eastern Idaho Railroad Company		
Osage Railroad		
Palouse River Railroad		
Stockton Terminal and Eastern Railroad	Thomas K. Beard	449
SWKR Operating Co., Inc. dba San Pedro & Southwestern Railroad Company	Rick Cecil	451
Texas South-Eastern Railroad Company	Gary Mike Smith	453
Texas, Gonzales & Northern Railway Company	Richard W. Jany	455
Tulsa-Sapulpa Union Railway Company	Russell Crosby	459
Utah Central Railway Company	B. A. Blansett	461
Vision Transportation Technologies, LLC.	D. J. Roberts	465
Washington Central Railroad Company, Inc.	Nicholas B. Temple	468
Willamette & Pacific Railroad, Inc.	Robert I. Melbo	470
Winchester and Western Railroad Company	William P. Light	475
Yreka Western Railroad Company	Larry G. Bacon	477

**GOVERNORS AND OTHER
PUBLIC OFFICIALS**

THIS PAGE LEFT BLANK



STATE OF ARIZONA
EXECUTIVE OFFICE

FIFE SYMINGTON
Governor

October 17, 1995

Mr. Vernon Williams
Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N. W.
Washington, D. C. 20423

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

Dear Secretary Williams:

On behalf of the State of Arizona, I would like to convey my enthusiastic support for the proposed merger of the Union Pacific and Southern Pacific rail systems. The resulting UP/SP system would promote more effective competition in both service and cost with the recently merged Burlington Northern and Santa Fe railroads that also serve our state. A revitalized railroad system in central and southern Arizona is of great importance to our state's economic development efforts in part because it would enhance our ability to trade with Mexico via the Nogales gateway.

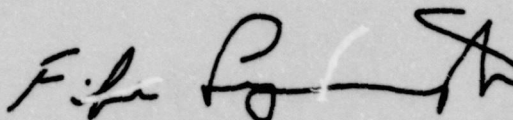
With the merger of UP and SP, Arizona shippers would benefit from competitive single-line rail service for forest products and metal products originated by UP in the American Northwest and British Columbia. We also would welcome single-line service from grain producing areas in the Midwest and improved access to Texas, Louisiana, and Arkansas. Finally, the broad UP route structure would give Arizona shippers, now served by SP, shorter routes and faster schedules to major Mississippi River gateways including Chicago, East St. Louis, and Memphis.

Mr. Vernon Williams
October 17, 1995
Page Two

The UP/SP merger would create a financially strong railroad with the capital resources to upgrade SP's Southern Corridor and its Tucumcari line in ways that improve the efficiency and quality of service for Arizona shippers. The merged companies would also be able to invest in new industrial development at locations in Arizona now served by SP. Perhaps most importantly, the merger would enhance the job security of Arizona's SP rail workers.

I strongly urge the Commission to promptly approve the proposed merger of Union Pacific and Southern Pacific. If there is any additional information I can provide, please contact my office.

Sincerely,

A handwritten signature in dark ink, appearing to read "Fife Symington", with a stylized flourish at the end.

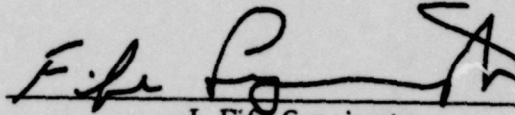
Fife Symington
GOVERNOR

FS:cp

Mr. Vernon Williams
October 17, 1995
Page Three

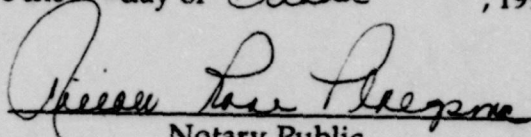
STATE OF ARIZONA)
)
COUNTY OF MARICOPA)

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



J. Fife Symington

Subscribed and sworn before me 17th day of October, 1995.



Notary Public

My Commission Expires:

7/28/98



THIS PAGE LEFT BLANK

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

JIM GUY TUCKER
GOVERNOR, STATE OF ARKANSAS

I, Jim Guy Tucker, am Governor of the State of Arkansas. I submit this verified statement to indicate my strong support for the proposed merger of the Union Pacific and Southern Pacific railroads.

The railroads are a vital industry for Arkansas. Many of our leading businesses rely heavily on rail transportation. Arkansas citizens have a strong interest in maintaining effective rail service in the State. At present, Union Pacific and Southern Pacific are the two most important rail carriers in Arkansas, providing service to a large percentage of the State's shippers.

I support this merger because I believe it will ensure the continuation of effective rail service for the State of Arkansas. SP's Chairman has questioned whether SP can survive, especially after the merger of the Burlington Northern and Santa Fe. I believe that the UP, with its financial and management strengths, can help to bring strong service to the Arkansas shippers served by the Southern Pacific-Cotton Belt line. The Cotton Belt is an

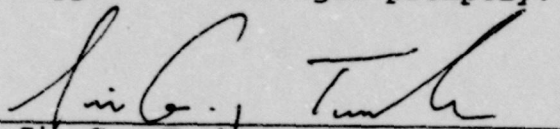
important part of the State's economy, and it must not be allowed to decline.

I understand that the proposed merger will bring many service benefits to Arkansas shippers. This includes more direct routes and single-line access to many points in the western United States, including customer locations on the West Coast and in the Southwest. This should result in improved service levels for Arkansas business, as well as improved equipment supply and reduced costs.

A UP/SP merger is also important because it will provide Arkansas shippers with a railroad that is able to compete on an equal footing with the BN/Santa Fe. Many Arkansas shippers have access only to the UP or SP, but they compete against companies served by the BN/Santa Fe, with its extensive route structure and high level of efficiency. In order to be competitive, Arkansas shippers need a rail carrier that can offer the same coverage of the western United States and the same efficient service levels. In addition, Arkansas shippers who now have access to the BN/Santa Fe should have a strong competitive alternative. I believe a combined UP/SP will supply that alternative.

I understand that where UP and SP are currently the only two railroads serving a community, they will ensure that another railroad is given access to the shippers in that community. This should provide additional competitive opportunities for Arkansas businesses.

I strongly support the merger of the Union Pacific and Southern Pacific as a step that will benefit the citizens of Arkansas. I urge the Commission to approve the merger promptly.



Jim Guy Tucker

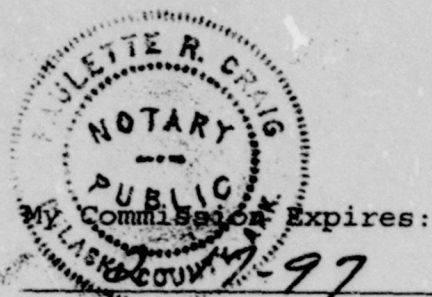
VERIFICATION

STATE OF ARKANSAS)
) SS.
COUNTY OF Lulaski)

Jim Guy Tucker, 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.

Jim G. Tucker
Jim Guy Tucker

SUBSCRIBED AND SWORN TO before me this 9th day of October, 1995.



J. Lettie R. Craig
Notary Public



OFFICE OF THE GOVERNOR

P.O. BOX 83720

BOISE 83720-0034

PHILIP E. BATT
GOVERNOR

(208) 334-2100

VERIFIED STATEMENT

OF

Philip E. Batt
Governor of Idaho

I, Philip E. Batt, am the Governor of the State of Idaho. I make this statement in regard to the proposed merger of the Union Pacific Railroad (UP) with Southern Pacific Lines (SP).

Many of Idaho's principal exports, including potatoes, sugarbeets, grain, minerals and timber, are shipped by rail or by a combination of truck and rail. For this reason, a strong rail system is vital to our state, its businesses and its consumers.

As a result, I support the UP/SP merger.

At the same time, I hope they would consider including us in the shared trackage agreement between UP/SP and Burlington Northern (BN)/Santa Fe (SF) which currently benefits Idaho's surrounding states. Such an addition would enhance in-state competition since BN and UP currently only compete for traffic in northern Idaho.

While increased competition statewide would be beneficial and desirous for Idaho, a combined UP and SP is beneficial on a regional basis, particularly in light of the BN/SF merger.

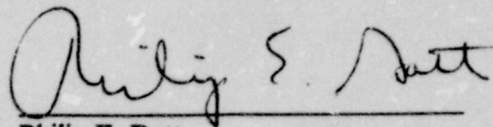
This proposed merger would allow UP's single line routes from its Canada gateway at Eastport to compete regionally with the combined BN/SF which offers single line service from its western Canada gateways to the Southwest and Mexico.

Idaho also has an interest in the continued viability and improvement in management of the SP. Through this merger, Idaho's shippers will be assured that the lines of the SP on which their customers are located will be better managed, financially sound, and competitive with the lines of the merged BN/SF railroads.

Idaho's shippers will benefit from more direct routes on the combined UP/SP railroads, including shorter routes to customers at points in Texas and California, and new single line service via the SP's routes in the southwest, Colorado and Oregon. Numerous markets in California will now be accessible on a single line. Although SP does not presently serve any points within the state of Idaho, many of our shippers depend on the SP to reach these destinations.

Our shippers also need more refrigerated railroad cars for our key exports, potatoes and onions. Combining UP's and SP's fleets will help make more such cars available.

For the aforementioned reasons, the State of Idaho supports the proposed merger of the UP and SP and we look forward to prompt approval by the Interstate Commerce Commission.

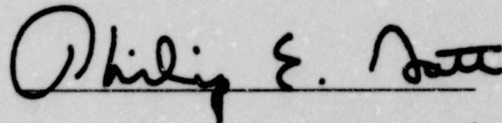


Philip E. Batt
Governor of Idaho

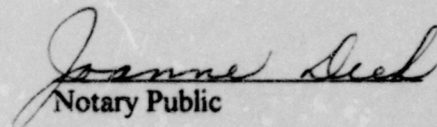
VERIFICATION

STATE OF IDAHO)
) ss.
COUNTY OF Ada)

Philip E. Batt, 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 2nd day of November, 1995.


Notary Public

My Commission expires: 7/15/98



EDWIN W. EDWARDS
GOVERNOR

State of Louisiana

OFFICE OF THE GOVERNOR

Baton Rouge

70804-9004

POST OFFICE BOX 94004
(504) 342-7015

FD-32760

October 4, 1995

Vernon A. Williams, Secretary
Interstate Commerce Commission
12th Street and Constitution Ave., NW
Washington, D.C. 20425

Dear Mr. Secretary:

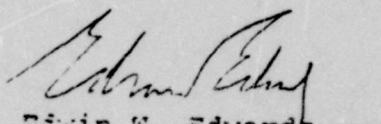
Having received substantial information concerning the proposed merger of Union Pacific and Southern Pacific railroads, I write to inform you of our support in principle for this merger.

We in Louisiana see substantial benefits to our shippers, our ports, and our highway system from improved service in every major corridor served by Union Pacific and Southern Pacific.

Furthermore, we understand that Union Pacific will negotiate agreements with other carriers to assure that competition continues in major markets.

Thank you for your attention to this matter.

Sincerely,


Edwin W. Edwards

EWE:sf

Office of the Secretary

OCT 10 1995

THIS PAGE LEFT BLANK

STATE OF NEBRASKA

EXECUTIVE SUITE

P.O. Box 94848
Lincoln, Nebraska 68509-4848
Phone (402) 471-2244



E. Benjamin Nelson
Governor

September 22, 1995

Linda Morgan, Chairman
Interstate Commerce Commission
12th & Constitution Ave., NW
Washington, DC 20423

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

Dear Chairman Morgan:

I want to formally lend my strong support to the proposed merger of the Union Pacific and Southern Pacific railroads. Union Pacific has had a major presence in Nebraska since its beginnings. We have found that UP has been responsive to the needs of the communities in which it operates as well as to the needs of its shippers. This proposed merger with Southern Pacific is good for Nebraska and for Nebraska's shippers and consumers.

Nebraska supported the Burlington Northern/Santa Fe merger because it appears likely to benefit Nebraska rail customers and consumers and to strengthen competition by allowing those railroads to provide improved service and to reduce costs. The same kinds of benefits would result from the merger of UP and the Southern Pacific. Indeed, such improvements are all the more important now, given that the merger of BN and Santa Fe will create a rail system nearly twice as large as either UP or Southern Pacific if they remained independent. By merging, UP and SP will be able to expand the services they offer to their shippers and be more competitive with BN/Santa Fe.

The UP/SP merger will directly benefit Nebraska shippers in a number of ways. Farmers and grain elevators will have single line service to many more grain buyers reached by SP's lines in the Pacific Southwest and western Mexico. Moreover, given the seasonality of grain demands, a combined UP/Southern Pacific will be able to improve equipment utilization by backhauling wheat from Southern Pacific points in covered hoppers used to move Nebraska feed grains to SP points in Arizona and Southern California. Improving the utilization of grain cars effectively increases the size of the grain fleet without the need to spend capital. Anything that improves the availability of cars to move grain is a positive development for Nebraska farmers.

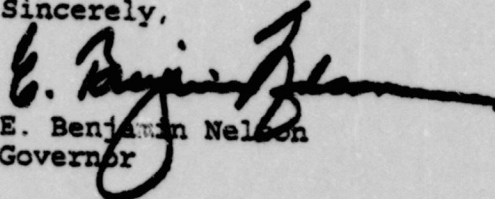
September 22, 1995
Page two

In addition, Nebraska utilities and consumers will benefit from the new single line service for low sulfur coal from Colorado and Utah mines served by Southern Pacific. Nebraska businesses will also get improved access to suppliers and customers located on Southern Pacific lines in California.

Preserving UP as a railroad that is financially strong and fully the equal of BN/Santa Fe is also important to Nebraska's rail workers. The jobs of those workers will be more secure, and their future opportunities enhanced, if Union Pacific is allowed to meet the competitive challenge of the BN/Santa Fe merger by joining with Southern Pacific. It is important, therefore, that contractual obligations be met for workers who may be affected in the short run by dislocations resulting from the merger.

On behalf of the citizens of Nebraska, I urge you to consider the proposed merger of Union Pacific and Southern Pacific favorably and promptly.

Sincerely,



E. Benjamin Nelson
Governor

EBN:kmv



OFFICE OF THE GOVERNOR

STATE CAPITOL

SANTA FE, NEW MEXICO 87503

GARY E. JOHNSON
GOVERNOR

October 21, 1995

(505) 827-3000

Mr. Vernon A. Williams, Secretary
Interstate Commerce Commission
12th and Constitution Avenues N.W.
Washington, D.C. 20423

Dear Mr. Williams:

On behalf of the State of New Mexico, I am pleased to lend my support to the proposed merger of the Union Pacific and Southern Pacific railway systems. The Interstate Commerce Commission's approval of that union will complement long-ranged efforts of the State of New Mexico relative to trade and international commerce.

The joining of the two transportation systems will help provide a direct single rail link for shippers on both sides of the international border to all points served by Union Pacific and Southern Pacific, including locations in California, the Pacific Northwest, and the Midwest. The merger application is a critical component of an overall concept presently being developed by New Mexico for a state-of-the-art international port of entry at Santa Teresa, New Mexico.

The Camino Real Intermodal Center will establish an entry point into Mexico for all area railroads and will be an ideal gateway for commerce moving along the north/south corridor between Canada and Mexico.

Negotiations are occurring between the State Highway and Transportation Department, the Republic of Mexico, trucking, and rail companies which include the Southern Pacific, Union Pacific, Ferrocarriles Nacionales de Mexico, as well as key Mexican and U.S. manufacturers including Ford, the Monsanto Corporation, and other maquiladora industry representatives.

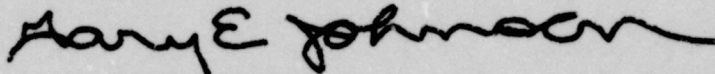
Discussions are at a critical point and an efficient, competitive railway system connecting Mexican and United States shippers is key to the southwest becoming a major player in emerging international trade corridors. The Commission's approval of the merger before you will help strengthen each of the applicant railroads, which will in turn, complement our own efforts in participating in the global marketplace.

The North American Free Trade Agreement (NAFTA), and the Intermodal Surface Transportation Efficiency Act (ISTEA) have initiated innovative approaches to trade and commerce. New Mexico's efforts in bringing stakeholders together for the Camino Real Intermodal Port-of-Entry at Santa Teresa represent a continuance of that federal effort. Fundamental to such commercial endeavor will be a reliable rail transport system, incorporating advanced intermodal and customs processing for trucking and rail containerized shipments.

Mr. Vernon A. Williams, Secretary
October 21, 1995
Page 2

To summarize our support for this action, the State of New Mexico enthusiastically supports the Union Pacific/Southern Pacific merger on two levels; first, because a strong and competitive rail system will benefit existing and future shippers, and secondly, because reliable rail service between adjacent states and the Republic of Mexico will be fundamental to the success of the Camino Real Intermodal Port-of-Entry at Santa Teresa.

Sincerely,



Gary E. Johnson
Governor

GEJ:FSF:hal

xc: Pete Rahn, Secretary
NM State Highway & Trans. Dept.
NM Congressional Delegation
Robert G. Thruston, President
Southern Pacific Transportation Company
Barry D. Michaels, General Manager
Union Pacific Railroad
Thomas P. Coleman, Market Manager
Union Pacific Railroad



STATE OF WYOMING
OFFICE OF THE GOVERNOR

JIM GERINGER
GOVERNOR

STATE CAPITOL BUILDING
CHEYENNE, WY 82002

October 16, 1995

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

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

Dear Secretary Williams:

Based upon commitments from Union Pacific Railroad Chairman Dick Davidson, I am submitting this letter in conditional support of the proposed merger of Union Pacific and Southern Pacific railroad lines. The proposed merger should benefit the shippers of Wyoming and our economy. It should also strengthen competition in the railroad industry making Wyoming and other Western states' products more available to existing markets and to enhanced North/South markets.

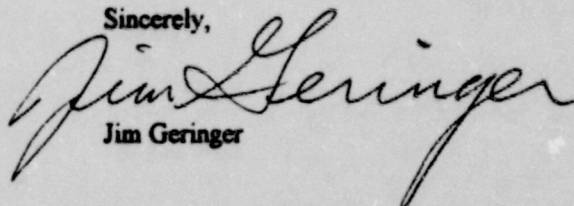
Union Pacific has long been a strong part of the Wyoming economy. I anticipate that the merger of Union Pacific and Southern Pacific may have even greater significance to our state. I am assured that additional traffic could be routed over the Union Pacific main line through Wyoming and that single-line service to new import and export markets is possible. Additional traffic creates the potential for new railroad jobs along the Union Pacific corridor through Southern Wyoming.

I expect to see more vigorous competition between our two major railroads in Wyoming and new opportunities to work with these competing railroads to assure fair and competitive rates for Wyoming shippers especially where direct competition is not yet available. I am particularly pleased with the commitment which Chairman Dick Davidson made to me concerning rates for shipping enhanced coal.

I will continue to demand that our seasonal needs for grain hopper cars and engines be met. I will also continue to collaborate with my neighboring Western Governors to insure that we are all well served by the proposed merger. Any support which the ICC can provide to assure competition in the West would be appreciated.

Based upon Union Pacific's assurances, I would support the proposed merger of Union Pacific and Southern Pacific.

Sincerely,


Jim Geringer

cc: David Fischer
(Union Pacific Railroad Company)
1416 Dodge St., Rm. 801
Omaha, NE 68179

California Legislature

DICK ACKERMAN
ASSEMBLYMAN, SEVENTY-SECOND DISTRICT
ORANGE COUNTY
Anaheim, Brea, Buena Park, Fullerton, La Habra, Placentia, Yorba Linda

FD 32760

September 27, 1995

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



Dear Secretary Williams:

As a member of the California State Assembly I add my support to the proposed merger of The Union Pacific Railroad and the Southern Pacific Railroad.

The UP/SP merger will dramatically improve service and strengthen competition. I believe this will meet the competitive challenge presented by the BN/Santa Fe Railroad.

This merger provides many benefits for shippers including improved traffic considerations which will reduce delays and increase reliability.

The new merger's routes will change the efficiency of railroad transport. The routes will be significantly shorter than UP's or SP's routes today in many important corridors including Chicago-Oakland, Dallas-Los Angeles, and Memphis-Los Angeles.

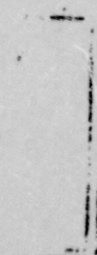
Thank you for your consideration of the proposed merger

Sincerely,

Dick Ackerman

DICK ACKERMAN
Assemblyman, 72nd District

OCT 03 1995



District Office
1501 North Harbor Blvd., Suite 101
Fullerton, California 92635
(714) 525-0175 Fax (714) 525-0183

Sacramento Office
State Capitol, Room 5126
Sacramento, California 95814
(916) 445-7448 Fax (916) 327-2233

STATE CAPITOL
P.O. BOX 942849
SACRAMENTO, CA 94249-0001

DISTRICT OFFICE
304 WEST F STREET
ONTARIO, CA 91762

Assembly California Legislature

FRED AGUIAR

ASSEMBLYMAN, SIXTY-FIRST DISTRICT

ASSISTANT REPUBLICAN LEADER

Representing the cities of Chino, Chino Hills, Montclair, Ontario, Pomona, and Rancho Cucamonga

September 21, 1995

COMMITTEES

RULES
APPROPRIATIONS
HEALTH
INSURANCE
TRANSPORTATION

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

Regarding: Reference Finance Docket No. 32760, Union Pacific Corporation, et al. -- Control & Merger -- Southern Pacific Rail Corp., et al.

Dear Mr. Williams:

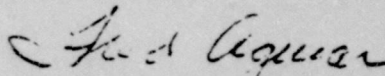
The proposed merger between Union Pacific Railroad and Southern Pacific Railroad will dramatically improve service, reduce costs, and strengthen competition.

Southern Pacific's customers have had to live with service problems and uncertainties about SP's financial stability. Incorporating the best routes, facilities and equipment of UP/SP will reduce costs and dramatically improve California's shipping service. The UP/SP merger will assure California's shippers the quality service and a financially strong railroad that can afford to continually improve its operations.

If this merger is successful it will create greater competition between UP/SP and Santa Fe for routes formerly dominated by Santa Fe Railroad. The net results of increased competition are lower costs and increased quality of service for consumers.

The UP/SP merger will reduce costs, improve service, and increase competition which is in the best interests of consumers, California, and the railroad industry.

Sincerely,



FRED AGUIAR

FA:wh

SEP 26 1995

STATE CAPITOL
P.O. BOX 942949
SACRAMENTO, CA 94249-0001
(916) 446-4446
4811 CHIPPENDALE DRIVE
SUITE 501
SACRAMENTO, CA 95841
(916) 348-1995

Assembly California Legislature

BARBARA ALBY
ASSEMBLYWOMAN, FIFTH DISTRICT

ASSEMBLY COMMITTEE
ON RULES
ASSEMBLY COMMITTEE
ON BUDGET
ASSEMBLY COMMITTEE
ON CLERICAL
ASSEMBLY COMMITTEE ON
UTILITIES & COMMERCE
ASSEMBLY COMMITTEE ON
ENVIRONMENTAL SAFETY
AND TOXIC MATERIALS
TASK FORCE ON DEFENSE
CONVERSION

September 29, 1995

The Honorable Vernon Williams
Secretary, Interstate Commerce Commission
Room 2215, Twelfth Street and Constitution Avenue N.W.
Washington, DC, 20423

Dear Secretary Williams:

I am writing today to urge the Interstate Commerce Commission to give swift and sure approval of the application of the Southern Pacific and Union Pacific railroads to merge.

As the Assembly Member from the 5th District, I represent the area generally north and northeast of Sacramento. The Sacramento area is an important junction between the South Pacific and the Union Pacific. The SP's East-West rail line stretches from Oakland through Sacramento, Roseville, and Reno, Nevada, intersecting its North-South rail line through Stockton, Sacramento, Roseville and then northward. The UP main line from Oakland runs through Stockton and Sacramento, and north into the Feather River Canyon on its way to Reno.

Key concerns here include jobs, like those at the Southern Pacific's facility at Roseville, northeast of Sacramento, as well as the preservation of rail competition and the continuation of quality rail service to area business.

Merger of the UP and SP should join the financial strength of the Union Pacific Railroad with the facilities and personnel of the Southern Pacific Railroad. Long-term, that should be good for both railroads, for their employees, and for their customers.

The UPRR/SPRR merger will improve service and strengthen rail competition in our area. The UPRR and SPRR recently announced an agreement with the Burlington Northern/Santa Fe railroad which will ensure continued rail competition in California. The agreement allows the BN/SF Railroad to link its routes in Northern California with its routes in Central and Southern California by bridging the gap between Bieber and Stockton. It also will allow the BN/SF Railroad the opportunity to operate between Oakland/San Francisco and Denver through Sacramento.

Honorable Vernon Williams
September 29, 1995
Page 2

Both provisions should ensure that the Sacramento/Roseville areas will remain a key rail crossroads in California.

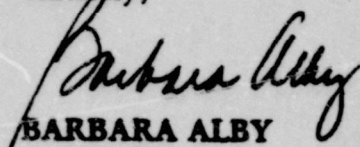
The merger should provide other public benefits. The UPRR/SPRR plans to provide the first truck-competitive single-carrier rail service ever in the corridor between California and the Seattle/Tacoma area. The result should be to take trucks off of crowded I-5 which runs through Sacramento.

The importance of the Sacramento/Roseville area as a rail hub should increase as the two railroads work to combine and coordinate their operation, as the BN/SF Railroad begins to move freight through the area, and as the merged UPRR/SPRR moves more intermodal freight in the I-5 corridor. That increase in business should ensure that good paying railroad jobs remain in our community.

The SPRR serves many businesses in Northern California. The merger will allow the railroad to service and provide high-quality service to those businesses. Combining the best of the SPRR and the best of the UPRR should benefit customers of both railroads.

In summary, the proposed UPRR/SPRR merger appears to have substantial benefits. I urge your Commission to give its swift approval to the railroads' application.

Sincerely,


BARBARA ALBY

STATE CAPITOL
P.O. BOX 942849
SACRAMENTO, CA 94245-0001
ph (916) 445-2112 fax 445-4631
DISTRICT OFFICE
1350 FRONT STREET, SUITE 6013
SAN DIEGO, CA 92101
619) 234-7878 fax 233-0078
Email: alperdw@assembly.ca.gov

Assembly California Legislature

DEDE ALPERT

ASSEMBLYWOMAN SEVENTY-EIGHTH DISTRICT

CHAIR
EDUCATION
MEMBER:
ENVIRONMENTAL SAFETY
& TOXIC MATERIALS
PUBLIC EMPLOYEES
RETIREMENT & SOCIAL
SECURITY
UTILITIES & COMMERCE

September 29, 1995

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

RE: Finance Docket No. 32760, Union Pacific Corporation, et al.
-Control & Merger-Southern Pacific Rail Corp., et al.

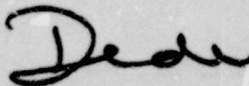
Dear Secretary Williams,

I am writing to urge your strongest consideration of the proposed merger between Union Pacific Railroad and Southern Pacific Railroad.

According to information supplied to me, this merger has the potential to be of great public benefit. The combined railroad will enable increased efficiency due to routing of like rail cargo on certain lines, and by reducing delays by increasing total capacity of the system. The merger will allow UP/SP to more effectively compete with other rail lines, specifically BN/Santa Fe. Additionally, California shippers are likely to realize significant benefit due to Southern Pacific's already strong position in the California market combined with the increased opportunities the merger presents.

I believe these and other positive effects of a proposed merger merit full consideration by the Commission in its review of this application. Thank you for your time and consideration.

Sincerely,



OCT 02 1995

ASSEMBLYWOMAN DEDE ALPERT
78th District

DA:jj

SACRAMENTO ADD: 255
ROOM 5100
STATE CAPITOL 95814
AREA CODE (916) 445-9740

DISTRICT OFFICE
100 PASEO DE SAN ANTONIO, SUITE 209
SAN JOSE, CA 95113
AREA CODE (408) 286-8318



STATE SENATOR
ALFRED E. ALQUIST

THIRTEENTH SENATORIAL DISTRICT

REPRESENTING
SANTA CLARA COUNTY

IN THE

Senate

COMMITTEES
BUDGET AND FISCAL REVIEW
CHAIRMAN
APPROPRIATIONS
CONSTITUTIONAL AMENDMENTS
ENERGY AND PUBLIC UTILITIES
GOVERNMENTAL ORGANIZATION
SENATE SELECT COMMITTEE ON
CALIFORNIA'S WINE INDUSTRY
JOINT LEGISLATIVE
BUDGET COMMITTEE
CHAIRMAN

October 12, 1995

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

RE: Finance Docket No. 32760, Union Pacific Corporation, et al.

-Control & Merger - Southern Pacific Rail Corp., et al.

Dear Secretary Williams:

As a former long time employee of the Southern Pacific, I would like to express my support for the merger of the Union Pacific and Southern Pacific railroads, as proposed in the Interstate Commerce Commission Finance Docket noted above.

The financial health of the Southern Pacific has been a continuing concern to policy-makers here in California. Railroad shippers, employees, and suppliers all depend upon the health of the Southern Pacific, and all are affected by changes in the SP's financial picture. SP senior managers have said publicly and candidly that the recent approval of the merger between the Burlington Northern and the Santa Fe railroads will create a much stronger competitor for the SP, putting the long-term viability of the SP in serious question.

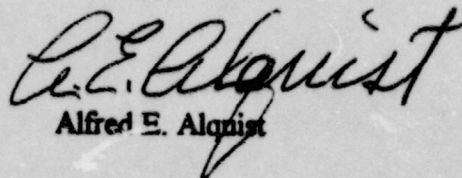
The proposed merger with the Union Pacific Railroad, a financially strong company, should stabilize the finances of the SP and ensure the long-term viability and survival of the merged railroad. The merged UP/SP will be roughly the same size and competitive strength of the merged BN/SF, resulting in two healthy railroads that should compete head-to-head for rail freight in California.

October 13, 1995

Competition will be preserved and strengthened as a result of an agreement between the UP/SP and the BN/SF since it will provide BN/SF with trackage rights from Denver to the San Francisco Bay Area. The BN/SF will also gain the right to serve shippers in California now served by both the UP and SP, and who would otherwise be served by a single UP/SP railroad after the merger (in California, this includes shipper facilities in places like San Jose and Fremont). In short, the agreement will ensure that all California shippers who otherwise would have lost two-railroad competition as a result of the merger, will continue to be served by two railroads.

In light of the many benefits resulting from the proposed UP/SP merger, I would urge the Interstate Commerce Commission to give its swift approval to the merger proposal.

Sincerely,



Alfred E. Alquist

AEA: cmc

Wyoming State Legislature

213 State Capitol / Cheyenne, Wyoming 82002 / Telephone 307 / 777-7881



Senate

SENATOR JAMES L. APPLGATE

Minority Floor Leader

Senate District 8 - Laramie County

P.O. Box 612

Cheyenne, Wyoming 82003-0612

Committees:

Revenue

Corporations, Elections and

Political Subdivisions

Rules and Procedure

Management Council

Tuesday
October 31, 1995

The Honorable Vernon A. Williams, Secretary
Interstate Commerce Commission
Twelfth Street and Constitution Avenue, NW
Room 2215
Washington, DC 20423

Dear Secretary Williams:

RE: FINANCE DOCKET NO. 32760, UNION PACIFIC
CORPORATION, ET AL. - CONTROL & MERGER -
SOUTHERN PACIFIC RAIL CORPORATION, ET AL.

I wish to express my support for the proposed Union Pacific Railroad - Southern Pacific Railroad merger. The State of Wyoming has benefited by the presence of two major railroads. The proposed merger should strengthen rail competition in the railroad industry, making Wyoming products more available to new markets.

It is my understanding that the UP/SP merger will improve efficiency and justify increased investments to expand capacity and improve service. These efforts will benefit Wyoming's economy and rail employment, particularly in my community.

I urge your timely approval of the Union Pacific Railroad - Southern Pacific Railroad merger and would appreciate your consideration of this matter.

Yours very truly,

James L. Applegate, Esq.
Wyoming State Senator

JLA:jnh
xc: David Fischer

SENATE
STATE OF LOUISIANA

State Senator
District 3
Parish of Orleans
4948 Chef Menteur Hwy.
Room 318
New Orleans, Louisiana 70126
(504) 942-8198



COMMITTEES
Budget
Finance
Local and Municipal Affairs
Senate and Governmental Affairs
Legislative Budgetary Control Council

DENNIS R. BAGNERIS, SR.
SENATE PRESIDENT PRO TEMPORE

October 27, 1995

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

Re: Financial Docket #32760, Union Pacific Corporation, et al -- Control & Merger--
Southern Pacific Rail Corporation, et al.

Dear Mr. Williams:

This is to communicate my support for the merger application of the Union Pacific & Southern Pacific railroads which I believe will strengthen our rail transportation service in Louisiana.

I am aware of the announcement that the Union Pacific and Southern Pacific have concluded an arrangement, as a condition to the merger, that would grant the large Burlington Northern-Santa Fe Railroad rights to serve from New Orleans to Lake Charles in our Louisiana southern rail corridor. This will maintain a strong rail presence here for our rail users and offer some new opportunities for improved service.

New Orleans to California service will be improved as Union Pacific's lines east of Houston will be utilized and upgrading the Southern Pacific tracks west of El Paso will assure the strongest available route for shippers. It is expected that the New Orleans to St. Louis-Chicago rail corridor will be improved through greater coordination of rail terminals. Service opportunities will increase in the north-south traffic as shipments can move directly over Union Pacific routes rather than having to be routed over Southern Pacific's lines to Houston.

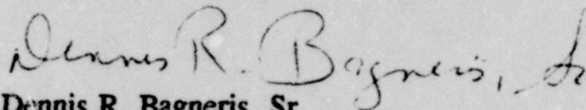
Page 2

Honorable Vernon A. Williams

There are cost savings expected to Louisiana shippers as a result of reduced overhead, more efficient usage of equipment, rail facility consolidations and shorter routes. Additionally, it is anticipated that a new New Orleans-Dallas-Amarillo-Denver-Pacific Northwest service will be initiated linking the Port of New Orleans to those points and beyond. We expect that Louisiana service improvements and efficiencies will provide new marketing opportunities for our rail customers and increase their competitive positions with their products.

I urge your approval of the merger to obtain the benefits identified in this consolidation of these companies.

Sincerely,



Dennis R. Bagneris, Sr.
Senate President Pro Tem

DRB,sr:mpw

P.O. BOX 2910
AUSTIN, TEXAS 78768-2910
512-463-0924
FAX/512-463-5896

REPRESENTATIVE
Kevin Bailey



507 NORTH BELT EAST, #310
HOUSTON, TEXAS 77060
713-847-9000
FAX/713-999-8374

Texas House of Representatives

COMMITTEES:
Vice Chairman,
PUBLIC SAFETY
URBAN AFFAIRS
HOUSE ADMINISTRATION

October 18, 1995

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

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

Dear Mr. Williams:

The Houston area depends heavily on the availability of strong rail service for our local businesses. This letter is to advise the Commission of my view that the proposed merger of the Union Pacific and Southern Pacific railroads will serve Houston's interests by strengthening rail service and improving competition.

Houston area shippers will enjoy improved service on many routes following a UP/SP merger. Many Houston area businesses ship to and from the West Coast. A UP/SP merger will allow shippers to use efficient combinations of lines to reach SP's Southern corridor route. Current service on that route suffers from serious congestion and SP's inability to devote the capital resources to upgrade the facilities on its lines. Following the merger, UP/SP plan to invest capital to expand capacity on the Southern corridor route. Coordination of rail movements and integration of terminal operations also will help relieve congestion. As a result, Houston shippers will gain an efficient alternative to the BN/Santa Fe route to Southern California.

Service for north-south traffic through Houston also should improve significantly as a result of the merger. To the north, service on the Memphis-St. Louis-Chicago corridor will be faster and more reliable due to the UP/SP plans for coordinating terminals, using alternative routes, and creating more run-through trains. Houston shippers also should gain more direct routes to Denver and the Pacific Northwest through use of a combination of UP and SP lines.

To the south, Houston shippers will have more flexible access to all Mexican gateways. Shippers currently served by SP will be able to take advantage of UP's efficient border-crossing procedures, eliminating delays for Mexican traffic. In addition, BN/Santa Fe will gain access to the important Laredo gateway (through interchange with the Texas Mexican Railway at Corpus Christi) and the to Brownsville gateway.

We also expect better service for movements to the east, along the Gulf Coast toward New Orleans and other Louisiana points. SP shippers will be able to use UP's line east of Lake Charles, La. Moreover, under an agreement with UP and SP, BN/Santa Fe will gain a new competitive route between Houston and New Orleans through trackage rights and purchase of much of SP's mainline through Louisiana. BN/Santa Fe also will gain access to chemical plants at several points in the Houston area, including Baytown and Mont Belvieu. The agreement will allow BN/Santa Fe to provide an important new service alternative for Houston shippers on movements along the Gulf Coast and to and from the Southeast.

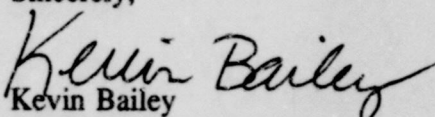
A merger of the UP and SP should improve equipment supply for our shippers due to the shorter routes and other operating efficiencies that will result from the merger. The combined UP/SP system will have more opportunities to reposition equipment and take advantage of backhaul and triangulation opportunities and different seasonal patterns of the UP and SP traffic. Yard consolidations should provide some additional storage-in-transit opportunities for chemical shippers.

The merger will not only preserve competition, but will increase it. The new operating rights for BN/Santa Fe ensure that points now served only by UP and SP will continue to receive service from two railroads. In addition, they provide Houston shippers with new competitive options for movements through Texas and Louisiana. With new BN/Santa Fe access to points in the Houston area, competition for chemicals and petrochemicals traffic will be strengthened. Moreover, a UP/SP merger will allow UP/SP to provide more effective competition with BN/Santa Fe than UP or SP could provide separately. Today, SP's service problems and its financial constraints make it a particularly weak competitor. UP/SP and BN/Santa Fe will both be efficient carriers with extensive route systems, capable of providing a high level of service to Houston shippers. I expect that these two systems will be vigorous competitors. Houston also will continue to have service from other rail carriers, barge operators, and other transportation alternatives, including trucks.

The economy of Houston will benefit from the UP/SP merger. Improved service for our shippers and the availability of strong competitive transportation alternatives will help Houston retain its status as a key business hub, along with increasing employment opportunities in the area. This will benefit all Houston area citizens as well as the entire state of Texas.

In summary, the UP/SP merger should bring Houston area shippers many service benefits and new competitive options. I encourage the Commission to consider these benefits to Houston and to comment favorably on the merger.

Sincerely,


Kevin Bailey
State Representative

MAJORITY LEADER

J. ERNEST BAIRD
1700 WEST WASHINGTON
PHOENIX, ARIZONA 85007-2848
CAPITOL: (602) 542-5863

5428 EAST CHOLLA
SCOTTSDALE, ARIZONA 85254
HOME: (602) 922-3831

DISTRICT 24



Arizona House of Representatives
Phoenix, Arizona 85007

COMMITTEES:

JUDICIARY
WAYS & MEANS

JOINT LEGISLATIVE TAX
COMMITTEE

JOINT LEGISLATIVE BUDGET
COMMITTEE

LEGISLATIVE COUNCIL

HOUSE ETHICS COMMITTEE,
CHAIRMAN

October 25, 1995

Mr. Vernon Williams, Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

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

Dear Secretary Williams:

I am writing to urge you to support the merger between Southern Pacific and Union Pacific. In today's highly competitive times we need to ensure that our various industries have a level playing field. By allowing this merger you will not only be helping the two companies to compete in a larger market of the railroad industry but you will be offering our businesses in Arizona more transportation options. These added options will result in dramatically improved service with greater speed, reliability, frequency of schedules and lower costs. All of this will enable Arizona to be part of a larger intermodal traffic system, which is crucial for Arizona's continued economic growth. After the merger, Southern Pacific customers will have direct access to Las Vegas, Seattle and Minneapolis/St. Paul currently serviced by Union Pacific.

With this merger, heightened competition will result in new benefits to Arizona business. Competition is key to providing the best service at the lowest cost. A merger between UP/SP will provide a strong, new railroad capable of competing effectively with the BN/Santa Fe. Without another railroad to provide competition to BN/Santa Fe, a possible monopoly of service could be perpetuated, leaving some shippers no choice on cost and service.

I see this merger as a wonderful opportunity for the companies and citizens of Arizona. If there is anything I can do to assist you in this matter, please call.

Very truly yours,

A handwritten signature in dark ink, appearing to read "J. Ernest Baird".

J. ERNEST BAIRD
State Representative
Majority Leader

JEB:fd

STATE OF ARIZONA)
)
COUNTY OF MARICOPA)

Representative Ernest J. Baird, 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.

Ernest J. Baird
Representative Ernest J. Baird

Subscribed and sworn before me this 2nd day of November 1995.

Tara S. Norris
Notary Public

My Commission Expires:





KEN BAKER
STATE SENATOR

CLACKAMAS AND MULTNOMAH COUNTIES
DISTRICT 14

COMMITTEES

Transportation, Chair
Judiciary
Education

October 31, 1995

COPY

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

Dear Secretary Williams:

As Chairman of the Transportation Committee of the Oregon State Senate, I am writing to you to express my strong support for the pending merger between the Union Pacific and Southern Pacific Railroads. I urge your expeditious consideration and approval.

The State of Oregon is fortunate to be served by both carriers, as well as the Burlington Northern Santa Fe. Unfortunately, the Southern Pacific Railroad is financially weakened, to the point where reliable service has become impaired. This merger, if approved, will allow the financial strength of the Union Pacific Railroad to be used to rehabilitate the Southern Pacific system in Oregon and elsewhere, to the benefit of Oregon shippers.

This merger will also expand the market reach of Oregon shippers and receivers currently served by either the UP or the SP. New single-line service will include traffic between UP points in Oregon and SP points in the midwest, California, New Mexico and Arizona, SP and UP points and junctions in Texas and Louisiana, as well as SP points in Oregon and UP points and junctions in the intermountain region of Idaho, Wyoming, Montana, and Washington, the Midwest and Upper midwest, and Texas and Louisiana.

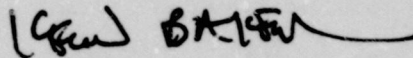
Oregon citizens and taxpayers stand to benefit directly as well, through congestion and air quality relief along the I-5 corridor as truck freight is diverted to rail. After approval of the merger, both UP/SP and BN/SF will, for the first time, have single-line routes between the States of Washington, Oregon, and California.

Finally, competition will be strengthened in all markets as a combined UP/SP will be able to compete more effectively in the marketplace with the recently-created BNSF, again to the ultimate benefit of Oregon shippers.

Honorable Vernon A. Williams
October 31, 1995
Page 2

I strongly support prompt approval of the merger application.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Ken Baker", with a long horizontal flourish extending to the right.

