This decision resolves a dispute over the mechanism for adjusting the fees to be paid by The Burlington Northern and Santa Fe Railway Company (BNSF) for trackage rights that BNSF acquired over the lines of Union Pacific Railroad Company (UP) in connection with the 1996 UP/SP merger. We find that BNSF has not shown that certain disputed items should be omitted from the calculations used to determine annual adjustments to the trackage rights fees.

BACKGROUND

By decision served August 12, 1996,1 we approved the merger of the rail carriers controlled by Union Pacific Corporation (Union Pacific Railroad Company and Missouri Pacific Railroad Company) and the “SP” rail carriers controlled by Southern Pacific Rail Corporation (Southern Pacific Transportation Company, St. Louis Southwestern Railway Company, SPCSL Corp., and The Denver and Rio Grande Western Railroad Company) subject to various conditions, including extensive BNSF trackage rights over UP/SP lines that were provided for in the BNSF Agreement.2

As relevant here, Section 9(a) of the BNSF Agreement established the initial charges for the BNSF trackage rights: 3.48 mills per ton-mile (applicable to intermodal and carload traffic on the Keddie-Stockton/Richmond line); 3.1 mills per ton-mile (applicable to intermodal and carload traffic on

1 Union Pacific/Southern Pacific Merger, 1 S.T.B. 233 (1996) (Decision No. 44).

2 With respect to the period ending September 10, 1996, “UP” refers to the rail carriers then controlled by Union Pacific Corporation, and “SP” refers to the rail carriers then controlled by Southern Pacific Rail Corporation. With respect to the period beginning September 11, 1996 (the date of consummation of common control), “UP” refers to the combined UP/SP system.
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all other lines); and 3.0 mills per ton-mile (applicable to bulk traffic). Section 9(a) provides that these initial fees “shall be escalated in accordance with the procedures described in Section 12 of this Agreement.” See UP/SP-393 at 33. Section 12 of the Agreement, in turn, provides that:

All trackage rights charges under this Agreement shall be subject to adjustment upward or downward July 1 of each year by the difference in the two preceding years in UP/SP’s system average URCS costs for the categories of maintenance and operating costs covered by the trackage rights fee. ‘URCS costs’ shall mean costs developed using the Uniform Rail Costing System.

UP/SP-393 at 12.

The current dispute between BNSF and UP concerns the treatment of two items in the computation of URCS maintenance and operating costs within the context of the Section 12 trackage rights fee adjustment procedure:

1) the “acquisition premium,” i.e., the excess of the price that UP paid to acquire the SP rail carriers over the pre-acquisition book value of the carriers; and

2) the costs of certain capacity improvements undertaken by UP on the trackage rights lines that were allocated by Section 9(c)(i) and 9(c)(iii) of the BNSF Agreement entirely to UP, even though such lines are used both by UP and by BNSF, and even though the BNSF Agreement generally requires that both railroads share such costs based upon their respective usage of the line in question.

3 The “UP/SP-393, BNSF-100” pleading (herein referred to as “UP/SP-393”) was filed on March 1, 2002.

4 A disagreement over the mechanics of the Section 12 calculation (one view calling for the calculation of the “difference” between 2 years of URCS costs; the other view calling for the calculation of the “percentage change” between 2 years of URCS costs) and other technical issues were submitted to arbitration. See UP/SP-397 at 32 & n.21.

5 The capacity improvements governed by Section 9(c)(i) are those that are necessary to achieve the benefits of the UP/SP merger as outlined in the UP/SP merger application. The capacity improvements governed by Section 9(c)(iii) are those that were undertaken within the first 18 months following UP’s acquisition of control of SP. See UP/SP-393 at 34.
BNSF contends that the costs associated with those items were an integral part of the original trackage rights fees that it negotiated with UP, and that including them in any Section 12 adjustment would improperly double-count those items. Thus, BNSF asserts that:

these costs that UP has improperly included in the annual adjustment effective July 1, 1998, and in subsequent years need to be identified and removed from URCS data for those years. Alternatively, the error of basing the adjustment on use of these costs in 1997 and subsequent years could be corrected by adding those costs in the years 1995 and 1996 and any succeeding years in which such costs are not present in URCS for the preceding year.

BNSF-102, V.S. Weicher, at 11. BNSF takes no position as to which correction procedure to use, so long as the procedure prevents the disputed items from having any effect in the annual adjustment process. BNSF-104, at 3-4; see also BNSF-102, V.S. Weicher, at 11.

UP, on the other hand, asserts that the disputed items have been properly included in the Section 12 adjustment as they have been incorporated into UP's URCS costs. Thus, for example, UP claims that it properly incorporated the acquisition premium that it paid for the SP carriers into its 1997 URCS costs (the year the actual corporate mergers of the various UP/SP rail subsidiaries began), rather than in its 1996 URCS costs (the year common control was consummated).

In Decision No. 96 (served March 21, 2002), we addressed BNSF's initial argument and evidence, contained in its petition for clarification (BNSF-98) filed December 21, 2001. We were not persuaded that the disputed items should be excluded in the years in which they would otherwise be part of the URCS calculations required to create the Section 12 adjustment factor. However, to ensure that the trackage rights fee adjustment mechanism works as intended, we provided BNSF and other interested parties a further opportunity to demonstrate that the disputed items should be omitted from the URCS calculations. Decision No. 96, slip op at 7.

Several pleadings were filed in response to Decision No. 96: BNSF-102/103, filed May 22, 2002, by BNSF; CMA-17, filed May 22, 2002, by the American Chemistry Council (ACC), formerly the Chemical Manufacturers Association (CMA); UP/SP-397, filed June 19, 2002, by UP; CMA-19, filed June 28, 2002, by ACC; BNSF-104, filed June 28, 2002, by BNSF; and an undesignated letter, filed July 9, 2002, by UP.

6 ACC's CMA-18 request (also filed June 28, 2002) for leave to file CMA-19 is granted, and CMA-19 is accepted for filing and made part of the record.

7 BNSF's request, see BNSF-104 at 1 n.1, for leave to file BNSF-104 is granted, and BNSF-104 is accepted for filing and made part of the record.
DISCUSSION AND CONCLUSIONS

After further consideration, we remain unpersuaded by the arguments that the disputed items should be omitted from the calculations used to determine annual adjustments to the fees paid by BNSF to UP for the trackage rights received by BNSF in the UP/SP merger proceeding. BNSF and ACC continue to assert that the initial fees were meant to incorporate and fully account for both the SP acquisition premium and the anticipated costs of the Section 9(c)(i) and (iii) merger-related capital improvements that UP was to fund, and that their consideration in the fee adjustment process now would result in double counting. However, other than their current statements concerning their assumptions at the time, BNSF and ACC have not pointed to any evidence during the 1995-1996 period during which the trackage rights fees and annual adjustment mechanism were negotiated that would support or confirm that contention, or any evidence that the Section 9(a) initial trackage rights fees were intended to specifically embrace or exclude any costs. In fact, BNSF’s witness admits that the carriers did not exchange cost information, and, according to UP, BNSF never shared any views or assumptions about costs. UP/SP-397, V.S. Rebensdorf, at 2-3, citing BNSF-102, V.S. Ice, at 2.

The evolution of the fee adjustment mechanism contained in Section 12 likewise does not support BNSF and ACC’s position. The original version of the BNSF Agreement (dated September 25, 1995) provided that the initial trackage rights fees to be paid by BNSF “shall be subject to adjustment annually beginning as of the effective date of this Agreement to reflect seventy percent (70%) of increases or decreases in [the] Rail Cost Adjustment Factor, not adjusted for changes in productivity (‘RCAF-U’) published by the ICC or successor agency or other organizations.” UP/SP-22 (filed November 30, 1995), at 318, 337. While BNSF had agreed to this adjustment mechanism, CMA and other shippers expressed concern that this mechanism would not fully incorporate UP’s projected post-merger efficiencies. Those concerns led to the replacement of the original fee adjustment mechanism with Section 7 of the CMA Agreement (CMA §7):

Section 12 of the BN/Santa Fe Settlement Agreement shall be amended to provide that BN/Santa Fe’s trackage rights fees shall be adjusted upward or downward each year by the difference between the year in question and the preceding year in UP/SP’s system average URCS costs for the categories of maintenance and operating costs covered by the fee.

UP/SP-230 (filed April 29, 1996), Attachment at 3.

Shortly thereafter, UP and BNSF agreed to modify the Section 12 mechanism to its current form to calculate any change in the fees in a given adjustment year based on the difference between UP’s URCS maintenance and operating costs for the 2 prior calendar years, rather than, as with CMA §7, on the difference between URCS data for the year in question—data that, as a practical matter, would not have been available until several months after the year had ended—and data for the
past year. Thus, in the first fee adjustment required by Section 12 in 1997, the difference would have been that the Section 12 adjustment for 1997 would have been based on the difference between UP’s 1996/1995 URCS data, while the CMA §7 adjustment for 1997 would have been based on the difference between UP’s 1997/1996 URCS data.