Kenneth Lee Baker
State Senate Chair
of Transportation

KLB:sw
cc: Dave Fischer

Assembly
California Legislature

COMMITTEES
VICE CHAIR
EDUCATION COMMITTEE
MEMBER
CONSUMER PROTECTION
GOVERNMENTAL EFFICIENCY &
ECONOMIC DEVELOPMENT
HEALTH
REVENUE AND TAXATION

SPRINGFIELD OFFICE:

2006 - H STRATTON BUILDING
SPRINGFIELD, ILLINOIS 62706
217/782-8006

DISTRICT OFFICE:

3232 RIDGE ROAD
LANSING, ILLINOIS 60438
708/895-4400
708/895-9424 FAX



BILL W. BALTHIS

STATE REPRESENTATIVE - 79TH DISTRICT

CHAIR:

CITIES & VILLAGES
SALES TAX REVENUE
SUBCOMMITTEE

VICE CHAIR:

REVENUE

MEMBER:

AGING
FINANCIAL INSTITUTIONS
JCAR/JOINT COMMITTEE
ON ADMINISTRATIVE RULES

September 20, 1995

Ms. Linda Morgan, Chairperson
Interstate Commerce Commission
12th Street and Constitution Avenue, NW
Washington, DC 20423

RE: Finance Docket 32760 - Union Pacific/Southern Pacific

Dear Chairperson Morgan:

As a member of the Illinois General Assembly, I, Bill Balthis, support the Union Pacific and Southern Pacific merger.

My reasons for supporting this acquisition are as follows:

There will be greatly improved service for both intermodal and carload traffic moving between California and the gateways of Chicago and St. Louis/East St. Louis.

Availability of alternative routings will provide UP/SP with flexibility to reroute traffic to improve service. For example, intermodal and automobile traffic moving between southern California and Chicago will be concentrated on UP's Overland route. This will reduce delays, increase reliability and create new capacity for the merged system.

This is very important as Sauk Village is building a facility like this.

Sincerely,

A handwritten signature in cursive script, appearing to read "Bill Balthis".

BILL W. BALTHIS
STATE REPRESENTATIVE

BWB:mcg

cc: Vernon A. Williams - Secretary ICC
✓ David Fischer, Director Government Affairs
Union Pacific RR
1416 Dodge Street, Rm 801
Omaha, NE 68179

Wyoming State Legislature

213 State Capitol / Cheyenne, Wyoming 82002 / Telephone 307 / 777-7881



September 28, 1995

Union Pacific Railroad Company
Law Department Richard Hartman
2424 Pioneer Ave Suite 301
Cheyenne, Wy 82001

House of Representatives

REPRESENTATIVE ACE BATY
House District 7 - Laramie County
2205 East Pershing
Cheyenne, Wyoming 82001
Committees:
Revenue
Corporations, Elections and
Political Subdivisions

Dear Dick,

I do support the merger between the Union Pacific and the Southern Pacific railroads. I believe it will provide improvements to American shippers.

In the 21st century it will be vital for companies to contemplate mergers and corporate restructuring.

Very truly yours,


Ace M. Baty

KEITH A. BEE
DISTRICT 9

STATE SENATOR
FORTY-SECOND LEGISLATURE

CAPITOL COMPLEX
PHOENIX, ARIZONA 85007-2890
PHONE (602) 542-5683
TOLL FREE (800) 352-8404
FAX (602) 542-3429

TUCSON SENATE OFFICE
400 N. CONGRESS STREET
SOUTH BUILDING, ROOM 201
TUCSON, ARIZONA 85701
PHONE (602) 628-6596
FAX (602) 628-6615



COMMITTEES
TRANSPORTATION, CHAIRMAN
BANKING AND INSURANCE,
VICE-CHAIRMAN
EDUCATION

JOINT LEGISLATIVE
AUDIT COMMITTEE

Arizona State Senate

Phoenix, Arizona

November 3, 1995

Mr. Vernon Williams
Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

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

Dear Secretary Williams:

I am writing to urge you to support the merger between Southern Pacific and Union Pacific Railways. During my tenure as Chairman of the Arizona State Senate Transportation Committee, I have dealt and actively deal with transportation issues that affect the State of Arizona. Arizona business relies very heavily on its transportation infrastructure, and as a result our committee carefully reviews all transportation issues.

Our business community depends upon their ability to transport goods fast, effectively, and as efficiently as possible. This merger would provide an increase in the number of routes available, faster time schedules, and therefore more shipping opportunities. The result will be stronger, more efficient railroads at a lower cost with increased competition in the rail business. The SP/UP line will also assist Arizona shippers greatly with the transportation issues relating to NAFTA.

Again, I strongly urge approval of this proposed merger.

If you should have any questions, please feel free to contact me at my office.

Sincerely,

A handwritten signature of Keith A. Bee in dark ink, written over a horizontal line.

Keith A. Bee

Chairman, Senate Transportation Committee
Arizona State Senate

KAB:feu

STATE OF ARIZONA)
COUNTY OF MARICOPA)

Senator Keith A. Bee, 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.

Keith A. Bee

Subscribed and sworn before me this 3rd *day of* November *1995.*

Shirley L. Wheaton
Notary Public

My commission Expires:

My Commission Expires Sept. 30, 1999

☒ **SPRINGFIELD OFFICE**
ROOM 413
STATE CAPITOL BUILDING
SPRINGFIELD, ILLINOIS 62706
PHONE: 217/782-8492

☐ **LEGISLATIVE SERVICE OFFICE**
7344 N. WESTERN AVE.
CHICAGO, ILLINOIS 60645
PHONE: 312/764-2200
CHICAGO SUBURBAN: 708/328-2240

☐ **CHICAGO OFFICE**
111 W. WASHINGTON
SUITE 1505
CHICAGO, ILLINOIS 60602
PHONE: 312/346-8620

ILLINOIS STATE SENATE



ARTHUR L. BERMAN
SENATOR
9TH LEGISLATIVE DISTRICT

DEMOCRATIC SPOKESPERSON
EDUCATION COMMITTEE

MEMBER
INSURANCE, PENSIONS & LICENSED
ACTIVITIES COMMITTEE
REVENUE COMMITTEE
INTERGOVERNMENTAL
COOPERATION COMMISSION
COUNCIL ON SCHOOL PROBLEMS
COMMISSION
LEGISLATIVE INFORMATION
SERVICES COMMISSION

November 1, 1995

Ms. Linda Morgan
Chairperson
Interstate Commerce Commission
12th Street and Constitution Avenue, NW
Washington, D.C. 20423

RE: Finance Docket 32760- Union Pacific/Southern Pacific

Dear Chairperson Morgan:

I strongly urge the Interstate Commerce Commission to approve the merger of the Union Pacific and Southern Pacific railways.

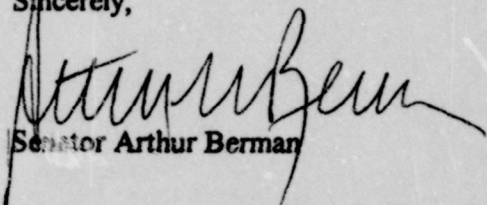
As an Illinois State Senator, I take a great interest in the economic vitality of the greater Chicago metropolitan area and the entire State of Illinois. The recent implementation of the North American Free Trade Agreement, the expansion of trade by the United States in the international market place and the enhanced global competition for products places a burden and an opportunity for Illinois' businesses.

Illinois is the leading grain exporting state in the nation and a major manufacturing center. To continue this role, the State is dependent upon unlimited entry into international markets. The merger of the Union Pacific and Southern Pacific railways will provide the enhanced capability for Illinois farms and businesses to reach the global marketplace. With the combination of facilities, increased manpower and market access, the merger will further open Illinois' markets to the world. I am confident the merger will bolster the economy of the State and the entire Midwest.

Page 2
November 1, 1995

I appreciate the opportunity to lend my support to this crucial decision of the Commission.
If I can provide any further assistance on this issue, please let me know.

Sincerely,


Senator Arthur Berman

cc: Vernon A. Williams
Secretary to the ICC
David Fischer ✓
Director of Government Affairs, Union Pacific Railroad
1416 Dodge Street, Room 801
Omaha, Nebraska 68179

s/com&ind/berupsp

ATTACHMENT

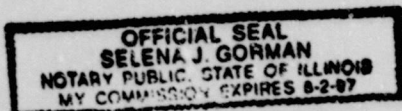
Format to be used for verification:

STATE OF Illinois)
COUNTY OF Sangamon) SS.

Arthur L. Berman (NAME), being first duly sworn,
deposes and says that he has read the foregoing document, knows
the facts asserted therein, and that the same are true as stated.

Arthur L. Berman (SIGNATURE)
(NAME TYPED)

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



Selena J. Gorman
Notary Public

My Commission Expires: 8-2-97

Format to be used for affirmation (alternative to verification):

I, (NAME), 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 (DATE).

(SIGNATURE)

SACRAMENTO ADDRESS
STATE CAPITOL
P.O. BOX 942849
SACRAMENTO, CA 94249-0001
(916) 445-8366

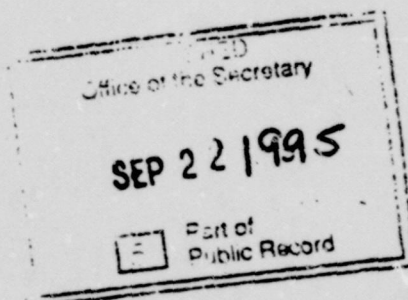
DISTRICT ADDRESS
10727 WHITE OAK, SUITE 124
GRANADA HILLS, CA 91344
(818) 368-3838

Assembly California Legislature

PAULA L. BOLAND

MEMBER OF THE ASSEMBLY
THIRTY-EIGHTH DISTRICT

CHAIR:
PUBLIC SAFETY
MEMBER:
EDUCATION
HOUSING & COMMUNITY
DEVELOPMENT
NATURAL RESOURCES



September 18, 1995

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

RE: Finance Docket No 32760, Union Pacific Corporation, et al.
Control & Merger -- Southern Pacific Rail Corporation, et al.

Dear Mr. Williams:

I would like to take this opportunity to voice my support for the proposed merger of Union Pacific Railroad and Southern Pacific Railroad.

Experience shows that two strong railroads with wide market reach provide intense competition. This has been proven in many important markets, such as Seattle/Tacoma, the Power River Basin and much of the eastern United States. Here, two rail systems -- BN/Santa Fe and UP/SP -- will provide stronger competition than three railroads, one of which is struggling.

Southern Pacific has by far the most extensive shipper coverage in California, and most of SP's California customers are exclusively served by SP. Customers have had to cope with service problems and uncertainties as to SP's finances. The UP/SP merger will provide SP shippers the assurance of top-quality service with a financially strong railroad that can afford the capital investments necessary to build new capacity, implement new technology, and continually improve its operations.

Together they will be able to provide a competitive single-carrier rail service between Seattle/Tacoma and both southern and northern California. Railroads providing interline service via Portland or other junctions have never been able to offer high-quality through service. UP/SP would be able to provide new shipping opportunities up and down the west Coast.

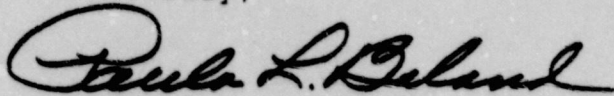
Vernon A. Williams
Interstate Commerce Commission
Page 2

Furthermore, this merger will produce many advantages, not only to California shippers, but also receivers will enjoy extensive new single-line service in many corridors between California and other parts of the continental United States.

UP/SP will be able to challenge Santa Fe's dominance of California-Chicago intermodal traffic for the first time. Vigorous competition in this market is crucial to California's continued economic growth and to the nation's domestic and international competitiveness.

I would most sincerely appreciate your favorable consideration of this merger.

Sincerely,

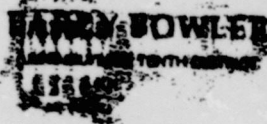
A handwritten signature in cursive script, reading "Paula L. Boland". The signature is written in dark ink and is positioned above the printed name.

Paula L. Boland

PLB:cv

STATE CAPITOL
P.O. BOX 42848
SACRAMENTO, CA 94243-0001
(916) 445-7402
DISTRICT OFFICE
10370 OLD PLACERVILLE ROAD
SUITE 108
SACRAMENTO, CA 95827
(916) 382-4181

Assembly
California Legislature



COMMITTEES:
BANKING & FINANCE
EDUCATION
PUBLIC SAFETY
TRANSPORTATION, Vice Chair



October 27, 1995

The Hon. Vernon Williams
Secretary, Interstate Commerce Commission
12th Street and Constitution Avenue, Room 2215
Washington, DC 20423

RE: Finance Docket No. 32760

Dear Secretary Williams:

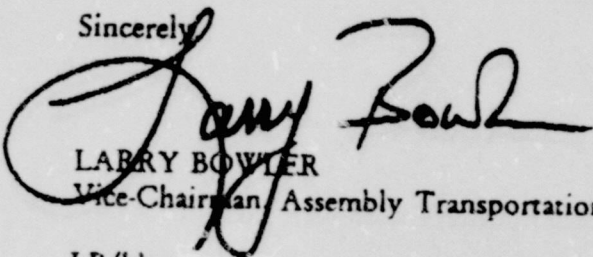
I am writing in support of the proposed merger of the Union Pacific Railroad with the Southern Pacific Railroad.

Rail service is critical to California's economic vitality. As a result of other recent mergers, the rail market in California is on the verge of becoming uncompetitive. The UP/SP merger is vital if we are to allow smaller carriers to remain viable and competitive.

The benefits of increased competition that this merger will allow UP/SP to remain as a player in important markets such as the California-Chicago intermodal traffic and that between Seattle/Tacoma and Southern California. In addition, it will allow for greater speed of delivery, reliability and frequency of schedules as a result of increased streamlining. The result will be cost savings for rail shippers and draw increased investment for the future.

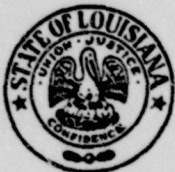
For these and other reasons, I strongly urge the Commission to approve this merger. Thank you in advance for your consideration.

Sincerely,


LARRY BOWLER

Vice-Chairman, Assembly Transportation Committee.

LB/lde



STATE OF LOUISIANA
HOUSE OF REPRESENTATIVES

1321 HICKORY AVE.
HARRAHAN, LOUISIANA 70123
(504) 738-1922

CIVIL LAW & PROCEDURE
HOUSE & GOVERNMENTAL AFFAIRS,
MUNICIPAL, PAROCHIAL & CULTURAL AFFAIRS

SHIRLEY D. BOWLER
DISTRICT 78

October 30, 1995

The Honorable Vernon A. Williams
Secretary, Interstate Commerce Commission
12th Street & Constitution Avenue, NW
Room 2215
Washington, D.C. 20423

RE: Finance Docket 32760, Union Pacific Corp. et al -- Control &
Merger -- Southern Pacific Rail Corporation, et al

Dear Mr. Williams:

This is to communicate my support for the merger application of the Union Pacific and Southern Pacific railroads which I believe will strengthen our rail transportation service in Louisiana, enhance the activity of the Port of New Orleans, and greatly aid efficiency of interstate commerce.

It is my understanding that, as a condition of the merger, Union Pacific and Southern Pacific will grant Burlington Northern-Santa Fe Railroad rights to serve from New Orleans to Lake Charles. This provides for a continued strong rail presence and offers new opportunities for improved service.

Both north-south and east-west rail traffic will be strengthened by this merger. Cost savings anticipated by Louisiana shippers will result from reduced overhead, more efficient use of equipment, rail facility consolidations and shorter routes.

For these and other benefits, I urge your approval of the consolidation of these two companies.

Sincerely yours,

Shirley D. Bowler
State Representative, District 78



THE STATE OF TEXAS
HOUSE OF REPRESENTATIVES
AUSTIN, TEXAS

KEVIN BRADY
STATE REPRESENTATIVE
DISTRICT 15

VICE-CHAIRMAN
RULES AND RESOLUTIONS
COMMITTEES:
BUSINESS AND INDUSTRY
HUMAN SERVICES

October 18, 1995

The Honorable Vernon Williams
Office of The Secretary of
Interstate Commerce Commission
Room 2215
12th and Constitution N.W.
Washington, D.C. 20423

Re: Union Pacific/Southern Pacific Merger

Dear Mr. Williams:

The Houston Texas area depends heavily on the availability of a strong rail service for local businesses. This letter is to acquaint the Commission with how I view the proposed merger of the Union Pacific and Southern Pacific Railroads that will serve the Houston areas interest, not only by strengthening rail service but also improving competition.

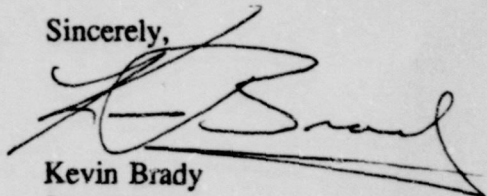
Many Houston area businesses, who ship to and from the west, the east, the north and the south will enjoy the improved service routes following the Union Pacific and Southern Pacific merger. This merger will preserve competition, and actually increase it.

There is no doubt, this merger will be better for the economy of Houston, both financially and for employment opportunities.

Therefore, I encourage the Commission to consider and weigh the benefits for the Houston area with this proposed merger of the Union Pacific and Southern Pacific railroads.

Thank you for your consideration of this request.

Sincerely,



Kevin Brady
State Representative

CAPITOL OFFICE
State Capitol
P.O. Box 942848
Sacramento, CA 94249-0001

DISTRICT OFFICE
18952 MacArthur Blvd., Suite 220
Irvine, CA 92715
(714) 863-7070

California Legislature



MARILYN C. BREWER
ASSEMBLYWOMAN, SEVENTIETH DISTRICT

COMMITTEES
RULES
APPROPRIATIONS
INSURANCE
LOCAL GOVERNMENT
TRANSPORTATION

October 25, 1995

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

Dear Secretary Williams:

The proposed merger of the Union Pacific Railroad with the Southern Pacific Railroad will be a great boom to the California economy.

For California's economic recovery to be successful, it is imperative that California products are delivered to distant marketplaces in a timely, cost efficient manner. This possible merger can make that happen. The marriage of Union Pacific Railroad to Southern Pacific Railroad will ensure that two smaller railroads become strong and viable and remain competitive.

This action will serve to strengthen the State and the railroad industry. Railroad customers and California consumers will see reduced costs in produces, better service and a more competitive market.

This merger is important to California and your serious consideration is greatly appreciated.

Sincerely,

Marilyn C. Brewer

MARILYN C. BREWER
Assemblywoman, 70th District

MCB:sl

STB

FD

32760

11-30-95

A

1648V14

2/4



SENATE
STATE OF LOUISIANA

October 13, 1995
(Dictated 10/12/95)

ARMAND J. BRINKHAUS

State Senator
District 20

Parishes of:
Acadia
Avoyelles
Calcasieu
Jefferson Davis
Lafayette
St. Landry

Drawer E
Sunset, Louisiana 70584

SENATE COMMITTEES
Education, Chairman
Finance
Judiciary C
Senate and Governmental
Affairs

Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Ave, NW
Room 2215
Washington, DC 20423

Re: Finance Docket #32760
Union Pacific Corporation, et al
Control & Merger
Southern Pacific Rail
Corporation, et al

Dear Mr. Williams:

I am in full support of the proposed merger of the Union Pacific and Southern Pacific Railroads and urge your favorable action. The merger of these two companies will provide significant benefits to our south Louisiana region as it is expected to provide faster, more reliable rail service to many destinations for our shippers and open new markets for Louisiana products.

We are pleased that a merger related agreement with the larger Burlington Northern-Santa Fe railroad to serve this area will clearly strengthen the rail system here in south Louisiana which has suffered inconsistent service and other difficulties over past years. Our southern Louisiana rail customers will benefit from the efficient routes of the Union Pacific. Due to a shorter route, southern Louisiana shippers will have additional marketing opportunities to southern California through New Mexico and Arizona.

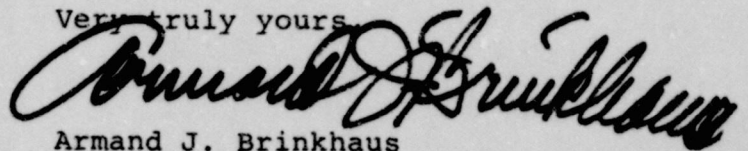
The merger should produce better equipment supply for our rail customers, as well as cost of transportation savings due to various operating efficiencies to be implemented by the companies involved with this merger. Access to Mexico will be improved due to the Union Pacific's strategic primary gateway to the Mexican interior at Laredo, Texas and our shippers

Page two
Hon. Vernon Williams
October 13, 1995

will benefit from the Union Pacific's expedited customs clearing process. Clearly, the rail transportation system here will benefit greatly from this railroad consolidation that is expected to significantly improve rail service dependability. Having financially successful carriers serving our area may present opportunities for economic expansion here and reliable service is likely to produce more competitive customers here for their products and their distribution.

I ask for your approval of the merger application due to the apparent benefits associated with the proposal.

Very truly yours,



Armand J. Brinkhaus

AJB:clb

cc: J. M. Kyle, III
412 North 4th Street, Suite 210
Baton Rouge, LA 70802



James L. Brulte

ASSEMBLYMAN, SIXTY-THIRD DISTRICT

CALIFORNIA LEGISLATURE, STATE CAPITOL, SACRAMENTO, CA 95814 (916) 445-8490 FAX (916) 323-8541

October 27, 1995

The Honorable Vernon Williams
Secretary, Interstate Commerce Commission
Twelfth Street and Constitution Ave., NW
Room 2215
Washington, DC 20423

RE: Finance Docket No. 32760

Union Pacific, et al - Control
& Merger - Southern Pacific
Rail Corp., et al

Dear Secretary Williams:

I am requesting the Interstate Commerce Commission's approval of the merger of the Union Pacific Railroad with the Southern Pacific Railroad.

This proposed merger will improve service, reduce costs, and strengthen competition - all necessary components for the success of a healthy economy. California business relies upon rail service to ship its products to outside markets. With the recent merger of Burlington Northern and Santa Fe, the California rail market faces the threat of becoming uncompetitive. The proposed merger of UP/SP alleviates this problem from the natural synergistic effect of any merger.

Further, combining the two railroads will allow for greater speed of delivery, reduction of overhead from facility consolidation, and improved equipment supply. If this merger is successful, it will create greater competition between UP/SP and Santa Fe for routes formerly dominated by Santa Fe Railroad. Obviously, when competition prevails, the consumer wins.

On behalf of the residents and businesses of California's 63rd Assembly District, I strongly urge your approval of the Union Pacific/Southern Pacific merger.

Sincerely,

James L. Brulte
Assemblyman - 63rd District

DISTRICT OFFICE: 10681 FOOTHILL BLVD., SUITE 325, RANCHO CUCAMONGA, CA 91730

Printed on Recycled Paper



ROY BRUN
DISTRICT 5

STATE OF LOUISIANA
HOUSE OF REPRESENTATIVES

610 MARSHALL STREET, SUITE 725
SHREVEPORT, LOUISIANA 71101
(318) 424-1802

COMMERCE
EDUCATION
LABOR & INDUSTRIAL RELATIONS

October 11, 1995

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

Finance Docket No. 32760, Union Pacific Corporation, et al--
Control & Merger--Southern Pacific Rail Corporation, et al

Dear Mr. Williams:

I am writing to express my support for the proposed merger of the Union Pacific and Southern Pacific railroads which is before you for consideration and I urge the Commission's approval.

A major benefit in northern Louisiana and the central part of the state will be a new single line route across to southern California through New Mexico and Arizona opening up new markets for Louisiana products and for products to be consumed here. Shippers in other areas of the state not served by Union Pacific will gain new routes north to mid-western, upper mid-western, pacific northwest states and Canada. There is expected to be a dramatically improved equipment supply, more reliable service, cost savings in shorter more efficient routes and predictability in the ability to respond to rail customer needs. The Union Pacific brings capital resources to this combined rail system that Southern Pacific has been unable to generate and this financial strength will certainly improve the overall rail network.

A top quality rail service is expected throughout Louisiana as the best of both companies is utilized to coordinate operations and better serve the customers. This higher quality rail service will enable our Louisiana rail users to better compete in the market place with their own products and offers possibilities for economic expansion.

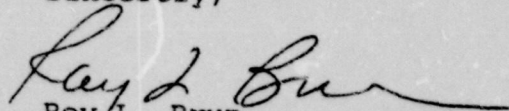
I believe this rail merger is in the public interest and should be approved. Union Pacific and Southern Pacific have also announced an arrangement to allow the large Burlington Northern-Santa Fe railroad to serve areas where only UP and SP currently serve. This will assure strong competition in those areas and

The Honorable Vernon A. Williams
October 11, 1995
Page 2

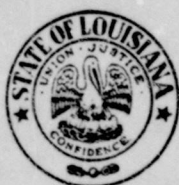
provide an upgraded operation, particularly where Southern Pacific service has deteriorated.

Thank you for consideration of these comments and support.

Sincerely,


Roy L. Brun

RLB:ced



LOUISIANA HOUSE OF REPRESENTATIVES

October 18, 1995

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

EMILE "PEPPI" BRUNEAU, JR.
District 94

145 Robert E. Lee Blvd., Suite 206
New Orleans, LA 70124
Phone (504) 288-1200
Phone (504) 568-7604

Republican Legislative Delegation,
Chairman

COMMITTEES

House & Governmental Affairs
House Judiciary Committee
House Arts Advisory Committee Chairman
House Executive Committee
House Legislative Services Council

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

Dear Mr. Williams:

This is to communicate my support for the merger application of the Union Pacific and Southern Pacific railroads which I believe will strengthen our rail transportation service in Louisiana.

I am aware of the announcement that the Union Pacific and Southern Pacific have concluded an arrangement, as a condition to the merger, that would grant the large Burlington Northern-Santa Fe Railroad rights to serve from New Orleans to Lake Charles in our Louisiana southern rail corridor. This will maintain a strong rail presence here for our rail users and offer some new opportunities for improved service.

New Orleans to California service will be improved as Union Pacific's lines east of Houston will be utilized and upgrading the Southern Pacific tracks west of El Paso will assure the strongest available route for shippers. It is expected that the New Orleans to St. Louis-Chicago rail corridor will be improved through greater coordination of rail terminals. Service opportunities will increase in north-south traffic as shipments can move directly over Union Pacific routes rather than having to be routed over Southern Pacific's lines to Houston.

There are cost savings to Louisiana shippers as a result of reduced overhead, more efficient usage of equipment, rail facility consolidation and shorter routes. Additionally, it is anticipated that a new New Orleans-Dallas-Amarillo-Denver-Pacific Northwest service will be initiated linking the Port of New Orleans to those points and beyond. We expect that Louisiana service improvements and efficiencies will provide new marketing opportunities for our rail customers and increase their competitive positions with their products.

I urge your approval of the merger to obtain the benefits identified in this consolidation of these two companies.

Sincerely,

Emile "Peppi" Bruneau

EPB/geg

ILLINOIS STATE SENATE

28TH DISTRICT OFFICE
840 LEE STREET, SUITE 201
DES PLAINES, ILLINOIS 60016
708/299-5646
708/299-8061 (FAX)

SPRINGFIELD OFFICE
1113 STATE CAPITOL
SPRINGFIELD, ILLINOIS 62766
217/782-3875
217/782-0880 (FAX)



COMMITTEES:
CHAIRMAN
COMMERCE & INDUSTRY
MEMBER
EDUCATION
FINANCIAL INSTITUTIONS
STATE GOVERNMENT
OPERATIONS

MARTY BUTLER
STATE SENATOR - 28TH DISTRICT

September 22, 1995

Ms. Linda Morgan, Chairperson
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

RE: Finance Docket 32760 - Union Pacific/Southern Pacific

Dear Chairperson Morgan:

As a member of the Illinois Senate, I would like to advise you that I support the Union Pacific and Southern Pacific merger.

The merger will open up opportunities for improved service and, over time, at a lower cost to shippers. The economic conditions prevailing at this time seem to favor consolidations in every industry. Anything that can be done to bolster the strength of our nation's rail systems will be a plus. We need a strong, viable and reliable rail system and the Union Pacific and Southern Pacific merger will do much to improve our nation's ability to compete world-wide.

I appreciate the chance to offer my thoughts to the Interstate Commerce Commission.

Sincerely,

A handwritten signature in cursive script that reads "Marty Butler".
Marty Butler

MB:md

Wyoming State Legislature

213 State Capitol / Cheyenne, Wyoming 82002 / Telephone 307 / 777-7881



October 5, 1995

Senate

SENATOR GUY E. CAMERON

Senate District 7 - Laramie County
P.O. Box 5086
Cheyenne, Wyoming 82003

Committees:

Travel, Recreation & Wildlife
Minerals, Business &
Economic Development

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

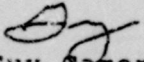
RE: Finance Docket No. 32760, Union Pacific
Corporation., et al-
Control & Merger- Southern Pacific Rail
Corporation., et al.

Dear Secretary Williams:

I am writing to ask your support and approval of the Union Pacific-Southern Pacific merger. The presence of two competing railroads in Wyoming has benefitted Wyoming consumers, producers, the state and local tax base, and the overall economy. The proposed merger will provide significant cost savings, from reduced overheads and use of the best systems of Union Pacific Railroad and Southern Pacific Railroad, will improve efficiency and justify increased investments to expand capacity and improve service, all benefitting the Wyoming economy.

As a means to improve rail service and strengthen competition, I strongly support this merger.

Sincerely,


Guy Cameron

CC: David Fischer
(Union Pacific Railroad Company
1416 Dodge St., Rm 801
Omaha, Nebraska 68179

STATE CAPITOL □
P.O. BOX 942849
SACRAMENTO, CA 94249-0001
TEL. AREA CODE 916
445-7890
815 ESTUDILLO STREET □
MARTINEZ, CALIFORNIA 94553
TEL. AREA CODE 510
372-7990

Assembly California Legislature

ROBERT J. CAMPBELL
ASSEMBLYMAN, ELEVENTH DISTRICT
CHAIRMAN
JOINT LEGISLATIVE AUDIT COMMITTEE

COMMITTEES:
HOUSING AND COMMUNITY
DEVELOPMENT
PUBLIC EMPLOYEES, RETIREMENT
AND SOCIAL SECURITY
TRANSPORTATION
WATER, PARKS AND WILDLIFE
JOINT LEGISLATIVE
BUDGET COMMITTEE
JOINT COMMITTEE ON
SCHOOL FACILITIES
STATE ALLOCATION BOARD

October 13, 1995

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

**Re: Finance Docket No. 32760, Union Pacific Corporation – Control
and Merger with Southern Pacific Rail Corporation**

Dear Secretary Williams:

**I write to express my support for the proposed merger of the Union
Pacific Railroad and Southern Pacific Railroad.**

**The merger of these entities should provide both railroads' customers
with improved rail service and allow the financially strapped Southern Pacific
to survive and prosper. Furthermore, the UP/SP railroad will be one that can
compete head-to-head with the newly merged Burlington Northern/Atchison,
Topeka & Santa Fe Railroad.**

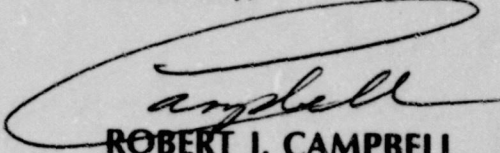
**Shippers in Contra Costa and Alameda Counties and throughout
California will obtain improved service for various kinds of rail freight
moving between California and key gateways to the East, including, Chicago,
Kansas City, and St. Louis. For example, between Oakland and Chicago, the
mileage savings and operating efficiencies of the merger will allow UP/SP to
offer a new third-morning intermodal service, which neither UP nor SP can
provide today. With this merger, Californians will gain faster, more reliable,
and more frequent train service due to revised schedules.**

In recent months, my Assembly District and the San Francisco Bay Area Region have suffered the losses of several major employers and base closures. If the UP or SP lines were to be driven out of business by the new Burlington/Atchison railroad, the ripple effect of the failure of UP or SP could result in the loss of hundreds of jobs. I note that SP's Chairman, Phil Anschutz, has said publicly that SP won't survive long in the wake of the BN/At&SF merger. UP has the financial strength to carry both companies through.

In anticipation of the approval of this request for merger, UP/SP has negotiated with the BN/AT&SF Railroad for conditions to ensure that all shippers who would lose two-railroad competition are served by a second railroad. It is clear to me that these negotiations are an indication of the desire of both railroads to provide and preserve service for California and shippers throughout the continental U.S. For my region, the preservation of these lines permits the integration of railroad service into the existing transportation infrastructure including the Port of Oakland and the Oakland International Airport, and the waterways adjacent to Antioch, Martinez, and Pittsburg.

I urge you and your fellow Commissioners to approve the merger of the Union Pacific and Southern Pacific Railroads. In my opinion, this merger would provide a myriad of public and private benefits. If you wish elaboration of my opinion on this issue, please feel free to contact me at (916) 445-7890.

Sincerely,



ROBERT J. CAMPBELL

RJC:mt

doc#21357

California State Senate



SENATOR
TOM CAMPBELL

October 18, 1995

COMMITTEES:
CHAIR,
HOUSING & LAND USE
VICE CHAIR,
REVENUE & TAXATION
BUDGET & FISCAL
REVIEW
EDUCATION
JUDICIARY

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

Dear Secretary Williams:

I am writing in support of the proposed merger by Union Pacific (UP) and Southern Pacific (SP) railroads [Finance Docket No. 32760]. The UP/SP merger will improve service for regional customers, and it will enhance competition within the industry.

Cost savings will result from the UP/SP union through reduced overheads, facility consolidations, and use of the best systems of each railroad. These savings will improve efficiency and justify increased investment to expand capacity and improve service, to the benefit of shippers. Shippers will also benefit from shorter shipping routes along major corridors and from extensive new single-line service. Southern Pacific has, by far, the most extensive shipper coverage in California; therefore, a merger with Union Pacific will provide SP shippers the assurance of top-quality service from a financially strong railroad, with resources to continually improve its operations.

A final factor to consider in the UP/SP merger is a strengthening of competition in all markets. Competition between the recently-formed BN/Santa Fe and a merged UP/SP in California transcontinental markets will be stronger than competition between BN/Santa Fe and UP and SP separately. An improved truck-competitive rail service will not only benefit the shipper, but travelers along California and interstate highways will benefit from a reduction in traffic volume.

Thank you for allowing me the opportunity to share my thoughts with you on this matter. I'd be grateful if you could review the Union Pacific/Southern Pacific merger and grant it every appropriate consideration consistent with the Commission's regulations.

Sincerely,

A handwritten signature in black ink, appearing to read "Tom Campbell", written over a horizontal line.

Tom Campbell

TC:dc
trans.

Printed on Recycled Paper

CAPITOL OFFICE
E1 414
P. O. Box 2910
AUSTIN, TX 78768-2910
(512) 463-0560
FAX (512) 463-0933

JOHN J. CARONA
HOUSE OF REPRESENTATIVES

DISTRICT OFFICE
5622 DYER STREET
DALLAS, TEXAS 75206
(214) 265-8963
FAX (214) 696-8937

October 19, 1995

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

RE: Finance Docket No. 32760, Union Pacific Corporation, et al -- Control & Merger -- Southern Pacific Rail Corporation, et al

Dear Secretary Williams:

I am writing in support of the proposed merger of the Union Pacific and Southern Pacific Railroads. My hometown of Dallas is an important rail hub in the State of Texas with the Union Pacific, Southern Pacific, Burlington Northern/Santa Fe, and Kansas City Southern all serving our city. It is my opinion that the Union Pacific/Southern Pacific merger will greatly benefit the residents and businesses in Dallas and the Dallas area.

The advantages of the Union Pacific/Southern Pacific merger include:

- a highly efficient single-line route through New Mexico, Arizona, and California for Dallas shippers;
- upgrades in the lines between Dallas and southern California which will offer shippers mileage savings and service improvements;
- less highway congestion due to reductions in truck traffic;
- improved connections to the Northeast and service to Memphis, St. Louis, and Chicago because of coordination of terminals and pre-block abilities; and
- increased access for Burlington Northern/Santa Fe and a direct route between Houston and New Orleans.

The Honorable Vernon A. Williams

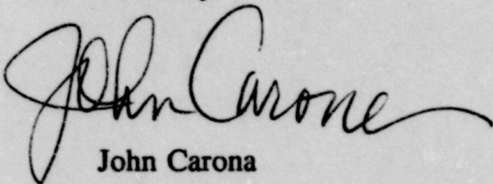
Page 2

October 19, 1995

The Dallas business community has been concerned for several years about Southern Pacific's severe service problems due to limited track capacity, terminal congestion, and equipment shortages. The merger with Union Pacific will provide Southern Pacific with adequate resources to make the necessary capital investments to remedy these problems. As a result, the Union Pacific/Southern Pacific merger will insure improved service for Dallas shippers. I also believe that this merger will strengthen rail competition in the Dallas area.

In summary, I strongly support the proposed merger of Union Pacific and Southern Pacific and urge the Interstate Commerce Commission to approve such. If I can provide any additional information, please do not hesitate to contact me.

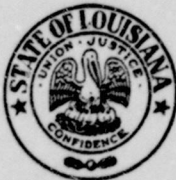
Sincerely,

A handwritten signature in dark ink, appearing to read "John Carona", with a stylized, flowing script.

John Carona

cc: Mr. Jerry Martin, Director
Transportation/Gas Utilities
Railroad Commission of Texas

JJC/mm



STATE OF LOUISIANA
HOUSE OF REPRESENTATIVES

E. BERNARD CARRIER
DISTRICT 71

October 17, 1995

204 NORTH RANGE AVENUE
DENHAM SPRINGS, LOUISIANA 70726
OFFICE (504) 665-7400
HOME (504) 665-2441

EDUCATION
LABOR & INDUSTRIAL RELATIONS
TRANSPORTATION, HIGHWAYS,
& PUBLIC WORKS

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

Finance Docket No. 32760, Union Pacific Corporation, et al -- Control & Merger--
Southern Pacific Rail Corporation, et al

Dear Mr. Williams,

The Union Pacific and Southern Pacific Railroads have submitted an application to merge the two companies and this letter is to express my support for the merger and to encourage your approval of the application. This merger is expected to build a stronger railroad that will offer faster transit times, more reliable service, shorter routes, improved equipment supply to customers, and new marketing opportunities.

Union Pacific served customers in this area will be able to take advantage of a faster, more efficient route to California opening up new opportunities for rail customers here and for sources of products in the western states that are consumed here. A direct route for our chemical products to New Mexico, Arizona and California will expand these markets. There is an improved route for our chemical customers to the Rocky Mountain area and connections to Western Canada and faster transit times to Chicago-St. Louis through New Orleans. It is expected that additional storage capacity will be available for plastic customers. Greater usage of Union Pacific's new rail facilities near Baton Rouge is expected to mean increased employment in Louisiana. Union Pacific served power plants will gain access to Colorado and Utah coal producers and to Union Pacific served barge facilities on the Mississippi River.

The various benefits of the merger will enable rail users to become more competitive and provide opportunities for an expanded market for products. Utilizing the best routes and terminals of both companies will provide a higher quality rail network for all rail users and should result in cost savings that make rail usage more attractive and competitive as a transportation mode.

Thank you for considering these views and your approval of the merger application is urged at the earliest opportunity.

Sincerely,

A handwritten signature in dark ink, appearing to read "Bernard Carrier", is written over a circular stamp.

E. Bernard Carrier, Ph.D.
Representative
District 71



State of Texas
House of Representatives
District 91

BILL G. CARTER

Committees:

- Public Safety
- Licensing and Administrative Procedures
- Rules and Resolutions
- Legislative Criminal Justice Board

Chairman Tarrant County Delegation

October 18, 1995

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

Finance Docket No. 32760, Union Pacific Corporation, et al -- Control & Merger --
Southern Pacific Rail Corporation, et al

Dear Mr. Williams:

The City of Fort Worth is a key rail hub in the State of Texas, with service from Union Pacific, Southern Pacific and Burlington Northern/Santa Fe, among others. A merger between the Union Pacific/Southern Pacific railroads would be of great benefit to the City and the businesses located in the Fort Worth area for several reasons.

The UP/SP merger will provide Fort Worth shippers with a highly efficient single-line route through New Mexico, Arizona and California which should result in mileage savings, service improvements and a reduction in truck traffic. I understand that following the merger UP/SP also plans to increase the level of service between Fort Worth and Denver. This expansion should provide an added boost to Fort Worth economy via additional employment opportunities.

A merger with UP would ensure that SP would have adequate financial resources to make necessary capital investments for relief of problems such as limited track capacity, equipment shortages and terminal congestion which have resulted in shipping delays.

Through this merger Fort Worth shippers will be given significant new service options and the advantage of stronger competition between railways. UP/SP will be effectively capable

District Office:
3525 Denton Hwy., Ste. A
Fort Worth, Texas 76117
817-595-0072

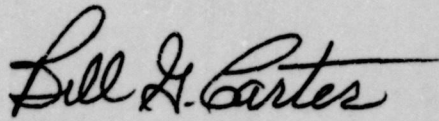
Austin Office:
P.O. Box 2910
Austin, Texas 78768-2910
512-463-0482

October 18, 1995
The Honorable Vernon A. Williams
Page 2

of competing with the assets and large efficient route system created by the recent Burlington Northern/Santa Fe merger. Currently, there is no other railroad in this area capable of real competition to BN/Santa Fe. Having two strong competitors is better than having one large powerful rail carrier and two smaller carriers that are not able to provide an equal competitive alternative.

I encourage the Commission to express a favorable view regarding the proposed merger and to communicate that view to the federal authorities responsible for approving the merger.

Sincerely,

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

Bill G. Carter
State Representative

BGC:sal:b

Wyoming State Legislature

213 State Capitol / Cheyenne, Wyoming 82002 / Telephone 307 / 777-7881



October 7, 1995

House of Representatives

REPRESENTATIVE CALE CASE, Ph.D

House District 54 - Fremont County

787 South Fourth

Lander, Wyoming 82520

Committees:

Travel, Recreation, Wildlife

and Cultural Resources

Corporations, Elections and

Political Subdivisions

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

Re: Finance Docket No. 32760, UP and Southern Pacific Merger

Dear Secretary Williams,

I urge your prompt approval of the UP-Southern Pacific merger. I believe that the merger will be good for Wyoming and the Nation.

Thank you for your consideration.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Cale Case".

Office

OCT 16 1995

Wyoming State Legislature

213 State Capitol / Cheyenne, Wyoming 82002 / Telephone 307 / 777-7881



Senate

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

SENATOR RICH CATHCART
Senate District 6 - Laramie County
R.R. 1, Box 144
Carpenter, Wyoming 82054
Committees:
Agriculture, Public Lands &
Water Resources
Labor, Health & Social Services

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

Dear Secretary Williams:

The Union Pacific Railroad has a long and favorable history with the State of Wyoming. The results of the proposed merger will enhance and strengthen the competitiveness of Wyoming products. Direct routes to markets and import/export points that are not served by the Union Pacific Railroad will give Wyoming producers new opportunities and as a result, route more traffic onto Union Pacific's main line resulting in many positive secondary economic impacts.

Rail competition through the Western States will be stronger and more competitive. The recent comprehensive trackage agreement between Burlington Northern/Santa Fe Railroad and Union Pacific Railroad should provide fair competition to many important markets throughout the United States, Mexico, and Canada. The proposed merger will create the nation's largest and most diverse specialized hauling fleets. The combined impact of improved rail competition and improved rail services will enhance the economy of Wyoming.

I strongly urge your prompt approval of the proposed merger.

Sincerely,

A handwritten signature in cursive script that reads "Rich Cathcart".

Rich Cathcart

cc: David Fischer
(Union Pacific Railroad Company
1416 Dodge St., Rm. 801
Omaha, NE. 68170

VONNE S. CHOWNING

ASSEMBLYWOMAN

District No. 28



DISTRICT OFFICE:

2015 Carson Street
North Las Vegas, Nevada 89030
Office (702) 642-6663

COMMITTEES:

Chairman
Transportation

Member
Ways and Means
Education

LEGISLATIVE BUILDING:

401 S. Carson Street
Carson City, Nevada 89710
Office: (702) 687-8146 or 687-5739
Fax No. (702) 687-5962

State of Nevada Assembly

Sixty-Eighth Session

October 13, 1995

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

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

Dear Secretary Williams:

I serve as Co-Chair of the Assembly Transportation Committee and
am writing to urge the approval of the proposal to merge the Union
Pacific and Southern Pacific Railroads.

Railroads are extremely important to our state's economy with
Union Pacific and Southern Pacific crossing the northern part of
our state and Union Pacific having a long presence in the southern
part of our state which encompasses the area which I serve.

You are aware of the recent merger of the Burlington Northern
with the Atchison, Topeka & Santa Fe Railroads, thereby creating
the country's largest railroad. This combined strength will create
great pressure for Southern Pacific which is already in a precarious
financial position.

I agree with the owners of the S.P. that the merger will best serve
the employees, save assets and create the needed strength to compete
with B.N./A.T.S.F. Nevada shippers will be able to move goods via a
single railroad to points throughout California, the Pacific Northwest
as well as the Southwest and the Great Plains. Nevada sand producers
currently served by U.P., for example, will have service to glass
plants and foundries in California which are served by S.P., thus
creating better efficiency. U.P. & S.P. have committed to continue two
railroad service to shippers which currently use such service.

In conclusion, I feel that a stronger competition among Western
Railroads will serve our state's shippers and employees very well
through increased efficiency and long-term viability. I urge prompt
approval to this proposed merger.

With sincere interest.

Vonne Chowning, Assemblywoman, D. 28



BEVERLY CLARNO
SPEAKER
HOUSE OF REPRESENTATIVES

October 27, 1995

Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Ave. NW
Room 2215
Washington, DC 20423

Dear Secretary Williams:

As Speaker of the Oregon House of Representatives, I am writing to urge your prompt approval of the proposed merger between the Southern Pacific and Union Pacific Railroads.

Efficient, reliable rail service is essential to Oregon shippers, manufacturers, agricultural and forest product producers, and Oregon ports. Approval of the UP/SP merger will enhance service, reach new markets, strengthen competition and provide benefits to the public through congestion relief on the I-5 corridor.

Failure to approve the merger will leave Oregon's SP and UP shippers at an economic disadvantage vis-à-vis shippers served by the recently-merged Burlington Northern Santa Fe, and will result in the continued deterioration of the financially strapped Southern Pacific.

I strongly urge your prompt consideration and approval of the proposed merger between the Southern Pacific and Union Pacific Railroads.

Sincerely,

Bev Clarno
Speaker of the House

BC/ps

CHAIRPERSON

Diane Martinez

MEMBERS

Barbara Alby
Dede Alpert
Marguerite Archie-Hudson
Joe Baca
Phil Hawkins
George House
Wally Knox
Steven T. Kuykendall
Juanita McDonald
Jim Morrissey
Kevin Murra
Willard Murra
Richard K. Raine
Ted Weggeland

California Legislature

Assembly Committee on Utilities and Commerce

MICKY CONROY

VICE-CHAIRMAN

MEMBER OF THE ASSEMBLY

SEVENTY-FIRST DISTRICT

STAFF

Pete Conaty
Chief Consultant
John G. Larrea, Esq.
Senior Consultant
Patrick Sullivan
Senior Consultant
Robert E. Becker
Committee Consultant
State Capitol
P. O. Box 942849
Sacramento, California
94249-0801
(916) 445-2778



September 26, 1995

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

RE: Finance Docket No. 32760, Union Pacific and Southern Pacific Railroad Merger

Dear Secretary Williams:

I am writing to express my strong support of the Union Pacific Railroad (UP) and Southern Pacific Railroad (SP) proposed merger of the two railroad companies. The merger will allow the companies to increase efficiencies, improve service, and strengthen competition.

Equipment supply and increased railroad track availability will dramatically improve operating efficiencies through greater speed, reliability and frequency of schedules. Additionally, the new systems routes will be significantly shorter than existing routes.

These improved efficiencies and services will benefit consumers and allow for more competition. In the wake of the BN/Santa Fe merger, UP/SP has to respond and meet the competitive challenge. The UP/SP merger will create a competitor that is fully the equal of BN/Santa Fe.

SP has the most extensive shipper coverage in California. SP customers have had to cope with service problems and uncertainties as to SP's finances. The merger will provide SP shippers the assurance of top-quality service with a financially strong railroad that can continue to afford capital investments necessary to build capacity and improve its operations.

The merger is good for California and the railroad industry. I urge you to support the proposed UP/SP merger.

Sincerely,

Mickey Conroy
Vice-Chair, Assembly Utilities and Commerce Committee

OCT 02 1995

REPLY TO:

SACRAMENTO ADDRESS
STATE CAPITOL
P.O. BOX 942648
SACRAMENTO, CA 94248-0001
(916) 445-8243
FAX (916) 323-0998

DISTRICT OFFICE
SUITE 300
100 PASEO DE SAN ANTONIO
SAN JOSE, CA 95113
(408) 289-6500
FAX (408) 277-1038
Dom.Cortese@assembly.ca.gov



CHAIRMAN
WATER, PARKS AND WILDLIFE
SELECT COMMITTEE ON CALIFORNIA WIRE
PRODUCTION AND EFFICIENCY
WIRE INDUSTRY TASK FORCE OF NATIONAL
CONFERENCE OF STATE LEGISLATURES
COMMITTEES:
TRANSPORTATION
GOVERNMENTAL ORGANIZATION
PUBLIC EMPLOYEES RETIREMENT
AND SOCIAL SECURITY
JOINT COMMITTEES:
LEGISLATIVE AUDIT
FISCAL CAUCUS
SEISMIC SAFETY COMMISSION

October 23, 1995

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

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

Dear Secretary Williams:

I am writing in support of the proposed merger between Southern Pacific (SP) and Union Pacific (UP) corporations.

As the Assemblymember for the 23rd District, I represent approximately 375,000 San Jose residents. Rail corridors of SP and UP provide railroad access for the residents and businesses within the 23rd Assembly District. The strength and stability of these two corporations is paramount to the livelihood of this locale.

While UP is a financial secure corporation, the financial well being of SP is of concern to many. The recent approval of the merger between Burlington Northern (BN) and the Santa Fe (SF) railroads will provide even stronger competition for SP. The proposed SP/UP merger will provide needed security for SP's future and an overall system which is capable of competing with the recently approved BN/SF rail system. As a result UP/SP and BN/SF will compete to provide more reliable, efficient rail service to all Californians.

I urge the Interstate Commerce Commission to approve proposed SP/UP merger. Please feel free to contact me if you have any further questions.

Sincerely,

DOMINIC L. CORTESE
Assemblyman, 23rd District

DLC:ahj

STATE CAPITOL
P.O. BOX 942849
SACRAMENTO, CA 94249-0001
(916) 445-8305
Mail: Jim.Cunneen@assembly.ca.gov

DISTRICT OFFICE
901 CAMPBELL WAY, SUITE 300
CAMPBELL, CA 95008
(408) 389-8170

Assembly California Legislature

JIM CUNNEEN

ASSEMBLYMEMBER, TWENTY-FOURTH DISTRICT
*Representing the communities of: Campbell, Cupertino,
Los Altos, Los Gatos, Monte Sereno, San Jose, Saratoga, and Sunnyvale*

COMMITTEES
BANKING AND FINANCE
INSURANCE
REVENUE AND TAXATION

BUDGET
VICE CHAIR, SUBCOMMITTEE ON
RESOURCES, TRANSPORTATION,
AGRICULTURE AND THE
ENVIRONMENT

VICE CHAIR, SUBCOMMITTEE ON
INFORMATION TECHNOLOGY

CHAIRMAN, SELECT COMMITTEE
ON HIGH TECHNOLOGY

September 29, 1995

The Honorable Vernon Williams
Secretary, Interstate Commerce Commission
Twelfth Street and Constitution Avenue, N.W.
Room 2215
Washington, DC 20423

Dear Secretary Williams:

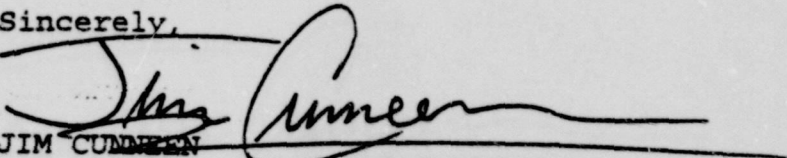
I am writing regarding the proposed merger between the Union Pacific Railroad (UP) and the Southern Pacific (SP) Railroad. I'm encouraged that this merger can not only improve the present service provided by the separate entities, but also strengthen competition.

Given the competitive changes posed by the Burlington Northern/Santa Fe alliance, the proposed merger could allow for real competition in the Chicago-California intermodal market for the first time. Such vigorous competition in this vital economic corridor can only result in improved service and price. This merger will create the largest railroad in California and the country.

The UP/SP merger will also likely improve service for California shippers by providing new shipping opportunities up and down the West Coast. I understand this merger could significantly reduce delays, increase reliability and improve efficiency between California and the national gateways. Best of all, the improved west coast rail corridor will create competition between trucking companies and rail - again with the potential of lowering transportation costs.

Please give the proposed merger every reasonable consideration.
Thank you.

Sincerely,


JIM CUNNEEN
Assemblymember
24th District



JAY DARDENNE

State Senator
District 16

SENATE
STATE OF LOUISIANA

P. O. Box 94183
Baton Rouge, LA 70804
(504) 342-9788
Fax: (504) 342-0617

October 17, 1995

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

Finance Docket No. 32760, Union Pacific Corporation,
et al -- Control & Merger -- Southern Pacific Rail
Corporation, et al

Dear Mr. Williams:

The Union Pacific and Southern Pacific Railroads have submitted an application to merge the two companies and this letter is to express my support for the merger and to encourage your approval of the application. This merger is expected to build a stronger railroad that will offer faster transit times, more reliable service, shorter routes, improved equipment supply to customers and new marketing opportunities.

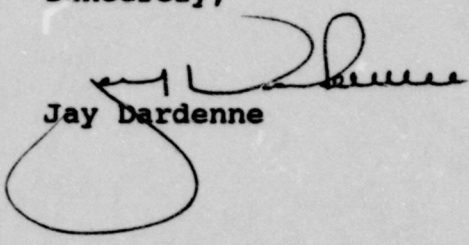
Union Pacific served customers in this area will be able to take advantage of a faster, more efficient route to California opening up new opportunities for rail customers here and for sources of products in the western states that are consumed here. A direct route for our chemical products to New Mexico, Arizona and California will expand those markets. There is an improved route for our chemical customers to the Rocky Mountain area and connections to Western Canada and faster transit times to Chicago-St. Louis through New Orleans. It is expected that additional storage capacity will be available for plastic customers. Greater usage of Union Pacific's new rail facilities near Baton Rouge is expected to mean increased employment in Louisiana. Union Pacific served power plants will gain access to Colorado and Utah coal producers and to Union Pacific served barge facilities on the Mississippi River.

The Honorable Vernon A. Williams
Page Two
October 17, 1995

The various benefits of the merger will enable rail users to become more competitive and provide opportunities for an expanded market for products. Utilizing the best routes and terminals of both companies will provide a higher quality rail network for all rail users and should result in cost savings that make rail usage more attractive and competitive as a transportation mode.

Thank you for considering these views and your approval of the merger application is urged at the earliest opportunity.

Sincerely,



Jay Dardenne

JD:pl

Wyoming State Legislature

215 State Capitol / Cheyenne, Wyoming 82002 / Telephone 807 / 777-7881



House of Representatives

REPRESENTATIVE IRIS DEVIN
House District 14 - Albany County
3801 Gray's Gulch Road
Laramie, Wyoming 82070

Committees:
Travel, Recreation & Wildlife
Labor, Health & Social Services

October 31, 1995

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

RE: *Finance Docket No. 32768, Union Pacific Corporation, et al -
Control & Merger - Southern Pacific Rail Corporation, et al.*

Dear Secretary Williams:

I am writing in support of the proposed Union Pacific Railroad - Southern Pacific Railroad merger. My home county (Albany County) has had a long and prosperous history with the Union Pacific Railroad. The proposed merger should strengthen that history and provide improved opportunities for Wyoming producers.

The Union Pacific-Southern Pacific merger will expand capacity and improve service. These efforts will directly benefit Wyoming's growth and economy.

I urge your approval of the Union Pacific Railroad - Southern Pacific Railroad merger. I appreciate your time and consideration concerning this issue.

Sincerely,

Irene Devin
Wyoming State Representative

cc: David Fischer
Union Pacific Railroad Company
1416 Dodge Street, Rm. 801
Omaha, NE 68179

JAY DICKEY

4TH DISTRICT, ARKANSAS

COMMITTEE

APPROPRIATIONS

SUBCOMMITTEES

AGRICULTURE

TRANSPORTATION

LABOR--HHS--ED

BOB BROOKS

CHIEF OF STAFF



Congress of the United States

House of Representatives

November 7, 1995

WASHINGTON, DC
230 CANNON H.O.B.
WASHINGTON, DC 20515
(202) 225-3772
FAX: (202) 225-1314

PINE BLUFF
100 EAST 8TH AVENUE
SUITE 2521
PINE BLUFF, AR 71601
(501) 536-3376
(800) 223-2220
FAX: (501) 536-4058

HOT SPRINGS
100 RESERVE
SUITE 201
HOT SPRINGS, AR 71901
(501) 623-5800
(800) 541-8385
FAX: (501) 623-5363

Honorable Vernon A. Williams, Secretary
Interstate Commerce Commission
Room 1324
12th Street & Constitution Avenue, N.W.
Washington, DC 20423

Dear Mr. Williams:

This letter is submitted to indicate my strong support for the proposed merger of the Union Pacific and Southern Pacific railroads.

The Union Pacific and Southern Pacific have been the two key rail carriers in Arkansas. At present, Union Pacific and Southern Pacific provide service to a large percentage of the states' shippers.

Arkansas citizens have a strong interest in maintaining effective rail service in the state. I support this merger because I believe it will ensure the continuation of effective rail service for the state of Arkansas.

There are significant concerns over the ability of Southern Pacific to continue service, since the merger of Burlington Northern and Santa Fe. I believe Union Pacific with its financial and management strength can help to ensure good service to the Arkansas shippers served by the Southern Pacific-Cotton Belt line. The Cotton Belt is an important part of the Fourth Congressional District economy and must not be allowed to decline.

A UP/SP merger will also allow Arkansas shippers access to a qualified competitors, via trackage rights negotiated with BN/Santa Fe. It is my understanding that where UP and SP are currently the only railroads serving a community, UP's agreement with Burlington Northern and Santa Fe will give Arkansas shippers access to another carrier.

The merger of UP/SP is in Arkansas' best interest; I urge the Commission to approve it promptly.

Sincerely yours,

Jay Dickey



HOUSE OF REPRESENTATIVES

JIMMY N. DIMOS
DISTRICT 16
1216 STUBBS AVENUE
MONROE, LOUISIANA 71201
(318) 388-4303

CIVIL LAW
INSURANCE
HOUSE MEMBER TO
LOUISIANA LAW INSTITUTE

October 10, 1995

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

RE: Finance Docket No. 32760 Union Pacific
Corporation, et al - Control & Merger -
Southern Pacific Rail Corporation, et al

Dear Mr. Williams:

This letter is written to express my support for the proposed merger of the Union Pacific Railroad and the Southern Pacific and request your approval of their application.

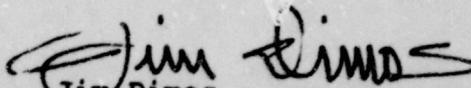
The combined strengths of these two companies will create a more efficient rail network and offer rail users a strong competitive transportation system.

Louisiana shippers will find new markets in western states with single line service from our state to Southern California. Certainly, the merger will allow for more efficient use of capital and equipment which undoubtedly will provide better service in meeting customer needs.

Major cost savings will enable the companies to expand services to rail users that will contribute to a more competitive market place and position Louisiana companies to take advantage of the new opportunities offered.

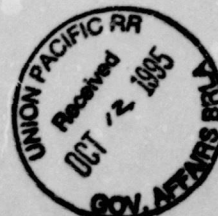
I believe the merger is in the best interest of our state and hope you will grant the application speedy approval.

Sincerely yours,


Jim Dimos

JND/rnp

ICC.ltr

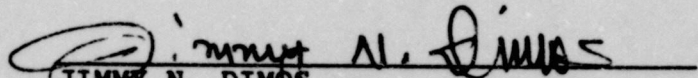


VERIFICATION

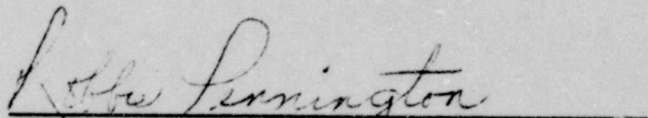
STATE OF LOUISIANA

PARISH OF OUACHITA

JIMMY N. DIMOS, 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.


JIMMY N. DIMOS

SUBSCRIBED AND SWORN TO before me this 10th day of October,
1995.


NOTARY PUBLIC

MY COMMISSION EXPIRES:

Lifetime

JOSEPH E. DINI, JR.
ASSEMBLYMAN
District No. 38

SPEAKER OF THE ASSEMBLY

COMMITTEES:

Member
Ways and Means
Elections and Procedures



State of Nevada
Assembly
Sixty-Eighth Session

DISTRICT OFFICE:
104 N. Mountain View
Yerington, Nevada 89447
Office (702) 463-2668
Home (702) 463-2669
Fax No. (702) 463-5292
Cellular (702) 721-3464

LEGISLATIVE BUILDING:
401 S. Carson Street
Carson City, Nevada 89710
Office (702) 687-3625 or 687-5739
Fax No. (702) 687-8187 or 687-5962

September 26, 1995

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

Subject: Finance Docket No. 32760
Proposed Merger Between the Union Pacific and Southern Pacific Railroads

Dear Secretary Williams:

I am writing to express my support for the proposed merger of the Union Pacific and the Southern Pacific Railroads.

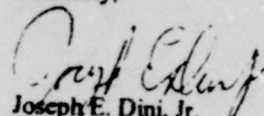
I am the Co-Speaker of the Nevada Assembly and the Assembly Member representing Lyon and Storey Counties and part of Carson City in Western Nevada.

A merger between the Union Pacific and the Southern Pacific would bring the financial strength of the Union Pacific together with the routes of the Southern Pacific. That is important because the SP's Phil Anschutz has said publicly that his railroad cannot survive long with the recent merger of the Burlington Northern and Atchison, Topeka & Santa Fe railroads. Survival of the SP, as part of the Union Pacific, is crucial to the employees and customers of the Southern Pacific. Merging the two railroads will ensure the financial strength needed to invest in the future.

A merger would also provide Nevada businesses with improved rail service, since facilities located on the UP and SP would have single-railroad service to points now located on the other railroad's system. For example, businesses with facilities on the UP in Western Nevada will have single-railroad service to facilities in Northern and Central California. Businesses in Western Nevada would for the first time, have single-railroad service as far North as Seattle and Spokane, Washington.

For all these reasons, I believe that a merger between the Union Pacific and Southern Pacific Railroads would be in the public interest, in the interest of the employees of the two Railroads, and in the interest of railroad customers, and I would like to urge your support for their merger proposal.

Sincerely,


Joseph E. Dini, Jr.
Co-Speaker

cc: Larry Bennett
Joe Guild
Wayne Horiuchi

ENTERED
Office of the Secretary

OCT 2 1995

DISTRICT OFFICE:

10644 W. CERMAK ROAD
WESTCHESTER, ILLINOIS 60154
708/531-1444
FAX: 708/531-0467

SPRINGFIELD OFFICE:

G-1 STRATTON BUILDING
SPRINGFIELD, ILLINOIS 62706
217/782-1061



JAMES B. DURKIN

STATE REPRESENTATIVE - 44TH DISTRICT

COMMITTEES:

- TRANSPORTATION
- ELECTIONS
 & STATE GOVERNMENT
- HIGHER EDUCATION
- JUDICIARY / CRIMINAL
- PERSONNEL & PENSIONS

September 25, 1995

Ms. Linda Morgan
Chairperson
Interstate Commerce Commission
12th Street and Constitution Ave., NW
Washington, DC 20423

Re: Finance Docket 32760 - Union Pacific/Southern Pacific

Dear Chairperson Morgan:

The purpose of this letter is to formally advise you that I support the Union Pacific and Southern Pacific Merger.

I firmly believe that this measure will drive the competition levels in this industry to new highs-ultimately benefiting the consumer.

Additionally, this partnership will improve the consumers ability to select shorter and more economical routes of passage. Also, the public will realize a greater availability of alternative routings. The re-routings will reduce delays, increase reliability, and create new capacity for the merged system.

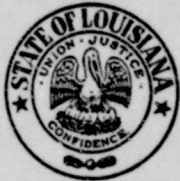
I am pleased to endorse this proposal and look forward to the I.C.C.'s approval.

Sincerely,

JAMES B. DURKIN

State Representative

cc: Tom Zapler, Chicago and North Western Railway Company



NOBLE ELLINGTON
DISTRICT 20

STATE OF LOUISIANA
HOUSE OF REPRESENTATIVES

4272 FRONT STREET
WINNSBORO, LOUISIANA 71295
(318) 436-7313
1-800-256-7313

COMMITTEES:
VICE CHAIRMAN, AGRICULTURE
COMMERCE
CAPITAL OUTLAY

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

Finance Docket No. 32760, Union Pacific Corporation, et al--
Control & Merger-Southern Pacific Rail Corporation, et al

Dear Mr. Williams:

I write this letter to encourage the Interstate Commerce Commission to approve the application for merger of The Union Pacific and Southern Pacific Railroads.

I believe the combination of these two railroads which serve Louisiana can produce improved rail service to Louisiana customers and enhance transportation competition. I understand Louisiana rail users will be able to utilize a great new through route to California, not previously available to the many Union Pacific customers here and that new marketing opportunities in other western states such as New Mexico and Arizona will be available to our states' shippers. Many Southern Pacific shippers will now have access to Union Pacific's single line routes to the Upper Midwest and Intermountain area.

It appears the merger will produce major cost savings, thus improving efficiency and expanding service to customers. More reliable rail service will assist rail users in meeting their competitive challenges, often from foreign competitors. It is also likely that Union Pacific's capital resources can be applied to many Southern Pacific rail segments to build new capacity with new technology. This seems like a "win" "win" situation for Louisiana.

I urge your approval of the application.

Sincerely,

Noble Ellington
District 20

NE:baa
enclosures



Beverly Fawell
STATE SENATOR • 20TH DISTRICT

Committees:
Chairman-Transportation
Appropriations

District Office:
213 W. Wesley • Suite 105
Wheaton, Illinois 60187
708-752-1100
Fax: 708-752-1103

Capitol Office:
Room 121A Capitol
Springfield, Illinois 62706
217-782-8022
Fax: 217-782-4079

18 September 1995

Interstate Commerce Commission
12th Street and Constitution Avenue, NW
Washington, DC 20423
Attn: Ms. Linda Morgan
Chairperson

Re: Finance Docket 32760 (Union Pacific/Southern Pacific)

Dear Ms. Morgan:

As an Illinois State Senator and Chairman of the Illinois State Senate Transportation Committee I strongly support the merger of the Union Pacific and Southern Pacific railroads.

It is obvious that a unified system will be stronger financially, relieving pressure on the Southern Pacific caused by the BN/Santa Fe merger and protecting SP share- holders as well as taxpayers.

In addition, a UP/SP merger can be expected to promote operating efficiencies on the unified line and reduce costs to the new entity which will ultimately benefit our own Illinois shippers and receivers.

Furthermore, a new UP/SP combination will find it possible to compete with the Burlington Northern/Santa Fe line in the California-Chicago intermodal traffic market for the first time, applying pressure to further reduce shipping costs in the Midwest.

On the basis of more competition, increased efficiency, and the potential of reduced freight rates and better service for the citizens of Illinois, I am urging the ICC to respond to the UP/SP merger request in a positive manner.

Sincerely,

Beverly Fawell

cc. Vernon A. Williams
Secretary, ICC

Thomas A. Zapler
Chicago and NorthWestern
Transportation Company

ENTERED
Office of the Secretary

SEP 26 1995

Part of
Public Record

CAPITOL OFFICE
State Capitol
P.O. Box 942849
Sacramento, CA 94249-0001
(916) 445-7874
FAX (916) 324-2936

DISTRICT OFFICE
43271 Mission Blvd
Fremont, CA 94539
(510) 440-9030
(408) 263-5300
FAX (510) 440-9035

Assembly California Legislature

LIZ FIGUEROA

ASSEMBLYMEMBER, TWENTIETH DISTRICT

COMMITTEES:

Vice-Chair
Environmental Safety
& Toxic Materials

Member
Insurance
Judiciary
Public Employees
Retirement and
Social Security

October 3, 1995

Honorable Vernon Williams
Secretary, Interstate Commerce Commission
Twelfth Street and Constitution Avenue, N.W.
Room 2215, Washington, DC 20423

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

Dear Mr. Williams:

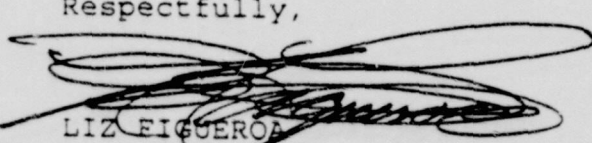
I am writing in support of the Union Pacific/Southern Pacific merger, which I believe will lead to improved services and new shipping opportunities for California shippers. I urge your support of this merger.

This merger will enable UP/SP to compete effectively against BN/Santa Fe. Transcontinental carload shippers will see improved service in the form of greater dependability and frequency of schedules. There will be a new third-morning intermodal service between Oakland and Chicago, a service the two companies could not offer independently.

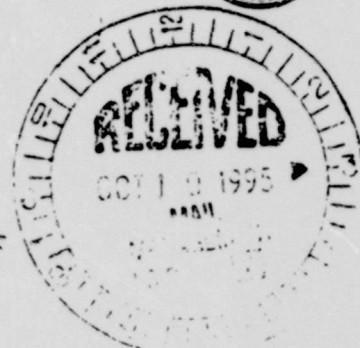
Currently, SP has the most extensive shipper coverage in the state, however, questions about its finances and ability to consistently meet the needs of its customers persist. Without the merger, SP's situation would further deteriorate against the competition of BN/Santa Fe. By approving the merger, the Interstate Commerce Commission will ensure that the marketplace is competitive and UP/SP can meet the challenge put forth by BN/Santa Fe.

I urge your support of this merger.

Respectfully,


LIZ FIGUEROA
Assemblymember, 20th District

OCT 11 1995



CAPITOL OFFICE
STATE CAPITOL
P.O. BOX 942849
SACRAMENTO, CA 94249-0001
(916) 445-8292

DISTRICT OFFICE
P.O. BOX 2698
SANTA BARBARA, CA 93102
(805) 965-1994

Assembly California Legislature

BROOKS FIRESTONE
ASSEMBLYMAN, THIRTY-FIFTH DISTRICT

COMMITTEES:

HIGHER EDUCATION, VICE CHAIR
TRANSPORTATION
BANKING & FINANCE
CONSUMER PROTECTION
GOVERNMENTAL EFFICIENCY
& ECONOMIC DEVELOPMENT

FD 32760

6 October, 1995

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

Dear Secretary Williams,

This letter is to add my support to those who urge approval of the Union Pacific and Southern Pacific Railroad companies.

I have experience in the tire business here and overseas as well as the wine business. Transportation is crucial to my business and in my family background.

You have been sent numerous lengthy letters containing many reasons for this merger. I have also studied this background information and concluded that the merger would be in the best interests of our state and country.

I hope you will reach the same conclusion because healthy rail transportation is so critical to the future.

Thank you for your consideration.

Best regards,

Brooks Firestone

Brooks Firestone
Assembly Member, 35th District

Chief of the Secretary

OCT 10 1995

DISTRICT OFFICE:
117 WEST SLADE STREET
PALATINE, ILLINOIS 60067
708/934-1992
FAX: 708/934-2054

SPRINGFIELD OFFICE:
127 CAPITOL BUILDING
SPRINGFIELD, ILLINOIS 62706
217/752-4471
FAX: 217/752-4079



STATE OF ILLINOIS
88TH GENERAL ASSEMBLY
ILLINOIS STATE SENATE

PETER G. FITZGERALD
STATE SENATOR, 27TH DISTRICT

COMMITTEES:
VICE CHAIRMAN
INSURANCE, PENSIONS
& LICENSED ACTIVITIES
MEMBER:
JUDICIARY
REVENUE

September 21, 1995

COPY

Ms. Linda Morgan
Chairperson
Interstate Commerce Commission
12th Street and Constitution Avenue, NW
Washington, D.C. 20423

RE: Finance Docket 32760 - Union Pacific/Southern Pacific

Dear Chairperson Morgan:

I am writing to express my support of the Union Pacific and Southern Pacific merger. I believe that the merger will improve service for Illinois shippers, promote competition and ensure the availability of high quality shipping in Illinois and elsewhere throughout the country.

Thank you for your consideration.

Very truly yours,

Peter G. Fitzgerald
Peter G. Fitzgerald

cc: Vernon A. Williams,
Secretary ICC

David Fischer, ✓
Director of Government Affairs,
Union Pacific Railroad



State of New Mexico
House of Representatives
Santa Fe

THOMAS P. FOY
D-Grant & Hidalgo - Dist. 39

Box 266
Bayard, NM 88023

Office Telephone: 505-538-2967
Home Telephone: 505-537-3355

November 5, 1995

COMMITTEES:

Judiciary (Chairman)
Labor

INTERIM COMMITTEES:

Commissioners on Uniform State Laws
Courts, Laws & Justice Committee

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

RE: Union Pacific/Southern Pacific Merger

Dear Secretary Williams:

As a State Legislator, I am pleased to lend my support to the proposed merger of the Union Pacific (UP) and Southern Pacific (SP) railway systems. The operation of the railroad is very important to our community in general, in that substantial copper production must be shipped out by rail. I feel this merger will significantly strengthen the rail system serving our community and the entire State of New Mexico.

Joining the two systems will provide a direct single rail link for SP shippers in New Mexico to all points served additionally by UP. SP shippers in New Mexico will receive shorter routes and faster schedules in addition to the extensive new single line service. We understand that this merger, when approved, will up SP on a much stronger competitive footing with the newly merged Burlington Northern and Santa Fe railway systems, which also serve our State.

The proposed merger with UP is also necessary to help SP overcome its current service problems and the continuing uncertainties as to SP's finances in general. The UP/SP merger will provide SP shippers the assurance of top quality service with a financially strong railroad that can afford the capital investments necessary to build new capacity, and provide efficient, competitive rail service to the benefit of our citizens generally and the entire economy of New Mexico.

Sincerely,

Thomas P. Foy
House of Representatives

Honorable Vernon A. Williams, Secretary
Interstate Commerce Commission
Twelfth Street and Constitution Avenue, N.W.
Room 2215
Washington, DC 20423

Finance Docket No. 327650, Union Pacific Corp., et al -- Control & Merger -- Southern Pacific Rail Corp., et al.

Dear Mr. Williams:

I, Evan Frasure, am a member of the Senate, representing Bannock County in the Idaho legislature. I am Chairman of the Senate Transportation Committee. The jurisdiction of the committee includes rail transportation in the State of Idaho.

I support the proposed merger of the Union Pacific Railroad and the Southern Pacific Lines. The merger of the UP and SP will enhance rail competition, strengthen the Idaho transportation system and help fulfill the potential for increased economic development within the State of Idaho.

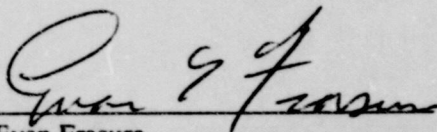
In particular, this merger will provide faster, more direct and new single-line routes for many of the areas that trade by rail with Idaho. For example, eastern and northern Idaho will obtain much shorter single-line routes to many points in California and Oregon. In addition there will be a new single-line route for the Eastport, Idaho gateway to Mexico and to SP-served points in California, Arizona and Texas, as well as new single-line service from all UP-served points in Idaho to numerous points now served only by SP in Colorado, New Mexico, Louisiana, and the Midwest. Both shippers and receivers in Idaho will benefit from this streamlining.

Also important is the fact that merger will enable UP to provide a ready supply of railcars, particularly the refrigerated equipment that Idaho shippers need. By making use of backhaul opportunities and taking the best advantage of seasonal patterns, the UP could provide more reefer cars for Idaho potatoes, for example, without any corresponding increase in its fleet and the cost that would entail. In addition, more capital investment for expanded capacity would be possible with the additional cost savings from combining the operations of the two railroads.

A merged UP/SP will strengthen competition with the now-merged BN/Santa Fe and its new single-line routes. It is important to Idaho that UP/SP be permitted to compete by merging because of the benefits outlined above, and so that the UP will remain a financially strong match for BN/Santa Fe in Idaho.

For these reasons, the undersigned fully supports the merger and urges the Interstate Commerce Commission to approve the merger promptly.

NOV 2-1995
Date


Evan Frasure



New Mexico State Senate

Senator Mary Jane M. Garcia
D-Dona Ana-36

November 9, 1995

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

Dear Secretary Williams:

I am a State Senator here in New Mexico and the Southern Pacific Lines(SP) tracks traverse my District. I am writing to lend my support to the merger of SP and Union Pacific Railroad. I feel that this merger will go a long way to strengthen the SP rail system serving the State and produce significant benefits for both New Mexico shippers and consumers alike.

Joining the two systems will provide a direct single rail link for SP shippers in New Mexico to all points served by UP, but currently not SP. I also feel it will improve our trade possibilities between the US and Mexico under NAFTA. In addition SP shippers in New Mexico will receive shorter routes and faster schedules in addition to the extensive new single line service. This will put SP on a much stronger competitive footing in light of Burlington Northern and Santa Fe railway systems which are now merged.

I am convinced that the UP/SP merger will provide SP shippers the assurance of top quality service with a financially strong railroad that can afford the capital investments necessary to build new capacity and implement new technology.

In conclusion, I am pleased to give full support to the UP/SP merger.

Very truly yours,

Mary Jane Garcia

Senator Mary Jane Garcia
Box 22, Dona Ana, NM 88032

CAPITOL OFFICE:

2090 STRATTON BUILDING
SPRINGFIELD, ILLINOIS 62706
PHONE: 217/782-5962
FAX: 217/782-2779

DISTRICT OFFICE:

5255 W. NORTH AVENUE
CHICAGO, ILLINOIS 60639
PHONE: 312/745-6120
708/383-9820
FAX: 312/637-1496



ILLINOIS HOUSE OF REPRESENTATIVES

CALVIN L. GILES
STATE REPRESENTATIVE • 8TH DISTRICT

COMMITTEES:

APPROPRIATIONS • EDUCATION
FINANCIAL INSTITUTIONS
INSURANCE

September 29, 1995

Ms. Linda Morgan
Chairperson
Interstate Commerce Commission
12th Street and Constitution Avenue, NW
Washington, DC 20423

RE: Finance Docket 32760 - Union Pacific/Southern Pacific

Dear Chairperson Morgan:

My name is Calvin L. Giles. I am a member of the Illinois General Assembly.

The purpose of this letter is to formally advise you that I support the Union Pacific and Southern Pacific merger.

My reason for supporting this acquisition is as follows: Key service improvements for Illinois shippers, More direct and reliable Single-line service in numerous markets, Reduced transit times, Reduced delays, Terminal improvements, New market opportunities, Increased Competition, and Stronger customer service support benefits.

Sincerely,

A handwritten signature in cursive script that reads "Calvin L. Giles".

Calvin L. Giles
8th District
State Representative

cc: Vernon A. Williams
Secretary ICC

David Fischer
Director Government Affairs
Union Pacific Railroad
1416 Dodge Street, Rm. 801
Omaha, NE 68179

October 26, 1995

The Honorable Vernon A. Williams
Secretary, Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Room 2215
Washington, D.C. 20423

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

Dear Secretary Williams:

As a member of the Utah House of Representatives representing District 29, Salt Lake City, Utah, I am writing to strongly urge support and prompt approval for the proposed merger between Union Pacific Railroad Company and Southern Pacific Transportation Company.

Union Pacific has had a long and rich history intertwined with the State of Utah since completion of the first transcontinental railroad commemorated by the driving of the golden spike in 1869 at Promontory Point, Utah. Southern Pacific, which now includes the Denver and Rio Grande Western Railroad Company, has also provided rail services in the State of Utah. Nevertheless, the recent merger of the Burlington Northern and Santa Fe Railroads has raised serious concerns regarding Southern Pacific's long-term economic viability as a competitive rail line. The UP/SP merger will assure that Utah shippers continue to have access to high quality rail service in the State.

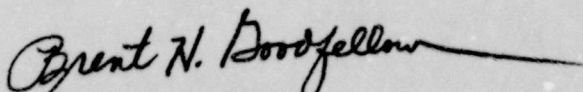
In addition, Union Pacific's negotiated track agreement with BN/SF will ensure maintenance of rail competition in Utah corridors presently served by Union Pacific and Southern Pacific. This trackage agreement eliminates concerns that shippers may be held captive to rates dictated by only one railroad.

In summary, the proposed UP/SP merger will dramatically improve rail services within the State of Utah. Competition will be strengthened with entry of BN/SF to serve Utah

The Honorable Vernon A. Williams
October 26, 1995
Page 2

points now jointly served by UP and SP. Future concerns regarding SP service, finances and capital constraints will be overcome, and SP customers will have the assurance of long-term, top-quality service from a financially strong railroad. I urge your approval of the proposed merger.

Sincerely,



Brent H. Goodfellow

3620 South 6000 West
West Valley City, UT 84120
Utah House of Representatives
District 29 - Salt Lake

DCF:k

G:\LAWADM\KGL\MERG1026.A



Toby Goodman

STATE REPRESENTATIVE
DISTRICT 93

P.O. Box 2910
Austin, Texas 78768-2910
512/463-0562
Fax 512/475-1178

October 20, 1995

1600 E. Lamar Blvd.
Suite 115
Arlington, Texas 76011
817/460-8290
Fax 817/861-2125

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

Re: Finance Docket N. 32760, Union Pacific Corporation, et al — Control &
Merger — Southern Pacific Rail Corporation, et al

Dear Mr. Williams:

I have recently been made aware of the proposed merger of Union Pacific Corporation and Southern Pacific Rail Corporation. I strongly support the proposal and appreciate the increased advantages to this area and to the people served by the rail system. Texas shippers now served by Union Pacific only, will secure a single-line route across the southern corridor to California and new single line routes to other points through the Southern Pacific system.

This transaction will deliver major benefits for customers. The combined system will be able to offer new services that neither system can offer on its own. Texas shippers will be better served by the competition stimulated by this merger and there will be cost savings and improved service, all to the benefit of shippers, and ultimately to consumers.

I would appreciate your favorable consideration of this proposal which will be of great benefit to Texas and the Fort Worth area.

Sincerely,

A handwritten signature in black ink that reads "Toby Goodman". The signature is stylized, with the first name "Toby" written in a cursive-like script and the last name "Goodman" in a more formal, blocky script.

Toby Goodman

COMMITTEES:

Chairman, Juvenile Justice and Family Issues
Judicial Affairs

STATE CAPITOL
P.O. BOX 942849
SACRAMENTO, CA 94249-0001
(916) 445-7552
(916) 445-7650 FAX

DISTRICT OFFICE
34932 YUCAIPA BLVD.
YUCAIPA, CA 92399

(909) 790-4196
(909) 790-0479 FAX

Office of the Secretary

Assembly California Legislature

BRETT GRANLUND

ASSEMBLY MEMBER, SIXTY-FIFTH DISTRICT

COMMITTEES

HEALTH, Chair
AGRICULTURE
GOVERNMENTAL
ORGANIZATION
LOCAL GOVERNMENT



OCT 16 1995

October 12, 1995

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

Dear Secretary Williams,

RE: Finance Docket No. 37260, Union Pacific Railroad--
Control and Merger -- Southern Pacific Railroad

The merger of the Union Pacific and Southern Pacific Railroads should substantially improve rail service and strengthen railroad competition in California, as well as provide a stable financial base for continued Southern Pacific operations. The merger should also provide specific service benefits for farm and food product shippers in Southern California. For all of these reasons, I urge the Commission to grant its approval for the proposed merger.

Improved Service

California freight shippers should see substantial benefits from service improvements resulting from the merger. For example, the merged UP/SP plans to provide the first truck-competitive single-carrier rail service ever between the Seattle/Tacoma area and Southern California, a freight corridor now dominated by the trucking industry. The merged system should be able to more efficiently move freight between locations in this area now served by the SP, and locations now served by the UP in Texas and Louisiana, the Great Plains, and the Pacific Northwest.

Service should improve for both shippers moving freight between California and the gateways of Chicago, Kansas City, St. Louis, Memphis and New Orleans, where freight is passed from Western Railroads to Eastern railroads. Perishable and processed food products moving from Southern California should encounter fewer delays and increased service reliability as it moves to markets elsewhere in the country. Equipment supply should be improved, as the two railroads integrate operations and take advantage of backhaul opportunities.

After the merger, the UP/SP has announced plans to build a new "Inland Empire" Facility in Southern California to handle truck trailers and containers form less-than-truckload and other trucking companies, improving service and taking trucks off of our crowded highways. California shippers and receivers will enjoy extensive new single-line service, including:

Strong Competition

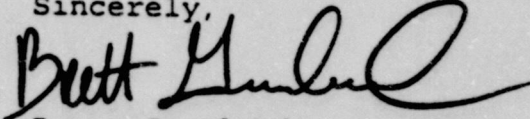
The recently announced agreement between the UP/SP and the Atchison, Topeka & Santa Fe/Burlington Northern railroads should strengthen competition. The parties have reached a comprehensive agreement so that shippers that would otherwise lose two-railroad competition in the merger will now be served by both the UP/SP and the ATSF/BN. Providing for tow strong railroads, competing head-to-head, should preserve rail competition.

Financial Stability

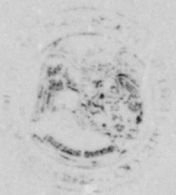
In the past, SP customers have had to deal with service problems and uncertainties resulting form the SP's financial instability. The SP's CEO has even said the will be hard-pressed to stay afloat in competition with the merged ATSF/BN and the UP. The UP/SP merger will give SP shippers the assurance of high quality service with a financially strong railroad that can afford the capital investments necessary to build new capacity, implement new technology, and continually improve its operation. The SP's employees have been faced with a similar uncertainty, and will now also enjoy the benefits of working for a financially healthier railroad.