Indeed, in its initial submission in this proceeding (CMA-15, at 2), ACC agreed that “the literal language of Section 7 of the CMA Agreement . . . could be read as justifying what UP has done” here as to the disputed items. However, ACC now states (CMA-17, V.S. Schick, at 4):

Because the base trackage rights fee (unadjusted) would be paid in post-merger year 1, the first time the fee would be adjusted would be in year 2, and the adjustment would be based on the difference between post-merger year 2 [1997] costs and post-merger year 1 [1996] costs. There was no provision for adjustments based on comparing pre-merger years with post-merger years.

ACC’s current position cannot be squared with its predecessor’s original rationale for proposing to alter the original adjustment mechanism (RCAF-U) agreed to by BNSF and UP. Indeed, revising the fee adjustment mechanism to incorporate UP’s projected post-merger efficiencies in the

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8 While CMA did not negotiate or formally agree to this technical clarification, UP indicates that this adjustment was based in large part upon the testimony of CMA’s Witness Crowley, who stated that the adjustment “should reflect a 1-year lag so that the 1997 adjustment would be based on the change in costs between 1995 and 1996.” UP/SP-397, at 18-19, citing CMA-7, V.S. Crowley, at 57.

9 Sixteen of the 19 separate trackage rights agreements required by the BNSF Agreement, which were submitted into the record as Exhibit B to the UP/SP-266 pleading (filed June 28, 1996), clearly indicate that UP and BNSF intended that the first adjustment would be made on July 1, 1997. (In each of the 16 indicated agreements, Section 3(c) provides that “[t]he GTM Rates set forth in Section 3(a) of this Agreement shall be subject to adjustment annually, commencing as of July 1, 1997.”) And, although the other three trackage rights agreements do not clearly indicate that UP and BNSF intended that the first adjustment would be made on July 1, 1997, nothing in those three agreements is at odds with that date.

10 This modification should have been anticipated by CMA. As UP has explained (UP/SP-397 at 12-13), the parties were put on notice on April 29, 1996, by UP’s Witness Rebensdorf—11 days after the CMA Agreement was signed (April 18, 1996) and almost 2 months before BNSF and UP filed the Second Supplemental Agreement to the original BNSF Settlement Agreement (June 27, 1996) containing the current Section 12—that UP had agreed to a fee adjustment process as outlined in CMA’s Witness Crowley’s statement. (see footnote 8).
trackage rights fees would necessarily mean an adjustment mechanism that would use UP’s pre-merger, not post-merger, costs as a base. Moreover, ACC’s position would also revive the unworkability concerns with CMA §7 that led UP and BNSF to modify the Section 12 mechanism in the first place: that the required July 1, 1997 adjustment could not be made because the 1997 URCS costs required for that adjustment would not be available until well into 1998.

More significantly, we see no basis for ACC’s claim that the current Section 12 adjustment process results in far less favorable trackage rights fees to shippers using BNSF’s service than the procedure provided in CMA §7. There is virtually no difference (0.1 mills per ton-mile) in the total trackage rights fee adjustments using either method, and reverting to ACC’s current interpretation of CMA §7 would have led to slightly higher, not lower, trackage rights fees in 1997 and beyond. That is because the 1997 trackage rights fee adjustment under that interpretation could not have included the reductions in UP’s relevant URCS costs from 1995 to 1996 that, pursuant to the plain language of Section 12, could and were reflected in the 1997 adjustment that UP actually put in place. Instead, under ACC’s current interpretation of CMA §7, UP could have incorporated only the increases in those costs that were reflected in UP’s 1998 adjustment.11

In the end, absent any compelling evidence to the contrary, the URCS costs used in the Section 12 adjustments must be developed in accord with our Uniform System of Accounts (USOA) and our standard costing procedures. Neither the BNSF Agreement itself nor any other document or evidence presented during the course of the UP/SP merger proceeding contains any indication that either BNSF or UP, or any other party to the UP/SP merger proceeding, ever contemplated that the URCS calculations required by Section 12 would not be performed in that manner. This necessarily means that, in performing the calculations required by the plain language of Section 12, the disputed cost items must be incorporated into URCS costs in the year(s) as provided by our standard procedures and may not be removed from URCS in any year in which removal is not justified by those procedures. Here, the acquisition premium was properly incorporated by UP into its URCS costs in 1997, the year that

11 See UP/SP-397, Chart 1. The “CMA Method” referred to in the chart is actually the current Section 12 adjustment method that has been applied by UP since the merger, which UP apparently chose to characterize as the “CMA Method” only because it was originally suggested by CMA witness Crowley.
UP accounted for the acquisition premium on its books, and the vast majority of the costs associated with the Section 9(c)(i) and (iii) capacity improvements in 1997 and later years as UP incurred them.

Finally, contrary to BNSF’s continuing arguments, there is no competitive justification for adjusting the fees that have been in place. As we have found in our UP/SP oversight decisions, BNSF has continued to effectively replace the competition that otherwise would have been lost when SP was absorbed into UP. The initial trackage rights fees, as annually modified through the Section 12 trackage rights fee adjustment process, have proven highly favorable to BNSF and to the competitive process. As UP points out, the initial fees here were considerably less, and the fee adjustment process more favorable to BNSF, than the fees and adjustment process governing competition-preserving trackage rights received by SP in the BN/Santa Fe merger proceeding. See UP/SP-397, at 15 & Chart 2. Moreover, BNSF’s trackage rights fees under the Section 12 fee adjustment process are almost 10% below the fees that BNSF would now be paying under the “70% of the RCAF-U” adjustment to which it initially agreed. Decision No. 96, slip op. at 5 n.6. They are also considerably below the trackage rights fees we would have set under our governing compensation methodology had the parties not agreed to lower charges. See UP/SP-397, at 16, citing Decision No. 44, 1 S.T.B. at 414-415 (1996).

Thus, the history behind the current trackage rights fee agreement between UP and BNSF does not lead us to the conclusion that an additional fee adjustment is appropriate. Nor is there any other evidence presented that would dictate a different outcome.

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12 BNSF and CMA argue that the excess of the price paid by UP to acquire the SP rail carriers over the pre-acquisition book value of those carriers should have been incorporated into UP’s URCS costs in 1996, rather than 1997, because common control was consummated in 1996. However, UP has explained that, because the corporate mergers of the various UP/SP railroad subsidiaries did not begin until 1997, it acted properly in incorporating this item into its URCS costs in 1997. It further explains that its purchase accounting, which was dictated by tax and shareholder considerations and by our accounting rules, was properly recorded in 1997, and the parties to the original proceeding were aware of the timing of the purchase accounting. See UP/SP-397 at 23-24.

13 In explaining the withdrawal of its opposition to the merger, CMA acknowledged during the merger proceeding that the change in the trackage rights fee escalator from 70% of RCAF(U) to year-to-year changes in UP/SP’s actual system average cost for the maintenance and operating cost elements covered by the fee would “correct the tendency of the fee to rise above actual costs over time because of the use of an escalator that did not incorporate productivity gains.” (emphasis in original) CMA-17, V.S. Schick, at 5 (citation omitted). While ACC suggests that the Section 12 adjustment has failed to accomplish this, the change in the fee adjustment process brought about by CMA’s intervention during the original merger proceeding directly led to trackage rights fees in place today that have been reduced from their initial level and are almost 10% lower than the RCAF-U adjusted fees that would be in place absent CMA’s intervention.
While we have resolved in this decision the specific dispute brought before us by BNSF, the record has also presented evidence of numerous other disputed areas involving the trackage rights fee adjustment process. These other areas of dispute have been either submitted to arbitration or have been resolved in negotiations between BNSF and UP. Based on our review of the record, it appears that these other areas of dispute include, but may not be limited to: (i) how to combine or create 1995 and 1996 UP and SP URCS costs; (ii) the categories of maintenance and operation costs that are used to calculate the fee adjustment; (iii) the source of dispatching expenses that are used to calculate the fee adjustment; (iv) whether the adjustment should reflect the difference in URCS costs in the two preceding years or the percentage change in URCS costs in the two preceding years; and (v) whether UP has correctly reflected in the adjustment of the mill rates the charges in the gross ton mile costs associated with its declining URCS unit costs involved in trackage rights operations.

These issues, and any other issues that concern the trackage rights fee adjustment process governed by Section 12 of the BNSF Agreement that may have been resolved by UP and BNSF, appear to us to have the potential to be general matters that could have broad implications with respect to BNSF’s trackage rights, which are the linchpin of the competition-preserving conditions we imposed on the UP/SP merger. Since these issues have been resolved via arbitration or negotiations, however, the Board and the public have not been privy to the resolution of these disputes. For example, it is not known whether the agreed-upon method used to create combined UP/SP URCS data for 1995 and 1996 complies with our procedures. See Uniform Railroad Costing System, 5 I.C.C.2d 894 (1989). Consequently, the potential impact to the escalation of the trackage rights charges is unknown. Moreover, it is apparent that the language of Section 12 should be revised to incorporate the resolution of these disputes in order to avoid future disputes.