In summary, the proposed UP/SP merger will provide substantial benefits in improved service, strong competition, and financial stability in the rail industry, and I urge your support.

Sincerely,



Brett Granlund
Assemblyman, 65th District



November 5, 1995

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

Re: Union Pacific/Southern Pacific Merger

Dear Secretary Williams:

As a member of the New Mexico House of Representatives, I am pleased to lend my support to the proposed merger of the Union Pacific(UP) and Southern Pacific(SP) railway systems. The operation of the railroad is very important to the communities in my District in general. In Tucumcari, approximately 50 families depend on the railroad for their employment and support of their families. I feel this merger will significantly strengthen the rail system serving our area and the entire State of New Mexico.

Joining the two systems will provide a direct single rail link for SP shippers in New Mexico to all points served additionally by UP. SP shippers in New Mexico will receive shorter routes and faster schedules in addition to the extensive new single line service. We understand that this merger, when approved, will put SP on a much stronger competitive footing with the newly merged Burlington Northern and Santa Fe railway systems, which also serve our State.

The proposed merger with UP is also necessary to help SP overcome its current service problems and the continuing uncertainties as to SP's finances in general. The UP/SP merger will provide SP shippers the assurance of top quality service with a financially strong railroad that can afford the capital investments necessary to build new capacity, and provide efficient, competitive rail service to the benefit of the many employees of the railroads, our citizens generally and the entire economy of New Mexico.

Sincerely,

Wesley L. Grady
House of Representatives
Rt. 1, Box 14
Grady, N. M. 88120



Arizona State Senate

JOHN GREENE
PRESIDENT

Phoenix, Arizona

October 23, 1995

Mr. Vernon Williams, Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

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

Dear Secretary Williams:

As President of the Arizona State Senate, I would like to express my strong support for the proposed merger between Southern Pacific and Union Pacific. Currently, in preparation for NAFTA, we are working to open our borders as much as possible to the various industries and companies of this continent. By doing this we are confident that we are operating in the best interest of the state and its citizens. Together Union Pacific and Southern Pacific will be able to provide a competitive single-carrier rail service between Seattle/Tacoma and both southern and northern California. In addition, many new shipping opportunities will be created up and down the west coast.

UP/SP will have the strength to challenge Santa Fe's dominance of California-Chicago intermodal traffic for the first time. Vigorous competition in this market is crucial to our continued economic growth and to the nation's domestic and international competitiveness. Between Oakland and Chicago, mileage savings and operating efficiencies will allow UP/SP to offer a new third-morning intermodal service, which neither UP nor SP alone can do today.

The new system's routes would be significantly shorter than UP's or SP's routes today in many important corridors, including Chicago-Oakland, St. Louis-Oakland, Dallas-Los Angeles, and Memphis-Los Angeles. Our shippers and receivers will benefit from extensive new single-line service. There would be major cost savings from reduced overhead and facility consolidation. Furthermore, the use of the best systems of each railroad would improve efficiency and justify increased investment to expand capacity and improve service, all to the benefit of shippers. The result would be strengthened competition in all markets.

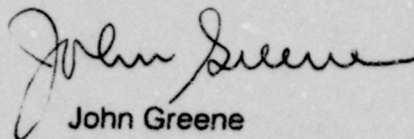


Mr. Vernon Williams, Secretary
October 23, 1995
Page 2

The BN/Santa Fe system will be far larger than either UP or SP and will have the crucial competitive strength that UP and SF separately lack. The UP/SP merger will create a competitor that is fully the equal of BN/Santa Fe.

Again, I urge you to support this merger for the good of the economy, our suppliers and the State of Arizona.

Sincerely,

A handwritten signature in cursive script, appearing to read "John Greene".

John Greene
President of the Senate

JG:dr

STATE OF ARIZONA)
)
COUNTY OF MARICOPA)

Senator John Greene, being first duly sworn, deposes and says that he has read the foregoing document, believes the facts asserted therein to be true, and that the same are true as stated.

John Greene
Senator John Greene

Subscribed and sworn before me this 27th day of November 1993.

Shirley L. Wheaton
Notary Public

My Commission Expires:

My Commission Expires Sep. 30, 1998

Wyoming State Legislature

213 State Capitol / Cheyenne, Wyoming 82002 / Telephone 307 / 777-7881



Senate

SENATOR ROBERT GRIEVE

Majority Floor Leader

Senate District 11

Albany Carbon Counties

Star Route, Box 1400

Savary, Wyoming 82532

Committees:

Management Council

Rules and Procedure

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

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

Dear Secretary Williams:

I am submitting this statement in support of the proposed merger of Union Pacific and Southern Pacific Railroads. This merger will directly benefit Wyoming's economy. It will also provide fair competition for the railroad by giving the Union Pacific the opportunity to challenge the markets served by the recent merger of the Burlington Northern and Santa Fe Railroads.

The Union Pacific has played an important role and partnership in the economics of Wyoming. I believe that the approval of the proposed merger will have significant impact on the ability of Wyoming producers to reach new markets and generate additional economic benefits for the state. Also, the additional traffic on Union Pacific's main line will create additional employment opportunities.

With the recent trackage right agreement between Union Pacific and the BN/Santa Fe, rail competition will be preserved resulting in vigorous efforts for efficiencies and improved service for Wyoming customers such as coal, soda ash, and grain producers.

I strongly urge your prompt approval of this merger.

Sincerely,

A handwritten signature in cursive script, appearing to read "Robert Grieve".

Robert Grieve

cc: David Fischer
(Union Pacific Railroad Company
1416 Dodge St., Rm. 801
Omaha, NE 68179)

Texas House of Representatives



P.O. Box 2910
Austin, Texas 78768-2910
(512) 463-0624

1221 West Nathan Lowe Road
Arlington, Texas 76017
(817) 465-9411

STATE REPRESENTATIVE
Kent Grusendorf

October 18, 1995

The Honorable Vernon A. Williams, Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W., Room 2215
Washington, D.C. 20423

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

Dear Mr. Williams:

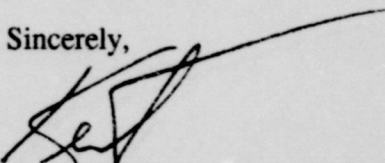
I am writing to express strong support for the merger of the Union Pacific and Southern Pacific railroads. I strongly believe the Union Pacific/Southern Pacific merger will benefit my constituency and the general business climate in this area.

The merger will provide shippers with a efficient single-line route through New Mexico, Arizona and California. This merger should also produce mileage savings, service improvements, and reduce highway congestion. Service north to Memphis, St. Louis, and Chicago, and for connections to the Northeast, should improve as a result of coordination of terminals, availability of alternative routes, and the ability to pre-block traffic. It is my understanding that, after the merger, plans are to increase the level of service between DFW and Denver and points beyond as well as new access to a number of important points in Texas, and a direct route between Houston and New Orleans. The higher levels of rail service should also boost employment opportunities in the entire metroplex area.

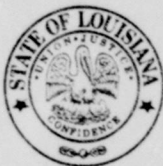
This merger will provide shippers with significant new service options, ensure that Southern Pacific would have adequate financial resources to make necessary capital investments, strengthen rail competition in the area, create a large and efficient route system, and create a carrier large and efficient enough to provide competition to SN/Santa Fe. The result of this merger would be to actually increase competition rather than to weaken it from my perspective.

I encourage the Commission to quickly approve the proposed merger.

Sincerely,



Kent Grusendorf
State Representative District 94



SENATE
STATE OF LOUISIANA

"Serving the Citizens of the North and South Shores"

JOHN J. HAINKEL, JR.

State Senator
District 6
Tangipahoa
St. Tammany
Orleans
Jefferson

October 27, 1995

6069 Magazine Street
New Orleans, LA 70118
(504) 899-5506

110 N. Oak Street
Hammond, LA 70401
(504) 543-4990

COMMITTEES

Select Committee on Crime & Drugs,
Chairman
Environmental Quality
Insurance
Labor & Industrial Relations,
Vice Chairman

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

RE: Finance Docket No. 32760, Union Pacific Corporation, et al--Control & Merger--Southern Pacific Rail Corporation, et al

Dear Mr. Williams:

Kindly consider this communication and indication of my support for the merge application of Union Pacific and Southern Pacific railroads. It would be my hope that this merger will result in strengthening the railroad transportation service in Louisiana.

I am aware of the announcement that the Union and Southern Pacific have concluded an arrangement, as a condition to the merger, that would grant the large Burlington Northern-Santa Fe Railroad rights to serve from New Orleans to Lake Charles in our Louisiana southern rail corridor. This will maintain a strong rail presence here for our rail users and offer some new opportunities for improved service.

New Orleans to California service will be improved as Union Pacific's lines east of Houston will be utilized and upgrading the Southern Pacific tracks west of El Paso will assure the strongest available route for shippers. It is expected that the New Orleans to St. Louis-Chicago rail corridor will be improved through greater coordination of rail terminals. Service opportunities will increase in the north-south traffic as shipments can move directly over Union Pacific routes rather than having to be routed over Southern Pacific's lines to Houston.

There are cost savings expected to Louisiana shippers as a result of reduced overhead, more efficient usage of equipment, rail facility consolidations and shorter routes. Additionally, it is anticipated that a new New Orleans-Dallas-Amarillo-Denver-Pacific Northwest service will be initiated linking the Port of New Orleans to those points and beyond. We expect that Louisiana service improvements and efficiencies will provide new marketing

The Honorable Vernon A. Williams

October 27, 1995

Page 2

opportunities for our rail customers and increase their competitive positions with their products.

I would believe the merger approval would result in those benefits set out above.

With best regards,

John J. Hainkel, Jr.

JJH,JR.:csm

bcc: Jack Kyle ✓

COMMITTEES:
BANKING
BUDGET
LOCAL GOVERNMENT
REVENUE AND TAXATION

Assembly
California Legislature
THOMAS M. HANNIGAN
MEMBER OF THE ASSEMBLY
EIGHTH DISTRICT

STATE CAPITOL
P.O. BOX 842848
SACRAMENTO, CALIFORNIA 95848-0001
(916) 445-8388
DISTRICT OFFICE
844 UNION AVENUE, SUITE A
FAIRFIELD, CALIFORNIA 94533
(707) 428-2383
(916) 753-0387
1-800-YOLO-SOL
MARTY TUTTLE
PRINCIPAL ASSISTANT
ELIZABETH HUBER
COLIN A. WATSON
FIELD REPRESENTATIVES

October 26, 1995

The Honorable Vernon Williams, Secretary
Interstate Commerce Commission
Twelfth Street and Constitution Avenue, N.W. Room 2215
Washington, DC 20423

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

Dear Secretary Williams:

I am writing in support of the proposed merger of the Union Pacific (UP) and Southern Pacific (SP) railroads.

My Assembly District includes a portion of the SP tracks connecting the San Francisco Bay Area to Chicago. The use of these tracks would give the new UP/SP the most direct route between these two major markets, likely resulting in more competitive and reliable freight schedules. Improved rail freight service is certainly desirable for shippers and from the standpoint of moving long distance truck haulers off busy Interstate 80.

I am also hopeful the merged UP/SP will better facilitate the development of regional rail passenger service. The portion of SP tracks from San Jose to Roseville known as the 'Capitol Corridor' had passenger service restored in 1991. The service is operated by Amtrak and subsidized by the State of California. There are currently three daily round trips, and trains average only 40 mph over the 134 miles, reflecting a lack of investment in track and signaling.

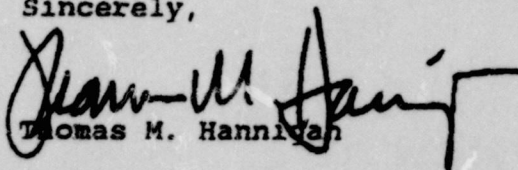
In 1990, California's voters approved bonds that included funds to upgrade the Capitol Corridor for faster speeds and increased capacity -- benefiting both freight and passenger trains. However, as of this writing, SP and the state, represented by the Governor's Secretary of the Business, Transportation and Housing Agency, have been unable to reach an agreement on the terms of the improvements. I hope the merged UP/SP will recognize the broad benefits of these improvements and be more cooperative in executing the agreement.

The Honorable Vernon Williams
October 26, 1995
Page 2

The future mobility of the Interstate 80 corridor in Northern California requires a wide range of transportation improvements. Improved freight and passenger rail service is an integral part of that strategy. Thus, I hope the Interstate Commerce Commission will act favorably on the merger proposal.

Thank you for your attention to this important issue.

Sincerely,



Thomas M. Hannigan

TMH:mtl

STATE CAPITOL
SACRAMENTO, CA 94249-0001
(916) 445-8498

DISTRICT OFFICE
100 W. COLUMBUS STREET
SUITE 201
BAKERSFIELD, CA 93301
(805) 324-3300

California Legislature



TRICE HARVEY

ASSEMBLYMAN, THIRTY-SECOND DISTRICT

CHAIRMAN

ASSEMBLY COMMITTEE ON AGRICULTURE

COMMITTEES

AGRICULTURE Chairman
BUDGET
ELECTIONS REAPPORTIONMENT &
CONSTITUTIONAL AMENDMENTS
GOVERNMENTAL ORGANIZATION

FD-32760

September 29, 1995

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

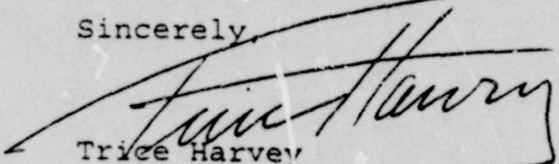
Dear Mr. Williams:

I am pleased to write in support of the proposed merger between Union Pacific and Southern Pacific Railroad. As a member of the California State Legislature, I understand the important role that an integrated transportation system plays in our State economy. I believe that the benefits of this union will prove to be an excellent boost to economic growth and development in the San Joaquin Valley.

Union Pacific(UP) and Southern Pacific(SP) have set numerous goals in order to increase competition and provide new shipping opportunities up and down the West Coast. By joining forces, UP and SP will ensure that goods are moved with greater speed and reliability. This will enhance economic development in the state and ensure that California remains a leader in the world economy.

Again, I strongly support the merger between Union Pacific and Southern Pacific. If I can be of any assistance to you as you consider this matter, please contact my office.

Sincerely,


Trice Harvey
Member of the Assembly

TH:cr

cc: Wayne Koriuchi

OCT 03 1995

MEMBER:

SELECT COMMITTEE ON CA PORTS
 SELECT COMMITTEE ON CA WINE
 PRODUCTION AND ECONOMY
 SELECT COMMITTEE ON MARINE
 RESOURCES
 JOINT COMMITTEE ON FAIRS
 ALLOCATION AND CLASSIFICATION
 JOINT COMMITTEE ON SCHOOL FACILITIES
 WILDLIFE CONSERVATION BOARD

Assembly California Legislature

DAN HAUSER

ASSEMBLYMAN, FIRST DISTRICT

CHAIRMAN

COMMITTEE ON HOUSING AND COMMUNITY DEVELOPMENT

COMMITTEES:

GOVERNMENTAL ORGANIZATION
 TRANSPORTATION
 WATER, PARKS AND WILDLIFE
 CHAIRMAN
 JOINT COMMITTEE ON FISHERIES
 AND AQUACULTURE



September 27, 1995

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

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

Dear Secretary Williams:

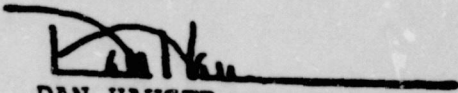
I am writing to express my strong support for the proposed merger of the Union Pacific and Southern Pacific Railroads.

The Union Pacific-Southern Pacific merger will dramatically improve service and strengthen competition in California and across the country. Such a merger will enable SP to overcome its financial and capital constraints and customers will once again have the assurance of long-term, top quality service from a financially stable railroad.

As we on the North Coast of California struggle to maintain and improve our rail freight system (the North Coast Railroad Authority) it is imperative that a viable and efficient railroad be in place to accommodate our growing needs and make those critical connections throughout the state and nation. This merger will ensure that carload shippers, such as California lumber producers, will see improved service with greater speed, reliability and frequency of schedules as a result of mileage savings, gradient improvements and operating efficiencies.

I unequivocally support this historic merger and urge your approval. Thank you.

Sincerely,


 DAN HAUSER

DH:SW

STATE CAPITOL, P.O. BOX 942848, SACRAMENTO, CA 95848-0001 (916) 445-4380
 NORTHERN OFFICE, 310 O STREET, SUITE G, ELIEXA, CA 95501 (707) 445-7014
 CENTRAL OFFICE, P.O. BOX 1014, UKIAH, CA 95482 (707) 468-0804
 SOUTHERN OFFICE, 50 D STREET, SUITE 450, SANTA ROSA, CA 95404 (707) 576-2526

Printed on Recycled Paper

STATE CAPITOL
P.O. BOX 942849
SACRAMENTO, CA 95848-0051
(916) 445-6047

DISTRICT OFFICE
17100 PIONEER BLVD. SUITE 200
ARTESIA, CA 90701
(310) 808-0010

Assembly
California Legislature
PHIL HAWKINS
ASSEMBLY MEMBER FIFTY-SIXTH DISTRICT



COMMITTEES

HOUSING AND COMMUNITY
DEVELOPMENT Vice Chair
BUDGET
GOVERNMENTAL ORGANIZATION
UTILITIES AND COMMERCE

September 29, 1995

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

Dear Secretary Williams:

I would like to express my support for the Union Pacific/Southern Pacific merger application. I ask the Interstate Commerce Commission to approve the merger as proposed and recognize the numerous local and national benefits that it would create.

One of the key benefits of the merger will be a faster, more reliable rail service between the Ports of Long Beach and Los Angeles as well as the rest of America. Vital imports move through these ports, providing jobs locally and economic benefits throughout the country.

The Union Pacific/Southern Pacific merger will also encourage competitiveness in the railway market. Vigorous competition in this market is vital to continued economic growth at the ports of Long Beach and Los Angeles.

There are many benefits that would come from the merger of the Union Pacific and Southern Pacific railroads and I urge the Interstate Commerce Commission to grant its approval for the transaction.

Sincerely,

A handwritten signature in dark ink, appearing to read "Phil Hawkins".

PHIL HAWKINS
Assemblyman, 56th District

PH:jl

cc: Wayne Horuchi, UPRR Sacramento

SACRAMENTO OFFICE
STATE CAPITOL
ROOM 4082
SACRAMENTO, CA 95814
(916) 445-9781
FAX (916) 447-9008

DISTRICT OFFICES
3840 INDIANA AVENUE
SUITE 275
RIVERSIDE, CA 92506
(909) 782-4111
FAX (909) 276-4483
27349 JEFFERSON AVENUE
SUITE 201
TEMECULA, CA 92590
(909) 693-0266
FAX (909) 693-0466

California State Senate

SENATOR
RAYMOND N. HAYNES
THIRTY-SIXTH SENATORIAL DISTRICT



September 28, 1995

THE HONORABLE VERNON A. WILLIAMS
SECRETARY, INTERSTATE COMMERCE COMMISSION
TWELFTH STREET AND CONSTITUTION AVE., N.W.
ROOM 2215
WASHINGTON, D.C. 20423

RE: Finance Docket No. 32760, Union Pacific Corporation, et al. -- Control & Merger --
Southern Pacific Rail Corp., et al.

Dear Mr. Williams:

In support of the above referenced project I would like to make the following points:

- 1) the UP/SP merger will provide many service improvements for California shippers;
- 2) the merger will strengthen competition in all markets;
- 3) with the Santa Fe/BN merger, Southern Pacific will not be able to survive alone;
- 4) the UP/SP merger will provide Southern Pacific shippers an assurance of quality service from a financially strong railroad.

For these reasons and many others, I urge you to approve the merger of the Union Pacific and Southern Pacific Railroads.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Raymond N. Haynes".
RAYMOND N. HAYNES

OCT 06 1995

COMMITTEES
VICE CHAIRMAN
OF
HEALTH & HUMAN
SERVICES
BUDGET &
FISCAL REVIEW
BUDGET & FISCAL
REVIEW SUBCOMMITTEE
NO. 3
EDUCATION
GOVERNMENTAL
ORGANIZATION
GOVERNMENTAL
ORGANIZATION
SUBCOMMITTEE ON CEQA
SELECT COMMITTEE ON
CALIFORNIA
BUSINESS CLIMATE
SELECT COMMITTEE ON
DEFENSE BASE
CLOSURE
STATE CHAIRMAN
AMERICAN LEGISLATIVE
EXCHANGE COUNCIL
STATE CHAIR OF
REGULATORY RELIEF
CAUCUS
STATE CO CHAIR
CALIFORNIA CONFERENCE
OF THE FAMILY



TALMADGE HEFLIN
TEXAS HOUSE OF REPRESENTATIVES

Monday, October 23, 1995

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

Dear Mr. Williams:

I am writing to let you know of my support as a business man and as a state legislator for the approval of the proposed merger of Union Pacific and Southern Pacific Railroad Companies.

I have reviewed supporting evidence and am confident that the merger will result in better service for Houston and Texas. I am also convinced that competition will continue to work toward the refinement of the rate structure.

Houston, with its busy port, will benefit as freight moves in and out of the facility and shipments designated for transshipment to Mexico will be improved in speed and efficiency.

There are numerous economic advantages that will result in improved service and lowered costs for Houston and Texas shippers. These would include better equipment supply and yard consolidations.

I believe the proposed Union Pacific and Southern Pacific merger will bring Houston shippers additional service benefits and competitive options.

I encourage the Commission to comment favorably on the proposal for the best interests of Houston and Houston shippers.

Sincerely,

Talmadge Hefflin
Talmadge Hefflin

LYNN HETTRICK

ASSEMBLYMAN

District No. 19

SPEAKER OF THE ASSEMBLY



COMMITTEES:

Member

Ways and Means

Commerce

Labor and Management

Nevada Assembly

CARSON CITY

DISTRICT OFFICE:
1475 Glenwood Drive
Gardnerville, Nevada 89415
Office: (702) 265-4473
Fax No.: (702) 265-4473

LEGISLATIVE BUILDING:
401 S. Carson Street
Carson City, Nevada 89710
Office: (702) 687-3627
Fax No.: (702) 687-1040

September 28, 1995

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

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

Dear Secretary Williams:

As Co-Speaker of the Nevada Assembly, representing Douglas County and part of Carson City, I am writing to express my support for the proposed merger of the Southern Pacific and Union Pacific railroads and to urge you to act expeditiously to approve that merger.

Nevada shippers should see improved equipment supply from the combined fleets and freed up capacity. Nevada shippers and freight receivers on the SP line will gain extensive single-line access to UP points in the Midwest and the Pacific Northwest, while those on the UP line will gain single-line access to SP points in California, Arizona and New Mexico. Substantial cost savings from reduced overhead and improved efficiency should benefit all shippers.

As you know, the SP's financial health has been a concern to shippers served by the railroad, as well as the communities served and the SP's employees. Merging the SP and the UP should provide a strong railroad that can compete with the combined Burlington and ATSF railroads.

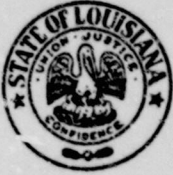
Both railroads have made a commitment to allow another railroad to have access to the automobile and intermodal freight handled by them at Reno - that will assure market competition.

The SP and UP merger will improve service and maintain competition. The SP's financial and service problems will improve and Nevada rail users will have the high quality transportation service needed in our expanding economy. I urge you to approve this merger.

Yours truly,

Two handwritten signatures in dark ink, one appearing to be "L. Hettrick" and the other a more stylized signature.

SIXTY-EIGHTH LEGISLATURE



STATE OF LOUISIANA
HOUSE OF REPRESENTATIVES

P.O. BOX 30119
LAFAYETTE, LA 70593
(318) 981-4990
FAX (318) 262-5769

DON HIGGINBOTHAM
DISTRICT 43

October 18, 1995

AGRICULTURE
COMMERCE
INSURANCE

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

RE: Finance Docket No. 32760, Union Pacific Corporation, et al --
Control & Merger -- Southern Pacific Rail Corporation, et al

Dear Mr. Williams:

This is to request your approval of the merger application of the Union Pacific Railroad Company and the Southern Pacific Railroad. In this area of southern Louisiana, we definitely need a stronger, more dependable railroad that can provide service improvements and new marketing opportunities for railroad shoppers.

I understand that this merger and competitive conditions that would bring the Burlington Northern Santa Fe to this corridor will provide rail transportation benefits that Louisiana customers in this area need in order to be competitive with other areas.

We are aware of new single live routes to western states such as New Mexico, Arizona and southern California plus others to the pacific northwest offer prospects for Louisiana products. The Union Pacific strategic Laredo, Texas gateway will now be accessible to our rail user for marketing products of Mexico. We should also expect that the combination of shorter, more efficient routes, better equipment availability, scheduling improvements, and capacity additions will produce cost savings that will benefit our shippers.

Overall, it appears that this proposed merger is clearly beneficial to this part of Louisiana and is in the public's best interest. The application should be approved at your earliest opportunity and I urge its acceptance.

Sincerely,

Donald J. Higginbotham
State Representative
District 43

DJH:ecs



THE TEXAS HOUSE OF REPRESENTATIVES

PAUL J. HILBERT

District 150

Committees:
Civil Practices, Vice-Chair
Calendars
State Affairs

October 17, 1995

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

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

Dear Mr. Williams:

The Houston area depends heavily on the availability of strong rail service for our local businesses. This letter is to advise the Commission of my view that the proposed merger of the Union Pacific and Southern Pacific railroads will serve the interests by strengthening rail service and improving competition.

Houston area shippers will enjoy improved service on many routes following a UP/SP merger. Many Houston area businesses ship to and from the West Coast. A UP/SP merger will allow shippers to use efficient combinations of lines to reach SP's Southern Corridor route. Coordination of rail movements and integration of terminal operations will also help to relieve congestion. As a result, Houston shippers will gain an efficient alternative to the BN/Santa Fe route to Southern California.

Service for north-south traffic through Houston should also improve significantly as a result of the merger. To the north, service on the Memphis-St. Louis-Chicago corridor will be faster and more reliable, due to the UP/SP plans for coordinating terminals, using alternative routes, and creation of more run-through trains. Houston shippers should also gain more direct routes to Denver and the Pacific Northwest through use of a combination of UP and SP lines. To the south, Houston shippers will have more flexible access to all Mexican gateways. Shippers currently served by SP will be able to take advantage of UP's efficient border-crossing procedures, eliminating delays for Mexican traffic. Also as a result of the merger, BN/Santa Fe will gain access to the important Laredo gateway (through interchange with the Texas Mexican Railway at Corpus Christi) and to the Brownsville gateway.

We also expect better service for movements to the east, along the Gulf Coast toward New Orleans and other Louisiana points. SP shippers will be able to use UP's line east of Lake Charles, Louisiana. Moreover, under an agreement with UP and SP, BN/Santa Fe will gain access to chemical plants at several points in the Houston area, including Baytown and Mont Belvieu. The agreement will allow BN/Santa Fe to provide an important new service alternative

AUSTIN OFFICE: State Capitol Bldg. Room 1W.4

Post Office Box 2910 • Austin, Texas 78768-2910 • 512/463-0572

DISTRICT OFFICE: 2301 F.M. 1960 West, Suite 204 • Houston, Texas 77068 • 713/537-5252

The Honorable Vernon A. Williams
October 17, 1995
Page 2

for Houston shippers on movements along the Gulf Coast and to and from the Southeast.

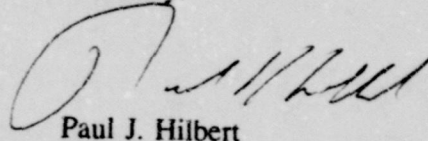
A merger of the UP and SP should improve equipment supply for our shippers, due to the shorter routes and other operating efficiencies that will result from the merger. The combined UP/SP system will have more opportunities to reposition equipment and take advantage of backhaul and triangulation opportunities and different seasonal patterns of the UP and SP traffic. Yard consolidations should provide some additional storage-in-transit opportunities for chemical shippers.

The merger will preserve competition, and actually increase it. The new operating rights for BN/Santa Fe ensure that points now served only by UP and SP will continue to receive service from two railroads. In addition, they provide Houston shippers with new competitive options for movements through Texas and Louisiana. Especially with new BN/Santa Fe access to points in the Houston area, competition for chemical and petrochemicals traffic will be strengthened. Moreover, a UP/SP merger will allow UP/SP to provide more effective competition with BN/Santa Fe than UP or SP could provide separately. Today, SP's service problems and its financial constraints make it a particularly weak competitor. UP/SP and BN/Santa Fe will both be efficient carriers with extensive route systems, capable of providing a high level of service to Houston shippers. We expect that these two systems will be vigorous competitors. Houston will also continue to have service from other rail carriers, barge operators, and other transportation alternatives, including trucks.

The economy of Houston will benefit from this merger. Improved service for our shippers and the availability of strong competitive transportation alternatives will help Houston retain its status as a key business hub and will increase employment opportunities in the Houston area. This will benefit not only Houston area citizens, but the entire state as well.

In summary, the UP/SP merger should bring Houston area shippers many service benefits and new competitive options. I encourage the Commission to consider these benefits to Houston and to comment favorable on the merger.

Sincerely,



Paul J. Hilbert

cc: Mr. Jerry Martin, Director
Transportation/Gas Utilities
Railroad Commission of Texas



THE TEXAS HOUSE OF REPRESENTATIVES
COMMITTEE ON URBAN AFFAIRS

FRED HILL
CHAIRMAN

Interstate Commerce Commission
Twelfth St. and Constitution Ave., N.W.
Room 2215
Washington, D.C. 20423

October 17, 1995
RE: Finance Docket No. 32760,
Proposed Union Pacific/
Southern Pacific Merger

ATTN: Hon. Vernon A. Williams
Secretary, Interstate Commerce Commission

Dear Mr. Williams,

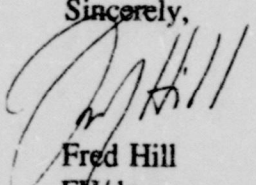
I would like to request that you support the proposed merger of the Union Pacific and Southern Pacific railroads. The Union Pacific, Southern Pacific, Burlington Northern/Santa Fe and Kansas City Southern all serve the city of Dallas, making it an essential center for rail lines in the State of Texas. The Union Pacific/Southern Pacific merger will benefit Dallas, the businesses located in the Dallas area, and ultimately, the State of Texas.

Dallas shippers will have a highly efficient single-line route through New Mexico, Arizona and California as a result of the UP/SP merger. By upgrading the lines between Dallas and southern California, UP/SP will offer shippers mileage savings and service improvements with the tangible results of less highway congestion, due to a reduction in truck traffic and a decrease in highway damage, (which will soon become major problems in Texas, resulting in the need for state and federal funding increases). Service to Memphis, St. Louis, and Chicago and for connections to the Northeast, will also improve due to the coordination of terminals and the ability of UP/SP to pre-block traffic so that it can be run around terminals. As you can see, this consolidation would be beneficial to numerous cities across the United States.

The UP/SP merger will strengthen rail competition in the Dallas area. The Burlington Northern and Santa Fe railroads have created a large and efficient route system, with great competitive assets, as a result of their merger. There is no other railroad today large enough or efficient enough to provide real competition to BN/Santa Fe. If UP and SP merge, they would provide effective competition. Two strong competitors are better than having a large powerful rail carrier with smaller competitors that do not provide a realistic competitive alternative.

I urge the Commission's approval of the proposed merger. Thank you for your consideration of this matter.

Sincerely,


Fred Hill
FH/dmo

P.O. Box 2910 • Austin, Texas 78768-2910 • FAX (512) 480-0512 • (512) 463-0820

Harold V. Dutton, Jr., Vice Chairman

MEMBERS:

Roberto Alonzo • Kevin Bailey • John Culberson • Diana Davila • Eddie De La Garza • Yolanda Navarro Flores • Jerry Madden • Elliott Naishtat • Carolyn Park

STB

FD

32760

11-30-95

A

✓ 1648V14

3/4



SENATE

STATE OF LOUISIANA

DONALD E. HINES

State Senator
District 28

Post Office Box 262
Bunkie, Louisiana 71322
318/346-7283

October 13, 1995

COMMITTEES:
Education
Health and Welfare
Vice Chairman
Judiciary C

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

Finance Docket No. 32760, Union Pacific Corporation, et al -- Control & Merger--
Southern Pacific Rail Corporation, et al

Dear Mr. Williams:

I am writing to express my support for the proposed merger of the Union Pacific and Southern Pacific Railroads which is before you for consideration and I urge the Commission's approval.

A major benefit in northern Louisiana and the central part of the state will be a new single line route across to southern California through New Mexico and Arizona opening up new markets for Louisiana Products and for products to be consumed here. Shippers in other areas of the state not served by Union Pacific will gain new routes north to mid-western, upper mid-western, pacific northwest states and Canada. There is expected to be a dramatically improved equipment supply, more reliable service, cost savings in shorter more efficient routes and predictability in the ability to respond to rail customer needs. The Union Pacific brings capital resources to this combined rail system that Southern Pacific has been unable to generate and this financial strength will certainly improve the overall rail network.

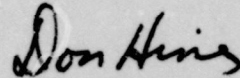
A top quality rail service is expected throughout Louisiana as the best of both companies is utilized to coordinate operations and better serve the customers. This higher quality rail service will enable our Louisiana rail users to better compete in the market place with their own products and offers possibilities for economic expansion.

I believe this rail merger is in the public interest and should be approved. Union Pacific and Southern Pacific have also announced an arrangement to allow the large Burlington Northern-Santa Fe Railroad to serve areas where only UP and SP currently serve. This will assure strong competition in those areas and provide an upgraded operation, particularly where Southern Pacific service has deteriorated.

The Honorable Vernon A. Williams
Page 2

Thank you for consideration of these comments and support.

Sincerely,

A handwritten signature in dark ink, appearing to read "Don Hines". The signature is written in a cursive style with a large, stylized "D" and "H".

Don Hines
State Senator
District 28

DH:md

☐ SACRAMENTO ADDRESS
STATE CAPITOL
P.O. BOX 942849
SACRAMENTO, CA 94249-0001
(916) 445-8211

☐ DISTRICT OFFICE ADDRESS
625 FAIR OAKS AVENUE, SUITE 383
SOUTH PASADENA, CA 91030
(818) 441-4484

Assembly California Legislature



COMMITTEES:
GOVERNMENTAL ORGANIZATION
Vice-Chairman
MEMBER
AGRICULTURE
ELECTIONS, REAPPORTIONMENT,
AND CONSTITUTIONAL AMENDMENTS
INSURANCE

JOINT LEGISLATIVE AUDIT
COMMITTEE

BILL HOGE

ASSEMBLYMAN, FORTY-FOURTH DISTRICT

October 6, 1995

The Honorable Vernon Williams
Secretary, Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Suite 2215
Washington, D.C. 20423

Dear Secretary Williams:

I support the proposed merger of the Union Pacific (UP) and Southern Pacific (SP) railroad companies and I strongly urge the Interstate Commerce Commission (ICC) to grant approval.

The merger of UP & SP will benefit California, and indeed, the whole country. Increased competition with the recently merged Burlington Northern/Santa Fe railroad will directly benefit shippers and receivers. And as always, increased competition will result in better service and lower costs for the consumer.

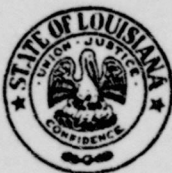
It is my understanding that if the ICC prevents the proposed merger, SP will continue to be in a financially precarious position which could ultimately lead to decreased competition and jobs.

Again, I believe the best course of action is for the ICC to allow the UP/SP merger to take place as planned.

Sincerely,

A handwritten signature in cursive script that reads "Bill Hoge".

BILL HOGE
Assemblyman, 44th District



STATE OF LOUISIANA
HOUSE OF REPRESENTATIVES

ROY "HOPPY" HOPKINS
District 1

P.O. BOX 63
OIL CITY, LOUISIANA 71061
(518) 227-2003
1-800-259-2003

COMMERCE
JOINT COMMITTEE ON
TRANSPORTATION & PUBLIC WORKS
NATURAL RESOURCES

October 18, 1995

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

Finance Docket No. 32760, Union Pacific Corporation, et al
--Control & Merger-- Southern Pacific Rail Corporation, et al

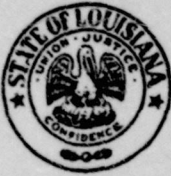
Dear Mr. Williams,

I am writing to express my support for the proposed merger of the Union Pacific and Southern Pacific railroads which is before you for consideration and I urge the Commission's approval.

A major benefit in northern Louisiana and the central part of the state will be a new single line route across to southern California through New Mexico and Arizona opening up new markets for Louisiana products and for products to be consumed here. Shippers in other areas of the state not served by Union Pacific will gain new routes north to mid-western, upper mid-western, pacific northwest states and Canada. There is expected to be a dramatically improved equipment supply, more reliable service, cost savings in shorter more efficient routes and predictability in the ability to respond to rail customer needs. The Union Pacific brings capital resources to this combined rail system that Southern Pacific has been unable to generate and this financial strength will certainly improve the overall rail network.

A top quality rail service is expected throughout Louisiana as the best of both companies is utilized to coordinate operations and better serve the customers. This higher quality rail service will enable our Louisiana rail users to better compete in the market place with their own products and offers possibilities for economic expansion.

-cont.-



STATE OF LOUISIANA
HOUSE OF REPRESENTATIVES

ROY "HOPPY" HOPKINS
District 1

P.O. BOX 63
OIL CITY, LOUISIANA 71061
(318) 227-2003
1-800-259-2003

COMMERCE
JOINT COMMITTEE ON
TRANSPORTATION & PUBLIC WORKS
NATURAL RESOURCES

-2-

I believe this rail merger is in the public interest and should be approved. Union Pacific and Southern Pacific have also announced an arrangement to allow the large Burlington Northern - Santa Fe railroad to serve areas where only UP and Sp currently serve. This will assure strong competition in those areas and provide an upgraded operation, particularly where Southern Pacific service has deteriorated.

Thank you for consideration of these comments and support.

Sincerely,

A handwritten signature in cursive script, reading "Roy Hopkins", with a stylized flourish at the end.

Roy "Hoppy" Hopkins

RH/jp

WALLY E. HORN
MAJORITY LEADER
IOWA SENATE

Statehouse
Des Moines, Iowa 50319
(515) 281-3901



The Senate
STATE OF IOWA
Seventy-Sixth General Assembly

Residence
101 Stoney Point Rd. S.W.
Cedar Rapids, Iowa 52404
(319) 396-3131

State Senate District 27
Linn County

October 19, 1995

Ms. Linda Morgan
Interstate Commerce Commission
12th Street and Constitution Ave., NW
Washington, D.C. 20423

Re: Finance Docket 32760

Dear Ms. Morgan:

As Majority Leader of the Iowa Senate, I urge your support for the merger of the Union Pacific and Southern Pacific Railroads.

Iowa shippers are anxious to have increased opportunities for moving our feed grains, and I believe the merger will greatly assist in this regard. Our grain producers need the type of single-line access to consumers in the southwest and pacific coast areas, as well as in the opening export areas of Mexico. I strongly believe that a merged Union Pacific/Southern Pacific line will contribute significantly to the development of commerce throughout the affected areas.

In addition, the merger will allow the new railroad to improve operating efficiencies and take advantage of back-haul opportunities currently not available. By reducing transit time, the merged system will have an excellent opportunity to manage its equipment more effectively. I look forward to a more efficient railroad providing much better service for the citizens of Iowa through the merger of Union Pacific and Southern Pacific railroads. Accordingly, I enthusiastically support, and urge you to support, the merger request.

Sincerely,

Senator Wally E. Horn
Majority Leader

WEH/mlb

STATE of TEXAS
HOUSE of REPRESENTATIVES

P.O. BOX 2910
AUSTIN, TEXAS 78768-2910
512-463-0718
512-463-6244 - FAX



P.O. BOX 1498
ABILENE, TEXAS 79604
915-677-0211
FAX - 915-674-2130

BOB HUNTER
DISTRICT 71

October 13, 1995

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

Finance Docket No. 32760, Union Pacific Corporation, et al--
Control & Merger--Southern Pacific Rail Corporation, et al

Dear Mr. Williams:

My name is Bob Hunter, and I am the State Representative for District 71, Texas House of Representatives, Abilene (Taylor County), Texas. I am writing to express my strong support for the proposed merger of the Union Pacific and Southern Pacific railroads, now before the Interstate Commerce Commission in Finance Docket 32760, Union Pacific Corporation, et al.--
Control and Merger--Southern Pacific Rail Corporation, et al.

I believe the Union Pacific-Southern Pacific merger will produce important benefits for the citizens and businesses of Taylor County. The merger should provide faster and more cost-effective rail service, improved service to many destinations, and stronger rail competition in Texas.

Our shippers will benefit from significant service improvements resulting from this merger. In particular, shippers served by Union Pacific will have access to new single-line service across Southern Pacific's Southern Corridor to California. This new single-line route will give them highly efficient service to California, gateways to Western Mexico, and markets in Arizona and New Mexico. Moreover, Union Pacific and Southern Pacific have announced plans to upgrade the lines between Fort Worth and southern California. Shippers should be able to realize mileage savings and service improvements. The public should benefit from less highway congestion due to a reduction in truck traffic.

Our shippers will also gain new single-line service to other locations served by the Southern Pacific, including points in

73RD LEGISLATURE
CHAIRMAN, COMMITTEE ON INTERNATIONAL AND CULTURAL RELATIONS
CO-CHAIRMAN, SPECIAL HOUSE SELECT COMMITTEE ON NAFTA AND GATT
MEMBER, COMMITTEE ON HIGHER EDUCATION

Mr. Vernon A. Williams
Page 2
October 13, 1995

Louisiana, Arkansas, Colorado, Utah, and Oregon. Receivers will also benefit from more efficient movement of products consumed in West Texas.

Traffic moving north to Memphis, St. Louis, and Chicago, and for connections to the Northeast, should also enjoy improved service, due to the ability to coordinate terminals, use alternative routes, and build run-through trains that can avoid terminal delay. In addition, I understand that Union Pacific-Southern Pacific plans to add new service between Fort Worth and Denver following the merger.

Shippers should also benefit from better equipment supply after the merger. The merged Union Pacific-Southern Pacific will be able to reposition equipment more efficiently, thus offering greater equipment availability to shippers. In addition, yard consolidation will create new storage-in-transit opportunities.

The merger should also be good for employment and economic development in the West Texas area. The improvements described above should lead to an increase in traffic and greater employment opportunities for rail workers. I expect that the improved service will also help to stimulate service growth in the area.

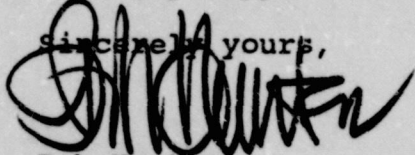
The Union Pacific-Southern Pacific merger should also strengthen rail competition in the region. Currently, the only efficient way to move goods from West Texas to California is along Burlington Northern-Santa Fe's Southern Corridor route. Southern Pacific's competing route has been plagued by capacity constraints and service problems. The merger between Union Pacific and Southern Pacific would create a railroad that could offer strong competition to Burlington Northern-Santa Fe along this important route. Competition should also increase for traffic moving to the east and south as a result of new operating rights Burlington Northern-Santa Fe will receive in East Texas and Louisiana and access it will receive to certain Mexican gateways.