Therefore, we will require UP and BNSF to submit a report to the Board, either independently or jointly, which includes a full and complete description of any and all matters pertaining to the implementation of Section 12 that have either been resolved through negotiation or arbitration or remain outstanding. This report should include an analysis of the impact of these changes to the escalation of the trackage rights charges. Proposed revised Section 12 language that fully incorporates the resolution of these matters should also be included for Board approval. Interested parties will have the opportunity to comment on the resolution of these matters and the proposed revision to Section 12.

This action will not significantly affect either the quality of the human environment or the conservation of energy resources.

It is ordered:

1. The BNSF-98 clarification petition is denied.

2. Within 30 days of the service date of this decision, UP and BNSF shall submit an original and 10 copies of a report which includes: a full and complete description of any and all matters
pertaining to the implementation of Section 12 of the BNSF Agreement that have either been resolved through negotiation or arbitration or remain outstanding; an analysis of the impact of these changes to the escalations of the trackage rights charges; and proposed revised Section 12 language that fully incorporates the resolution of these matters.

3. Interested parties may comment on the resolution of these matters and the proposed revision to Section 12 within 20 days thereafter.

4. This decision is effective on the date of service.

By the Board, Chairman Morgan and Vice Chairman Burkes. Chairman Morgan commented with a separate expression.

Vernon A. Williams
Secretary
Chairman Morgan, commenting:

In addition to resolving the dispute before us, this decision requires UP and BNSF to submit certain information pertaining to the implementation of Section 12 of the BNSF Agreement, and then establishes a new formal approval process for that provision. While I do not see the need to institute a formal governmental process to approve privately resolved matters involving clarification of the Section 12 language where no party has questioned those matters, I do support the portion of this decision that resolves the actual dispute brought by the parties before us here. Without the formal approval process called for in this decision, parties would continue to have the right, as appropriate, to seek Board clarification of matters related to the implementation of Section 12, and the American Chemical Council would continue to have its audit rights specifically applicable to that provision, which rights were part of the CMA Agreement and imposed by the Board as a condition of its UP/SP merger approval. Nevertheless, to bring final resolution to the long-standing dispute actually before us now, I have voted to approve this decision.
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<td>Covington &amp; Burling&lt;br&gt;P O Box 7566&lt;br&gt;1201 Pennsylvania Ave NW&lt;br&gt;Washington DC 20004-7566 US</td>
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<td>Terence M Hynes</td>
<td>Sidley &amp; Austin Brown &amp; Wood&lt;br&gt;1501 K Street NW&lt;br&gt;Washington DC 20005 US</td>
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<td>Bruno Maestri</td>
<td>Norfolk Southern Corporation&lt;br&gt;1500 K Street NW Suite 375&lt;br&gt;Washington DC 20005 US</td>
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<td>Marc D. Machlin</td>
<td>Pepper, Hamilton Sheetz&lt;br&gt;600 14th Street NW&lt;br&gt;Washington DC 20005-2008 US</td>
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<td>Anne D Smith</td>
<td>White &amp; Case LLP&lt;br&gt;601 Thirteenth St NW Ste 600 South&lt;br&gt;Washington DC 20005-3807 US</td>
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<td>Andrew R. Plump</td>
<td>Zuckert, Scoult &amp; Rasenberger, LLP&lt;br&gt;888 17th St., NW, Ste. 600&lt;br&gt;Washington DC 20006 US</td>
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<td>Terry L. Claassen</td>
<td>Corn Refiners Assoc, Inc.&lt;br&gt;1701 Pennsylvania Avenue NW&lt;br&gt;Washington DC 20006 US</td>
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<td>Andrew Steel, Jr.</td>
<td>Mayer, Brown Rowe &amp; Maw&lt;br&gt;1909 K Street, N.W.&lt;br&gt;Washington DC 20006 US</td>
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<td>Robert P Vom Eigen</td>
<td>Foley &amp; Lardner&lt;br&gt;888 16th Street N W Ste 700&lt;br&gt;Washington DC 20006 US</td>
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<td>HONORABLE CHARLES W. STENHOLM</td>
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<td>HONORABLE SAM BROWNBACK</td>
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<td>225 NORTH MARKET, SUITE 120</td>
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<td>RUTH H. CARTER, MAYOR</td>
<td>CITY OF CANON CITY ATTN: STEVE THACKER CITY A</td>
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<td>ATTN: ROBIN L. RIGGS, GC TO GOVERNOR</td>
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<td>MYRON F. SMITH</td>
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<td>GREG TABUTEAU</td>
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<td>CANON CITY CO 81215 US</td>
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Records: 392
In Decision No. 98 (served October 22, 2002), the Board directed Union Pacific Railroad Company (UP) and The Burlington Northern and Santa Fe Railway Company (BNSF) to submit, by November 21, 2002, an original and 10 copies of a report which includes: a full and complete description of any and all matters pertaining to the implementation of Section 12 of the BNSF Agreement that have either been resolved through negotiation or arbitration or that remain outstanding; an analysis of the impact of these changes to the escalation of the trackage rights charges; and proposed revised Section 12 language that fully incorporates the resolution of these matters. The Board also indicated that interested parties could submit, by December 11, 2002, comments respecting the resolution of these matters and the proposed revision to Section 12.

By letter filed November 12, 2002, BNSF and UP have requested a 20-day extension of all applicable filing deadlines with respect to Decision No. 98, including the filing deadline for any petitions for reconsideration. BNSF and UP have advised that they are currently discussing a possible overall resolution of the open issues on mutually agreeable terms and are hopeful that the additional 20 days will allow them to resolve those issues.

The request for a 20-day extension of all applicable filing deadlines with respect to Decision No. 98 is reasonable, and will, therefore, be granted.

This action will not significantly affect either the quality of the human environment or the conservation of energy resources.

It is ordered:

1. The deadline by which petitions for reconsideration of Decision No. 98 must be filed is extended to December 2, 2002.
2. The deadline by which UP and BNSF must submit an original and 10 copies of a Section 12 report (which must include: a full and complete description of any and all matters pertaining to the implementation of Section 12 that have either been resolved through negotiation or arbitration or that remain outstanding; an analysis of the impact of these changes to the escalation of the trackage rights charges; and proposed revised Section 12 language that fully incorporates the resolution of these matters) is extended to December 11, 2002.

3. The deadline by which interested parties may submit comments on the matters addressed in the Section 12 report is extended to December 31, 2002.

4. This decision is effective on the date of service.

By the Board, Vernon A. Williams, Secretary.

Vernon A. Williams
Secretary
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<tr>
<th>Name</th>
<th>Title/Position</th>
<th>Address/Contact Information</th>
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<tr>
<td>MARCELLA M SZEL</td>
<td>VP LEGAL SERVICES</td>
<td>CANADIAN PACIFIC RAILWAY COMPANY</td>
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<td>OSCAR J. ABELLO</td>
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<td>&quot;K&quot; LINE AMERICA, INC.</td>
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11/12/2002 Standing selected: 'ALJ', 'GOV', 'MOC', 'POR'
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11/12/2002  Standing selected: 'AIJ','GOV','MOC','FOR'  Page 6
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| HONORABLE ROBERT A BORSKI | HONORABLE MARY BONO  |
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| WASHINGTON DC 20515 US | WASHINGTON DC 20515 US |

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| HON. JERRY F. COSTELLO | HONORABLE CHRISTOPHER COX,  |
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| HONORABLE LANE EVANS | HONORABLE HAROLD E. FORD, JR  |
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| HONORABLE GEORGE GEKAS | HONORABLE GENE GREEN  |
| ATTEN: TOM SANTANIELLO | U.S. House of Representatives  |
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| HONORABLE WALLY HERGER | HONORABLE TIM HOLDEN  |
| US House of Representatives | U.S. House of Representatives  |
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| U.S. House of Representatives | U.S. House of Representatives  |
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<td>KENT M RAGSDALE</td>
<td>INTERSTATE POWER CO</td>
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<td>WILLIAM R. MUDD</td>
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<td>RONALD E HUNTER</td>
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11/12/2002 Standing selected: 'ALJ','GOV','MOC','POR'
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<th>Name</th>
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<td>Mayor Lester Williams</td>
<td>Town of Eads</td>
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<td>Bernice Tuttle</td>
<td>Kiowa County Wife, Chapter #124</td>
<td>13775 CR785</td>
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<td>TOWNER CO 81071-9619 US</td>
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<td>Thomas W. Foster, Chairman</td>
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11/12/2002  Standing selected: 'ALJ', 'GOV', 'MOC', 'POR'  Page 15
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SURFACE TRANSPORTATION BOARD ISSUES DECISION RESOLVING TRACKAGE-RIGHTS DISPUTE ARISING FROM “UNION PACIFIC-SOUTHERN PACIFIC” RAILROAD MERGER

Surface Transportation Board (Board) Chairman Linda J. Morgan announced today that the Board has issued a decision, Decision No. 98, resolving a dispute relative to the mechanism for adjusting fees applicable to the railroad trackage rights acquired by The Burlington Northern and Santa Fe Railway Company (BNSF) in connection with the 1996 “Union Pacific-Southern Pacific” (UP-SP) railroad merger.