More generally, the recent merger of the Burlington Northern and Santa Fe railroads created a large and efficient route system, with unmatched assets. Other railroads are not large enough to provide real competition to the Burlington Northern-Santa Fe. However, Union Pacific and Southern Pacific together would be large enough and efficient enough to provide effective competition. The Union Pacific-Southern Pacific merger is needed to maintain and strengthen competition and to give our Union Pacific-served shippers the ability to compete successfully with businesses served by the Burlington Northern-Santa Fe.

Mr. Vernon A. Williams
Page 3
October 13, 1995

In conclusion, I believe that the merger will improve rail service in West Texas and that it will strengthen rail competition, all to the benefit of Abilene/Taylor County and its businesses. I strongly support the merger.

Sincerely yours,

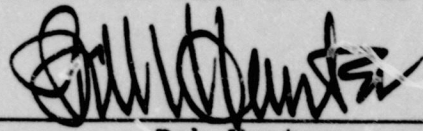


Bob Hunter

VERIFICATION

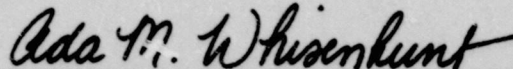
STATE OF TEXAS)
COUNTY OF TAYLOR) ss.

Bob Hunter, 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.



Bob Hunter

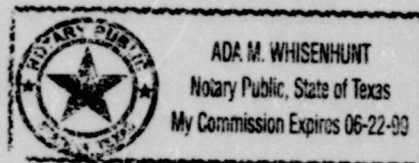
Subscribed and sworn to before me this
13th day of October, 1995.



Notary Public

My Commission Expires:

6-22-99



SACRAMENTO OFFICE
STATE CAPITOL
ROOM 3077
SACRAMENTO, CA 95814
(916) 445-5831

DISTRICT OFFICE
11642 KNOTT STREET, SUITE 8
GARDEN GROVE, CA 92641
(714) 898-8353
FAX (714) 898-8033

California State Senate

SENATOR
ROB HURTT
THIRTY-FOURTH SENATORIAL DISTRICT



COMMITTEES
BUDGET AND FISCAL REVIEW
FINANCE, INVESTMENT AND
INTERNATIONAL TRADE
INDUSTRIAL RELATIONS
VICE CHAIR
REVENUE AND TAXATION

October 20, 1995

Vernon A. Williams, Secretary
Interstate Commerce Commission
Room 2215
Twelfth Street and Constitution Avenue, NW
Washington, DC 20423

RE: Union Pacific Corporation and Southern Pacific Rail Corporation--
Proposed Control and Merger Application, Finance Docket No. 32760

Dear Secretary Williams:

I am writing to express my support for the proposed merger of Union Pacific and Southern Pacific railroads, and your speedy approval of the railroad's application.

The 34th Senate District encompasses part of Orange County, including Anaheim, Buena Park, Garden Grove, and Santa Ana. Both the Southern Pacific (SP) and the Atchinson, Topeka & Santa Fe (ATSF) railroads serve this part of Orange County. The merger of the Union Pacific (UP) and the SP should provide benefits to businesses and individuals in the district.

With the merger of the UP and SP, the geographic reach of the combined railroads would expand, providing faster and more reliable rail service to SP customers in the district. Those businesses would have better rail access to their customers and suppliers now located on UP lines throughout the Midwest, the Pacific Northwest and the Gulf Coast.

Perhaps more importantly, however, the merger of the two railroads would provide financial stability for the SP, a company which has had financial difficulties and has struggled to turn a profit. The merger with UP will provide the financial stability the SP needs, and give SP customers, suppliers, and employees better assurances for the long-term viability of the railroad.

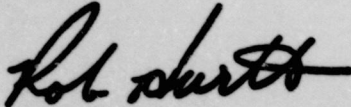
Finally, the UP-SP merger appears to have great potential to improve the movement of intermodal freight in both the East-West corridors (such as Los Angeles-Chicago) and

(page two)

North-South corridors (between Los Angeles and the Pacific Northwest). That, in turn, could result in a reduction in Interstate highway congestion.

Because of the many public and private benefits of the proposal, I again urge the Interstate Commerce Commission to give its timely approval to the proposed merger of the Union Pacific and Southern Pacific railroads.

Sincerely,

A handwritten signature in dark ink, appearing to read "Rob Hurtt", written in a cursive style.

ROB HURTT

Senate Republican Leader

California State Senate, 34th District

RH:ks

REPLY TO

- ☐ CAPITOL OFFICE
ROOM 9086
STATE CAPITOL
SACRAMENTO CA 95814
916 445-2407
- ☐ DISTRICT OFFICES
- ☐ 31 E CHANNEL STREET
ROOM 440
STOCKTON CA 95202
209 948-7930
FAX 209 948-7993
- ☐ 1522 N. STREET
ROOM 904
SACRAMENTO CA 95814
916 323-4306
FAX 916 327-8729

SENATE CALIFORNIA LEGISLATURE



SENATOR
PATRICK JOHNSTON

FIFTH SENATORIAL DISTRICT
SERVING SACRAMENTO AND SAN JOAQUIN COUNTIES

COMMITTEES:
APPROPRIATIONS
CHAIR
CONSTITUTIONAL
AMENDMENTS
INSURANCE
LOCAL GOVERNMENT
NATURAL RESOURCES
& WILDLIFE
TRANSPORTATION

October 4, 1995

Honorable Vernon A. Williams
Secretary, Interstate Commerce
Commission
12th Street and Constitution
Avenue, N.W., Room 2215
Washington, D.C. 20423

Dear Mr. Secretary:

FINANCE DOCKET NO. 32760, UNION PACIFIC CORPORATION, ET AL.,
CONTROL AND MERGER, SOUTHERN PACIFIC RAIL CORP., ET AL.

I support the merger of Union Pacific and Southern Pacific
railroads. The merger promises improved competition and
efficiency which will benefit both freight and passenger service
in California.

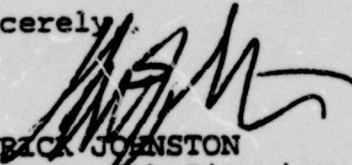
The dominant partner in this merger has been Union Pacific. My
experience with Union Pacific has been that it has had a
cooperative working relationship with local communities which has
had a constructive impact on local transportation needs and the
economy. Union Pacific has been a responsible member of
the community, and an expansion of their operations and good
business practices will contribute to a better California.

I recommend the merger with the understanding it will not
interfere with negotiations between the San Joaquin Rail
Commission and Union Pacific to achieve service from Stockton
through Tracy to the Bay Area, and ongoing discussions on

Page Two

retaining the Kentucky House spur line right-of-way for future freight or passenger service from Stockton to Sacramento through Lodi.

Sincerely,



PATRICK JOHNSTON
Senator, 5th District

PJ:po



J. LOMAX JORDAN, JR.

State Senator
23rd District

Lafayette and Acadia

Committees:

Judiciary A
Insurance
Natural Resources
Vice Chairman

SENATE
STATE OF LOUISIANA

315 South College Road
Suite 161
Lafayette, LA 70503
318-233-9984

Box 94183, Capitol Station
Baton Rouge, Louisiana 70804
Telephone 504-342-2040

October 11, 1995

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

Finance Docket No. 32760, Union Pacific Corp, et al
Control & Merger -- Southern Pacific Rail Corporation,
et al

Dear Mr. Williams:

This correspondence is for the purpose of expressing my support for the merger application of the Southern Pacific Railroad and the Union Pacific Railroad, which is subject to Interstate Commerce Commission approval.

This merger is expected to improve the quality of rail transportation in the southern Louisiana corridor currently operated by Southern Pacific. The financial resources of the Union Pacific, these efficient operations and strategic market access provides this area an opportunity to acquire top quality rail service. In addition, should the Burlington Northern Santa Fe Railroad provide rail operations here, a high quality of rail service will result with faster service through shorter routes, better equipment allocation and scheduling for customers by strong rail carriers.

Southern Louisiana rail shippers will have newer shorter routes to the north and to Canada and will have better marketing opportunities to Mexico due to Union Pacific's preferred mainline route to the Mexican interior through Laredo. Shorter transit times to California through New Mexico and Arizona will be possible and expanded business opportunities will be available to our companies here.



There are numerous service benefits from this consolidation where the best of both companies can be utilized to the benefit of all customers in there rail network. This appears to be a very positive proposal for our area and we are encouraged by the opportunities offered. We urge your approval of the merger for the benefits outlined.

Sincerely,

Senator Max Jordan



FD 32760

Howard Kaloogian

ASSEMBLYMAN, SEVENTY-FOURTH DISTRICT

(Pronounced "Ka-loo-ge-in")

CALIFORNIA LEGISLATURE, STATE CAPITOL, SACRAMENTO, CA 95814 (916) 445-2390 FAX (916) 324-9991

October 2, 1995

COMMITTEES:
JUDICIARY
GOVERNMENTAL
ORGANIZATION

SELECT COMMITTEE:
CALIFORNIA-MEXICO
AFFAIRS

STATE VICE CHAIR,
AMERICAN LEGISLATIVE
EXCHANGE COUNCIL

Honorable Vernon A. Williams
Secretary, Interstate Commerce Commission
12th Street & Constitution Ave. N.W.
Room 2215
Washington, D.C. 20423

RE: UNION PACIFIC RAILROAD/SOUTHERN PACIFIC RAILROAD MERGER

Dear Secretary Williams:

The railroad service industry is a cost effective and reliable way for commerce and business to transport shipments across state and national borders. We must work and strive to ensure that these services remain at the optimum level while being able to foster a competitive market which benefits economic growth in California and helps to ensure domestic and international competitiveness.

The Union Pacific Railroad and the Southern Pacific Railroad have proposed a merger which would provide a two railroad system with a wide market and intense competition. This merger will provide California shippers and receivers with extensive new single line services that will connect California with Arizona, New Mexico, Texas and Louisiana, as well as the intermountain area and the upper midwest.

Southern Pacific has been able to remain competitive since the merger of Burlington Northern/Santa Fe railroads. Thus, this merger will increase the number of services that the Union Pacific/Southern Pacific will be able to offer California businesses while providing a more competitive market and major cost savings by consolidating the two railroad systems into one.

I would like to request that you help in supporting this merger. The transportation, economic and service benefits are clear. Thank you for the opportunity to bring this issue to your attention. Your favorable consideration is requested.

Respectfully,

HOWARD KALOOGIAN
Assemblyman, 74th District

HK:jn

OCT 05 1995

SACRAMENTO OFFICE:

NANCY LUCCHESI NEWSBILL
LEGISLATIVE & FISCAL DIRECTOR

STATE CAPITOL
SACRAMENTO, CA 95814
(916) 445-9581
FAX (916) 327-2187

COMMITTEES:
APPROPRIATIONS
TRANSPORTATION
BUSINESS & PROFESSIONS
AGRICULTURE & WATER RESOURCES
BANKING, COMMERCE & INTL TRADE

SENATOR
DAVID G. KELLEY

37TH DISTRICT
CALIFORNIA LEGISLATURE
IMPERIAL, RIVERSIDE & SAN DIEGO COUNTIES



DISTRICT OFFICES:

DOROTHY MOELTER
DISTRICT COORDINATOR

111440 W. BERNARDO CT., #104
SAN DIEGO, CA 92127
(619) 675-8211
(619) 675-8262 FAX

73-710 FRED WARING DRIVE, #108
PALM DESERT, CA 92260
(619) 346-2099
(619) 346-0341 FAX
1 (800) 824-5200

September 27, 1995

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

RE: Finance Docket No. 32760, Union Pacific Corporation, et al.—Control & Merger—
Southern Pacific Rail Corp., et al.

Dear Secretary Williams:

I wish to convey my support of the proposed merger of the Union Pacific and the Southern Pacific Railroads.

The UP/SP merger will dramatically improve service and strengthen competition. The merged system will meet the competitive challenge of BN/Santa Fe. UP/SP will provide the first truck-competitive single-carrier rail service ever between Seattle/Tacoma and both southern and northern California. The new service will take trucks off busy Interstate 5 and provide new shipping opportunities up and down the West Coast.

UP/SP will be able to challenge Santa Fe's dominance of California-Chicago intermodal traffic for the first time. Vigorous competition in this market is crucial to California's continued economic growth and to the nation's domestic and international competitiveness. The merged system will be able to provide more reliable third-morning service, for the first time rivalling the service of BN/Santa Fe. Also the combined system expects to build a new "Inland Empire" facility in southern California to handle less-than truckload ("LTL") traffic of trucking companies in trailers and containers, and other intermodal business.

Transcontinental carload shippers, such as California lumber producers, canners and perishables dealers will see greatly improved service—greater speed, reliability and frequency of schedules—as a result of mileage savings, gradient improvements and operating efficiencies.

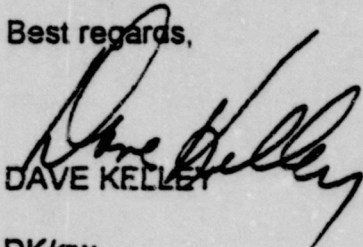
Major cost saving, from reduced overheads, facility consolidations and use of the best systems of each railroad, will improve efficiency and justify increased investment to expand capacity and improve service, all to the benefit of shippers.

Competition will be strengthened in all markets. Experience shows that two strong railroads with wide-market reach provide intense competition. The two rail systems will provide stronger competition than three railroads, one of which is struggling.

Southern Pacific has by far the most extensive shipper coverage in California, and most of SP's California customers are exclusively served by SP. SP customers have had to cope with service problems and uncertainties as to SP's finances. The UP/SP merger will provide SP shippers the assurance of top-quality service with a financially strong railroad that can afford the capital investments necessary to build new capacity, implement new technology, and continually improve its operations.

I hope the Interstate Commerce Commission (ICC) will approve this historic merger which is so crucial to my constituents and the economy of our state.

Best regards,

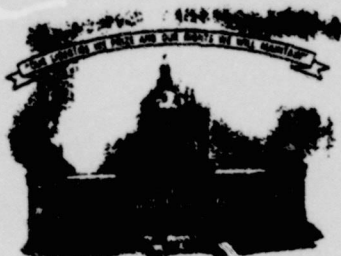


DAVE KELLEY

DK/gw

cc: Wayne Horiuchi
UPRR, Special Representative

Sande George
SP, Legislative Advocate



JOHN P. KIBBIE

STATE SENATOR

Fourth District

Clay, Emmet, Dickinson, Kossuth &

Palo Alto Counties

Statehouse: (515) 281-3371

HOME ADDRESS

Rural Route 1, Box 139A

Emmetsburg, Iowa 50536

Home: (712) 862-4140

FAX: (712) 862-3378

October 23, 1995

Ms. Linda Morgan

Interstate Commerce Commission

12th Street and Constitution Avenue, NW

Washington, D.C. 20423

Dear Ms. Morgan:

I am an Iowa State Senator and farmer in Northwest Iowa. I strongly support the merger of Union Pacific and southern Pacific railroads. My reason for this support are based primarily upon the significant need that Iowa has to improve the delivery of Iowa grain from many parts of the state, and the need for the opening of new markets, especially in the southwest part of this county and in Mexico.

Iowa shippers will definitely benefit from the fact that Union Pacific and Southern Pacific can offer a faster intermodal service between the midwest and the San Francisco Bay area. The merged carrier will have a much shorter route than currently exists today from either the Union Pacific or the Southern Pacific. Iowa grain and grain product producers will gain a new single-line access to the Southern Pacific-served consumers in the pacific southwest. Additionally, Iowa shippers can gain a more direct route for export to Mexico. I believe that the merger also will expand the efficient use of the Unit grain Train Program, which will improve covered-hopper utilization. Any increased opportunities for movements of covered hoppers will greatly assist farmers in Iowa.

Please support Union Pacific/Southern Pacific merger for the benefit not only of Iowans, but the many people who do business with producers and shippers in the state

Sincerely,

John P. Kibbie

Senator John P. Kibbie

cc: Vernon A. Williams-Secretary ICC
David Fischer, Director Government Affairs
Union Pacific RR
1416 Dodge Street, Rm 801
Omaha, NE. 68179

/kk

COMMITTEES

Appropriations

Education, Vice Chair

Natural Resources,

Small Business/Economic

Development and Tourism

State Government, Vice Chair

Education Appropriations

Subcommittee, Chair

Administrative Rules & Review

IPERS Investment Board

SPEAKER OF THE HOUSE

MARK W. KILLIAN
1700 W. WASHINGTON
PHOENIX, ARIZONA 85007-2848

HOME ADDRESS:
4741 EAST SOUTHERN AVENUE
MESA, ARIZONA 85206

MESA OFFICE: (602) 632-3679
CAPITOL: (602) 542-5729
TOLL FREE: 1 (800) 352-8404

DISTRICT 30



Arizona House of Representatives
Phoenix, Arizona 85007

COMMITTEES:

LEGISLATIVE COUNCIL

JOINT LEGISLATIVE TAX
COMMITTEE

JOINT LEGISLATIVE AUDIT
COMMITTEE

October 25, 1995

Mr. Vernon Williams
Secretary, Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Secretary Williams:

As Speaker of the Arizona House of Representatives, I have dealt with many issues concerning economics and business and as a result, I am very well versed on the railroad industry in the State of Arizona. It is with this knowledge and concern that I ask you to support the merger between Union Pacific and Southern Pacific, Finance Docket No. 32760--Union Pacific Corp. et al. --Control and Merger-- Southern Pacific Rail Corp. et al..

Arizona is a State that relies to a significant degree on its transportation infrastructure. We are one of the few states that shares a border with Mexico and has major concerns with the economic and trading issues that have come with NAFTA. Unfortunately, our current transportation choices are limited. By supporting this merger you will be fostering a healthy competitive environment which will in turn make the remaining railroad companies much more user friendly to Arizona's business community.

The new UP/SP will provide the extended single-line rail transportation throughout the Western United States. Additionally, the merger opens the possibility for new routes and the opening of new rail markets. This concept could ultimately be an answer to one of the issues we have been wrestling with this summer in Interim Committees. We are working with Mexico to deal with some of the transportation issues relating to the NAFTA agreement. As of December 17, 1995, for the first time a truck shipment originating from Mexico will be able to drive to and through our State directly to their point of destination.

Mr. Vernon Williams

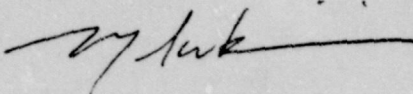
October 25, 1995

Page 2

As a result of this new transportation freedom, our roads will be much more congested both North and South (from Mexico through our State) and East and West due to Mexican trucks taking advantage of our freeway system on rout to California and back. New railroad options will help ease our freeway congestion, street traffic and custom delays. This merger will provide many more opportunities and better service for our Arizona companies and the people of both Arizona and beyond.

It is my hope that the commission will move expeditiously to approve the merger. Please feel free to contact me if you have any questions.

Very truly yours,



MARK W. KILLIAN

Speaker of the House

MWK/tsn

William1.L95

STATE OF ARIZONA)
)
COUNTY OF MARICOPA)

Representative Mark Killian, 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.



Mark Killian
Representative Mark Killian

Subscribed and sworn before me this 2nd day of November 1995.

Tara S. Norris
Notary Public

My Commission Expires: August 30, 1998

Sacramento Office
STATE CAPITOL
P.O. BOX 942849
SACRAMENTO, CA 94249-0001
(916) 445-7488

District Office
1529 EAST PALMDALE BLVD.
SUITE 308
PALMDALE, CA 93550
(805) 947-9664

Assembly
California Legislature



WILLIAM J. "PETE" KNIGHT
ASSEMBLYMAN, THIRTY-SIXTH DISTRICT

Serving the cities of
LANCASTER
PALMDALE
SANTA CLARITA

September 28, 1995

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

Reference Finance Docket No. 32760, Union Pacific Corporation, et al. -- Control & Merger -- Southern Pacific Rail Corp., et al.

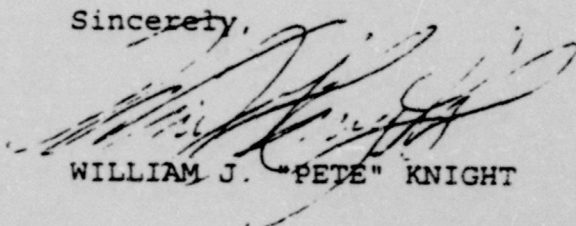
Dear Secretary Williams:

I write to lend my full support to the merger of the Union Pacific and Southern Pacific Railroads. The proposed UP/SP merger will create a competitor that is fully the equal of BN/Santa Fe, thereby ensuring a market crucial to California's continued economic growth and to the nation's domestic and international competitiveness.

A UP/SP merger will provide California producers with more efficient movement of their products to all markets through greatly improved service, greater speed, reliability and more frequent scheduling. A merger will allow the implementation of new technology, a certainty of financial stability and assure the continued service of two strong railroads reaching throughout the western United States to the Mississippi River corridor.

Again, I urge your approval of the merger of the Union Pacific Railroad and the Southern Pacific Railroad and appreciate your consideration of this proposal.

Sincerely,


WILLIAM J. "PETE" KNIGHT

OCT 03 1995

WJK:mw

CAPITOL OFFICE
State Capitol
Sacramento, CA 95814
(916) 445-6343
FAX (916) 327-2210

DISTRICT OFFICES
3161 Cameron Park Drive, #214
Cameron Park, CA 95682
(916) 676-6853
FAX (916) 933-5189
33 Broadway
Jackson, CA 95642
(209) 223-5150

California Legislature



DAVID KNOWLES

ASSEMBLYMAN, FOURTH DISTRICT

CHAIRMAN

ASSEMBLY INSURANCE COMMITTEE

COMMITTEES:
INSURANCE
JUDICIARY
REVENUE & TAXATION
BUDGET
PUBLIC EMPLOYEES,
RETIREMENT AND
SOCIAL SECURITY

October 17, 1995

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

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

Dear Secretary Williams:

I am writing to urge your agency's approval to the proposed merger between Union Pacific (UP) and Southern Pacific (SP) Railroad Companies. I believe this merger will provide significant economic benefits not only to the companies involved, but to the State of California and the Western United States as well.

A combined UP/SP Railroad will have the required capital, shipping routes, and people needed to provide quality service at more competitive rates than currently available. The UP/SP R.R. will have the financial resources to afford capital investments needed to build new tracks and implement new technology that neither company on its own would be able to afford, thus driving down operating costs to consumers. UP/SP R.R. will have the increased track capacity that will reduce delays, increase reliability, and provide mileage savings to customers. A more competitive company will provide long-term job stability and growth as routes are constructed and trade from California to other states and countries increases.

Southern Pacific Railroad has indicated that it is not able to competitively compete with a combined Burlington Northern/Santa Fe R.R. It makes sense to combine the UP/SP R.R.'s in order to form another company that will offer direct competition to BN/Santa Fe, resulting in better routes, faster service, and lower prices for the consumers and businesses of California and the West Coast. I respectfully request the approval of the UP/SP merger in light of the aforementioned positive effects that will result.

Sincerely,

DAVID KNOWLES

Assemblyman, 4th District

DK:dj

ALPINE

AMADOR

CALAVERAS

EL DORADO

MONO

PLACER

P.O. BOX 135
SUMMITVILLE, MO
65571
Telephone (817) 933-4964



STATE CAPITOL
JEFFERSON CITY, MO
65101-6906
Telephone (314) 751-2112

MISSOURI
HOUSE OF REPRESENTATIVES
DON KOLLER
REPRESENTATIVE DISTRICT 153

November 8, 1995

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

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

Dear Secretary Williams:

I write to advise the Commission that as Chairman of the Missouri House Transportation Committee I strongly support the proposed merger of the Union Pacific and Southern Pacific Railroads. Union Pacific, through its subsidiary Missouri Pacific, provides substantial service in Missouri. We have found UP to be responsive to the needs of Missouri communities and Missouri shippers. SP also serves a number of shippers in Missouri, and some of SP's Missouri customers are exclusively served by SP. We are concerned about the viability of the SP standing alone, and we want to be sure Missouri shippers continue to have effective competitive alternatives. We believe this proposed merger between Union Pacific and Southern Pacific will bring substantial benefits to Missouri's shippers, workers and consumers.

The Commission has now approved the BN/Santa Fe merger. The new BN/Santa Fe system will be a strong competitor with an extensive route system for both east-west and north-south traffic. It will be important to have another strong railroad serving Missouri in order to provide a vigorous competitive alternative for Missouri shippers and consumers. Having two strong competitors will

"Common Sense, Plus Hard Work, Equals Progress"

Honorable Vernon A. Williams

November 8, 1995

Page 2

serve the interest of Missouri shippers better than having one strong competitor and two smaller competitors. The UP/SP merger will provide far more effective competition for BN/Santa Fe than the UP and SP separately. In addition, UP/SP have committed to provide new rail access to the few points in Missouri that are currently served only by UP and SP.

The UP/SP merger will provide a number of benefits to Missouri shippers. The State's shippers will enjoy faster, more reliable intermodal service between northern California and both St. Louis and Kansas City than either carrier alone could offer. Missouri's carload shippers will also benefit from the much improved service to northern California -- greater speed, reliability and frequency of schedules -- as a result of mileage savings, gradient improvements and operating efficiencies.

The combined UP/SP also will offer faster, more reliable intermodal service to southern California than either carrier alone could offer. In addition to saving miles over UP's existing routes, we expect that an upgrade of SP's lines between Kansas City and southern California will result in greater capacity and faster service on those lines. In addition, SP Missouri shippers will gain faster, more direct single-line routes to the Intermountain Area, the Pacific Northwest, and the leading Mexican gateway of Laredo, while UP shippers will enjoy new single-line service to points in Louisiana, Texas, California, Illinois, Arkansas, Kansas and Colorado, to name a few.

Following the merger, Missouri grain elevators will gain single-line service to many more grain buyers served by SP's lines in the Pacific Southwest and western Mexico. Moreover, the seasonal patterns of grain demand will allow UP/SP to improve equipment utilization by backhauling wheat from SP points in covered hoppers used to move Missouri feed grains to SP points in the Southwest. Any improvement in the supply of cars to move grain is a benefit for Missouri agriculture.

Unfortunately, SP customers have had to cope with service problems and uncertainties as to SP's finances. Among other things, Missouri shippers using SP have faced significant delays and equipment shortages. The UP/SP merger will provide SP shippers the assurance of top-quality service, as well as financial resources to support capital investments necessary to build new capacity, acquire needed equipment, and continually improve operations.

The strengthening of these important rail lines in Missouri will also benefit Missouri's rail workers. The jobs of these workers will be more secure if the merger is approved, allowing UP and SP to meet the competitive challenge of the BN/Santa Fe merger. Moreover, with the improvements in service,

Honorable Vernon A. Williams


November 8, 1995

Page 3

state officials expect that the merger will result in an increase in overall employment due to increased traffic through the major terminals at Kansas City and St. Louis.

As Chairman of the Missouri House Transportation Committee I urge the Commission to act promptly to approve the merger of Union Pacific and Southern Pacific.

Warm Personal Regards,



Don Koller

DK:dg

MARY E. KRAMER
STATE SENATOR
Thirty-Seventh District
Statehouse (515) 281-2271

HOME ADDRESS
1809 Ash Street
West Des Moines, Iowa 50265



The Senate
STATE OF IOWA
Seventy-Fifth General Assembly
STATEHOUSE
Des Moines, Iowa 50319

October 28, 1995

ASSISTANT MINORITY
LEADER

COMMITTEES

Appropriations
Education, Ranking Member
Human Resources
Rules & Administration
State Government
Appropriations Subcommittee
Human Services
Ranking Member

Ms. Linda Morgan
Interstate Commerce Commission
12th Street and Constitution Avenue, NW
Washington, D.C. 20423

Regarding: Finance Docket 32760

Dear Ms. Morgan,

I write to urge your approval of the merger of the Union Pacific and the Southern Pacific railroads. As an Iowa State Senator and a business executive, I believe a unified system will produce a railroad that is better capitalized, thus stronger financially and better able to offer superior customer services to the shippers in this state. Using a combination of lines, greater efficiencies can be gained, thus improving quality and cost of services. Certainly the combination will provide greater service for midwestern customers to the west and to the south.

The merged railroad will be much more likely to reduce overhead, to maintain and invest in appropriate equipment and to make the necessary facility consolidations to improve efficiency. I know shippers in my district are in support of this merger.

For all of these reasons, please approve the Union Pacific and Southern Pacific Merger application.

Thank you for your consideration of these matters.

Sincerely,

Mary Kramer,
State Senator

Nebraska State Legislature

SENATOR DOUGLAS A. KRISTENSEN

District No. 37
Minden, Nebraska 68959

Legislative Address:
State Capitol
PO Box 94604
Lincoln, Nebraska 68509-4604
(402) 471-2726



COMMITTEES

Chairperson, Transportation
Revenue
Executive Board
Reference
Legislative Council

Ninety-Fourth Legislature

September 15, 1995

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

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

Dear Secretary Williams:

As Chair of the Nebraska Legislature's Committee on Transportation, I am writing to strongly urge your prompt approval of the proposed merger between the Union Pacific and Southern Pacific Railroads.

Union Pacific Railroad has a long and favorable history with the State of Nebraska, dating back over 130 years to the early days of settlement and statehood. It is no exaggeration to suggest that the early growth of Nebraska was a direct result of the designation of the Union Pacific route through Nebraska by President Abraham Lincoln. Most of our larger cities and towns, including my own, were established or flourished because of proximity to the Union Pacific mainline.

The contribution of Union Pacific Railroad to the economy of Nebraska continues today. UP provides accessibility to extensive markets for Nebraska agricultural products

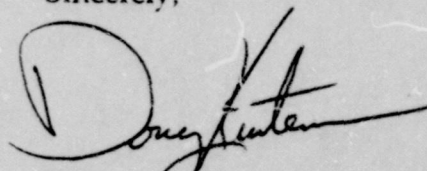
Honorable Vernon A. Williams
September 15, 1995
Page 2

and consumer goods, delivers low-cost, low-sulphur coal for electrical generation, pays significant taxes, provides one of the largest payrolls in the state for Nebraska workers, and maintains itself as a solid corporate citizen that Nebraska can be proud of.

All of these attributes and contributions will be enhanced and strengthened by approval of the proposed merger, which will allow for significant expansion of markets for Nebraska shippers. A stronger, more competitive railroad accrues benefits not just to the benefit of Nebraska shippers, but to Nebraska consumers, workers and the public-at-large, as well.

My support for this proposed merger is not intended to disparage Nebraska's other significant Class 1 railroad, the Burlington Northern, but with your recent approval of the BN/SF merger, you will place the Union Pacific and its shippers and customers at a permanent economic disadvantage if Union Pacific is not allowed to respond in kind and achieve a measure of competitive parity in the marketplace through merger with the Southern Pacific Railroad. The presence in Nebraska of two strong, competitive railroads will benefit shippers, consumers, workers, one tax base, and economy. I urge your approval of the proposed merger.

Sincerely,



Douglas A. Kristensen

DAK:j



The State of Texas House of Representatives

EDMUND KUEMPEL DISTRICT 45 • COMAL & GUADALUPE COUNTIES

October 18, 1995

Interstate Commerce Commission

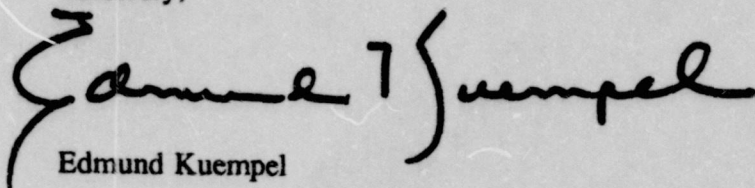
To Whom It May Concern:

As State Representative of District 45, one of the fastest growing areas in Central Texas, I would like to take this opportunity to give my support for the proposed merger of the Union Pacific and Southern Pacific railroads.

Our district will certainly receive more efficient, reliable service. This not only applies to local and in-state service but to intrastate markets such as California as well. This will be of significant benefit to a rapid growing economy in Central Texas and our neighbors to the south. Another benefit will be the increased railroad competition.

Thank you for your consideration. If I can answer any questions for you, please feel free to contact me.

Sincerely,

A handwritten signature in cursive script that reads "Edmund Kuempel".

Edmund Kuempel

COMMITTEES: ENVIRONMENTAL REGULATION
CHAIRMAN — STATE RECREATIONAL RESOURCES

P.O. BOX 2910 • AUSTIN, TEXAS 78768-2910 • 512-463-0602

STATE CAPITOL
P.O. BOX 924849
SACRAMENTO, CA 94249-0001
916-445-9234

DISTRICT OFFICE
444 WEST OCEAN BLVD.
SUITE 707
LONG BEACH, CA 90802
310-485-4766

INTERNET ADDRESS
kuykendall@assembly.ca.gov

Assembly California Legislature

STEVEN T. KUYKENDALL

ASSEMBLYMEMBER, FIFTY-FOURTH DISTRICT
REPUBLICAN WHIP

COMMITTEES:
BANKING AND FINANCE
CONSUMER PROTECTION
GOVERNMENTAL EFFICIENCY
AND ECONOMIC DEVELOPMENT
LOCAL GOVERNMENT
PUBLIC UTILITIES AND COMMERCE

October 4, 1995

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

Reference Finance Docket No. 32760, Union Pacific Corporation, et al. -- Control & Merger -- Southern Pacific Rail Corp., et al.

Dear Secretary Williams:

I am writing to urge the support of the Interstate Commerce Commission for the proposed merger between the Union Pacific Railroad (UP) and the Southern Pacific Railroad (SP). This merger will contribute many factors which will help to provide long-term, top-quality service from a financially strong railroad.

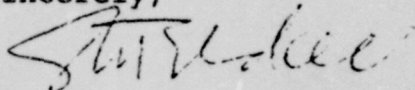
Some of the beneficial ramifications from this merger will include: improving service and strengthening competition, meeting the competitive challenge of BN/Santa Fe, and the problems of SP service, finances and capital constraints will be overcome.

The key service improvements for California shippers are numerous. The merger will render the first truck-competitive single-carrier rail service ever between Seattle/Tacoma and both southern and northern California. Also, transcontinental carload shippers, such as California's lumber producers, canners and perishables dealers, will see greater speed, reliability and frequency of schedules.

Major cost savings, from reduced overheads, facility consolidations and use of the best systems of each railroad, will improve efficiency and justify increased investment to expand capacity and improve service, all to the benefit of shippers and to the State of California.

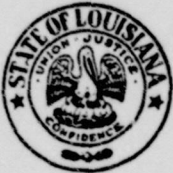
Again, I ask you to support the merger between Union Pacific Corporation and Southern Pacific Rail Corporation. Thank you for your consideration.

Sincerely,



STEVEN T. KUYKENDALL
Assemblyman, 54th District

STK:kag



LOUISIANA HOUSE OF REPRESENTATIVES

CHARLES D. LANCASTER, JR.
District 80

Kathy Eldridge
Legislative Assistant

Phone (504) 837-4477
Fax (504) 837-4478
Suite 200
2201 Veterans Blvd.
Metairie, LA 70002

COMMITTEES
Ways & Means
House & Governmental Affairs
Labor & Industry
Capital Outlay

October 25, 1995

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

RE: Finance Docket No. 32760, Union Pacific Corporation,
et al -- Control & Merger --
Southern Pacific Rail Corporation, et al

Dear Mr. Williams:

This is to communicate my support for the merger application of the Union Pacific and Southern Pacific railroads which I believe will strengthen our rail transportation service in Louisiana.

I am aware of the announcement that the Union Pacific have concluded an arrangement, as a condition to the merger, that would grant the large Burlington Northern-Santa Fe Railroad rights to serve from New Orleans to Lake Charles in our Louisiana southern rail corridor. This will maintain a strong rail presence here for our rail users and offer some new opportunities for improved service.

New Orleans to California service will be improved as Union Pacific's lines east of Houston will be utilized and upgrading the Southern Pacific tracks west of El Paso will assure the strongest available route for shippers. It is expected that the New Orleans to St. Louis-Chicago rail corridor will be improved through greater coordination of rail terminals. Service opportunities will increase in the north-south traffic as shipments can move directly over Union Pacific routes rather than having to be routed over Southern Pacific's lines to Houston.

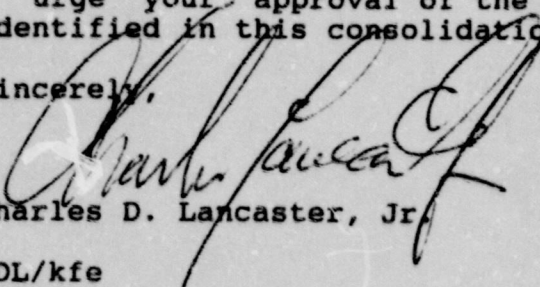
There are cost savings expected to Louisiana shippers as a result of reduced overhead, more efficient usage of

The Honorable Vernon A. Williams
October 25, 1995
Page Two

equipment, rail facility consolidations and shorter routes. Additionally, it is anticipated that a new New Orleans-Dallas-Amarillo-Denver-Pacific Northwest service will be initiated linking the Port of New Orleans to those points and beyond. We expect that Louisiana service, improvements and efficiencies will provide new marketing opportunities for our rail customers and increase their competitive positions with their products.

I urge your approval of the merger to obtain the benefits identified in this consolidation of these two companies.

Sincerely,



Charles D. Lancaster, Jr.

CDL/kfe

Capital Office:

2052-L Stratton Building
Springfield, Illinois 62704
217/766-1283
217/624-0867 (Fax)

District Office:

4119 West Main Street
Shelton, Illinois 60076
708/673-1131
312/386-9600
708-673-8535 (Fax)



LOUIS I. LANG
State Representative
16th District

Democratic Spokesperson
Judiciary - Civil Law

Chairman:

Democratic Task Force on
Workers Compensation
Democratic Task Force on
Gaming

Member:

Aging
Democratic Task Force on
Welfare Reform

September 28, 1995

Ms. Linda Morgan
Chairperson
Interstate Commerce Commission
12th Street and Constitution Avenue, NW
Washington, D.C. 20423

RE: Finance Docket 32760 - Union Pacific/Southern Pacific

Dear Chairperson Morgan:

My name is Louis I. Lang. I am a member of the Illinois General Assembly and the minority spokesperson for the Civil Judiciary Committee.

The purpose of this letter is to formally advise you that I support the Union Pacific and Southern Pacific merger.

My reasons for supporting this acquisition are as follow:

. Optimal Use of Both Rail Lines and Facilities

The combined system will greatly reduce transit times by utilizing the most direct route available for customer shipments.

. Reducing Transit Times by Differentiating Traffic in Separate Corridors

Significant improvements in transit time will be realized by separating traffic by category into different routes. Intermodal traffic, as an example, can be moved to SP's Tucumcari route, while manifest traffic can be concentrated more on UP's Central Corridor route. Separating this traffic into different routes will reduce delays, improve consistency and produce faster transit times.

Ms. Linda Morgen
September 28, 1995
Page Two

. Increased Competition

Competition will be strengthened by meeting the challenge presented by the BN/SF merger. Customers will enjoy the benefits of the best combined UP/SP routes, coordinated facilities, directing capital investments where they make the most sense, and strengthening competitive options.

Sincerely,

Louis J. Lang
State Representative
10th District

LIL/ga

cc: Mr. Vernon A. Williams
Secretary ICC
Mr. Thomas A Zapler

JANICE L. MOLNAR
CHIEF OF STAFF
ANTHONY STANLEY
LEGISLATIVE COORDINATOR
CAPITOL OFFICE

CHAIRMAN:
SENATE REPUBLICAN CAUCUS

California State Senate



SENATOR
BILL LEONARD

COMMITTEES:
APPROPRIATIONS
ENERGY, UTILITIES
AND COMMUNICATIONS
INDUSTRIAL RELATIONS
TOXICS AND PUBLIC
SAFETY MANAGEMENT
SELECT COMMITTEE ON
BUSINESS DEVELOPMENT
CHAIRMAN

October 6, 1995

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

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

Dear Secretary Williams:

I write in support of the proposed merger of the Union Pacific and Southern Pacific Railroads.

I believe that this merger will improve service and strengthen competition with BN/Santa Fe, and California will greatly benefit from this. UP/SP will provide the first truck-competitive rail service ever between the Seattle/Tacoma area and both southern and northern California. The businesses and travelers of my area need this transportation option and the new capacity that this merger will create. California's industry needs greater speed, reliability and frequency of scheduled routes-- all factors which can result from this merger.

I encourage you to give this merger application your most favorable consideration. If I can provide you with any additional information, please do not hesitate to call. Thank you.

Sincerely,

A handwritten signature in dark ink, appearing to be "Bill Leonard".

BILL LEONARD

BL:jm

Capitol Office:
State Capitol, Room 5087, Sacramento, CA 95814
(916) 445-3688 • FAX (916) 327-2272

District Office:
400 North Mountain Avenue, Suite 109, Upland, CA 91786
(909) 946-4889 • (800) 404-3131 Toll Free • FAX (909) 982-1197

COMMITTEES
VICE CHAIRMAN
APPROPRIATIONS
JUDICIARY
RURAL CAUCUS
MEMBER
HEALTH AND HUMAN
SERVICES
NATURAL RESOURCES
AND WILDLIFE
REPUBLICAN ELECTIONS

Senate California Legislature



TIM LESLIE
SENATOR, FIRST DISTRICT

October 4, 1995

SUBCOMMITTEES
HEALTH AND HUMAN
SERVICES SUBCOMMITTEE
ON RURAL HEALTH
JOINT COMMITTEES
FAIRS ALLOCATION AND
CLASSIFICATION
LEGISLATIVE BUDGET
PRISON CONSTRUCTION
AND OPERATIONS

Honorable Vernon A. Williams, Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W., Room 2215
Washington, D.C. 20423

**RE: Finance Docket No. 3276C, Union Pacific Corporation, et al. – Control and Merger
– Southern Pacific Rail Corporation, et al.**

Dear Mr. Williams:

It is with sincerity and conviction that I write to express my support of the proposed merger between Union Pacific Corporation and Southern Pacific Rail Corporation. The proposal will facilitate the increased and improved competition with Burlington Northern (BN)/Santa Fe Railroad.

From reviewing the details of the proposal, it is apparent that access and service to significant markets will be markedly improved by consolidating the UP/SP lines. Anticipated major costs savings from reduced overheads, facility consolidations and use of the best systems of each railroad will ultimately be realized by consumers. Competition between BN/Santa Fe and a merged UP/SP in California transcontinental markets will be much stronger than competition between BN/Santa Fe and UP and SP separately.

As well, although SP provides by far the most extensive shipping coverage in California, and most of SP's customers are exclusively served by SP, those customers have had to cope with service problems and uncertainties resulting from SP's unstable finances. The UP/SP merger will provide SP shippers the assurance of top-quality service with a more financially secure railroad that can afford the capital investments necessary to increase capacity, implement new technology and continually improve its operations.

For these reasons, I urge favorable consideration of UP/SP's merger proposal.

Your attentive consideration to this important matter will be most appreciated.

Sincerely,

Director of the Secretary

TIM LESLIE
Senator, First District

OCT 11 1995

TL:cw

ALBANY OFFICE • STATE CAPITOL • SACRAMENTO, CA 95814 • 916 445 5788

CENTRAL OFFICE • 1000 J STREET, SUITE 1100 • RENO, NV 89501 • 775 784 2332 • 775 784 2332 • 775 784 2332

Printed on Recycled Paper

Wyoming State Legislature

213 State Capitol / Cheyenne, Wyoming 82002 / Telephone 307 / 777-7881



November 2, 1995

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

RE: Finance Docket N. 32760, Union
Pacific Corporation, et al -
Control & Merger - Southern Pacific
Rail Corporation, et al.

Dear Secretary Williams:

I am submitting this letter in support of the proposed Union Pacific Railroad - Southern Pacific Railroad merger. The proposed merger should enhance opportunities for Wyoming producers to reach new import and export markets. The faster and more efficient rail service will justify increased investment to expand rail capacity and increase employment and economic growth in Wyoming.

I support the merger of the Union Pacific and Southern Pacific Railroads as a means to improve rail service and to enhance economic growth in Wyoming. I respectfully request your prompt approval of the merger.

Sincerely,

A handwritten signature in dark ink, appearing to read "Patti L. MacMillan". The signature is written in a cursive, flowing style.

Patti L. MacMillan
State Representative

✓ cc: David Fischer
Union Pacific Railroad Company
1416 Dodge Street, Rm. 801
Omaha, NE 68179

Robert A. Madigan

State Senator - 45th District

Committees:

Agriculture &
Conservation

Appropriations

Chairman:

Insurance, Pensions and
Licensed Activities



121B State Capitol
Springfield, Illinois 62706
217/782-6597

District Offices:
618 North Chicago
Lincoln, Illinois 62656
217/732-1323

106 South Main
P.O. Box 152
Eureka, Illinois 61530
309/467-5464

**GENERAL ASSEMBLY
STATE OF ILLINOIS**

September 20, 1995

Ms. Linda Morgan

Chairperson

Interstate Commerce Commission

12th Street and Constitution Avenue, NW
Washington, DC 20423

- Copy -

Re: Fiance Docket 32760 - Union Pacific/Southern Pacific

Dear Chairperson Morgan:

My name is Robert A. Madigan. I am a member of the Illinois General Assembly representing the 45th district.

The purpose of this letter is to formally advise you that I support the Union Pacific and Southern Pacific merger.

The UP/SP merger will dramatically improve service and strengthen competition. The merged system will meet the competitive challenge of BN/Santa Fe. Problems of SP customers will have the assurance of long-term, top-quality service from a financially strong railroad. Therefore, I fully support this acquisition.

Sincerely,

Robert A. Madigan
Robert A. Madigan
State Senator
45th District

cc: Vernon A. Williams
Secretary ICC

David Fischer
Director Government Affairs, Union Pacific Railroad
1416 Dodge Street, Room 801
Omaha, NE. 68179

STATE OF TEXAS
HOUSE OF REPRESENTATIVES

CAPITOL OFFICE:
P.O. BOX 2910
AUSTIN, TX 78768-2910
512-463-0468



Kenny Marchant

DISTRICT 99

COMMITTEE CHAIRMAN: INVESTMENTS & BANKING

DISTRICT OFFICE:
1452 HALSEY WAY
SUITE 102
CARROLLTON, TEXAS 75007
(214) 418-6100
FAX: (214) 418-9302

October 18, 1995

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

Finance Docket No. 32760, Union Pacific Corporation, et al pp Control & Merger-- Southern Pacific Rail Corporation, et al

Re: Proposed Union Pacific/Southern Pacific Merger

Dear Mr. Williams:

This letter is to convey to you my support for the proposed merger of the Union Pacific and Southern Pacific railroads. Dallas is a pivotal rail hub in the State of Texas. Union Pacific, Southern Pacific, and Burlington Northern/Santa Fe and Kansas City Southern all serve our city. The Union Pacific/Southern Pacific merger, in my opinion, will benefit Dallas and the businesses located in the Dallas area.

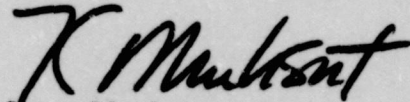
Dallas shippers will have a highly efficient single-line route through New Mexico, Arizona and California as a result of the UP/SP merger. Having announced that they plan to upgrade the lines between Dallas and southern California, UP/SP will offer shippers mileage savings and service improvements, which will produce less highway congestion as a result of reduction in truck traffic. Service to Memphis, St. Louis, and Chicago, and for connections to the Northeast, will also improve as a result of coordination of terminals and the ability of UP/SP to pre-block traffic so that it can be run around terminals.

The merger-related agreement reached by UP, SP and BN/Santa Fe will also benefit Dallas since BN/Santa Fe will gain trackage rights permitting access to a number of important points in Texas, as well as a direct route between Houston and New Orleans. This agreement will also provide Dallas shippers with significant new service options.

We in Dallas recognize that the UP/SP merger will ensure improved service for Dallas shippers that use SP. In recent years, SP has had severe service problems due to limited track capacity, terminal congestion, and equipment shortages. This has caused significant delays for our shippers. Frankly, our business community has been growingly concerned about SP's continued viability. The SP merger with UP will provide SP with adequate financial resources to make the necessary capital investments and effective management resources.

I also am of the opinion that the UP/SP merger will strengthen rail competition in the Dallas area. The Burlington Northern and Santa Fe Railroads have created a large and efficient route system, with great competitive assets, as a result of their merger. There is no other railroad today large enough or efficient enough to provide real competition to BN/Santa Fe. If UP and SP merge, they would provide effective competition. Two strong competitors are better than having a large powerful rail carrier with smaller competitors that do not provide a realistic competitive alternative. I urge the Commissions approval of the proposed merger.

Sincerely,

A handwritten signature in dark ink, appearing to read "K Marchant". The signature is stylized with a large, sweeping "K" and a cursive "Marchant".

Kenny Marchant
State Representative
District 99



COMMITTEES
HEALTH
HOUSING & COMMUNITY
DEVELOPMENT

Assembly California Legislature

BOB MARGETT
ASSEMBLYMAN, FIFTY-NINTH DISTRICT

Serving the cities of
ARCADIA
BRADBURY
CLAREMONT
COVINA
DUARTE
GLENDOORA
LA VERNE
MONROVIA
SAN DIMAS
SIERRA MADRE
And portions of
AZUSA
POMONA
TEMPLE CITY
WEST COVINA

October 6, 1995

The Honorable Vernon Williams
Secretary, Interstate Commerce Commission
12th Street and Constitution Avenue, Room 2215
Washington, D.C. 20423

RE: Finance Docket #32760

Union Pacific Corp., et al
Control & Merger
Southern Pacific Rail Corp., et al

Dear Secretary Williams:

I am writing to urge the Interstate Commerce Commission to approve the proposed merger of the Union Pacific Railroad (UP) with Southern Pacific Railroad (SP).

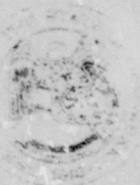
The merger between the UP and SP will greatly enhance service and strengthen competition in our region. Both intermodal and carload traffic moving between California and locations in the Mid-West and South will benefit. Transcontinental carload shippers such as lumber producers, canners and perishable dealers will see greatly improved service. All will realize greater speed, reliability and frequency of schedules -- as a result of mileage savings, gradient improvements and operating efficiencies.

Secretary Williams, I am sure you are aware SP has had financial and capital constraints. The unifying of these two great carriers will alleviate these constraints while providing California rail customers the assurance of long-term, quality service from a financially strong railroad.

For these and many other reasons, I strongly urge the Commission's approval of the merger.

Kind Regards,

BOB MARGETT
Assemblyman, 59th District



November 6, 1995

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

Re: Union Pacific/Southern Pacific Merger

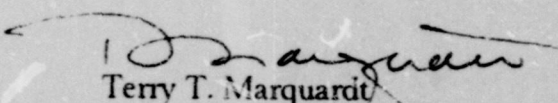
Dear Secretary Williams:

As a member of the New Mexico House of Representatives, I am pleased to lend my support to the proposed merger of the Union Pacific(UP) and Southern Pacific(SP) railway systems. The operation of the railroad is very important to the communities in my District in general. I feel this merger will significantly strengthen the rail system serving our area and the entire State of New Mexico.

Joining the two systems will provide a direct single rail link for SP shippers in New Mexico to all points served additionally by UP. SP shippers in New Mexico will receive shorter routes and faster schedules in addition to the extensive new single line service. We understand that this merger, when approved, will put SP on a much stronger competitive footing with the newly merged Burlington Northern and Santa Fe railway systems, which also serve our State.

The proposed merger with UP is also necessary to help SP overcome its current service problems and the continuing uncertainties as to SP's finances in general. The UP/SP merger will provide SP shippers the assurance of top quality service with a financially strong railroad that can afford the capital investments necessary to build new capacity, and provide efficient, competitive rail service to the benefit of the many employees of the railroads, our citizens generally and the entire economy of New Mexico.

Sincerely,

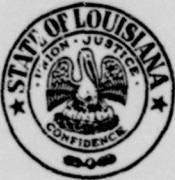

Terry T. Marquardt

House of Representatives

(R-Otero-District 53)

903 New York Avenue

Alamogordo, New Mexico 88310



CHARLES McDONALD
DISTRICT 14

STATE OF LOUISIANA
HOUSE OF REPRESENTATIVES

P. O. BOX 1495
BASTROP, LOUISIANA 71221-1495
1-800-259-8121 TOLL FREE
(318) 281-8121 OFFICE
(318) 283-0851 FAX

AGRICULTURE
COMMERCE
EDUCATION
INDEPENDENT CAUCUS
RURAL CAUCUS

October 10, 1995

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

RE: Finance Docket No. 32760, Union Pacific Corporation., et al - - Control & Merger
Southern Pacific Rail Corporation, et al

Dear Mr. Williams:

This correspondence is for the purpose of expressing support for the merger application of the Union Pacific Railroad and Southern Pacific Railroad.

This merger is expected to produce considerable service benefits to Louisiana and states that, operating separately, could not be achieved. I understand that this combined railroad system will offer faster schedules, more reliable service, shorter routes and improved utilization of rail equipment.

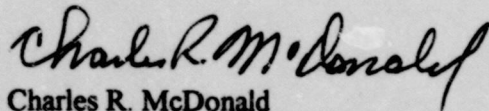
Rail users in my part of Louisiana will benefit by a single line service through New Mexico, Arizona and to California, not previously available to Union Pacific shippers in Northeast Louisiana. Southern Pacific customers in South Louisiana will be able to utilize through routes of the Union Pacific System and Associated service improvements in northern routes instead of going through Houston, Texas.

There is strong competition in transportation presently and this proposed merger will produce sufficient cost savings to customers that can only heighten competitiveness and enhance efficiency throughout the railroad corridors.

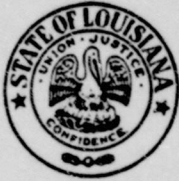


With these benefits and others, I'm pleased to support the application for the merger and urge your acceptance and approval.

Sincerely,

A handwritten signature in cursive script, reading "Charles R. McDonald". The signature is written in dark ink and is positioned above the printed name.

Charles R. McDonald
Representative
District 14



CHUCK McMAINS
DISTRICT 69

STATE OF LOUISIANA
HOUSE OF REPRESENTATIVES

2325 WEYMOUTH DRIVE
BATON ROUGE, LA 70809
(504) 925-4371
FAX (504) 925-4901

COMMERCE
INSURANCE

November 7, 1995

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

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

Dear Mr. Williams:

The Union Pacific and Southern Pacific Railroads have submitted an application to merge the two companies and this letter is to express my support for the merger and to encourage your approval of the application. This merger is expected to build a stronger railroad that will offer faster transit times, more reliable service, shorter routes, improved equipment supply to customers, and new marketing opportunities.

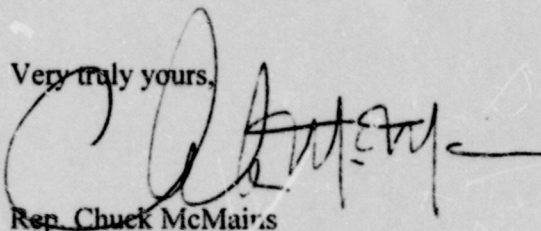
Union Pacific served customers in this area will be able to take advantage of a faster, more efficient route to California opening up new opportunities for rail customers here and for sources of products in the western states that are consumed here. A direct route for our chemical products to New Mexico, Arizona and California will expand those markets. There is an improved route for our chemical customers to the Rocky Mountain area and connections to Western Canada and faster transit times to Chicago-St. Louis through New Orleans. It is expected that additional storage capacity will be available for plastic customers. Greater usage of Union Pacific's new rail facilities near Baton Rouge is expected to mean increased employment in Louisiana. Union Pacific served power plants will gain access to Colorado and Utah coal producers and to Union Pacific served barge facilities on the Mississippi River.

The various benefits of the merger will enable rail users to become more competitive and provide opportunities for an expanded market for products. Utilizing the best routes and terminals of both companies will provide a higher quality rail network for all rail users and should result in cost savings that make rail usage more attractive and competitive as a transportation mode.

The Honorable Vernon A. Williams, Secretary
November 7, 1995
Page 2

Thank you for considering these views and your approval of the merger application is urged at the earliest opportunity.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Chuck McMair", is written over the typed name. The signature is fluid and cursive, with a long horizontal stroke extending to the right.

Rep. Chuck McMair's

CM/ad

Wyoming State Legislature

313 State Capitol / Cheyenne, Wyoming 82002 / Telephone 307 / 777-7881



House of Representatives

REPRESENTATIVE GEORGE B. MCMURTREY

House District 52 - Campbell County

P.O. Box 229

Rozet, Wyoming 82727

Committees:

Education

Labor, Health and Social Services

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

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

Dear Secretary Williams:

As a Wyoming State Legislator, I am writing to strongly urge your prompt approval of the proposed merger between the Union Pacific Railroad and the Southern Pacific Railroad.

The State of Wyoming and my home county (Campbell County) have prospered from Union Pacific Railroad's presence in the Powder River Basin coal fields. The contribution of Union Pacific Railroad to the movement of Wyoming coal to markets throughout the United States has been tremendous. The delivery of low-cost, low-sulphur coal for electrical generation provide one of the largest revenue returns to Wyoming's state budget. The merger of Union Pacific and Southern Pacific will enhance and strengthen the ability to move Wyoming products to new export and import markets. Coal mines in the Powder River Basin will gain single-line access to Southern Pacific Railroad served power plants and other Wyoming products will have access to single-line services to numerous points served exclusively by Southern Pacific in Colorado, California, Arizona, New Mexico, Texas, the Gulf Coast, and the Midwest.

Strong competition among railroads provides numerous benefits to shipper, and to the economy. I strongly urge your approval of the proposed UPRR/SPRR merger.

Sincerely,

George McMurtrey, MD, FACS
Rep. H.D. 52
Rozet, WY 82727

cc: David Fischer
(Union Pacific Railroad Company
1416 Dodge St., Rm. 801
Omaha, NE 68179)

REPLY TO:

- STATE CAPITOL
P.O. BOX 942848
SACRAMENTO, CA 94248-0001
(916) 445-8488
FAX: (916) 445-1888
- DISTRICT OFFICES:
1200 AGUAJITO ROAD
MONTEREY, CA 93940
(408) 848-1888
FAX: (408) 848-2887
- 701 OCEAN STREET
SANTA CRUZ, CA 95060
(408) 425-1803
FAX: (408) 454-3070

Assembly
California Legislature



BRUCE MCPHERSON
ASSEMBLYMAN, TWENTY-SEVENTH DISTRICT

CHAIRMAN:
ASSEMBLY COMMITTEE ON
ELECTIONS, REAPPORTIONMENT
& CONSTITUTIONAL AMENDMENTS

COMMITTEES:
HIGHER EDUCATION
AGRICULTURE
GOVERNMENTAL ORGANIZATION

TASK FORCES:
DEFENSE CONVERSION TASK FORCE
ECONOMIC STRATEGY PANEL

October 3, 1995

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

Dear Secretary Williams:

I respectfully urge your support of the Union Pacific Railroad and the Southern Pacific Railroad proposed merger.

The proposed merger of the Union Pacific Railroad and the Southern Pacific Railroad will dramatically improve service to customers and strengthen competition. Additionally, this merger will remove Southern Pacific Railroad from increasing financial constraints which lead to customer service problems.

Transcontinental rail shipping is vital to the economy of California and our nation. The merger of these two companies is a positive step toward transportation efficiency.

Thank you for considering my views on this issue. I look forward to hearing your final decision.

Sincerely,

A handwritten signature in cursive script that reads "Bruce McPherson".

BRUCE MCPHERSON
Assemblyman



Eugene Moore
State Representative • 7th District

District Office:
1701 S. First Ave., Ste. 205
Maywood, Illinois 60153
708/345-0007
Fax 708/345-1647

Capitol Office:
2103-N Stratton Building
Springfield, Illinois 62706
217/782-8120

Committees:

Appropriations: Public
Safety
Health Care and
Human Services
Labor and Commerce
Insurance
Aging
Housing, Economic and
Urban Development

October 13, 1995

Ms. Linda Morgan, Chairperson
Interstate Commerce Commission
12th Street and Constitution Avenue, NW
Washington, DC 20423

Re: Union Pacific/Southern Pacific
Finance Docket 32760

Dear Chairperson Morgan:

As a member of the Illinois General Assembly in the capacity of State Representative for the 7th Legislative District, I am deeply concerned about the future development of opportunities and benefits provided citizens of Illinois and customers of Union Pacific and Southern Pacific under their acquisition for merger. I strongly support this effort as the combined system will greatly reduce transit times by utilizing direct routes available for shipments promoting improved transit times, the customers will benefit from the financial stability and the merger will bring about a strong, efficient and competitive rail transportation.

I would like to formally advise you that I am in support of this merger as I believe the merge is a good one for the citizens and businesses of Illinois. I strongly urge you to approve their merger application.

Office of the Secretary

OCT 18 1995

Sincerely yours,

Eugene "Gene" Moore
State Representative 7th District

EM/rsh

cc: Vernon A. Williams, Secretary ICC
David Fischer, Dir. Government Affairs, Union Pacific Railroad



Assembly California Legislature

JIM MORRISSEY

ASSEMBLYMAN, SIXTY-NINTH DISTRICT
ORANGE COUNTY

COMMITTEES

Vice Chairman:
Consumer Protection
Governmental Efficiency
and Economic Development

Member:
Environmental Safety
and Toxic Materials
Health
Utilities and Commerce
Joint Audit Committee
Task Force on
Defense Conversion

September 28, 1995

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

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

Dear Secretary Williams:

I am writing to express my support for the proposed merger of the Union Pacific and Southern Pacific Railroads, and to urge the Interstate Commerce Commission to act favorably on the UP-SP application.

I am the California Assembly Member representing the 69th District, the Santa Ana/Anaheim/Garden Grove area. This area is served by both the Southern Pacific and the Union Pacific railroads. The UP-SP merger should be good for rail customers in our area, since it should dramatically improve service and strengthen rail competition.

The long-term health of the Southern Pacific has been a concern, especially in the wake of the merger between the Burlington Northern and Atchison, Topeka & Santa Fe railroads. The Southern Pacific's financial problems have resulted in rail service problems for some businesses, and that situation would likely grow worse in the face of the BN-ATSF competitive threat. The UP-SP merger will provide the financial strength needed to meet the competitive challenge of the BN-ATSF. That will keep two-railroad competition strong and viable in this part of Orange County.

OFFICES

STATE CAPITOL
SACRAMENTO, CA 95814
(916) 445-7333
FAX (916) 327-1783

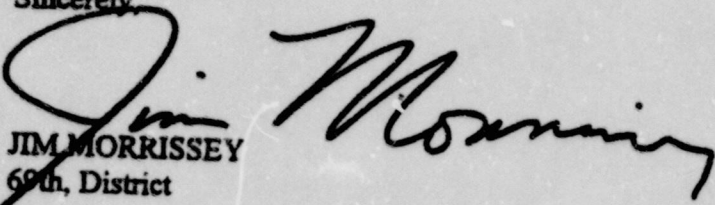
930 WEST 17TH ST., SUITE C
SANTA ANA, CA 92706
(714) 285-0355
FAX (714) 285-1301

California producers should enjoy improved service and better rail access to their suppliers and customers, as a result of the shorter routes and more efficient operations of the combined railroads. Orange County businesses will have the benefit of significantly shorter rail routes to Dallas and Memphis, for example. Orange County businesses now served by the SP will also gain single-railroad service to important UP junctions in the Pacific Northwest, Texas and Louisiana, and the industrial Midwest will also gain single-railroad service to important UP junctions in the Pacific Northwest, Texas, and Louisiana, and the Midwest.

The combination of the Union Pacific and Southern Pacific will also allow the merged company to provide the first truck-competitive single-carrier rail service ever between southern California and the Seattle/Tacoma area, taking trucks off overloaded Interstate 5 which cuts through our area, and providing shippers with new rail service opportunities up and down the West Coast.

In short, the proposed UP-SP merger should provide substantial public benefits to businesses and individuals in Orange County, and I urge the Commission to give it your approval.

Sincerely,


JIM MORRISSEY
69th, District

JM:raf

COMMITTEES:
JUDICIARY Vice Chair
BUDGET
HEALTH
TRANSPORTATION

Assembly California Legislature



BILL MORROW
ASSEMBLYMAN, SEVENTY-THIRD DISTRICT

STATE CAPITOL
P.O. BOX 942848
SACRAMENTO, CA 94249-0001
PHONE (916) 445-7878
FAX (916) 323-8318
DISTRICT OFFICES
ORANGE COUNTY
27126A PASEO ESPADA, SUITE 1625
SAN JUAN CAPISTRANO, CA 92675
PHONE (714) 489-2404
FAX (714) 489-2999
SAN DIEGO COUNTY
305 NORTH HILL STREET
OCEANSIDE, CA 92054
PHONE (619) 757-8084
FAX (619) 757-8087

October 12, 1995

Mr. Vernon A. Williams, Secretary
Interstate Commerce Commission
Room 2215
Twelfth Street & Constitution Avenue NW
Washington DC 20423

SUBJECT: Finance Docket No. 32760, Union Pacific Corporation
-- Control & Merger -- Southern Pacific Rail Corp.

Dear Mr. Williams:

I would like to offer my support for the Union Pacific and Southern Pacific Control and Merger proposal referenced above, and to urge the Interstate Commerce Commission to take action to approve the application.

The proposed merger of the Union Pacific (UP) and Southern Pacific (SP) would bring with it substantial benefits throughout California. Railroad customers should see improved rail service, as a result of shorter routes and better coordination of rail assets. After the merger, the combined UP/SP plans to initiate truck-competitive single-carrier rail service between Southern California and the Puget Sound region. If successful, that new service should divert freight from California's North-South Interstate highways to the railroad, providing clear benefits to the motoring public.

Shippers of time-sensitive intermodal freight and automobiles from Southern California should see reduced delays and increased reliability for their rail shipments. Some shippers will obtain better access to distant markets, as their products and supplies will move via a single railroad rather than being handed off from one railroad to another.

For Southern Pacific customers, the UP/SP merger should provide an assurance that they will receive high-quality rail service from a financially strong railroad well into the future. They will gain the advantage of dealing with a merged railroad with a broad route structure, and one that has the financial resources needed to invest in capacity, technology and service improvements.

For all of these reasons, I support the proposed Union Pacific/ Southern Pacific merger and urge the Interstate Commerce Commission to grant its approval for the merger.

Sincerely,

BILL MORROW
73rd Assembly District

OCT 19 1995

☒ DISTRICT OFFICE:
932 LEE ST., SUITE 204
DES PLAINES, ILLINOIS 60016
708/297-6533
FAX: 708/297-2978

☐ STATE CAPITOL:
2133 STRATTON BUILDING
SPRINGFIELD, ILLINOIS 62706
217/782-8007



ROSEMARY MULLIGAN
STATE REPRESENTATIVE - 55TH DISTRICT

COMMITTEES:
HUMAN SERVICES APPROPRIATIONS
CHAIRMAN
REGISTRATION & REGULATION
HEALTH CARE & HUMAN SERVICES
ELECTIONS & STATE GOVERNMENT
ENVIRONMENT & ENERGY

September 21, 1995

Ms. Linda Morgan, Chairperson
Interstate Commerce Commission
12th Street and Constitution Avenue, NW
Washington, DC 20423

RE: Finance Docket 32760 - Union Pacific/Southern Pacific

Dear Chairperson Morgan:

I am writing in support of the Union Pacific and Southern Pacific merger that will improve service and strengthen competition, and insure a long-term, financially strong railroad.

Vigorous competition in the California-Chicago market is crucial to Illinois' continued economic growth. The proposed merger would allow Illinois shippers to benefit from shorter and more flexible routes, particularly in the Chicago-Oakland and St. Louis-Oakland corridors.

Combining the strengths of the Union Pacific and Southern Pacific will create a more efficient, stronger railroad, competitive with the BN/SF system. All Illinoisans will benefit from more reliable service, shorter routes, improved equipment supply and new market opportunities.

I feel this proposed merger deserves your approval.

Sincerely yours,

A handwritten signature in cursive script that reads "Rosemary Mulligan".
Rosemary Mulligan

RM/mai

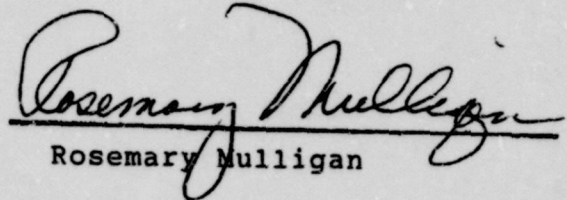
cc: Vernon A. Williams, Secretary ICC
David Fischer, Director Government Affairs ✓

ATTACHMENT

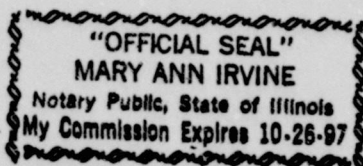
Format to be used for verification:

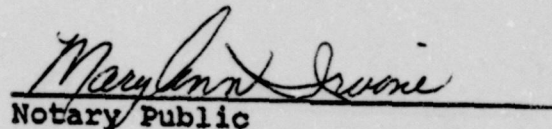
STATE OF Illinois)
COUNTY OF Cook) SS.

Rosemary Mulligan, 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.


Rosemary Mulligan

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




Notary Public

My Commission Expires: 10-26-97

Format to be used for affirmation (alternative to verification):

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

ILLINOIS HOUSE OF REPRESENTATIVES

SPRINGFIELD OFFICE:
2054-L STRATTON BUILDING
SPRINGFIELD, ILLINOIS 62706
217/782-5981

KANKAKEE DISTRICT OFFICE:
135 S. S. HUYLER AVENUE
KANKAKEE, ILLINOIS 60901
815/939-1983



J. PHILIP NOVAK
STATE REPRESENTATIVE - 85TH DISTRICT

COMMITTEES:
SPOKESMAN:
ENVIRONMENT & ENERGY
AGRICULTURE &
CONSERVATION
EDUCATION APPROPRIATIONS
TRANSPORTATION
VETERANS' AFFAIRS
ATTORNEY GENERAL -
VIOLENT CRIMES -
ADVISORY COMMISSION
JOINT COMMITTEE ON
ADMINISTRATIVE RULES

September 29, 1995

Ms. Linda Morgan, Chairperson
Interstate Commerce Commission
12th Street and Constitution Avenue, NW
Washington, DC 20423

Re: Finance Docket 32760
Union Pacific/Southern Pacific

Dear Chairperson Morgan:

I am submitting this letter in support of the merger of the above referenced railroads.

It is my firm belief that the proposed merger will dramatically improve service to the consumer and strengthen competition.

Major cost savings, from reduced overheads, facility consolidations and use of the best systems of each railroad, will improve efficiency and justify increased investment to expand capacity and improve service, all to the benefit of shippers.

Please give this proposal your utmost consideration as you evaluate the merger between Union Pacific and Southern Pacific railroads.

Sincerely,

J. Philip Novak
Philip Novak

State Representative

85th District

JPN:db

cpy: Vernon A. Williams, Sec. ICC

David Fischer, Dir. Government Affairs ✓

WILLIAM R. O'DONNELL

SENATOR

Clerk No. 5



DISTRICT OFFICE:

2995 S. Jones
Las Vegas, Nevada 89102
Office: (702) 873-2724
Fax No.: (702) 368-4617

COMMITTEES:

Chairman

Transportation

Member

Finance

Human Resources and Facilities

State of Nevada Senate

LEGISLATIVE BUILDING:

401 S. Carson Street
Carson City, Nevada 89710
Office (702) 687-3649 or (702) 687-5742
Fax No.: (702) 687-5962

September 22, 1995

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

Dear Secretary Williams:

As the Senate Transportation Committee Chairman of the Nevada State Senate, and a resident of Clark county, Nevada for over 43 years, I would like to express my support for the proposed merger between the Southern Pacific and Union Pacific railroads and to urge expeditious approval of this merger.

Nevada Shippers should see a number of benefits from the merger. Railroad equipment supply should be improved as the two railroads combine their fleets, and as the operations take advantage of some economies of scale. Nevada businesses that ship and receive freight by rail should gain extensive new single-line service. Nevada shippers on the SP points throughout California and in Arizona and New Mexico should see substantial cost savings generated by reducing overhead costs and improving efficiency. This is a definite advantage to the public.

The merger should protect the Southern Pacific financially. Merging the SP and UP should provide a strong railroad that can compete on an equal footing with the combined Burlington Northern and ATSF railroads.

Automobile and inter-model freight in the Las Vegas area is handled by UP at Las Vegas. With this merger, I believe Nevada rail customers will be assured of the high quality transportation service needed in our modern economy. I urge you to approve this merger.

Yours Truly

A handwritten signature in cursive script, appearing to read "Bill O'Donnell".

Bill O'Donnell

Senate Transportation Chairman

STATE CAPITOL
P.O. BOX 942849
SACRAMENTO, CA 94249-0001
(916) 445-8102
FAX (916) 323-7467
DISTRICT OFFICE
4011 PARK AVENUE #470
VICTORVILLE, CA 92392
(619) 951-8555
FAX (619) 951-7476

Assembly
California Legislature



VICE CHAIRMAN
ASSEMBLY NATURAL
RESOURCES COMMITTEE

COMMITTEE ASSIGNMENTS
APPROPRIATIONS
EDUCATION
NATURAL RESOURCES
WATER, PARKS & WILDLIFE

KEITH OLBERG

ASSEMBLY MEMBER, THIRTY-FOURTH DISTRICT

October 19, 1995

The Honorable Vernon A. Williams
Secretary, Interstate Commerce Commission
Twelfth Street and Constitution Ave., NW
Room 2215
Washington, DC 20423

Dear Secretary Williams:

FD-32760

The purpose of this letter is to convey my strong support for the proposed merger of the Union Pacific Railroad with the Southern Pacific Railroad.

My support is based on the expectation that such a merger will provide an economic boost to the Western United States, with specific benefit to my 34th Assembly District which includes some of the most important rail corridors in California.

The merger would also provide single-line service linking the Pacific Northwest to Southern California for the first time. The increase in track miles will allow for diversity in freight traffic and improve service for all customers of the new UP/SP rail line.

The flow of interstate commerce will be enhanced due to the increased coordination and inclusion of nearly every major city west of the Mississippi River. In addition, increased competition will be prevalent among the railroad companies in the Western United States, thereby reducing costs and improving service for all rail customers.

Because I have taken this position of support based on substantial and convincing evidence, I will be personally available should you have any questions about this correspondence.

With high personal regard, I am

Sincerely,

R. KEITH OLBERG
Assemblyman, 34th District

RKO:lh

ENTERED
Office of the Secretary

OCT 20 1995

Part of
Public Record

Inyo County: Bishop, Big Pine, Independence, Lone Pine, Keeler, Darwin, Olancho, Little Lake, Death Valley, Shoshone, Tecopa. Kern County: Arvin, Boron, Caliente, California City, Cantil, Edison, Edwards Air Force Base, Frazier Park, Inyo Kern, Keene, Leduc, Manicopa, Mojave, North Edwards, Pine Mountain, Randsburg, Ridgecrest, Rosamond, Tehachapi. San Bernardino County: Adelanto, Apple Valley, Baker, Barstow, Big River, Boron, Cima, Daggett, Earp, Essex, George Air Force Base, Hemetdale, Hesperia, Fort Irwin, Hinkley, Lake Havasu, Lucerne Valley, Needles, Newberry Springs, Nipton, Oro Grande, Parker Dam, Phelan, Pinon Hills, Red Mountain, Trona, Victorville, Yermo

JERRY OVERTON
1136 ORO VISTA
LITCHFIELD PARK, ARIZONA 85340
CAPTOL PHONE: (602) 542-5864
HOME: (602) 935-4308

DISTRICT 15



COMMITTEES:
TRANSPORTATION, CHAIRMAN
ENVIRONMENT
NATURAL RESOURCES
& AGRICULTURE

Arizona House of Representatives

Phoenix, Arizona 85007

November 3, 1995

Mr. Vernon Williams, Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

Re: Finance Director No. 23760-Union Pacific Corp. Et al.--Control and Merger--
Southern Pacific

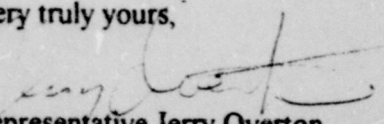
Dear Secretary Williams:

As Chairman of the Transportation Committee of the Arizona House of Representatives, I would like to express my strong support for the proposed merger between Southern Pacific and Union Pacific. Our Transportation Committee has carefully reviewed transportation issues that Arizona will be facing in the coming years. In fact, we are currently studying rail transportation issues with interim hearings rail issues. I have concluded this proposed merger of the UP/SP is the best thing that could happen for Arizona business.

The new UP/SP routes will provide our suppliers with additional transportation choices, which will result in lower costs, better rail lines, greater speed, reliability, and frequency of schedules. This is critically important, especially given the presence of NAFTA. This will enable us to be part of a larger intermodal traffic system, which is important for our continued commercial growth. Since we are one of the states that borders Mexico, it is crucial for us to be able to continue to foster and improve our international trading relationships. Another interim committee of the Arizona Legislature has been studying the potential impacts of Mexican truckers on Arizona's highway system. Additional vehicles will undoubtedly cause more congestion and wear and tear on our roads. This merger could provide additional rail services that could help these potential problems.

I strongly urge the Commission to move quickly to approve the merger between Southern Pacific and Union Pacific. If I can provide any additional information, please feel free to call me.

Very truly yours,


Representative Jerry Overton
Chairman, House Transportation Committee

JO:svd

STATE OF ARIZONA)
)
COUNTY OF MARICOPA)



Nicole Dewey
nee Nicole Dewey

Representative Jerry Overton, 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.

Jerry Overton

Representative Jerry Overton

CAPITOL OFFICE:

2122 STRATTON OFFICE BUILDING
SPRINGFIELD, ILLINOIS 62706
217/782-8156



DISTRICT OFFICE:

1278-B WEST LAKE STREET
ROSELLE, ILLINOIS 60172
708/582-0390

Carole Pankau

STATE REPRESENTATIVE - 49TH DISTRICT
88TH GENERAL ASSEMBLY

September 26, 1995

Ms. Linda Morgan, Chairperson
Interstate Commerce Commission
12th Street and Constitution Ave., NW
Washington, D.C. 20423

Re: Finance Docket 32760 - Union Pacific/Southern Pacific

Dear Chairperson Morgan:

I am a member of the Illinois General Assembly and serve as Vice-Chair of the House Transportation Committee.

The purpose of this letter is to formally advise you that I support the Union Pacific and Southern Pacific merger.

In my opinion, this merger will have a significant positive impact for Illinois shippers, as well as contributing to Illinois' continued economic growth. Combining the strengths of these two companies will create a more efficient, stronger railroad that offers customers a competitive alternative to the combined BN/SF system that neither railroad could offer on its own.

It is my hope that the ICC will give it's approval to the merger application by the Union Pacific and Southern Pacific Railroads.

Sincerely,

A handwritten signature in cursive script that reads "Carole Pankau".

Carole Pankau
State Representative

CC: Vernon A. Williams
Secretary, ICC

✓ David Fischer
Director Government Affairs
Union Pacific Railroad
Omaha, NE 68179



**The State of Texas
House of Representatives
Austin, Texas**

CAROLYN PARK
STATE REPRESENTATIVE
DISTRICT 92
P.O. BOX 2910
AUSTIN, TEXAS 78768-2910
512-463-0522

DISTRICT OFFICE:
1424 BROWN TRAIL
BEDFORD, TEXAS 76022
817-280-9342

October 20, 1995

**The Honorable Vernon A. Williams, Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue, N.W., Room #2215
Washington, D.C. 20423**

**REF: Finance Docket No. 32760, Union Pacific Corp., et al -
Control & Merger, Southern Pacific Rail Corp., et al**

Dear Secretary Williams:

Please be aware that I fully support the proposed merger of the Union Pacific and Southern Pacific Railroads. This merger will dramatically improve and impact service competition in our region and the State of Texas.

The benefits of this merger are unlimited. This proposal will generate competition, service improvements and expansions, provide shippers a more efficient single-line route through New Mexico, Arizona, and California, resulting in mileage savings and less highway congestion due to reduction in truck traffic. It is also my understanding that UP/SP plan to increase the level of service between Fort Worth and Denver, and beyond, which will have a great economic impact.

I strongly encourage the Commission's favorable approval of this merger due to the overall economic impact, traffic reduction and the significant service options and cost savings to benefit all shippers. Thank you in advance for your consideration on this vital issue.

Sincerely,

A handwritten signature in cursive script that reads "Carolyn Park".

**Carolyn Park
State Representative**

Wyoming State Legislature

213 State Capitol / Cheyenne, Wyoming 82002 / Telephone 307 / 777-7881



October 31, 1995

The Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
Twelfth St. and Constitution Av. N.W.
Room 825
Washington D.C. 20423

House of Representatives
REPRESENTATIVE GORDON L. PARK
House District 49 - Lincoln County
212 Teton Avenue
Evanston, Wyoming 82900
Consultant:
Revenue
Minerals, Business & Economic Development

Re: Finance Doctet No. 32760, Union Pacific Corp, et al
Antial $\frac{1}{2}$ Merger - Southern Pacific Rail Corp., et al.

Dear Secretary Williams

I am writing to encourage the Commissions approval of the Union Pacific / Southern Pacific merger.

The combining of assets of these two fine Railroads will strengthen the competition opportunities for Wyoming products. I believe the rail services of the two railroads will improve as a result of the merger and thus improve the competitive transportation environment here in Wyoming. The faster and more direct single-line service will open new access to Wyoming imports and exports.

The approval of the Union Pacific / Southern Pacific merger should provide significant benefits to Wyoming's economy. Your approval would be appreciated.

Gordon L. Park

STB

FD

32760

11-30-95

A

1648V14

4/4

District Office:
837 West Higgins Road
Schaumburg, Illinois 60195
708.882-0270

Capitol Office:
2031-J Stratton Building
Springfield, Illinois 62706
217.782-0347



State of Illinois
House of Representatives
Terry R. Parke
State Representative - 53rd District

Committees:
Chairman:
Commerce, Industry &
Labor
Vice-Chairman:
Consumer Protection
Insurance
Personnel & Pensions
Energy & Environment

Member of:
Ill. Economic & Fiscal
Commission
Employee Suggestion
Award Board

October 3, 1995

Linda Morgan, Chairperson
Interstate Commerce Commission
12th Street and Constitution Avenue, NW
Washington, DC 20423

Re: Finance Docket 32760
Union Pacific/Southern Pacific

Dear Chairperson Morgan:

As a member of the Illinois General Assembly, I am writing to express my support for the merger of the Union Pacific and Southern Pacific Railroads.

I am confident that the proposed merger will have a positive impact for the state of Illinois. Among other things, the proposed merger will result in:

- (a) Improved transit service, allowing for more efficient, direct routes to expanded markets;
- (b) Opens up the Mexican market and the barge facilities on the Mississippi River with single-line routes;
- (c) More competitive access to new markets not formerly available; and
- (d) A network offering countless opportunities because of coordinated facilities, directing capital investments where most appropriate.

I strongly encourage your positive response to the application for the merger of the Union Pacific and Southern Pacific Railroad.

Thank you for your consideration.

Sincerely,

Terry R. Parke
State Representative

RECYCLED PAPER • SOYBEAN INKS

cc: Vernon A. Williams
Secretary, Interstate Commerce Commission

David Fischer, Director
Government Affairs
Union Pacific Railroad

STATE OF ILLINOIS)
) SS
COUNTY OF C O O K)

I, TERRY R. PARKE, 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.

Terry R. Parke

SUBSCRIBED AND SWORN TO
BEFORE ME THIS DATE:
October 3, 1995

Notary Public

DISTRICT OFFICE:

191 WAUKEGAN ROAD, SUITE 210
NORTHFIELD, IL 60093
708/441-0077
FAX: 708/441-0322

CAPITOL OFFICE:

ROOM 611C STATE CAPITOL
SPRINGFIELD, IL 62706
217/782-2119
FAX: 217/782-0116



VICE CHAIRMAN:
TRANSPORTATION

MEMBER:
FINANCIAL INSTITUTIONS
PUBLIC HEALTH AND
WELFARE

ILLINOIS STATE SENATE
KATHLEEN K. PARKER
STATE SENATOR - 29TH DISTRICT

October 12, 1995

Ms. Linda Morgan
Chairperson
Interstate Commerce Commission
12th Street and Constitution Avenue, NW
Washington, DC 20423

RE: Finance Docket 32760 - Union Pacific/Southern Pacific

Dear Chairperson Morgan:

As a member of the Illinois State Senate and as the Vice-Chair of the Senate Transportation Committee, I am writing in support of the Union Pacific and Southern Pacific merger.

The Union Pacific/Southern Pacific merger will dramatically improve service and strengthen competition. The merged system will meet the competitive challenge of BNSF/Santa Fe, problems of Southern Pacific service, finances and capital constraints will be overcome, and Southern Pacific customers will have the assurance of long-term, top-quality service from a financially strong railroad.