**Background.** The initial rates applicable to the BNSF trackage rights (involving one railroad’s rental of the use of its lines to another railroad) were established in Section 9(a) of the BNSF Agreement (the document containing a complete description of the rights granted to BNSF in connection with the merger). Section 12 of the BNSF Agreement provides for the “adjustment” of Section 9(a) rates as follows:

All trackage rights charges under this Agreement shall be subject to adjustment upward or downward July 1 of each year by the difference in the two preceding years in UP/SP’s system average URCS costs for the categories of maintenance and operating costs covered by the trackage rights fee. “URCS costs” shall mean costs developed using the Uniform Rail Costing System.

The dispute resolved by Decision No. 98 concerns two component items of the
“maintenance and operating costs covered by the trackage rights fee” when using standard accounting procedures—that is, procedures consistent with the Uniform System of Accounts—in developing URCS costs. The first disputed item is the so-called “acquisition premium,” the excess of the price paid to acquire the SP railroads over the pre-acquisition book value of those railroads. The second disputed item concerns the costs of certain capacity improvements undertaken by UP on the trackage rights lines that have been allocated—under Sections 9(c)(i) and 9(c)(iii) of the BNSF Agreement—entirely to UP, even though such lines are used both by UP and BNSF and even though the BNSF Agreement generally requires that both UP and BNSF share costs based upon their respective usage of the line in question. The capacity improvements governed by Section 9(c)(i) are those necessary to achieve the benefits of the UP-SP merger as outlined in the UP-SP merger application. The capacity improvements governed by Section 9(c)(iii) are those undertaken within the first 18 months following the UP-SP merger.

The Earlier Decision. As described in Surface Transportation Board “News” release No. 02-12 issued March 21, 2002, the Board, in Decision No. 96 issued on that date, addressed the dispute that it is resolving in Decision No. 98 being issued today. In Decision No. 96, the Board concluded that, although BNSF had not shown that the disputed items should be excluded (in the years in which they would otherwise be included) from the URCS calculations required to create the Section 12 adjustment factor, BNSF should be given a further opportunity to demonstrate that the disputed items should be omitted from the URCS calculations required to create the Section 12 adjustment factor. The Board stated that it was giving BNSF this additional opportunity because it is important that the trackage rights fee-adjustment mechanism work as intended, so that any increases or decreases in UP’s costs are properly reflected in agreed-upon adjustments to the trackage rights fee.

Today’s Decision. In Decision No. 98, the Board has resolved the dispute first addressed in Decision No. 96. In today’s decision, the Board determined that BNSF has not shown that the effects of the disputed items should be omitted from the calculations used to determine annual adjustments to the trackage rights fees paid by BNSF to UP for the trackage rights received by BNSF in the UP-SP merger proceeding. The Board specifically determined that inclusion of the effects of the disputed items in the fee-adjustment process would not amount to a double-count, and that the evolution of the fee-adjustment mechanism now contained in Section 12 of the BNSF Agreement does not support the view of BNSF and the American Chemistry Council (formerly the Chemical Manufacturers Association) that the adjustment mechanism must necessarily incorporate only URCS costs for post-mergers years, or disregard the effects of the disputed items. To incorporate UP’s projected post-merger efficiencies in the trackage rights fees, the Board pointed out, would necessarily mean an adjustment mechanism that would use UP’s pre-merger, not post-merger, costs as a base. The Board concluded that, absent any compelling evidence to the contrary, the URCS costs used in the Section 12 adjustments must be developed in accord with its Uniform System of Accounts and its standard costing procedures and that no document or evidence presented during the course of the UP-SP merger proceeding contains any indication that the parties ever contemplated that the URCS calculations required by Section 12 would not be performed in that manner.

The Board, in today’s decision, further noted that there is no competitive justification for
departing from the plain language of Section 12 in adjusting the trackage rights fees that have been in place. The Board explained that, as the Board has noted on several prior occasions, BNSF has continued to effectively replace the competition that otherwise would have been lost when SP was absorbed into UP. The Board specifically noted that BNSF’s trackage rights fees under the Section 12 fee-adjustment process are almost 10 percent below the fees that BNSF would now be paying under the adjustment mechanism to which it initially agreed, and are also considerably below the trackage rights fees the Board would have set under its governing compensation methodology had the parties not agreed to lower charges.

In addition to resolving the dispute before it in this case, the Board also ordered UP and BNSF to provide certain information pertaining to the implementation of Section 12, including a revised Section 12 to reflect how it has been implemented. The Board provided that these filings are due 30 days from the date of issuance of Decision No. 98. The Board then went on to establish a new formal approval process for that provision, under which interested parties may submit comments to the Board on the railroads’ filings within 20 days after the railroads have made their submission to the Board.


A printed copy of the decision is available for a fee by contacting Da 2 Da Legal Copy Service, Suite 405, 1925 K Street, N.W., Washington, DC 20006, telephone (202) 293-7776, or via da2dalegal@earthlink.net. The decision also is available for viewing and downloading via the Board’s website at http://www.osth.dot.gov.

###
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

(Decision No. 44)

NOTICE

A court action, entitled as shown below,
was instituted on or about December 23, 1996,
involving the above-entitled proceeding:

No. 96-1492

Geneva Steel Company

V.

Surface Transportation Board

United States of America

before the

United States Court of Appeals for the District of Columbia Circuit

VERNON A. WILLIAMS
Secretary
Finance Docket No. 32760


(Decision No. 57)

NOTICE

A court action, entitled as shown below, was instituted on or about December 23, 1996, involving the above-entitled proceeding:

No. 96-1493

Geneva Steel Company

V.

Surface Transportation Board

United States of America

before the

United States Court of Appeals for the District of Columbia Circuit

VERNON WILLIAMS
Secretary

1 Embraces Sub Nos. 1, 2, 12 and 19.
Finance Docket No. 327601

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
(Decision No. 61)

NOTICE

A court action, entitled as shown below,
was instituted on or about December 23, 1996,
involving the above-entitled proceeding:

No. 96-1494

Geneva Steel Company

V.

Surface Transportation Board

United States of America

before the

United States Court of appeals for the District of Columbia Circuit

VERNON A. WILLIAMS
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Embraces Sub-Nos. 1, 2, and 19.
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01/24/1997 Standing selected: 'MOC', 'POR' Page 4
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<td>William W. Whitehurst, Jr</td>
<td>12421 Happy Hollow Road Cockeysville MD 21930-1711 US</td>
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<td>J Tucker</td>
<td>PO Box 25181 Arlington VA 22202 US</td>
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<tr>
<td>National Industrial Transport League</td>
<td>1700 North Moore Street, Suite 1900 Arlington VA 22209 US</td>
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<td>William P. Jackson, Jr</td>
<td>Jackson &amp; Jessup, P. C. P.O. Box 1240 3426 North Washington Blvd Arlington VA 22210 US</td>
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<td>John T. Estes</td>
<td>Suite 400 1029 North Royal Street Alexandria VA 22314 US</td>
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<td>Robert J. Cooney</td>
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<td>Bob Thompson</td>
<td>Georgia-Pacific Corp. P.O. Box 105605 Atlanta GA 30340-5605 US</td>
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<td>E. Calvin Cassell</td>
<td>Eastman Chemical Company P.O. Box 1990 Kingsport TN 37662 US</td>
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<td>D. Michael Miller</td>
<td>American Electric Power 1 Riverside Plaza Columbus OH 43215 US</td>
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<td>Michael M. Bailey</td>
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KANSAS CITY MO 64105 US
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<td>LONNIE E. BLAYDES, JR.</td>
<td>VICE PRESIDENT, DALLAS AREA RAPID TRANSIT, P O BOX 75266-7210, DALLAS TX 75266-7210 US</td>
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<td>EDMUND W. BURKE</td>
<td>BURLINGTON NORTHERN RR CO, 777 MAIN STREET, 3600 CONTINENTAL PL FT WORTH TX 76102 US</td>
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<td>DOUGLAS J. BABB</td>
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<td>RICHARD SCIEBELBEIN</td>
<td>7801 WOODHARBOR DRIVE, FORT WORTH TX 76179 US</td>
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<td>GEORGE T. WILLIAMSON</td>
<td>2040 NORTH LOOP WEST SUITE 310, HOUSTON TX 77018 US</td>
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<td>B. C. GRAVES, JR.</td>
<td>EXXON COMPANY U.S.A, P O BOX 4692, HOUSTON TX 77210-4692 US</td>
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<td>ERIC W. TIBBETTS</td>
<td>PO BOX 1766, 1301 MCKINNEY ST, HOUSTON TX 77253 US</td>
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<td>TEXAS MEXICAN RAILWAY CO.</td>
<td>PO BOX 419, LAREDO TX 78042-0419 US</td>
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<td>MARK TOBLY</td>
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<td>DONALD T CHEATHAM</td>
<td>10220-E METROPOLITAN DR, AUSTIN TX 78758 US</td>
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<td>LEROY E. MAUCH</td>
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<td>Clede Widener</td>
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<td>Lamar CO 81052 US</td>
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<tr>
<td>Norine Arbuthnot</td>
<td>601 Main St</td>
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<td>Bernice Tuttle</td>
<td>Kiowa County, Chapter 124</td>
<td>Ordway CO 81063 US</td>
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<tr>
<td>Frank C. McMurry</td>
<td>PO Box 699</td>
<td>Salida CO 81201 US</td>
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<tr>
<td>E. W. Wotipka</td>
<td>6388 Terrace Lane</td>
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<td>Myron F. Smith</td>
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<td>Canon City CO 81215 US</td>
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<td>Ruth B. Carter</td>
<td>City of Canon City</td>
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<td>Steven G. Rabe</td>
<td>City of Florence</td>
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<td>James R. Fritz</td>
<td>Eagle County Attorney</td>
<td>Eagle CO 81631 US</td>
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<td>Patricia Britton</td>
<td>Chief Legal Officer</td>
<td>Gillette WY 82716 US</td>
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<tr>
<td>Jody Kress</td>
<td>1109 Main St Ste 310</td>
<td>Boise ID 83702-5642 US</td>
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<td>Wayne L. Stockbrand</td>
<td>Kencott Utah Corp.</td>
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<td>Alexander H. Jordan</td>
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<td>John Roesch</td>
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<tr>
<td>Janet Palmer</td>
<td>PO Box 1268</td>
<td>Sheridan Lake CO 81071 US</td>
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<tr>
<td>Charles Silva</td>
<td>Baca County</td>
<td>PO Box 116</td>
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<td>Thomas W. Foster</td>
<td>Com. to Preserve Property</td>
<td>Salida CO 81201 US</td>
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<td>HON Nancy Sanger</td>
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<td>Judy Lohnes</td>
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<tr>
<td>Steve Tucker</td>
<td>USG West Employees</td>
<td>Fruitland ID 83152-1580 US</td>
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<td>Gary L. McFarren</td>
<td>Director-Transp</td>
<td>Gillette WY 82716 US</td>
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<td>TIM R. Adams</td>
<td>Idaho Barley Commission</td>
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<td>Ann Knapton</td>
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<tr>
<td>Ray D. Gardner</td>
<td>Kencott Utah Corp.</td>
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<tr>
<td>RONALD L. RENCHER</td>
<td>Western Shippers Coal.</td>
<td>Salt Lake City UT 84101-1672 US</td>
<td></td>
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</table>
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01/24/1997 Standing selected: 'MOC', 'POR'
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<tr>
<td>J. W. Telford</td>
<td>Severson &amp; Werson</td>
<td>San Francisco, CA 94111 US</td>
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<tr>
<td>Carol A. Harris</td>
<td>Southern Pac. Trans. Co.</td>
<td>San Francisco, CA 94105 US</td>
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<td>Daniel R. Arellano</td>
<td>City Hall</td>
<td>Brentwood, CA 94513-1396 US</td>
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<tr>
<td>Leo R Brien</td>
<td>530 Water Street</td>
<td>Oakland, CA 94607 US</td>
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<td>Paul C. Anderson</td>
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<td>Jeffrey A. Walter</td>
<td>Walter &amp; Pistole</td>
<td>Sonoma, CA 95476 US</td>
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<td>David N. Magaw</td>
<td>Yolo Shortline RR Co</td>
<td>Sacramento, CA 95821-4037 US</td>
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<td>Joseph H. Pettus</td>
<td>Sun Valley Energy Inc</td>
<td>Sacramento, CA 95825 US</td>
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<tr>
<td>Kathleen R. Lazard</td>
<td>P.O. Box 730</td>
<td>San Francisco, CA 96130 US</td>
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<tr>
<td>Mike Thorne, Exec. Dir.</td>
<td>Port of Portland</td>
<td>Portland, OR 97208 US</td>
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<td>Rick Willis, Executive Director</td>
<td>Oregon Public Utility Comm</td>
<td>Salem, OR 97310-1380 US</td>
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<td>Karen O'Connor</td>
<td>Lake County Courthouse</td>
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<td>Charles H. Montagne</td>
<td>JPA and El Dorado Company</td>
<td>Seattle, WA 98117 US</td>
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<td>Marcelle M. Szil</td>
<td>CP Rail System</td>
<td>Montreal, Quebec, H3C 3E4 CD</td>
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Records: 490
April 8, 1997

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 SOUTH WESTERN RAILWAY COMPANY, SPCSL CORP., AND THE DENVER AND RIO GRANDE WESTERN RAILROAD COMPANY [DECISION NO. 68]

NOTICE

A court action, entitled as shown below, was instituted on or about March 14, 1997, involving the above-entitled proceeding:

No. 97-1134

Enterprise Products Company

v.

Surface Transportation Board

United States of America

before the

United States Court of Appeals for the District of Columbia Circuit

VERNON A. WILLIAMS
Secretary

This case embraces Finance Docket No. 32760 (Sub-Nos. 1, 2, 19, and 20).
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 (Decision Nos. 44 and 62)

NOTICE

A court action, entitled as shown below, was instituted on or about January 6, 1997, involving the above-entitled proceeding:

No. 97-1007

The Texas Mexican Railway Company

V.

Surface Transportation Board

United States of America

before the

United States Court of Appeals for the

District of Columbia Circuit

VERNON A. WILLIAMS
Secretary

1 Embraces Sub-Nos. 1, 2, 13, 14, 19, and 20. This case has been consolidated in the United States Court of Appeals for the D.C. Circuit with Case No. 96-1293, et al.
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
(Decision No. 44)

NOTICE

A court action, entitled as shown below, was instituted on or about January 21, 1997, involving the above-entitled proceeding:

No. 97-1041

Burlington Northern and Santa Fe Railway Company

V.

Surface Transportation Board

United States of America

before the

United States Court of Appeals for the

District of Columbia Circuit

VERNON A. WILLIAMS
Secretary
January 28, 1997

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 (Decision Nos. 44 and 60)

NOTICE

A court action, entitled as shown below, was instituted on or about January 21, 1997, involving the above-entitled proceeding:

No. 97-1042

United Transportation Union-General Committee of Adjustment (GO 401)

V.

Surface Transportation Board

United States of America

before the United States Court of Appeals for the District of Columbia Circuit

VERNON A. WILLIAMS
Secretary

Embraces Sub-Nos. 1, 2, and 19. This case has been consolidated in the United States Court of Appeals for the D.C. Circuit with Case No. 96-1293, et al.
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<td>Paul K. Biba, House Counsel</td>
<td>Formosa Plastics Corp.</td>
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<td>Oscar J. Abello, President</td>
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<td>Robert L. McGeorge</td>
<td>U. S. Dept. of Justice, Antitrust Division</td>
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SERVICE LIST FOR: 23-jan-1997 ICC FD 32760 0 UNION PACIFIC CORPORATION

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01/23/1997  Standing selected: 'MOC', 'POR'  Page 2
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ANTHONY J MCMAHON
BASATIANELLI, BROWN ET AL
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HONORABLE JOHN BREAUX
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<td>WASHINGTON DC 20515 US</td>
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SERVICE LIST FOR: 23-jan-1997 ICC FD 32760 0 UNION PACIFIC CORPORATION, UNION PAC

HONORABLE RON PACKARD
U. S. HOUSE OF REPRESENTATIVES
WASH DC 20515-0548 US

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HONORABLE STERKOD BROWN
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HONORABLE FRANK D. LUCAS
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HONORABLE CHAKA FATTAH
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HONORABLE CURT WELDON
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HONORABLE FRANK MASCARA
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HON. MARCY KAPTUR
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HON. JON CHRISTENSEN
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WASHINGTON DC 20515-4155 US

HON. JIM CHAPMAN
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HON. ENRY BONILLA
US HOUSE REPRESENTATIVES
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HONORABLE EDDIE BERNICE JOHNSON
WASHINGTON DC 20515-4330 US

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ANTITRUST DIV, DEPT OF JUSTICE
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WASHINGTON DC 20530 US

PAUL SAMUEL SMITH
U. S. DEPT OF TRANSP
400 7TH ST SW, ROOM 4102 C-30
WASHINGTON DC 20590 US

01/23/1997 Standing selected: 'MOC','FOR'
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<tr>
<td>JOSEPH R. POMPONIO</td>
<td>FEDERAL RAILROAD ADMIN. 400 7TH ST SW RCC-20 WASHINGTON DC 20590 US</td>
</tr>
<tr>
<td>LARRY R. FRUDEN</td>
<td>TRANS. COMM. INT'L UNION 3-RESEARCH PLACE ROCKVILLE MD 20850 US</td>
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<tr>
<td>IAM W. WHITEHURST, JR.</td>
<td>12421 HAPPY HOLLOW ROAD COCKEYSVILLE MD 21030-1711 US</td>
</tr>
<tr>
<td>J TUCKER</td>
<td>PC BOX 25181 ARLINGTON VA 22202 US</td>
</tr>
<tr>
<td>NATIONAL INDUSTRIAL TRANSPORTATION LEAGUE</td>
<td>1700 NORTH MOORE STREET, SUITE 1900 ARLINGON VA 22209 US</td>
</tr>
<tr>
<td>WILLIAM F. JACKSON, JR.</td>
<td>JACKSON &amp; JESSUP, P. C. PO BOX 1240 3426 NORTH WASHINGTON BLVD ARLINGTON VA 22210 US</td>
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<tr>
<td>JOHN T. ESTES</td>
<td>SUITE 400 1029 NORTH ROYAL STREET ALEXANDRIA VA 22314 US</td>
</tr>
<tr>
<td>ROBERT J. COONEY</td>
<td>NORFOLK SOUTHERN CORP. THREE COMMERCIAL PLACE NORFOLK VA 23510-2191 US</td>
</tr>
<tr>
<td>BOB THOMPSON</td>
<td>GEORGIA-PACIFIC CORP. PO BOX 108505 ATLANTA GA 30348-5605 US</td>
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<tr>
<td>E. CALVIN CASSELL</td>
<td>EASTMAN CHEMICAL COMPANY PO BOX 1990 KINGSPORT TN 37662 US</td>
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<td>HONORABLE GILLESPIE V. MONTGOMERY</td>
<td>U. S. HOUSE OF REPRESENTATIVES PO BOX 5618 MERIDAN MS 39208 US</td>
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<tr>
<td>D. MICHAEL MILLER</td>
<td>AMERICAN ELECTRIC POWER 1 RIVERSIDE PLAZA COLUMBUS OH 43215 US</td>
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<tr>
<td>MICHAEL M. BRILEY</td>
<td>SHUMAKER, LOOP &amp; KENDRICK N COURTHOUSE SQUARE - 1000 JACKSON TOLEDO OH 43624 US</td>
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<tr>
<td>CLINTON J MILLER, III, GEN'AL COUNSEL</td>
<td>UNITED TRANSPORTATION UNION 14600 DETROIT AVENUE CLEVELAND OH 44107-4250 US</td>
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<td>LARRY R. FRUDEN</td>
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<td>CONSTANCE H. FIERCE</td>
<td>CONSTELLATION COMPANIES 250 WEST PRATT STREET BALTIMORE MD 21201-2423 US</td>
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<tr>
<td>THOMAS E. SCHICK</td>
<td>CHEMICAL MANUF. ASSOC. 1300 W. LSON BOULEVARD ARLINGTON VA 22209 US</td>
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<tr>
<td>GERALD W. FAUTH, III</td>
<td>G. W. FAUTH &amp; ASSOCIATES INC. PO BOX 2701 ALEXANDRIA VA 22301 US</td>
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<tr>
<td>PETER J SHUDTZ</td>
<td>CSX CORPORATION 901 E CARY ST 1 JAMES CENTER RICHMOND VA 23119 US</td>
</tr>
<tr>
<td>ROBERT S. KOMPANY</td>
<td>720 THIMBLE SHORES BLVD, SUITE 130 NEWPORT NEWS VA 23608-2574 US</td>
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<tr>
<td>GREGORY M. VINCENT, VICE PRESIDENT</td>
<td>TENNESSEE VALLEY AUTH LOOKOUT PLACE 1101 MARKET STREET CHATTANOOGA TN 37402 US</td>
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<tr>
<td>EDWARD S. CHRISTENBURY</td>
<td>400 WEST SUMMIT HILL DRIVE KNOXVILLE TN 37902 US</td>
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<tr>
<td>R. L. YOUNG</td>
<td>ONE MEMORIAL DRIVE LANCASTER OH 43130-0700 US</td>
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<td>U. S. SENATE ATTN: ANISA BELL 200 N HIGH STREET S-600 COLUMBUS OH 43215-2408 US</td>
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<td>DANIEL R. ELLIOTT III</td>
<td>UNITED TRANSF. UNION 14600 DETROIT AVENUE CLEVELAND OH 44107 US</td>
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<tr>
<td>RONALD P MCLAUGHLIN</td>
<td>BROTHERHOOD OF LOCOMOTIVE ENGINEERS 1370 ONTARIO ST STAN BLDG CLEVELAND OH 44113-1702 US</td>
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SERVICE LIST FOR: 23-jan-1997 ICC FD 32760 0 UNION PACIFIC CORPORATION, UNION PAC

RICHARD F BRUENING
KANSAS CITY SOUTHERN RR
114 WEST ELEVENTH STREET
KANSAS CITY MO 64106 US

JOSEPH A STINGER
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STATE CAPITOL ROOM 216
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HYNES, ADMINISTRATOR OF RAILROADS
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CAPITOL AVE AT JEFFERSON ST
JEFFERSON CITY MO 65102 US

JOHN JAY ROSACKER
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217 SE 4TH ST 2ND FLOOR
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WILLIAM J MCGINN
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8300 COLLEGE BOULEVARD
OVERLAND PARK KS 66210 US

JAMES J IRLANDI
STB PRACTITIONER
1909 N BROADWAY/SUITE F
WICHITA KS 67214 US

T L GREEN
WESTERN RESOURCES, INC.
PO BOX 889
818 KANSAS AVE
TOPEKA KS 66601 US

JOHN F LARKIN
P O BOX 31850
4814 DOUGLAS ST 68132
OMAHA NE 68132-0850 US

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1803 STEFKIN STREET
WICHITA KS 67208 US

PAUL A CONLEY JR LAW DEPARTMENT
UNION PACIFIC RR CO.
1416 DODGE STREET
OMAHA NE 68179 US

JOSEPH A STINGER
IBBB
570 NEW BROTHERHOOD BUILDING
KANSAS CITY KS 66101 US

WILLARD L STOCKWELL-CHIEF PLANNER
455 N MAIN ST 10TH FL CITY HALL
WICHITA KS 67216 US

JUNIOR STRECKER
123 NORTH MAIN ST
HOISINGTON KS 67544 US

ROBERT K GLYNN
HOISINGTON CHAM. OF COMM.
123 NORTH MAIN STREET
HOISINGTON KS 67544-2594 US

JAMES V DOLAN LAW DEPARTMENT
UNION PACIFIC RR CO.
1416 DODGE STREET #830
OMAHA NE 68179 US

PAUL A CONLEY JR LAW DEPARTMENT
UNION PACIFIC RR CO.
1416 DODGE STREET
OMAHA NE 68179 US

KEN SIECKMEYER MGR. TRANSP. PLANN. DIV.
NEBRASKA DEPT. OF ROADS
P O BOX 94759
LINCOLN NE 68509-4759 US

JEAN L REGIER
UNION PACIFIC RAILROAD COMPANY
1416 DODGE STREET ROOM 830
OMAHA NE 68179 US

W F CARTER
ALBEMARLE CORPORATION
451 FLORIDA STREET
BATON ROUGE LA 70801 US

JEAN L WORLEY
HILBURN CALHOON HARPER
P O BOX 5551
ONE RIVERFRONT PLACE EIGHTH FL
NORTH LITTLE ROCK AR 72119 US

HONORABLE DAVID PRYOR
UNITED STATES SENATE
330 FEDERAL BLDG ATTN: CARMIE HENRY
LITTLE ROCK AR 72201 US

ROBERT T OPAL
UNION PACIFIC RR CO.
1416 DODGE STREET RM 830
OMAHA NE 68179-0001 US

JOE N HAMPTON
P O BOX 31850
4814 DOUGLAS ST 68132
OMAHA NE 68132-0850 US

WAYNE ANDERSON
ENTERGY SERVICES, INC.
639 LOYOLA AVE MAIL L-ENT-26E
NEW ORLEANS LA 70113 US

JEAN L WORLEY
HILBURN CALHOON HARPER
P O BOX 5551
ONE RIVERFRONT PLACE EIGHTH FL
NORTH LITTLE ROCK AR 72119 US

SCOTT MANATT
P O BOX 473
CORNING AR 72422 US

HONORABLE DAVID PRYOR
UNITED STATES SENATE
330 FEDERAL BLDG ATTN: CARMIE HENRY
LITTLE ROCK AR 72201 US

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<td>REE E. BLAYDES, JR.</td>
<td>1601 BRYAN STREET STE 11-060</td>
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<td>Thomas R. Jacobsen</td>
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<td>Thomas A. Griebel</td>
<td>10220 E METROPOLITAN DR</td>
<td>AUSTIN, TX 78758</td>
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<td>Richard Schiefelbein</td>
<td>7801 WOODHARBOUR DRIVE</td>
<td>FORT WORTH, TX 76179</td>
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<td>Michael E. Roper</td>
<td>777 MAIN STREET, 3800 CONTINENTAL PLAza</td>
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<td>1200 SMITH STREET (#3306)</td>
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<td>Robert J. Rossi</td>
<td>2040 NORTH LOOP WEST STE 310</td>
<td>HOUSTON, TX 77018</td>
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<td>AUSTIN, TX 78758</td>
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<td>AUSTIN, TX 78758</td>
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SERVICE LIST FOR: 23-jan-1997 ICC FD 32760 0 UNION PACIFIC CORPORATION, UNION PAC

HON. ROBERT JUNELL
TEXAS HOUSE OF REP.
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ROBERT M. SAUNDERS
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PUEBLO CO 81003-3140 US

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EADS CO 81036 US

JOHN R STULP
SECEED
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LAMAR CO 81052 US

CLEDE WIDENER
BOARD OF COUNTY COMMISSIONERS
P. O. BOX 1046
LAMAR CO 81052 US

01/23/1997 Standing selected: 'MOC','POR' Page 16
SERVICE LIST FOR: 23-jan-1997 ICC FD 32760 0 UNION PACIFIC CORPORATION, UNION PAC

JOHN ROESCH
BENT COUNTY
PO BOX 350
LAS ANIMAS CO 81054 US

F P ALMER
P O BOX 1268
13997 COUNTY ROAD 71
SHERIDAN LAKE CO 81071 US

CHARLES WAIT
BACA COUNTY
PO BOX 116
SPRINGFIELD CO 81073 US

THOMAS W. FOSTER, CHAIRMAN
COM. TO PRESERVE PROPERTY
P O BOX 691
SALIDA CO 81201 US

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CITY OF SALIDA
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124 E STREET
SALIDA CO 81201 US

JUDY LORNES
UAACOG
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CANNON CITY CO 81215 US

GREG TABUTEAU
ROYAL GORGE SCENIC RY
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STEVE TUCKER
DUWG WEST. EMPLOYEES
2048 J ROAD
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GARY L. MCFARLEN, DIRECTOR-TRANSF
KENNEDCOTT ENERGY COMPANY
508 SOUTH GILLETTE AVENUE
GILLETTE WY 82716 US

TIMM R. ADAMS
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BOISE ID 83702-5630 US

ANN KNAFTON
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<td>Carol A. Harris</td>
<td>Southern Pac. Trans. Co.</td>
<td>San Francisco</td>
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<td>Larry W. Telford</td>
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<td>Jeffrey A. Walter</td>
<td>Walter &amp; Pistole 670 W. Napa Street, Suite &quot;F&quot;</td>
<td>Santa Monica</td>
<td>CA</td>
<td>90406</td>
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<td>David N. Masaw</td>
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<td>P.O. Box 1051</td>
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<td>Mike Thorne</td>
<td>Exec. Dir. Port of Portland Box 3529</td>
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<td>OR</td>
<td>97208</td>
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<tr>
<td>Rick Willis</td>
<td>Executive Director Oregon Public Utility Comm</td>
<td>Salem</td>
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<td>97302</td>
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<tr>
<td>Karen O'Connor</td>
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<td>Lakeview</td>
<td>OR</td>
<td>97430</td>
</tr>
<tr>
<td>Charles H. Montange</td>
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<td>98177</td>
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<tr>
<td>Marcella M. Szel</td>
<td>C' Rail System 1 BEEL Street Windsor Station RM 234</td>
<td>Montreal</td>
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Records: 487
SURFACE TRANSPORTATION BOARD
Washington, D.C. 20423

December 27, 1996

Finance Docket No. 32766 1/

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

NOTICE

A court action, entitled as shown below,
was instituted on or about December 10, 1996,
involving the above-entitled proceeding:

No. 96-1470
Union Pacific Corporation, et al.,
v.
Surface Transportation Board
United States of America
before the
United States Court of Appeals for the District of Columbia Circuit

VERNON A. WILLIAMS
Secretary

1/ Embraces Sub-Nos. 1, 2, and 19.
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<tr>
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<td>C Michael Loftus</td>
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WASHINGTON DC 20037 US

SCOTT N. STONE
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DAVID H. BAKER
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J. MICHAEL HEMMER
COVINGTON & BURLING
P O BOX 7566
1201 PENNSYLVANIA AVE N W
WASHINGTON DC 20044 US

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HONORABLE RON PACKARD  
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WASHINGTON DC 20515 US

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ATTN: MICHAEL ERLANDSON
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HON. DAN COATS
ATTN: PATTIE DELOATCHE
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HONORABLE BOB CLEMENT
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HON. JERRY LEWIS
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HON. HENRY B. GONZALEZ
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HON. G. V. MONTGOMERY
ATTEN: ANDRE CLEMANDOT
US HOUSE OF REP
WASHINGTON DC 20515 US

HON JOHN P. MURTHA
HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

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<td>MICHAEL D BILLIEL</td>
<td>ANTITRUST DIV, DEPT OF JUSTICE</td>
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<td>LARRY R. PRUDEN</td>
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<td>3 RESEARCH PLACE ROCKVILLE MD 20850 US</td>
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<td>WILLIAM W. WHITEHURST, JR</td>
<td>FEDERAL RAILROAD ADMIN.</td>
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<td>J TUCKER</td>
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<td>PO BOX 25181 ARLINGTON VA 22202 US</td>
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<td>PETER Q. NYCE, JR.</td>
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<td>901 NORTH STUART STREET ARLINGTON VA 22203 US</td>
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<td>THOMAS E. SCHICK</td>
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P. O. BOX 5618
MERIDAN MS 39208 US

R. L. YOUNG
P O BOX 700
ONE MEMORIAL DRIVE
LANCASTER OH 43130-0700 US

D. MICHAEL MILLER
AMERICAN ELECTRIC POWER
1 RIVERSIDE PLAZA
COLUMBUS OH 43215 US

MICHAEL M. BRILEY
SHUMAKER, LOOP & KENDRICK
N COURTHOUSE SQUARE - 1000 JACKSON
TOLEDO OH 43624 US

CLINTON J MILLER, III, GENERAL COUNSEL
UNITED TRANSPORTATION UNION
14600 DETROIT AVENUE
CLEVELAND OH 44107-4250 US

GERALD W. FAUTH, III
G. W. FAUTH & ASSOCIATES INC.
P O BOX 2401
ALEXANDRIA VA 22301 US

PETER J SHUDTZ
CSX CORPORATION
901 E CARY ST 1 JAMES CENTER
RICHMOND VA 23119 US

ROBERT S. KOMPANY
720 THIMBLE SHOALS BLVD, SUITE 13
NEWPORT NEWS VA 23608-2574 US

GREGORY M. VINCENT, VICE PRESIDENT
TENNESSEE VALLEY AUTH
LOOKOUT PLACE 1101 MARKET STREET
CHATANOOGA TN 37402 US

HONORABLE JOHN GLENN
U. S. SENATE ATTN: ANISA BELL
200 N HIGH STREET S-600
COLUMBUS OH 43215-2408 US

DANIEL R. ELLIOTT III
UNITED TRANSP. UNION
14600 DETROIT AVENUE
CLEVELAND OH 44107 US

RONALD P MCLAUGHLIN
BROTHERHOOD OF LOCOMOTIVE ENGINEE
1370 ONTARIO ST STAN BLDG
CLEVELAND OH 44113-1702 US

12/30/1996  Standing selected: 'MOC','POR'
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<th>Name</th>
<th>Company / Organization</th>
<th>Address</th>
<th>City, State, Zip</th>
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<td>Richard E. Kerth</td>
<td>Champion International Corp</td>
<td>101 Knightsbridge Drive</td>
<td>Hamilton, OH 45020-0001 US</td>
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<tr>
<td>Michael P. Ferro</td>
<td>Quantum Chemical Corp.</td>
<td>11500 Northlake Drive</td>
<td>Cincinnati, OH 45249 US</td>
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<tr>
<td>Bruce A. Klimek</td>
<td>Inland Steel</td>
<td>3210 Watling Street</td>
<td>East Chicago, IL 60611 US</td>
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<tr>
<td>Hon Jeff Smith</td>
<td>City of Kendallville</td>
<td>234 S Main Street</td>
<td>Kendallville, IN 46755-1795 US</td>
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<tr>
<td>James E. Hanson</td>
<td>Dow Chemical Company</td>
<td>2020 Willard H Dow Center</td>
<td>Midland, MI 48674 US</td>
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<tr>
<td>Larry B. Karnes</td>
<td>Transportation Building</td>
<td>PO Box 30050</td>
<td>Lansing, MI 48909 US</td>
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<td>Thomas F. Jackson</td>
<td></td>
<td>800 Lincoln Way</td>
<td>Ames, IA 50010 US</td>
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<tr>
<td>Honor. Charles E. Grassley</td>
<td>United States Senate</td>
<td>210 Walnut Street</td>
<td>Des Moines, IA 50309-2140 US</td>
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<tr>
<td>Kent M Ragsdale</td>
<td>Interstate Power Co</td>
<td>PO Box 769</td>
<td>Dubuque, IA 52004 US</td>
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<tr>
<td>Tobin Lee Britt</td>
<td>IES Utilities, Inc.</td>
<td>PO Box 351</td>
<td>Cedar Rapids, IA 52406-0351 US</td>
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<tr>
<td>Philip D. Ward, Et Al.</td>
<td></td>
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<tr>
<td>Allen J. Vogel</td>
<td>Minnesota Department of Transportation</td>
<td>395 John Ireland Blvd Transp Bldg, Suite 925, ST PAUL MN 55155 US</td>
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<tr>
<td>William R. Knight</td>
<td>Wisconsin Power &amp; Light</td>
<td>PO Box 192</td>
<td>Madison, WI 53701-0192 US</td>
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<td>Ronald E. Hunter</td>
<td>Cargill, Incorporated</td>
<td>15407 Mcinty Road West</td>
<td>Wayzata, MN 55391 US</td>
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<tr>
<td>Wayne C. Serkland</td>
<td>U.S. Regional Counsel</td>
<td>105 South Fifth St Suite 1000</td>
<td>Minneapolis, MN 55402 US</td>
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<tr>
<td>Douglas M. Head</td>
<td>Weiner</td>
<td>120 South 6th Street Ste 2400</td>
<td>Minneapolis, MN 55402 US</td>
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<td>MONTANA RAIL LINK, INC.</td>
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<td>CHRISTINE H. ROSSO</td>
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<td>STEPHEN C. HERMAN</td>
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<td>20 N WACKER DRIVE STE 1330</td>
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<td>RONALD A. LANE</td>
<td>ILLINOIS CENTRAL RR</td>
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<td>455 N CITYFRONT PLAZA DP 20TH FL</td>
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12/30/1996   Standing selected: 'MOC','POR'
SERVICE LIST FOR: 12/31/1996 ICC FD 32760

MYLES L. TOBIN
ILLINOIS CENTRAL RAILROAD
455 NORTH CITYFRONT PLAZA DRIVE
CHICAGO IL 60611-5504 US

THOMAS ZWICA
121 WEST FIRST STREET
GENESEO IL 61254 US

GARY L TOWELL
TOLEDO, PEORIA & WESTERN
1990 EAST WASHINGTON STREET
EAST PEORIA IL 61611-2961 US

CLARENCE R. PONSLER
GENERAL CHAIRMAN, UTU
1017 W. MAIN STREET
BELLEVILLE IL 62220 US

SCOTT A. RONEY
P O BOX 1470
4666 FARIES PARKWAY
DECATUR IL 62525 US

JON FOY, DIRECTOR, RATES GRAIN
ARCHER DANIEL MIDLAND CO
P. O. BOX 1470
4666 FARIES PARKWAY
DECATUR IL 62525 US

MERRILL L. TRAVIS
ILLINOIS DEPT. OF TRANSP.
2300 SOUTH DIRKSEN PARKWAY
SPRINGFIELD IL 62703-4555 US

CAROL R DORIS
500 SOUTH SECOND STREET
SPRINGFIELD IL 62706 US

KIRK BROWN
2300 SOUTH DIRKSEN PARKWAY
SPRINGFIELD IL 62764 US

ROGER HERMANN
MALLINCKRODT CHEMICAL
16305 SWINGLEY RIDGE DRIVE
CHESTERFIELD MO 63017-1777 US

JEFFREY L. KLINGER
PEABODY HOLDING COMPANY
701 MARKET STREET STE 700
ST LOUIS MO 63101-1826 US

C. A. MENNELL
31 OAK TERRACE
WEBSTER GROVES MO 63119 US

DAVID A. PINS
THE CHEMICAL GROUP, MONSANTO
800 N LINDBERGH BOULEVARD
ST LOUIS MO 63167 US

D E THOMPSON
GENERAL CHAIRMAN-BLE
414 MISSOURI BOULEVARD
SCOTT CITY MO 63780 US

HON IKE SKELTON
U. S. HOUSE OF REP.
514 B N W 7 HIGHWAY
BLUE SPRINGS MO 64014 US

ROBERT K DREILING
K.C. SOUTHERN RWY CO.
114 WEST 11TH STREET
KANSAS CITY MO 64105 US

RICHARD P BRUENING
KANSAS CITY SOUTHERN RR
114 WEST ELEVENTH STREET
KANSAS CITY MO 64106 US

MEL CARNahan
OFFICE OF THE GOVERNOR
STATE CAPITOL ROOM 216
JEFFERSON CITY MO 65101 US

12/30/1996  Standing selected: 'MOC','POR'
SERVICE LIST FOR: 12/31/1996 ICC FD 32760

UNION PACIFIC CORPORATION, UNION PAR

JACK HYNES, ADMINISTRATOR OF RAILROADS
PO BOX 270
CAPITOL AVE AT JEFFERSON ST
JEFFERSON CITY MO 65102 US

JOSEPH A. STINGER
IBBB
570 NEW BROTHERHOOD BUILDING
KANSAS CITY KS 66101 US

WILLIAM J. MCGINN
NORTH AMER. CHEM. CO.
8300 COLLEGE BOULEVARD
OVERLAND PARK KS 66210 US

BARRETT HATCHES
8300 COLLEGE BLVD
OVERLAND PARK KS 66210 US

T. L. GREEN
WESTERN RESOURCES, INC.
PO BOX 889
818 KANSAS AVE
TOPEKA KS 66601 US

JOHN JAY ROSACKER
KS, DEPT OF TRANSP
217 SE 4TH ST 2ND FLOOR
TOPEKA KS 66603 US

ALAN R. POST
1803 STEFKIN STREET
WICHITA KS 67208 US

JAMES J. IRLANDI
STB PRACTITIONER
1809 N BROADWAY/SUITE F
WICHITA KS 67214 US

WILLARD L STOCKWELL-CHIEF PLANNER
455 N MAIN ST 10TH FL CITY HALL
WICHITA KS 67216 US

JUNIOR STRECKER
123 NORTH MAIN ST
HOISINGTON KS 67544 US

ROBERT K. GLYNN
HOISINGTON CHAM. OF COMM.
123 NORTH MAIN STREET
HOISINGTON KS 67544-2594 US

JOHN F. LARKIN
P O BOX 31850
4814 DOUGLAS ST 68132
OMAHA NE 68132-0850 US

PAUL A. CONLEY, JR. , LAW DEPARTMENT
UNION PACIFIC RR CO.
1416 DODGE STREET
OMAHA NE 68179 US

JAMES V. DOLAN, LAW DEPARTMENT
UNION PACIFIC RR CO.
1416 DODGE STREET #830
OMAHA NE 68179 US

LOUISE A. RINN
UNION PACIFIC RR CO.
1416 DODGE STREET ROOM 830
OMAHA NE 68179 US

JEANNA L REGIER
UNION PACIFIC RAILROAD COMPANY
1416 DODGE ST ROOM 830
OMAHA NE 68179 US

ROBERT T. OPAL
UNION PACIFIC RR CO.
1416 DODGE STREET RM 830
OMAHA NE 68179-0001 US

KEN SIECKMEYER, MGR. TRANSP. PLAN
NEBRASKA DEPT. OF ROADS
P O BOX 94759
LINCOLN NE 68509-4759 US

12/30/1996 Standing selected: 'MOC','POR'
<table>
<thead>
<tr>
<th>Name</th>
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<tbody>
<tr>
<td>WAYNE ANDERSON</td>
<td>ENTEGY SERVICES, INC.</td>
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<tr>
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<td>639 LOYOLA AVE MAIL L-ENT-26E</td>
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<tr>
<td>W. F. CARTER</td>
<td>ALBEMARLE CORPORATION</td>
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<td>451 FLORIDA STREET</td>
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<td>SCOTT MANATT</td>
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<td>JOE N. HAMPTON</td>
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<td>777 MAIN STREET, 3800 CONTINENTAL PLAZA</td>
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<td>FT WORTH TX 76102-5384 US</td>
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<tr>
<td>JANICE G BARBER</td>
<td>BURLINGTON NORTHERN RR CO</td>
</tr>
<tr>
<td></td>
<td>777 MAIN STREET, 3800 CONTINENTAL PLAZA</td>
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<td>FT WORTH TX 76102-5384 US</td>
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<tr>
<td>RICHARD SCHIEFELBEIN</td>
<td>7801 WOODHARBOR DRIVE</td>
</tr>
<tr>
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<td>FORT WORTH TX 76179 US</td>
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<tr>
<td>W. DAVID TIDHOLM</td>
<td>HUTCHES &amp; GRUNDY</td>
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<td>1260 SMITH STREET (#3300)</td>
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<td>HOUSTON TX 77002-4579 US</td>
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<td>GEN. COMMITTEE OF ADJUST. CO-895</td>
<td>UNITED TRANS. UNION</td>
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<tr>
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<td>2040 NORTH LOOP WEST STE 310</td>