Additionally, there will be several key service improvements for Illinois shippers such as:

- The new systems' routes will be significantly shorter than Union Pacific's or Southern Pacific's routes today in many important corridors, including Chicago-Oakland and St. Louis-Oakland.
- There will be greatly improved service for both intermodal and carload traffic moving between California and the gateways of Chicago and St. Louis/East St. Louis.
- Availability of alternative routing will provide Union Pacific/Southern Pacific with flexibility to reroute traffic to improve service. For example, intermodal and automobile traffic moving between southern California and Chicago will be concentrated on Southern Pacific's Tucumcari route, and other traffic will be concentrated on Union Pacific's Overland route. This will reduce delays, increase reliability and create new capacity for the merged system.
- Union Pacific/Southern Pacific will be able to challenge Santa Fe's dominance of California-Chicago intermodal traffic for the first time. Vigorous competition in this market is crucial to Illinois's continued economic growth and to the nation's domestic and international competitiveness. Between Oakland and Chicago, mileage savings will allow Union Pacific/Southern Pacific to offer a new third-morning intermodal

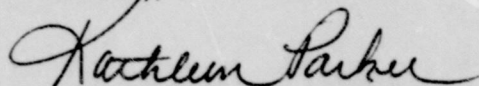
Chairperson Morgan
October 12, 1995
Page 2 of 2.

service, which neither Union Pacific or Southern Pacific can do today. This service will equal or exceed BN/Santa Fe service. Between Los Angeles and Chicago, route specialization, plus linking Southern Pacific's excellent L.A. Basin intermodal terminals with Union Pacific's excellent Chicago-area terminals, will also improve service.

- Coordination and specialization of intermodal yards at Chicago will allow reduced drayage and improved efficiency.
- Union Pacific animal feed sources in Illinois will benefit from new single-line routes providing access to Southern Pacific receivers in Arizona, California and Texas, and Southern Pacific service gateways to Mexico.
- Southern Pacific Illinois shippers will gain direct, single-line routes to leading Mexican gateway of Laredo.
- Major cost savings, from reduced overheads, facility consolidations and use of the best system of each railroad, will improve efficiency and justify increased investment to expand capacity and improve service, all to the benefit of shippers.
- The merger applicants will accept conditions ensuring that all shippers that would lose two-railroad competition in the merger are served by a second railroad. There are no such "2-to-1" situations in Illinois.
- Southern Pacific's chairman, Phil Anshutz, has said that Southern Pacific can't make it alone in the wake of the BN/Santa Fe merger. The BN/Santa Fe system will be far larger than either Union Pacific or Southern Pacific. It will have crucial competitive strengths that Union Pacific or Southern Pacific separately lack. The Union Pacific/Southern Pacific merger will create a competitor that is fully the equal of BN/Santa Fe.

I look forward to a favorable response. Thank you for your consideration in this matter.

Sincerely,



Kathleen K. Parker
State Senator - 29th District

KKP:dpd

cc: Vernon A. Williams, Secretary, ICC
David Fischer, Director Government Affairs, Union Pacific
Thomas Zapler, Chicago Office, Union Pacific



Arizona State Senate
Phoenix, Arizona

October 24, 1995

Mr. Vernon Williams, Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

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

Dear Secretary Williams:

During my tenure in the Arizona Senate and especially in my role as Majority Leader, I have always worked to strengthen Arizona's economy. I believe in private enterprise and a solid business environment that allows for open competition. By approving the merger of the Southern Pacific and Union Pacific Railroads, you will further strengthen the competitive situation in Arizona for rail shipment. This added competition will offer the companies and the people of Arizona more choices, better service and lower prices.

This proposed merger is especially important in the light of NAFTA. It is crucial that Arizona be part of a broader transportation infrastructure so that we can compete effectively in this vast new market place. Arizona business will be able to transport goods across the country much more efficiently and at a lower cost if this merger takes place.

Again, I strongly urge you to approve the merger between Southern Pacific and Union Pacific. If you should have any questions, please feel free to contact my office.

Sincerely,

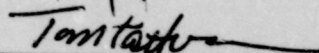
A handwritten signature in dark ink, appearing to read "Tom Patterson", with a horizontal line extending to the right.

THOMAS C. PATTERSON
Majority Leader

TCP/jm

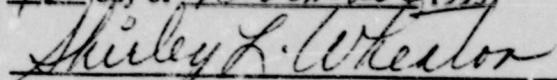
STATE OF ARIZONA)
)
COUNTY OF MARICOPA)

Senator Tom Patterson, 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.



Senator Tom Patterson

Subscribed and sworn before me this 1st day of November, 1995.



Notary Public

My Commission Expires:

My Commission Expires Sept. 30, 1999

DISTRICT:

478 PENNSYLVANIA AVE., STE. 101
GLEN ELLYN, ILLINOIS 60137
(708) 858-0860
FAX (708) 858-0868

CAPITOL OFFICE:

2127 STRATTON BUILDING
SPRINGFIELD, ILLINOIS 62706
(217) 782-8037



GENERAL ASSEMBLY
STATE OF ILLINOIS

VINCENT A. PERSICO
STATE REPRESENTATIVE • 39TH DISTRICT

COMMITTEES:

ENVIRONMENT & ENERGY
CHAIRMAN
HEALTH CARE & HUMAN
SERVICES - VICE-CHAIRMAN
ELECTIONS & STATE GOVERNMENT
FINANCIAL INSTITUTIONS
INSURANCE

September 22, 1995

David Fischer
Director Governmental Affairs
Union Pacific Railroad
1416 Dodge Street, Rm. 801
Omaha, NE 68179

Re: Finance Docket 32760 - Union Pacific/Southern Pacific

Dear Mr. Fischer:

My name is Vince Persico. I am a member of the Illinois General Assembly.

The purpose of this letter is to formally advise you that I support the Union Pacific and Southern Pacific merger.

My reason for supporting this acquisition is as follows:

The Up/SP merger will dramatically improve and strengthen competition. The merged system will meet the competitive challenge of BN/Santa Fe. Problems of SP service, finances and capital constraints will be overcome, and SP customers will have the assurance of long-term, top-quality service from a financially strong railroad.

Thank you for your consideration on this matter.

Sincerely,

A handwritten signature in dark ink, appearing to read "Vince", written over a horizontal line.

Vincent A. Persico

CC: Vernon Williams
Secretary ICC
Linda Morgan
Chairperson ICC



CECIL J. PICARD

State Senator
District 25
Parishes of:
Acadia, Calcasieu,
Cameron, Jefferson Davis,
and Vermilion

**SENATE
STATE OF LOUISIANA**

10/16/95

P. O. Box 430
Abbeville, LA 70511-0430
(318) 898-4304

COMMITTEES:

Select Committee on Higher Education
Chairman
Education
Retirement
Revenue and Fiscal Affairs

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

Finance Docket No. 32760, Union Pacific Corporation., et al -- Control & Merger --
Southern Pacific Rail Corporation, et al

Dear Mr. Williams:

This is to urge Interstate Commerce Commission approval of the merger application submitted by the Union Pacific and Southern Pacific Railroads.

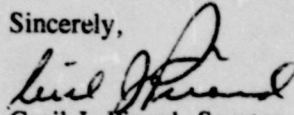
Our area in southern Louisiana will be a beneficiary of this merger and the consolidation of these two companies plus additional service provided by the Burlington Northern Santa Fe will strengthen considerably our railroad transportation.

Our rail shippers need the anticipated new shorter routes to new markets not readily available previously. We need the access to Mexico to be obtained by the primary rail gateway operated by Union Pacific through Laredo, Texas. The new single line services will open new markets for Louisiana chemicals, forest products and other commodities and more sources will be available to obtain products consumed here. Southern Louisiana shippers will gain access directly to upper mid western markets, the pacific northwest and Canada. This results in mileage savings for our shippers that will be able to ship and receive north-south products.

We expect better railroad equipment handling, more reliable service, and other operating efficiencies due to the merger. This merger offers us an opportunity to obtain high quality rail service in our area and will provide our rail customers the competitive conditions that will certainly improve their capacity to compete in today's economy.

I urge your expeditious approval of the merger. Thank you for your consideration of these views.

Sincerely,

A handwritten signature in dark ink, appearing to read "Cecil J. Picard", written in a cursive style.

Cecil J. Picard, Senator
District 25

Wyoming State Legislature

213 State Capitol / Cheyenne, Wyoming 82002 / Telephone 307 / 777-7881



Senate

SENATOR VINCENT V. PICARD

Senate District 9 - Albany County
1402 Steele
Laramie, Wyoming 82070

Committees:

Judiciary
Travel, Recreation, Wildlife
and Cultural Resources

October 11, 1995

The Honorable Vernon A. Williams
Secretary

Interstate Commerce Commission
Twelfth Street and Constitution Avenue, N.W.
Room 2215
Washington, DC 20423

Re: FINANCE DOCKET NO. 32760, UNION PACIFIC CORP., ET AL. -
CONTROL & MERGER - SOUTHERN PACIFIC RAIL CORP., ET AL.

Dear Mr. Williams,

I am writing you to inform you of my support of the merger of Union Pacific Corp. and Southern Pacific Rail Corp. I believe this merger will provide for improved service to the Western United States.

Thank you for your attention.

Sincerely,

A handwritten signature in cursive script, reading "Vincent V. Picard".

Vincent V. Picard
State Senator
Laramie, Wyoming

State of Texas
House of Representatives

P.O. BOX 2910
AUSTIN, TEXAS 78768-2910
512-463-0516



200 NORTH ROGERS
WAXAHACHIE, TEXAS 75165
214-938-9392
FAX: 214-937-6844

October 19, 1995

Representative Jim Pitts

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

Finance Docket No. 32760, Union Pacific Corporation, et al - Control & Merger -
Southern Pacific Rail Corporation, et al

Dear Mr. Williams:

Please accept this as my statement of support for the proposed merger of the Union Pacific and Southern Pacific railroads. The Dallas metroplex, of which Ellis County is a part, provides a vital rail hub to the State of Texas. The area is well served by Union Pacific, Southern Pacific, and Burlington Northern/Santa Fe. I firmly believe that the merger of Union Pacific and Southern Pacific will benefit our region and the businesses of the metroplex.

The merger will provide shippers in north Texas a highly efficient single-line route through New Mexico, Arizona and California. With the proposed upgrade of the rail lines between the Dallas metroplex and southern California, Union Pacific/Southern Pacific will provide shippers with increased savings and improved service, and, ultimately, will lessen highway congestion by reducing truck traffic.

Another benefit will be realized because the UP/SP merger will offer stronger rail competition. As in any market, effective competition provides better service and provides industry with attractive options.

I support the proposed merger between Union Pacific and Southern Pacific railroads. My legislative district is served well by rail traffic, and I feel this merger will be beneficial to the local area, as well as to the State of Texas. I, therefore, urge the Commission to rule in favor of the proposed merger.

Sincerely,

A handwritten signature in dark ink, appearing to read "Jim Pitts", with a stylized flourish at the end.

Jim Pitts

DISTRICT 10 • ELLIS & HILL COUNTIES



OCT 05 1995

Curt Pringle

ASSEMBLYMAN, SIXTY-EIGHTH DISTRICT

ASSEMBLY REPUBLICAN LEADER CALIFORNIA LEGISLATURE, STATE CAPITOL, SACRAMENTO, CA 95814 (916) 445-8377 FAX (916) 323-5467

COMMITTEES
BUDGET
INSURANCE
JOINT LEGISLATIVE
BUDGET REVIEW

September 25, 1995

The Honorable Vernon A. Williams
Secretary, Interstate Commerce Commission
12th St. and Constitution Ave., Rm. 2215
Washington, D.C. 20423

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

Dear Secretary Williams:

I am writing to urge the Interstate Commerce Commission to approve the proposed merger of Union Pacific Railroad with Southern Pacific Railroad.

California's economy is greatly reliant on rail service to ship its products to external markets. As a result of the recent merger of Burlington Northern with Sante Fe, the rail market in California threatens to become uncompetitive. Two relatively smaller railroads are faced with trying to compete with an expanded carrier which is truly transcontinental in its reach. BN/Sante Fe has already asserted dominance over some important markets which are crucial to California, such as the California-Chicago intermodal traffic. The UP/SP merger then makes both logical and economic sense if any rail line is to realistically compete with the scope of the new BN/Sante Fe.

The benefits that this competition with BN/Sante Fe will offer to California are enormous. The merger would allow UP/SP to be able to break up slower traffic onto separate routes, increasing efficiency and creating new capacity. The combination of SP's Los Angeles terminals with UP's Chicago terminals, and the greater routing possibilities of a merged system would finally allow competition in that California-Chicago market. The consolidation of lines will lead to shorter routes and extensive single-line services. Additionally, the merger opens the possibility for new routes and the opening of new rail markets. For example, UP/SP will provide truck-competitive rail service between Seattle/Tacoma and southern California for the first time

DISTRICT OFFICE
2865 MAIN STREET, SUITE 100
GARDEN GROVE, CA 92640
TEL: 714/638-1393
FAX: 714/638-1496

Printed on Recycled Paper

Williams/ICC Letter

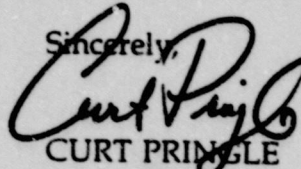
9/25/95

Page 2

The merger would also produce immediately tangible benefits for California's transcontinental carload shippers. Greater speed of delivery, reliability and frequency of schedules would be possible as a result of mileage savings, gradient improvements and operating efficiencies. The reduction of overhead and savings from facility consolidation, and the use of each railroad's best system will also lead to cost savings for rail shippers, and draw increased investment in the railroads to expand capacity and improve services. Additional efficiencies would also result from improved equipment supply, the ability to reposition cars and take advantage of backhaul and triangulation opportunities -- benefits available only to a truly transcontinental system.

The combination of greater competition and increased operating efficiency promise benefits to California's producers, who utilize the rail systems as shippers, as well as California's economy, which benefits from competitively priced and quicker transactions. Likewise, the merger is good for the nation's rail industry itself, allowing rail companies to compete on an even playing field. For these reasons, I urge the Commission to approve the pending merger request.

Sincerely,

A handwritten signature in dark ink, appearing to read "Curt Pringle", is written over the typed name.

CURT PRINGLE

Assembly Republican Leader



COY PUGH
STATE REPRESENTATIVE - 10TH DISTRICT

COMMITTEES:
APPROPRIATIONS-EDUCATION
SPOKESMAN
HIGHER EDUCATION
PRIVATIZATION-DEREGULATION
TRANSPORTATION

September 28, 1995

Ms. Linda Morgan, Chairperson
Interstate Commerce Commission
12th Street & Constitution Avenue, NW
Washington, DC 20423

Dear Chairperson Morgan:

I am writing this letter to support Union Pacific and Southern Pacific in their merger efforts. The merger of Union Pacific and Southern Pacific will dramatically improve service and strengthen competition. The merged system will meet the competitive challenger of BN Santa Fe. The problems facing Southern Pacific service, finances and capital constraints will be overcome, and Southern Pacific customers will have the assurance of long-term and top quality service from a financially strong railroad.

The merger will greatly improve service both internodal and carload traffic moving between California and the gateways of Chicago and St. Louis/East St. Louis. Union Pacific and Southern Pacific will be able to challenge Santa Fe's dominance of California-Chicago internodal traffic for the first time. The competition in this market is crucial to Illinois's continued economic growth and to the nation's domestic and international competitiveness.

The Union Pacific and Southern Pacific merger will provide Southern Pacific shippers the assurance of top-quality service with a financially strong railroad that can afford the capital investments necessary to build new capacity, implement new technology and continually improve its operations.

I urge your favorable consideration of their application.

Sincerely,

COY PUGH
State Representative

cc: Tom Zappler - Union Pacific

DISTRICT OFFICE:
1150 N. LAMON AVE. • CHICAGO, ILLINOIS 60661 • 312/610-7844

CAPITOL OFFICE:
2091 N. STRATTON BUILDING • SPRINGFIELD, ILLINOIS 62706 • 217/782-8087

PREPARED BY: [illegible]

REPLY TO

SACRAMENTO ADDRESS:
STATE CAPITOL
SACRAMENTO, CA 95814
(916) 445-6161
DISTRICT OFFICE
1948 MT. DIABLO BLVD
WALNUT CREEK, CA 94596
(510) 933-9196

Assembly California Legislature

RICHARD K. RAINEY

ASSEMBLYMAN, FIFTEENTH DISTRICT

CHAIRMAN
LOCAL GOVERNMENT
MEMBER
ENVIRONMENTAL SAFETY AND
TOXIC MATERIALS
PUBLIC SAFETY
UTILITIES AND COMMERCE

September 26, 1995

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

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

Dear Mr. Williams:


May I add my support to others from whom you have heard regarding the proposed merger of Union Pacific Railroad and Southern Pacific Railroad.

It has been determined that the UP/SP merger will improve service and strengthen competition. It will take trucks off busy Interstate 5 and provide new shipping opportunities up and down the West Coast. There will be greatly improved service for both intermodal and carload traffic moving between California and the gateways of Chicago, Kansas City, St. Louis, Memphis and New Orleans.

UP/SP will be able to challenge Santa Fe's dominance of California-Chicago intermodal traffic for the first time. Vigorous competition in this market is crucial to California's continued economic growth and to the nation's domestic and international competitiveness.

Therefore, for the reasons of improved service and overall stronger competition, I respectfully request your serious consideration of this proposed merger.

Sincerely,


RICHARD K. RAINEY
Assemblyman, 15th District

OCT 03 1995

RKR:fd

November 6, 1995

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

Re: Union Pacific/Southern Pacific Merger

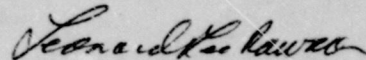
Dear Secretary Williams:

As a State Senator, I know how important our total transportation network is to our State's economic health. I am pleased to lend my support to the proposed merger of the Union Pacific(UP) and Southern Pacific(SP) railway systems. It is felt that this merger will significantly strengthen the SP rail system serving the State and produce significant benefits for New Mexico shippers and consumers. The Interstate Commerce Commission's approval of the merger will complement long range efforts of the State of New Mexico related to trade and international commerce. Both UP and SP have a long history in serving the border areas with Mexico and Canada. With the merger, this can only enhance trade between the members of NAFTA.

Merging the two systems will provide SP shippers in New Mexico with shorter routes and faster schedules in addition to the extensive new single line service. This will put SP on a much stronger competitive footing with the newly merged Burlington Northern and Santa Fe railway systems, which also serve New Mexico.

The proposed merger with UP is also necessary to help SP overcome its service problems and the continuing uncertainties as to SP's finances. The UP/SP merger will provide SP customers the assurance of top quality service with a financially stronger railroad that can afford the capital investments necessary to build new capacity. This will provide more efficient, competitive rail service to the benefit of the general public and shippers of New Mexico.

Sincerely,



Leonard Lee Rawson
N.M. State Senator
Box 996
Las Cruces, N. M. 88004



DAVID READE
CHIEF OF STAFF

Assembly California Legislature

BERNIE RICHTER
ASSEMBLYMAN, THIRD DISTRICT

COMMITTEES
CHAIRMAN:
ENVIRONMENTAL SAFETY
AND TOXIC MATERIALS
MEMBER:
HOUSING AND COMMUNITY
DEVELOPMENT
NATURAL RESOURCES
PUBLIC EMPLOYMENT
RETIREMENT AND SOCIAL SECURITY

September 20, 1995

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

Reference Finance Docket No. 32760, Union Pacific Corporation,
et.al. - Control & Merger Southern Pacific Rail Corp., et.al.

Dear Secretary Williams:

I am writing this letter in support of the proposed merger of
Union Pacific Railroad and Southern Pacific Railroad. This merger
will improve service for both lines and strengthen competition.

The UP/SP merger will provide for competitive new shipping
opportunities. Shorter routes can be expected, as well as,
improved equipment supply. Customers may expect their shipping
needs to be met with greater speed, reliability and more frequent
schedules.

The proposed merger will result in greater efficiency than
either line is capable of today. There will be major cost savings
from reduced overhead and facility consolidations. This will also
provide for the capacity to expand and improve service to benefit
all shippers.

The merger will produce a financially stable railroad able to
afford the capital investments necessary to build new capacity,
implement new technology and continue improvement of its opera-
tions. Such a railroad will promote stronger competition and
profit its patrons.

Thank you for giving me the opportunity to comment on the
UP/SP merger. I urge your serious consideration of the proposal.

Sincerely,

BERNIE RICHTER

BR:jlw

OCT 03 1995

STATE CAPITOL
ACRAMENTO CA 95814
916/445-7298

OFFICES
460 W EAST AVENUE SUITE 120
CHICO CA 95926
916/345-7807

10596 COMBIE ROAD
AUBURN CA 95602
916/268-2320

STATE CAPITOL
P.O. BOX 942849
SACRAMENTO, CA 94249-0001
(916) 445-8364

GRANT GILLHAM
Legislative Assistant

Assembly
California Legislature



JAMES E. ROGAN
ASSEMBLYMAN, FORTY-THIRD DISTRICT

DISTRICT OFFICE
300 W. GLENOAKS BLVD.
SUITE 202
GLENDALE, CA 91202
(818) 240-6330
NATALIE BLANNING
Administrative Assistant

September 28, 1995

OCT 6 1995

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

Dear Secretary Williams:

This is to support the merger of the Union Pacific Railroad Company and the Southern Pacific Railroad Corporation. (Reference: Finance Docket No. 32760, Union Pacific Corporation, et al -- Control & Merger -- Southern Pacific Rail Corp., et al.)

I believe that this merger will provide more effective competition in this market and contribute to the economic growth of the state of California. Both companies will be able to operate more efficiently, to the benefit of all shippers. In addition, the merger will provide new shipping opportunities up and down the west coast, removing some truck traffic from the busy Interstate 5.

Upon review, I feel this merger is in the best interest of California commerce and I am pleased to offer it my support.

Sincerely,

A handwritten signature in cursive script, reading "James E. Rogan".
JAMES E. ROGAN
Assemblyman

JER:jpl

OCT 4 1995



COMMITTEES.
VETERANS AFFAIRS
CHAIR

PUBLIC EMPLOYMENT AND
RETIREMENT
VICE CHAIR

AGRICULTURE AND WATER
RESOURCES

INSURANCE, CLAIMS AND
CORPORATIONS

NATURAL RESOURCES AND
WILDLIFE

RURAL CAUCUS

California State Senate

SENATOR

DON ROGERS

Seventeenth Senatorial District.

October 10, 1995

PLEASE RESPOND TO:

- ☐ SACRAMENTO OFFICE
STATE CAPITOL
SACRAMENTO, CA 95814
916-448-8527
FAX 916-443-4015
- ☐ P.O. BOX 1718
BARSTOW, CA 92312-1718
919-262-1718
- ☐ P.O. BOX 2360
HESPERIA, CA 92340-2360
919-948-1771
FAX 919-948-0170
- ☐ P.O. BOX 802725
PALMDALE, CA 93580
805-268-9363
FAX 805-268-1237
- ☐ P.O. BOX 803
RIDGECREST, CA 93556-0803
819-384-2616

Honorable Vernon Williams, Secretary
Interstate Commerce Commission, Room 2215
Twelfth Street and Constitution Avenue, N.W.
Washington, DC 20423

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

Dear Secretary Williams:

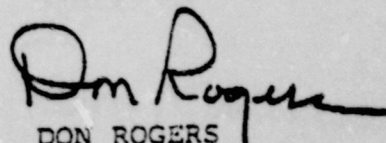
I am writing in support of the proposed merger of the Union Pacific and Southern Pacific railroads, and to urge the Interstate Commerce Commission to give its approval to this merger.

The merger of the two railroads appears to have substantial public benefits, including benefits to California shippers who will see greatly improved service for intermodal and carload traffic moving between California and the rest of the U.S. For California shippers now served by the UP, the merger UP/SP rail system should also be able to provide new opportunities to more efficiently move rail freight across the SP's southern corridor lines.

Vigorous competition in rail service is a key to growth in our free market economy. By reaching an agreement with the Santa Fe/Burlington Northern railroad to provide competitive rail service at all points where the merger between the UP and SP would leave a shipper with only one railroad option, the UP/SP have shown their commitment to preserving rail competition. The UP/SP and SF/BN should provide strong head-to-head competition for rail service that will benefit California shippers and, ultimately, consumers.

Because of the many benefits of the proposed UP/SP merger, I urge the Interstate Commerce Commission to give its timely approval to the UP/SP application.

Sincerely,


DON ROGERS

DAR:abr

Wyoming State Legislature

213 State Capitol / Cheyenne, Wyoming 82002 / Telephone 307 / 777-7881



House of Representatives

REPRESENTATIVE TONY ROSE

House District 15 - Carbon County
2626 Inverness Blvd.
Rawlins, Wyoming 82301

Committee:

Judiciary

October 31, 1995

Richard M. Hartman
Special Representative
Union Pacific Railroad Company
2424 Pioneer Ave., Ste 301
Cheyenne WY 82001

Fax No. (307) 778-3385

re: Railroad Merger

Dear Mr. Martin:

I would like to support the proposed merger of the Union Pacific and Southern Pacific Railroads. The information I received and reviewed leads me to believe the merger will benefit Wyoming, Carbon County and The City of Rawlins.

The press has made the merger a topic of discussion among the citizens of Rawlins. Those discussions, among my constituents, have all been favorable towards the merger.

Please consider this a letter of endorsement. If I can be of any further assistance in helping to accomplish the merger, please get in contact with me.

Sincerely,

A handwritten signature in cursive script, appearing to read "J. A. Rose".

J. A. Rose, Representative
Wyoming State Legislature

JAR:tam

CONSTITUENT SERVICE OFFICE:

202 WEST WILLOW AVENUE
WHEATON, ILLINOIS 60187
708-221-0040
FAX: 708-221-9466

CAPITOL OFFICE:

2139-O STRATTON BUILDING
SPRINGFIELD, ILLINOIS 62706
217-782-1653
FAX: 217-782-0709



STATE OF ILLINOIS
HOUSE OF REPRESENTATIVES
PETER ROSKAM
STATE REPRESENTATIVE • 40TH DISTRICT

COMMITTEES:

JUDICIARY CRIMINAL
VICE-CHAIRMAN

PRIV. DE-REG. ECON. &
URBAN DEVELOPMENT
VICE-CHAIRMAN

COMMERCE, INDUSTRY & LABOR

ELEMENTARY & SECONDARY
EDUCATION

November 2, 1995

Ms. Linda Morgan
Chairperson
Interstate Commerce Commission
12th Street and Constitution Avenue, NW
Washington, DC 20423

RE: Finance Docket 32760 - Union Pacific/Southern Pacific

Dear Chairperson Morgan:

My name is Peter Roskam. I am a member of the Illinois General Assembly.

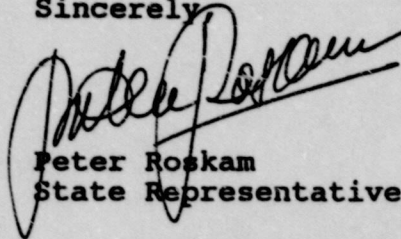
The purpose of this letter is to formally advise you that I support the Union Pacific and Southern Pacific merger.

My reason for supporting this acquisition is as follows:

- The new system's routes will be significantly shorter than UP's or SP's routes today in many important corridors, including Chicago-Oakland and St. Louis-Oakland.
- There will be greatly improved service for both intermodal and carload traffic moving between California and the gateways of Chicago and St. Louis/East St. Louis.

- Availability of alternative routing will provide UP/SP with flexibility to reroute traffic to improve service. For example, intermodal and automobile traffic moving between southern California and Chicago will be concentrated on SP's Tucumeari route, and other traffic will be concentrated on UP's Overland route. This will reduce delays increase reliability, and create new capacity for the merged system.

Sincerely



Peter Roskam
State Representative

cc: David Fisher
Director Government Affairs
Union Pacific Railroad
1416 Dodge Street, Rm 801
Omaha, NE 68179

PR:dm



House of Representatives

Barbara Rusling

District 57

☐ **Capitol Office:**
P.O. Box 2910
Austin, Texas 78768-2910
(512) 463-0508
FAX (512) 472-3992

☐ **District Office:**
5400 Bosque Blvd., Suite 250
Waco, Texas 76710
(817) 741-0343
FAX (817) 751-7853

October 19, 1995

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

**re: Finance Docket No. 32760, Union Pacific Corporation, et al - Control & Merger -
Southern Pacific Rail Corporation, et al**

Dear Secretary Williams:

The proposed merger of the Union Pacific and Southern Pacific railroads will be very beneficial to McLennan County and the City of Waco. The merger will provide many significant benefits for this area.

Shippers will have better access to California markets, to gateways to Western Mexico and to markets located in Arizona and New Mexico. I have been promoting the warehouse industry in this area. We are in vital need of more industry and this merger will provide a greater incentive to prospective warehousemen for economic development in this area. In addition to opening new markets for shippers, the new single-line service will lead to more efficient sourcing for products consumed in Central Texas.

The merger should result in better equipment supply for our businesses. Use of a combined fleet of Union Pacific and Southern Pacific equipment should result in greater availability and dependability for shippers and consumers.



Committees: Agriculture and Livestock

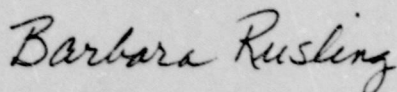
State Federal and International Relations

Page Two

Another benefit for Central Texas is the stronger rail competition that will exist following the merger, particularly in light of the agreement to grant Burlington Northern-Santa Fe extensive trackage rights on lines in Texas and Louisiana. Under the agreement, the Burlington Northern-Santa Fe will receive trackage rights between Waco and Temple, between Temple and Taylor, between Taylor and Smithville, and at a number of other points. This will ensure the continued availability of competition between two railroads for Central Texas shippers.

I strongly support the merger and respectfully request your serious consideration of this vital merger for Central Texas and all of Texas.

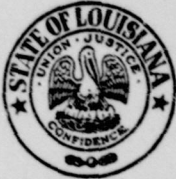
Sincerely,

A handwritten signature in cursive script that reads "Barbara Rusling".

Barbara Rusling

BR/rc

cc: Mr. Jerry Martin, Director
Transportation/Gas Utility Division
Railroad Commission of Texas



STATE OF LOUISIANA
HOUSE OF REPRESENTATIVES

October 11, 1995

JOE R. SALTER
DISTRICT 24

P. O. BOX 250
FLORIAN, LOUISIANA 71429
(318) 256-4135 MANY
1-800-259-4135 TOLL FREE

APPROPRIATIONS
EDUCATION

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

Finance Docket No. 32760, Union Pacific Corporation, et al--
Control & Merger -- Southern Pacific Rail Corporation, et al

Dear Mr. Williams,

I am writing to express my support for the proposed merger of the Union Pacific and Southern Pacific railroads which is before you for consideration and I urge the commission's approval.

A major benefit in northern Louisiana and the central part of the state will be a new single line route across to southern California through New Mexico and Arizona opening up new markets for Louisiana products and for products to be consumed here. Shippers in other areas of the state not served by Union Pacific will gain new routes north to mid-western, upper mid-western, pacific northwest states and Canada. There is expected to be a dramatically improved equipment supply, more reliable service, cost savings in shorter more efficient routes and predictability in the ability to respond to rail customer needs. The Union Pacific brings capital resources to this combined rail system that Southern Pacific has been unable to generate and this financial strength will certainly improve the overall rail network.

A top quality rail service is expected throughout Louisiana as the best of both companies is utilized to coordinate operations and better serve the customers. This higher quality rail service will enable our Louisiana rail users to better compete in the market place with their own products and offers possibilities for economic expansion.

I believe this rail merger is in the public interest and should be approved. Union Pacific and Southern Pacific have also announced an arrangement to allow the large Burlington Northern-Santa Fe railroad to serve areas where only UP and SP currently serve. This will assure strong competition in those areas and provide an upgraded operation, particularly where Southern Pacific service has deteriorated.

Thank you for consideration of these comments and support.

Sincerely,

A handwritten signature in dark ink, appearing to read "Joe R. Salter", is written over a horizontal line.

Joe R. Salter

DISTRICT OFFICE:

4502 W. FULLERTON
CHICAGO, ILLINOIS 60639
312/486-9779
FAX: 312/276-2596

CAPITOL OFFICE:

ROOM 2070-L STRATTON BUILDING
SPRINGFIELD, ILLINOIS 62706
217/782-0480



STATE OF ILLINOIS

MIGUEL A. SANTIAGO

STATE REPRESENTATIVE • 3RD DISTRICT

COMMITTEES:

EXECUTIVE - SPOKESPERSON
PUBLIC SAFETY -
APPROPRIATIONS
FINANCIAL INSTITUTIONS
INSURANCE

October 19, 1995

Ms. Linda Morgan
Chairperson
Interstate Commerce Commission
12th Street and Constitution Avenue, NW
Washington, DC 20423

RE: Finance Docket 32760 - Union Pacific/Southern Pacific

Dear Chairperson Morgan,

I am wholeheartedly in support of the Union Pacific and Southern Pacific merger.

My reasons for supporting this acquisition are as follows: Faster transit times, more reliable service, shorter routes, improved equipment supply, new market opportunities and increased competition.

If you have any questions or if I can ever be of assistance, please do not hesitate to contact my office.

Sincerely,

A handwritten signature in cursive script, reading "Miguel A. Santiago".

Miguel A. Santiago
Illinois State Representative
3rd District

cc: Vernon A. Williams, Secretary ICC

David Fischer
Director of Governmental Affairs
Union Pacific Railroad
1416 Dodge St., Rm. 801
Omaha, NE 68179

MAS/ebr

Wyoming State Legislature

213 State Capitol / Cheyenne Wyoming 82002 / Telephone 307 / 777-7881



SENATE

SENATOR RAY SARCLETTI

Senate District 13 - Sweetwater County
820 B Street
Rock Springs, Wyoming 82401

Committees:

Transportation and Highways
Labor, Health and Social Services
Judicial

November 3, 1995

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

RE: Finance Docket No. 32760, Union Pacific Corp., et. al.-
Control & Merger - Southern Pacific Rail Corp., et Al.

Dear Secretary Williams:

I am expressing my support of the UP/SP rail merger. As a former owner of a beverage operation and user of both the Union Pacific Railroad and Southern Pacific Railroad services, I can appreciate the benefit of this merger to improved service to Southwestern Wyoming, its industries and to the State of Wyoming.

Sincerely,

A handwritten signature in cursive script, reading "Raymond A. Sarcletti".

Raymond A. Sarcletti
Senate District #13

pc: David Fischer, Union Pacific RR Co.
Wiley N. Jones, Southern Pacific

DISTRICT OFFICE:

8153 W. GRAND AVENUE
RIVER GROVE, ILLINOIS 60171
(708) 453-SKIP
FAX (708) 453-7594

SPRINGFIELD OFFICE:

HOUSE OF REPRESENTATIVES
2040-J STRATTON BUILDING
SPRINGFIELD, ILLINOIS 62706
(217) 782-3374



ANGELO "SKIP" SAVIANO
STATE REPRESENTATIVE - 77TH DISTRICT

COMMITTEES:

CHAIRMAN - REGISTRATION & REGULATION
VICE-CHAIRMAN - AGING
TRANSPORTATION & MOTOR VEHICLES
HIGHER EDUCATION

October 2, 1995

Ms. Linda Morgan
Chairperson
Interstate Commerce Commission
12th St. and Constitution Ave., NW
Washington, DC 20423

RE: Finance Docket 32760
Union Pacific/Southern
Pacific

Dear Chairperson Morgan,

As a member of the Illinois General Assembly, I fully support merger of the Union Pacific and the Southern Pacific Railroads. This merger will improve rail service and improve competition in the industry.

Many of the current problems faced by the Southern Pacific railroad will be addressed by this merger, thereby assuring their customers high quality service. This merger will also help both railroads compete, considering the merger of the Burlington Northern and Santa Fe railroads.

Should you have any questions, or if I can be of any further assistance, please do not hesitate to contact me.

Very truly yours,

A handwritten signature in cursive script that reads "Angelo 'Skip' Saviano".

Angelo "Skip" Saviano
State Representative
77th District

cc:David Fischer
Director, Government Affairs
Union Pacific Railroad

Wyoming State Legislature

213 State Capitol / Cheyenne, Wyoming 82002 / Telephone 307 / 777-7881



November 1, 1995

House of Representatives

REPRESENTATIVE LARRY D. SHIPPY

House District 8 - Laramie County
803 West Eighth Avenue
Cheyenne, Wyoming 82001

Committees:

Revenue
Labor, Health and Social Services

Mr. Richard M. Hartman, Special Representative
Union Pacific Railroad
2424 Pioneer #301
Cheyenne, Wyoming 82001

Dear Dick,

Thank you for keeping me apprised on the pending merger of Union Pacific Railroad and Southern Pacific Railroad.

Please add my letter of whole hearted endorsement to the other letters of support of this merger.

I believe that this merger will be a tremendous benefit to industry and commerce in this country and specifically throughout Wyoming.

Wyoming has a rich history with Union Pacific Railroad and I believe this will enhance the relationship.

Please keep me apprised of developments as they happen.

Sincerely,

A large, stylized handwritten signature in black ink, appearing to read "Larry Shippy".

Larry Shippy
Representative
State of Wyoming

House of Representatives State of Idaho



MICHAEL K. SIMPSON
ROOM 309 - STATEHOUSE
P.O. BOX 83720
BOISE, IDAHO 83720 - 0038
(208) 334-2360
FAX (208) 334-2491

HOME ADDRESS
786 HOFF DRIVE
BLACKFOOT, IDAHO 83221
(208) 785-5043
FAX (208) 785-0319

SPEAKER OF THE HOUSE

November 8, 1995

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

Finance Docket No. 327650, Union Pacific Corp., et al -- Control & Merger -- Southern Pacific Rail Corp., et al.

Dear Mr. Williams:

I, Michael K. Simpson, am Speaker of the House of Representatives, and represent Bingham and Butte Counties in the Idaho legislature.

I support the proposed merger of the Union Pacific Railroad and the Southern Pacific Lines. The merger of the UP and SP will enhance rail competition, strengthen the Idaho transportation system, and help fulfill the potential for increased economic development within the State of Idaho.

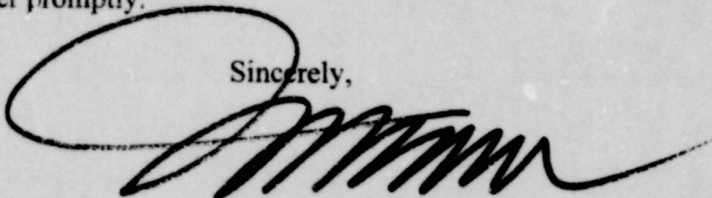
In particular, this merger will provide faster, more direct, and new single-line routes for many of the areas that trade by rail with Idaho. For example, eastern and northern Idaho will obtain much shorter single-line routes to many points in California and Oregon. In addition there will be a new single-line route for the Eastport, Idaho gateway to Mexico and to SP-served points in California, Arizona, and Texas, as well as new single-line service from all UP-served points in Idaho to numerous points now served only by SP in Colorado, New Mexico, Louisiana, and the Midwest. Both shippers and receivers in Idaho will benefit from this streamlining.

Also important is the fact that merger will enable UP to provide a ready supply of railcars, particularly the refrigerated equipment that Idaho shippers need. By making use of backhaul opportunities and taking the best advantage of seasonal patterns, the UP could provide more reefer cars for Idaho potatoes, for example, without any corresponding increase in its fleet and the cost that would entail. In addition, more capital investment for expanded capacity would be possible with the additional cost savings from combining the operations of the two railroads.

A merged UP/SP will strengthen competition with the now-merged BN/Santa Fe and its new single-line routes. It is important to Idaho that UP/SP be permitted to compete by merging because of the benefits outlined above, and so that UP will remain a financially strong match for BN/Santa Fe in Idaho.

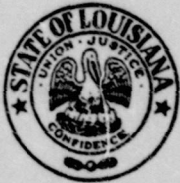
For these reasons, the undersigned fully supports the merger and urges the Interstate Commerce Commission to approve the merger promptly.

Sincerely,

A handwritten signature in black ink, appearing to read "Michael Simpson", with a large, looping flourish at the end.

MICHAEL SIMPSON
Speaker of the House

MS:rs



JOHN SIRACUSA
DISTRICT 51

STATE OF LOUISIANA
HOUSE OF REPRESENTATIVES

8905 HIGHWAY 90 E.
MORGAN CITY, LOUISIANA 70380
(504) 384-0703
LINC (504) 384-8081
JUDICIARY - VICE-CHAIRMAN
NATURAL RESOURCES

October 30, 1995

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

Dear Mr. Williams :

By means of this correspondence, we would like to lend our support for the merger application submitted by the Union Pacific and the Southern Pacific Railroads. I urge the Interstate Commerce Commission to approve the application.

We have experienced some deteriorated rail service and rail improvements have failed to meet our expectations. I believe the Union Pacific can facilitate the changes necessary to better serve our southern Louisiana corridor. I expect that any service by the Burlington Northern Santa Fe will further strengthen rail transportation here should this arrangement materialize.

We need reliable rail service at reasonable costs and I believe that the benefits of this rail consolidation will dramatically improve rail service here. The Union Pacific system provides new access for south Louisiana rail shippers to several new markets and we gain new sources of supply for our industries here. We expect that equipment availability will improve and that cost savings from more efficient rail routes will certainly benefit our shippers. I see nothing but positive benefits from this merger. We are looking forward to its earliest approval.

Thank you for your consideration of the views expressed in this letter.

Sincerely,

A handwritten signature in dark ink, appearing to read "John Siracusa".
John Siracusa
LA. STATE REPRESENTATIVE
District -51-

JS/g



New Mexico State Senate

State Capitol

Santa Fe

SENATOR JOHN ARTHUR SMITH

D-DONA ANA, HIDALGO, LUNA & SIERRA-35

Mailing Address:
1202 Allen Street
Deming, NM 88030

Office: 546-4979

COMMITTEES:

CHAIRMAN:
Select Gaming

MEMBER:
Public Affairs

November 6, 1995

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

Re: Union Pacific/Southern Pacific Merger

Dear Secretary Williams:

As a State Senator, I know how important our total transportation network is to our area and the State's economic health. I am pleased to lend my support to the proposed merger of the Union Pacific(UP) and Southern Pacific(SP) railway systems. It is felt that this merger will significantly strengthen the SP rail system serving the State and produce significant benefits for New Mexico shippers and consumers. The Interstate Commerce Commission's approval of the merger will complement long range efforts of the State of New Mexico related to trade and international commerce. I am aware of UP's and SP's long history in serving the border areas with Mexico and Canada. With the merger, this can only enhance trade between the members of NAFTA.

Merging the two systems will provide SP shippers in New Mexico with shorter routes and faster schedules in addition to the extensive new single line service. This will put SP on a much stronger competitive footing with the newly merged Burlington Northern and Santa Fe railway systems, which also serve New Mexico.

The proposed merger with UP is also necessary to help SP overcome its service problems and the continuing uncertainties as to SP's finances. The UP/SP merger will provide SP customers the assurance of top quality service with a financially stronger railroad that can afford the capital investments necessary to build new capacity. This will provide more efficient, competitive rail service to the benefit of the general public and shippers of New Mexico.

Sincerely,

A handwritten signature in cursive script, reading "John Arthur Smith".

John Arthur Smith
N.M. State Senator



CAPITOL OFFICE:
P.O. BOX 2910
AUSTIN, TX 78768-2910
(512) 463-0592
FAX: (512) 463-8792

TODD STAPLES
STATE REPRESENTATIVE
DISTRICT 11

DISTRICT OFFICE:
P.O. BOX 257
PALESTINE, TX 75802-0257
(903) 729-7717
FAX: (903) 729-8708

October 13, 1995

The Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
12th St. & Constitution Avenue N.W.
Room 2215
Washington, D.C. 20423

Finance Docket No. 32760, Union Pacific Corporation, et al - Control & Merger -
Southern Pacific Rail Corporation, et al.

Dear Mr. Williams:

I write today to express my support for the proposed merger of the Union Pacific and Southern Pacific railroads. The merger of Union Pacific and Southern Pacific will greatly benefit the citizens of Texas House District 11. The merger will provide faster and less costly rail service to many destinations, improve service, and increase rail completion in Texas.

As customers of the Union Pacific, our shippers stand to benefit from the great service improvements that will accompany this merger. In particular, shippers now served by UP will be able to use SP's Southern Corridor route from El Paso to California, giving them access to new single-line service to California, gateways to Western Mexico, and markets in Arizona and New Mexico. In view of the Union Pacific/Southern Pacific plans to upgrade the former Texas & Pacific line from Dallas to El Paso and the SP Southern Corridor route, this should be a very efficient way to move traffic. Our shippers will also gain new single-line service to other locations served by the Southern Pacific, including points in Arkansas, Colorado, Utah, and Oregon.

Service to the north, to Memphis, St. Louis and Chicago and for connections to the Northeast, should also improve as a result of Union Pacific/Southern Pacific plans to



The Honorable Vernon A. Williams
Page two

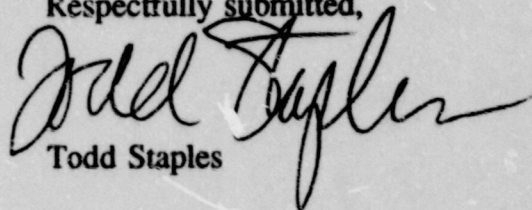
coordinate terminals, availability of alternative routes for northbound traffic, and the ability to pre-block traffic and run it around terminals.

Beyond the extensive routing advantages that will result from the merger, our shippers will benefit from better equipment supply. The merged Union Pacific-Southern Pacific will be able to use its combined fleet of equipment more effectively. By repositioning its cars more efficiently, taking advantage of backhaul and triangulation opportunities as well as the different seasonal patterns of shipments on the two carriers, the combined railroad will be able to offer greater equipment availability to shippers.

The merger of the Union Pacific and the Southern Pacific will create a railroad that will be able to offer genuine competition to the giant new Burlington Northern/Santa Fe system. Shippers currently served by the Union Pacific will be better able to compete with businesses served by the Burlington Northern/Santa Fe extensive trackage rights on Union Pacific and Southern Pacific lines in South Texas and along the Gulf Coast.

The merger of the Union Pacific and Southern Pacific will improve rail service in East Texas and strengthen railroad competition. I strongly support the merger.

Respectfully submitted,



Todd Staples

TS/pb

xc: Jerry Martin
Texas Railroad Commission
P.O. Box 12967
Austin, TX 78711-2967

CAPITOL OFFICE:
STATE CAPITOL
SACRAMENTO, CA 95814
(916) 445-7827

DISTRICT OFFICE:
221 EAST DAILY DRIVE
SUITE 7
CAMARILLO, CA 93010
(805) 927-5185

Assembly California Legislature

NAO TAKASUGI
ASSEMBLYMAN THIRTY-SEVENTH DISTRICT

COMMITTEES:
REVENUE & TAXATION
Vice Chairman
APPROPRIATIONS
BANKING AND FINANCE
GOVERNMENTAL
ORGANIZATION

October 10, 1995

The Honorable Vernon A. Williams
Secretary, Interstate Commerce Commission
Twelfth Street and Constitution Ave., NW
Room 2215
Washington, DC 20423

RE: Finance Docket No. 32760
Union Pacific Corporation, et al
--Control & Merger --
Southern Pacific Rail Corp., et al.

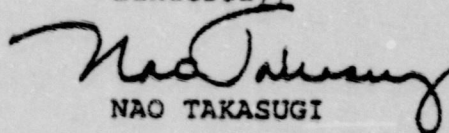
Dear Mr. Williams:

I write to encourage your approval of the merger of Union Pacific and Southern Pacific railroads.

The proposed merger promises to provide increased service to California consumers. Among the benefits offered by this plan for my constituents is greater speed, reliability and frequency of schedules. Because transportation is a major factor in the promotion of our state's economy I know that any improvements will positively affect business as a whole.

Thank you for your time and attention to this important matter.

Sincerely,


NAO TAKASUGI

NT/jgk

Robert E. Talton

☐ CAPITOL OFFICE:
P.O. Box 2910
AUSTIN, TEXAS 78768-2910
(512) 463-0460



☒ DISTRICT OFFICE:
P.O. Box 5661
PASADENA, TEXAS 77508
(713) 472-0539

District 144 House of Representatives

October 20, 1995

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

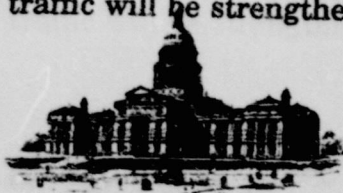
RE: Union Pacific/Southern Pacific Merger

Dear Mr. Williams:

My district in the Houston area depends heavily on the availability of strong rail service for our local businesses. This letter is to advise the Commission of my view that the proposed merger of the Union Pacific and Southern Pacific railroads will serve the area's interests by strengthening rail service and improving competition.

District 144 encompasses many petrochemical industry sites. Under an agreement with Union Pacific and Southern Pacific, BN/Santa Fe will gain access to chemical plants at several points in the Houston area, including Baytown and Mont Belvieu. The agreement will allow BN/Santa Fe to provide an important new service alternative for Houston shippers on movements along the Gulf Coast and to and from the Southeast.

The merger will preserve and increase competition. The new operating rights for BN/Santa Fe ensure that points now served only by UP and SP will continue to receive service from two railroads. In addition, they provide Houston shippers with new competitive options for movements through Texas and Louisiana. Especially with new BN/Santa Fe access to points in the Houston area, competition for chemicals and petrochemicals traffic will be strengthened.



CRIMINAL JURISPRUDENCE COMMITTEE
VICE-CHAIRMAN

ENVIRONMENTAL REGULATION COMMITTEE

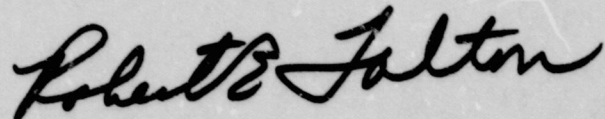
The Honorable Vernon A. Williams
Page 2
October 20, 1995

The economy of my district will benefit from the UP/SP merger. Improved service for our shippers and the availability of strong competitive transportation alternatives will help Houston retain its status as a key business hub and will increase employment opportunities in the Houston area. This will benefit all Houston area citizens and the entire state as well.

I encourage the Commission to consider these benefits to the Houston area and to comment favorably on the merger.

Thank you for your attention to this matter.

Sincerely,

A handwritten signature in cursive script, reading "Robert E. Talton".

Robert E. Talton
State Representative

RET:ch

Wyoming State Legislature

213 State Capitol / Cheyenne, Wyoming 82002 / Telephone 307 / 777-7881



House of Representatives

REPRESENTATIVE PAMELA TAYLOR-HORTON

House District 11 - Laramie County
1712 Capitol Avenue
Cheyenne, Wyoming 82001

Committees:

Transportation and Highways
Minerals, Business and
Economic Development

October 31, 1995

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

**RE: Finance Docket No. 32760, Union Pacific Corporation., et al -
Control & Merger - Southern Pacific Rail Corporation., et al.**

Dear Secretary Williams:

I am submitting this letter in support of the proposed Union Pacific Railroad - Southern Pacific Railroad merger. The State of Wyoming has benefitted by the presence of two major railroads. The proposed merger should strengthen rail competition in the railroad industry, making Wyoming products more available to new markets.

It is my understanding that the UP/SP merger will improve efficiency and justify increased investments to expand capacity and improve service. These efforts will benefit Wyoming's economy and rail employment.

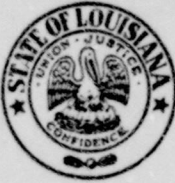
I urge your approval of the Union Pacific Railroad - Southern Pacific Railroad merger. I appreciate your time and consideration concerning this issue.

Sincerely,

A handwritten signature in cursive script that reads "Pamela Taylor-Horton".

Pamela Taylor-Horton
Wyoming State Representative

cc: David Fischer
Union Pacific Railroad Company
1416 Dodge Street, Rm. 801
Omaha, NE 68179



STATE OF LOUISIANA
HOUSE OF REPRESENTATIVES

P.O. BOX 287
JENNINGS, LOUISIANA 70546
(318) 824-0376
FAX (318) 824-4780

AGRICULTURE
CRIMINAL JUSTICE
TRANSPORTATION, HIGHWAYS
AND PUBLIC WORKS

GERALD J. THEUNISSEN
DISTRICT 37

October 10, 1995

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

Finance Docket No. 32760, Union Pacific Corporation., et al --
Control & Merger -- Southern Pacific Corporation, et al

Dear Mr. Williams:

This letter is written to express my support for the merger application of the Union Pacific and Southern Pacific Railroads and urge the approval of the Interstate Commerce Commission.

This merger and related agreements with the Burlington Northern Santa Fe will strengthen rail service to our south Louisiana area and the competitive quality of rail transportation.

A financially strong railroad in our area with new routes and marketing opportunities will be a welcomed asset to Louisiana. We expect to see more efficient service for our chemical and forest products to the midwest and upper midwest instead of southern Louisiana traffic having to be routed to Houston. Major cost savings should result from utilizing the best facilities of both railroads and the ability to expand rail capacity and service are major advantages to our rail customers. Our area will gain from the merger and shippers will be able to obtain more reliable service, shorter routes and better equipment which certainly will assist them in meeting their own competitive challenges in their respective industries.

Thank you for your consideration of these views and we look forward to your approval of the application.

Sincerely,

Gerald J. Theunissen
State Representative
District 37

GJT/jd



SACRAMENTO OFFICE
STATE CAPITOL
ROOM 2179
SACRAMENTO, CA 95814
(916) 445-1676
FAX (916) 447-4457
DISTRICT OFFICE
27505 VINEZ ROAD, SUITE 205
TEMECULA, CA 92591
(909) 699-1113
FAX (909) 696-1039

Assembly California Legislature

BRUCE THOMPSON
ASSEMBLY MEMBER, SIXTY-SIXTH DISTRICT
CHAIRMAN, REPUBLICAN CAUCUS

COMMITTEES:
BUDGET
EDUCATION
NATURAL RESOURCES
WATER, PARKS & WILDLIFE
CONSUMER PROTECTION
GOVERNMENT EFFICIENCY
AND ECONOMIC DEVELOPMENT



October 24, 1995

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

RE: Finance Docket No. 32760, Union Pacific Corporation, et al. --
Control & Merger -- Southern Pacific Rail Corp., et al.

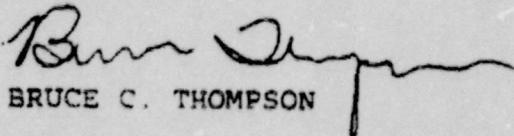
Dear Honorable Vernon A. Williams:

I urge the Commission to approve the proposed merger of Union Pacific Railroad with Southern Pacific Railroad.

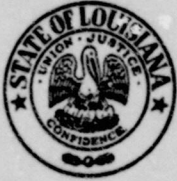
I am sure that you have been made well aware of all of the positive aspects to this merger; including better service, lower costs, increased and stronger competition to other previously approved mergers.

This merger certainly makes good sense for customers and consumers in addition to keeping Union Pacific and Southern Pacific a Strong competitive railroad.

Sincerely,


BRUCE C. THOMPSON

BCT/mp



STATE OF LOUISIANA
HOUSE OF REPRESENTATIVES

FRANCIS C. THOMPSON
DISTRICT 19

October 10, 1995

P. O. BOX 66
DELHI, LOUISIANA 71232
(318) 878-9408
ENROLLMENT COMMITTEE, CHAIRMAN
AGRICULTURE
APPROPRIATIONS
BUDGET
RURAL CAUCUS

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

Dear Mr. Williams:

I am writing to encourage approval of the application of the Union Pacific and Southern Railroads to merge their two companies.

The strength of the Union Pacific system will provide the necessary resources to the Southern Pacific to improve the service of both companies to a large area. In Louisiana, we will benefit from the combination of the two companies as the new service to Southern California will provide marketing opportunities for many Louisiana companies that use railroad transportation, particularly in forest products and chemicals. New Mexico and Arizona markets will now be available for Louisiana shippers who will have single line opportunities. Undoubtedly, the merger will allow the two companies to better utilize their human and capital resources to bring better service to Louisiana companies which will increase the competitive position of our industries.

I believe this proposed merger is in Louisiana's best interest and hopefully, the commission will approve the application at its earliest opportunity.

Sincerely,

A handwritten signature in cursive script that reads "Francis C. Thompson".

Francis C. Thompson
State Representative
District 19

FCT:bec

DISTRICT 31
BINGHAM COUNTY

HOME ADDRESS
955 WEST 100 SOUTH
BLACKFOOT, IDAHO 83221
HOME (208) 684-4090

OFFICE ADDRESS
CAPITOL BUILDING
BOISE, IDAHO 83720



COMMITTEES

STATE AFFAIRS

TRANSPORTATION

PRESIDENT PRO TEMPORE
Idaho State Senate
SENATOR JERRY T. TWIGGS

November 6, 1995

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

Finance Docket No. 327650, Union Pacific Corp., et. al. --Control & Merger--Southern Pacific Rail Corp, et. al.

Dear Mr. Williams:

I, Jerry T. Twiggs, am President Pro Tem of the Senate, and represent Bingham and Butte Counties in the Idaho Legislature.

I support the proposed merger of the Union Pacific Railroad and Southern Pacific Lines. The merger of the UP and SP will enhance rail competition, strengthen the Idaho transportation system and help fulfill the potential for increased economic development within the State of Idaho.

In particular, this merger will provide faster, more direct and new single-line routes for many of the areas that trade by rail with Idaho. For example, eastern and northern Idaho will obtain much shorter single-line routes to many points in California and Oregon. In addition there will be a new single-line route for the Eastport, Idaho gateway to Mexico and to SP-served points in California, Arizona and Texas, as well as new single-line service from all UP-served points in Idaho to numerous points now served only by SP in Colorado, New Mexico, Louisiana, and the Midwest. Both shippers and receivers in Idaho will benefit from this streamlining.

Also important is the fact that merger will enable UP to provide a ready supply of railcars, particularly the refrigerated equipment that Idaho shippers need. By making use of backhaul opportunities and taking the best advantage of seasonal patterns, the UP could provide more reefers cars for Idaho potatoes, for example, without any corresponding increase in its fleet and the cost that would entail. In addition, more capital investment for expanded capacity would be possible with the additional cost savings from combining the operations of the two railroads.

A merged UP/SP will strengthen competition with the now-merged BN/Santa Fe and its new single-line routes. It is important to Idaho that UP/SP be permitted to compete by merging because of the benefits outlined above, and so that the UP will remain a financially strong match for BN/Santa Fe in Idaho.

For these reasons, the undersigned fully supports the merger and urges the Interstate Commerce Commission to approve the merger promptly.

11-6-95
Date

Jerry T. Twiggs
Jerry T. Twiggs



TEXAS HOUSE OF REPRESENTATIVES

D.R. "TOM" UHER
Speaker Pro Tempore

October 18, 1995

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

RE: Finance Docket No. 32760; Union Pacific Corporation,
et al -- Control & Merger -- Southern Pacific Rail
Corporation, et al

Dear Mr. Williams:

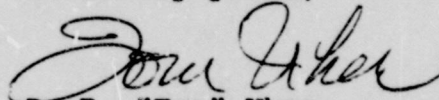
I represent Brazoria and Matagorda Counties in the Texas House of Representatives. My district has a mix of petrochemical companies, other manufacturing, cattle, grain production, three ports, and commercial fishing. Geographically, my district is bounded on the north and east of the Harris/Galveston counties industrial complex and lies midway on the Texas Gulf Coast. Rail transportation is critical to the movement of goods in my district and to the entire State of Texas.

I support the proposed merger of the Union Pacific and the Southern Pacific railroads. Without a doubt, the merger will result in better service and greater efficiencies. I have personally observed the decline of trackage in my area and the ability to move freight via rail. In my area, the Southern Pacific has closed a number of routes that left large sections of the Gulf Coast of Texas without rail traffic.

The merger will permit better coordination of rail usage and encourage capital improvements to trackage throughout the system. Producers and manufacturers will benefit as dependability and deliverability are better controlled. The merger should have a definite effect on competition. As wasteful, inefficient trackage and procedures are corrected, the Union Pacific/Southern Pacific merger will permit better rates for users. The increased competition will have positive effect on the economy as other transporters react to a stronger Union Pacific/Southern Pacific company.

In closing, I urge your approval of the Union Pacific/Southern Pacific merger.

Sincerely yours,



D. R. "Tom" Uher

DRU/tb

SENATE
STATE OF LOUISIANA

J. Chris Ullo

State Senator

2150 Westbank Expressway
Suite 705
Harvey, LA 70058-4923

District Office: (504) 361-6690
Capitol Office: (504) 342-2040
Home: (504) 341-9004
Fax: (504) 361-6691



November 8, 1995

Standing Committees

Budget
Commerce
Finance
Natural Resources

Select Committees

Economy & Efficiency,
Chairman
Natural Resources &
Environment

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

FINANCE DOCKET NO. 32760, UNION PACIFIC CORPORATION, et al --
CONTROL & MERGER -- SOUTHERN PACIFIC RAIL CORPORATION, et al

Dear Secretary Williams,

This is to communicate my support for the merger application of the Union Pacific and Southern Pacific railroads which I believe will strengthen our rail transportation service in Louisiana.

I am aware of the announcement that the Union Pacific and Southern Pacific have concluded an arrangement, as a condition to the merger, that would grant the large Burlington Northern-Santa Fe Railroad rights to serve from New Orleans to Lake Charles in our Louisiana southern rail corridor. This will maintain a strong rail presence here for our rail users and offer some new opportunities for improved service.

New Orleans to California service will be improved as Union Pacific's lines east of Houston will be utilized and upgrading the Southern Pacific tracks west of El Paso will assure the strongest available route for shippers. It is expected that the New Orleans to St. Louis-Chicago rail corridor will be improved through greater coordination of rail terminals. Service opportunities will increase in the north-south traffic as shipments can move directly over Union Pacific routes rather than having to be routed over Southern Pacific's lines to Houston.

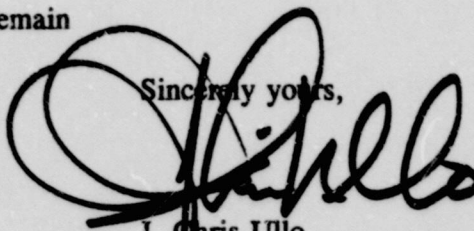
Secretary Vernon A. Williams
page 2
November 8, 1995

There are cost savings expected to Louisiana shippers as a result of reduced overhead, more efficient usage of equipment, rail facility consolidations and shorter routes. Additionally, it is anticipated that a new New Orleans-Dallas-Amarillo-Denver-Pacific Northwest service will be initiated linking the Port of New Orleans to those points and beyond. We expect that Louisiana service improvements and efficiencies will provide new marketing opportunities for our rail customers and increase their competitive positions with their products.

I urge your approval of the merger to obtain the benefits identified in this consolidation of these two companies.

With kindest regards, I remain

Sincerely yours,



J. Chris Ullo
State Senator

DISTRICT OFFICE:

10544 W. CERMAK ROAD
WESTCHESTER, ILLINOIS 60154
708/531-0390
FAX: 708/531-0467

CAPITOL OFFICE:

ROOM 611A STATE CAPITOL
SPRINGFIELD, ILLINOIS 62706
217/782-2015
FAX: 217/782-0116

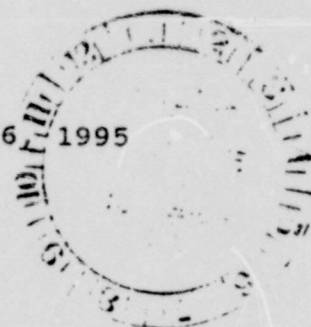


ILLINOIS STATE SENATE
THOMAS J. WALSH
STATE SENATOR - 22ND DISTRICT

VICE-CHAIRMAN:
FINANCIAL INSTITUTIONS

MEMBER:
APPROPRIATIONS
LOCAL GOVERNMENT
AND ELECTIONS

September 26, 1995



Ms. Linda Morgan, Chairperson
Interstate Commerce Commission
12th Street & Constitution Avenue, NW
Washington, D.C. 20423

Re: Finance Docket 32760
Union Pacific/Southern Pacific

Dear Chairperson Morgan:

It has come to my attention that Union Pacific and Southern Pacific plan to merge.

I fully support this merger, and feel that this move will enhance service and give the consumer a long term, financially sound railroad.

If you have any questions, please feel free to contact me at 708-531-0390.

Office of the Secretary

OCT 11 1995

Per of

Sincerely,

Thomas J. Walsh

Thomas J. Walsh
State Senator
22nd District

cc: Vernon A. Williams, Secretary ICC
David Fischer, Union Pacific Railroad

COMMUNITIES SERVED: BERKELEY, BERWYN, BROADVIEW, BROOKFIELD, CICERO, DOWNERS GROVE, ELMHURST, FOREST PARK, HILLSDALE, HINSDALE, LA GRANGE PARK, LOMBARD, LYONS, NORTH RIVERSIDE, OAK BROOK, OAK BROOK TERRACE, OAK PARK, RIVERSIDE, WESTCHESTER, AND WESTMONT

COMMITTEES:

BANKING & FINANCE, Chairman
HEALTH
LABOR & EMPLOYMENT
UTILITIES & COMMERCE

Assembly
California Legislature

TED WEGGELAND

ASSEMBLYMAN, SIXTY-FOURTH DISTRICT

SACRAMENTO OFFICE:
STATE CAPITOL
SACRAMENTO, CA 95814
(916) 445-0854

DISTRICT OFFICE:
6840 INDIANA AVENUE
SUITE 150
RIVERSIDE, CA 92506
(909) 388-6844

September 29, 1995

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

Re: Finance Docket Number 32760, Union Pacific Corporation, et al. -- Control & Merger -- Southern Pacific Rail Corp., et al.

Dear Secretary Williams:

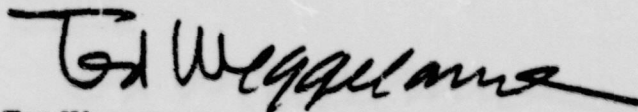
I write to urge your favorable consideration of the proposed merger between Union Pacific and Southern Pacific rail corporations. The proposed merger will lead to a number of improvements that will better serve consumers and improve the competitiveness of the merging companies.

In addition to many shipping services that will become available from the combined companies, it is anticipated that a new Inland Empire facility will be built to service shippers in southern California. Such an expansion will directly benefit my constituents through improved shipping services, through improved air quality, and through increased employment opportunities.

Further, the proposed merger will strengthen free market conditions. Following the merger of a rival rail system, a merger between Union Pacific and Southern Pacific will promote strong rail shipping competition in many regions that currently do not receive the benefits of vigorous competition.

For these reasons, I urge your favorable consideration of this proposed merger. California consumers and businesses will gain from the improved services a merged Union Pacific-Southern Pacific rail carrier will be able to provide.

Sincerely,



TED WEGGELAND

TW: rc

STATE of TEXAS
HOUSE of REPRESENTATIVES



Austin Office:
P.O. Box 2910
Austin, Texas 78768-2910
512-463-0546

District Office:
4526 East University
Building V, Suite G
Odessa, Texas 79762
915-367-2721

G.E. (BUDDY) WEST
DISTRICT 81

October 12, 1995

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

Finance Docket No. 32760, Union Pacific Corporation., *et al* - Control & Merger -
Southern Pacific Rail Corporation, *et al*.

Dear Mr. Williams:

The purpose of this letter is to express to you and your colleagues my complete and unqualified support of the proposed merger between the Union Pacific and Southern Pacific Railroads.

After studying the issue, I am of the firm belief that such a merger would bring with it many important benefits to the West Texas region I represent, including faster and more effective rail service, improved service to many destinations, and stronger rail competition in Texas. This, in turn, should both complement and further facilitate much of the economic growth our region is now experiencing, and stimulate additional development among other region-specific industries.

With the North American Free Trade Agreement having been approved and beginning now to blossom, the need for better-developed transportation networks to, from, and throughout our region will only increase. Equally as important, this merger, I believe, will serve to create jobs of varying levels in the Permian Basin, an area hit especially hard in the petroleum bust of the 1980s.

Please do not hesitate to contact me if I can more fully articulate my strong support of this measure. I am very eager to see the related efforts of Union Pacific and Southern Pacific succeed.

Sincerely,

A handwritten signature in black ink, appearing to read "Buddy West", with a long, sweeping flourish extending to the right.
Buddy West
State Representative

Office of the Secretary

OCT 18 1995

Wyoming State Legislature

213 State Capitol / Cheyenne, Wyoming 82002 / Telephone 307 / 777-7881



October 30, 1995

House of Representatives

REPRESENTATIVE LOREN "TEENIE" WILLFORD
House District 47 - Albany/Carbon Counties
P.O. Box 108
Saratoga, Wyoming 82331
Committee:
Travel, Recreation & Wildlife
Labor, Health & Social Services

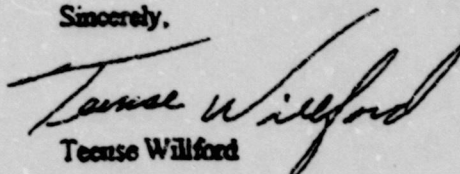
Dear Senator Williams,

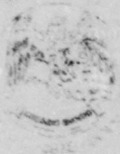
I am writing in support of the proposed merger of Union Pacific Railroad and the Southern Pacific Railroad. The State of Wyoming and my home county (Carbon County) have had a long and prosperous history. The proposed merger will enhance and strengthen this history and provide improved opportunities to ship Wyoming products. A faster and more direct single-line service to new markets will provide new opportunities for Wyoming exports and imports.

The proposed merger between the Union Pacific Railroad and the Southern Pacific Railroad will justify increased investments by the railroads that will expand capacity and improve service. These efforts will directly benefit Wyoming's growth and economy.

I urge your prompt approval of the merger.

Sincerely,


Teeuse Willford



November 6, 1995

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

Dear Secretary Williams:

As a State Representative, I know how important our total transportation network, including the rail system, is to our State's economic health. I am pleased to lend my support to the proposed merger of the Union Pacific(UP) and Southern Pacific(SP) railway systems. This merger will significantly strengthen the SP rail system serving the State and produce significant benefits for New Mexico shippers and consumers.

Merging the two systems will provide a direct single rail link for SP shippers in New Mexico to all points served by UP, but not SP, including points in California, the Pacific Northwest, the Midwest, and upper Midwest. SP shippers in New Mexico will receive shorter routes and faster schedules in addition to the extensive new single line service. This will put SP on a much stronger competitive footing with the newly merged Burlington Northern and Santa Fe railway systems, which also serve New Mexico.

The proposed merger with UP is also necessary to help SP overcome its service problems and the continuing uncertainties as to SP's finances. The UP/SP merger will provide SP shippers the assurance of top quality service with a financially strong railroad that can afford the capital investments necessary to build new capacity, implement new technology and provide efficient, competitive rail service to the benefit of the citizens and shippers of New Mexico.

Sincerely,

A handwritten signature in dark ink, reading "W.C. 'Dub' Williams". The signature is written in a cursive, slightly slanted style.

W. C. "Dub" Williams
N.M. House of Representatives
HC66, Box 10
Glencoe, N. M. 88324

☐ P.O. Box 2910
Austin, Texas 78768-2910
512-463-0738

☐ P.O. Box 1179
Weatherford, Texas 76086
817-599-9477



State of Texas
House of Representatives
Austin

RIC WILLIAMSON
State Representative
District 61

COUNTIES:
Cooke . Parker . Wise

HOUSE COMMITTEES:
Juvenile Justice & Family Issues
Public Education

October 18, 1995

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

Dear Secretary Williams:

On behalf of myself, and my legislative district of Parker County, I wish to acknowledge my strong support for the merger of the Union Pacific and Southern Pacific railroads. This merger is now before the Interstate Commerce Commission in Finance Docket 32760, titled Union Pacific Corporation, et al. -- Control and Merger -- Southern Pacific Rail Corporation, et al.

I believe the citizens and businesses of Parker County and most especially Weatherford, will benefit from the Union Pacific and Southern Pacific merger. This merger will accomplish not only faster and more cost effective rail service, but improved service to many destinations and stronger rail competition in Texas.

The reduction in highway congestion and accidents as a direct result of less truck traffic should be seen as invaluable benefits and a result of this merger. Union Pacific and Southern Pacific's plans to upgrade the lines between Fort Worth and southern California will have immeasurable improvements for shippers in my area. These shippers will realize mileage savings and service improvements.

Our shippers will also gain new single-line service to other locations served by the Southern Pacific, including points in Louisiana, Arkansas, Colorado, Utah, and Oregon. Businesses on the receiving end will also benefit from the more efficient movement of products consumed in North Texas.

Traffic moving north to Memphis, St. Louis and Chicago and for connections to the Northeast, should also enjoy improved, more modernized service, due to ability to coordinate terminals, use alternative routes, and build run-through trains that can avoid terminal delay. In addition, I understand that Union Pacific-Southern Pacific plans to add new service between Fort Worth and Denver following the merger. This service alone, could be of great benefit to my district.

Honorable Vernon Williams
Union Pacific Railroad Company
10/18/95

Better equipment supply after the merger should be realized by shippers. The merged Union Pacific-Southern Pacific will be able to reposition equipment more efficiently, thus offering greater equipment availability to shippers. In addition, yard consolidation will create new storage-in-transit opportunities.

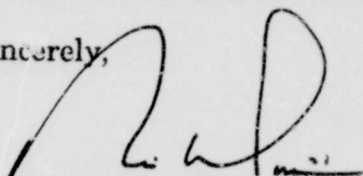
Employment and economic development should also experience a rise in the North Texas area. The improvements described above should lead to an increase in traffic and greater employment opportunities for rail workers with fewer layoffs. I believe that the improved service will also help to stimulate service growth in the not only my area, but many other areas.

The effect of this merger will strengthen rail competition in the region. With the only efficient way to move goods from North Texas to California now being along Burlington Northern-Santa Fe's Southern Corridor route Southern Pacific's competing route has been plagued by capacity constraints and service problems. The merger between Union Pacific and Southern Pacific would create a railroad that could offer strong competition to Burlington Northern-Santa Fe along this important route. Competition should also increase for traffic moving to the east and south as a result of new operating rights Burlington Northern-Santa Fe will receive in East Texas and Louisiana and access it will receive to certain Mexican gateways.

The recent merger of the Burlington Northern and Santa Fe railroads created a large and efficient route system with assets that are unmatched. Other railroads are obviously not large enough to provide real competition to the Burlington Northern-Santa Fe. This could become possible, however, with the merger of Union Pacific and Southern Pacific. Together they would be large enough and efficient enough to provide effective competition. This Union Pacific-Southern Pacific merger is needed and should be allowed, to maintain and strengthen competition and to give our Union Pacific served shippers the ability to compete successfully with businesses served by the Burlington Northern-Santa Fe. Competition can only make services improve.

In conclusion, I strongly support this merger. I believe the merger will improve rail service in North Texas and will strengthen rail competition, all to the benefit of Parker County and its businesses.

Sincerely,



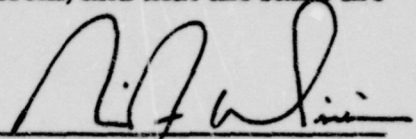
Ric Williamson
STATE REPRESENTATIVE
DISTRICT 61

VERIFICATION

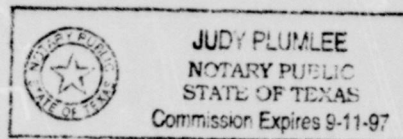
STATE OF TEXAS

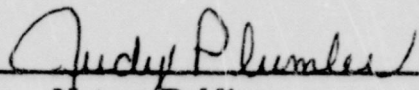
COUNTY OF PARKER

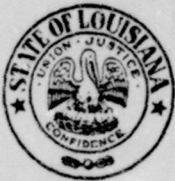
Richard F. Williamson, being first duly sworn, deposes and says that he has read the foregoing document, knows the facts asserted therein, and that the same are true as stated.


Richard F. Williamson

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




Notary Public



STATE OF LOUISIANA
HOUSE OF REPRESENTATIVES

148-C WALL BOULEVARD
TERRYTOWN, LOUISIANA 70056
DISTRICT OFFICE: (504) 394-8000
BATON ROUGE: (504) 342-6945
LINC: 8-632-6688

STEPHEN J. WINDHORST
STATE REPRESENTATIVE
DISTRICT #6
PARISHES OF
JEFFERSON AND ORLEANS

November 3, 1995

COMMITTEES:
COMMERCE
CRIMINAL JUSTICE
ENROLLMENT

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

Re: Finance Docket No. 32760, Union Pacific Corporation, et al
Control & Merger — Southern Pacific Rail Corporation, et al

Dear Mr. Williams:

I am writing to express my support for the merger application of the Union Pacific and Southern Pacific railroads, which I believe will strengthen our rail transportation service in Louisiana.

As a condition to the merger, Union Pacific and Southern Pacific have concluded an arrangement that would grant the large Burlington Northern-Santa Fe Railroad rights to serve from New Orleans to Lake Charles in our Louisiana southern rail corridor. This will maintain a strong rail presence here for our rail users and offer some new opportunities for improved service.

New Orleans to California service will be improved as Union Pacific's lines east of Houston will be utilized and upgrading the Southern Pacific tracks west of El Paso will assure the strongest available route for shippers. It is expected that the New Orleans to St. Louis-Chicago rail corridor will be improved through greater coordination of rail terminals. Service opportunities will increase in the north-south traffic as shipments can move directly over Union Pacific routes rather than having to be routed over Southern Pacific's lines to Houston.

There are cost savings expected to Louisiana shippers as a result of reduced overhead, more efficient usage of equipment, rail facility consolidations and shorter routes. Additionally, it is anticipated that a New Orleans-Dallas-Amarillo-Denver-Pacific Northwest service will be initiated linking the Port of New Orleans to those points and beyond. We expect that Louisiana service improvements and efficiencies will provide new marketing opportunities for our rail customers and increase their competitive positions with their products.

I urge your approval of the merger to obtain the benefits identified in this consolidation of these two companies.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Stephen J. Windhorst", is written over a horizontal line.

STEPHEN J. WINDHORST
State Representative

SJW:vmi

COMMITTEES:

TELEVISIONING THE ASSEMBLY
& INFORMATION TECHNOLOGY, Chairman
NATURAL RESOURCES
CONSUMER PROTECTION, GOVERNMENTAL
EFFICIENCY & ECONOMIC DEVELOPMENT
EDUCATION
HUMAN SERVICES

Assembly California Legislature

TOM WOODS
ASSEMBLYMAN, SECOND DISTRICT

□ CAPITOL ADDRESS
STATE CAPITOL
P.O. BOX 942849
SACRAMENTO, CA 94249-0001
(916) 445-7266
□ DISTRICT ADDRESS
100 EAST CYPRESS AVENUE
SUITE 100
REDDING, CA 96002
(916) 223-6300

September 26, 1995

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

Subject: Finance Docket No. 32760, Union Pacific Corporation,
et al. -- Control & Merger -- Southern Pacific
Rail Corp., et al.

Dear Mr. Williams:

I am writing in strong support of the Union Pacific and Southern Pacific merger. The merger will dramatically improve service and strengthen competition, including providing the first single-carrier rail service ever between Seattle/Tacoma and both southern and northern California. We will also see greatly improved service for both intermodal and carload traffic moving between California and the gateways of Chicago, Kansas City, St. Louis, Memphis, and New Orleans.

Service-sensitive southern California intermodal and automobile traffic will be concentrated on SP's Tucumcari route and slower traffic will be concentrated on UP's Overland route. I anticipate a reduction in delays, increased reliability and new capacity for the merged system will be seen.

We will find UP/SP being able to challenge Santa Fe's dominance of California-Chicago intermodal traffic for the first time. Vigorous competition in this market is crucial to California's continued economic growth and to the nation's domestic and international competitiveness. Between Oakland and Chicago, mileage savings and operating efficiencies will allow UP/SP to offer a new third-morning intermodal service, which neither UP nor SP can do today. Between Los Angeles and Chicago, route specialization, plus linking SP's excellent L.A. Basin intermodal terminals with UP's excellent Chicago-area terminals, will the

OCT 03 1995

Honorable Vernon A. Williams
September 26, 1995
Page 2

greatly improve service; the merged system will be able to provide more reliable third-morning service, for the first time rivalling the service of BN/Santa Fe. Also, the combined system expects to build a new "Inland Empire" facility in southern California to handle less-than-truckload ("LTL") traffic of trucking companies in railers and containers, as well as other intermodal business.

I expect Transcontinental carload shippers will see greatly improved service with greater speed, reliability and frequency of schedules. As a result, ~~major~~ savings, gradient improvements and operating efficiencies will be enhanced. Equipment supply will be dramatically improved as a result of operating efficiencies, as well as the ability to reposition cars efficiently between northern and southern California and between California and the Pacific Northwest, along with taking advantage of backhaul and triangulation opportunities and seasonality.

The new system's routes would be significantly shorter than UP's or SP's routes today in many important corridors, including Chicago-Oakland, St. Louis-Oakland, Dallas-Los Angeles, and Memphis-Los Angeles. California shippers and receivers will enjoy extensive new single-line service.

There would be major cost savings from reduced overheads, facility consolidations, the use of the best systems of each railroad would improve efficiency and justify increased investment to expand capacity and improve service, all to the benefit of shippers. I foresee competition being strengthened in all markets.

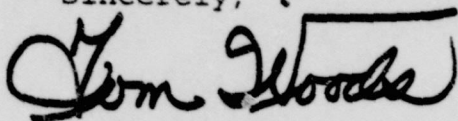
SP officials have indicated they can't make it alone in the wake of the BN/Santa Fe merger. The BN/Santa Fe system will be far larger than either UP or SP and will have the crucial competitive strength that UP or SP separately lack. The UP/SP merger will create a competitor that is fully the equal of BN/Santa Fe.

SP has by far the most extensive shipper coverage in California, and most of SP's California customers are exclusively served by SP. SP customers have had to cope with service problems and uncertainties as to SP's finances. The UP/SP merger will provide SP shippers the assurance of top-quality service with a financially strong railroad that can afford the capital investments necessary to build new capacity, implement new technology, and continually improve its operations.

The Honorable Vernon A. Williams
September 26, 1995
Page 3

Again, I strongly support the merger between Southern Pacific and Union Pacific Railroads. If I may be of any assistance during the decision-making process, please do not hesitate to contact me.

Sincerely, .

A handwritten signature in dark ink, appearing to read "Tom Woods". The signature is stylized with a large, sweeping initial "T" and a cursive "Woods".

TOM WOODS
Assemblyman

TW:mc



STATE CAPITOL
SACRAMENTO, CALIFORNIA
95814
(916) 445-8873
FAX (916) 324-7544

DISTRICT OFFICE
2345 ERRINGER ROAD
SUITE 212
SIMI VALLEY, CALIFORNIA
93065
(805) 522-2920
FAX (805) 522-1194

CALIFORNIA LEGISLATURE

Senate

SENATOR CATHIE WRIGHT
NINETEENTH SENATORIAL DISTRICT

September 28, 1995

MEMBER
TOXICS AND PUBLIC SAFETY
MANAGEMENT COMMITTEE
VICE CHAIR
BUDGET AND FISCAL REVIEW
COMMITTEE
VICE CHAIR
JUDICIARY COMMITTEE
JOINT RULES COMMITTEE
BUDGET AND FISCAL REVIEW
SUBCOMMITTEE #2 ON
RESOURCES, ENVIRONMENTAL
PROTECTION AND JUDICIARY

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

Re: Finance Docket No. 32760

Secretary Williams:

It is with great pleasure that I write to you in support of the proposed merger of the Union Pacific Railroad and the Southern Pacific Railroad. Not only will this merger dramatically improve service, it will also strengthen competition.

The merged system will meet the competitive challenge of BN/Santa Fe. Vigorous competition in this market is crucial to California's continued economic growth and to the nation's domestic and international competitiveness.

In addition, major cost savings, from reduced overheads, facility consolidations and use of the best systems of each railroad, will improve efficiency and justify increased investment to expand capacity and improve service, all to the benefit of shippers.

I look forward to hearing of the Interstate Commerce Commission's overwhelming approval of this merger. If you have any questions regarding my recommendation, please do not hesitate to contact me.

Sincerely,

CATHIE WRIGHT
Senator, 19th District

Office of the Secretary

OCT 11 1995

RENZ D. JENNINGS
CHAIRMAN

MARCIA WEEKS
COMMISSIONER

CARL J. KUNASEK
COMMISSIONER



JAMES MATTHEWS
EXECUTIVE SECRETARY

ARIZONA CORPORATION COMMISSION

OFFICE: (602) 542-3933
FAX: (602) 542-5560

November 7, 1995

Mr. Vernon Williams
Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

Re: Finance Docket No. 32760—Union Pacific Corp. Et Al.—Control and Merger—
Southern Pacific Rail Corp. Et Al.

Dear Secretary Williams:

During my 16 years of elected public service in the state of Arizona, I have become very familiar with the various railroad systems and their operations within the state of Arizona. I am currently a Corporation Commissioner for the Arizona Corporation Commission, and therefore have a keen interest in the welfare of railroads in this state. The Corporation Commission regulates railroad safety throughout the state of Arizona. I fully understand and appreciate the impact railroads have on the economic strength of our state. It is with this knowledge and understanding that I fully support the merger between Union Pacific and Southern Pacific Railroads. Their presence will be substantially enhanced by this merger and would prove to be very beneficial to Arizona shippers.

This merger couldn't have come at a more crucial time to Arizona. We are in the opening years of NAFTA; this in itself provides many opportunities and challenges. This new trading partnership means more trade and economic transactions which results in the need for more reliable transportation. This merger will provide many more choices for our shippers and consumers of Arizona. We will finally be part of a larger and more competitive transportation intermodal system.

The bottom line is this: a new competitive environment for the railroad industry means customers will benefit from shorter routes, faster schedules, extensive new single line service, elimination of capacity bottlenecks, improved car handling at terminals and cost efficiencies.

I strongly urge the Commission to move quickly to approve the merger between Southern Pacific and Union Pacific. If I can provide any additional information, please contact my office.

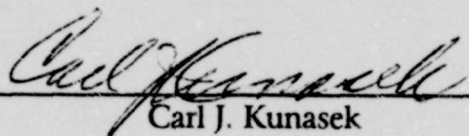
Sincerely,

A handwritten signature in dark ink, appearing to read "Carl J. Kunasek".
Carl J. Kunasek
Corporation Commissioner

CJK/bgm


STATE OF ARIZONA)
)
COUNTY OF MARICOPA)

Carl J. Kunasek, 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.



Carl J. Kunasek

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



Notary Public

My Commission Expires:

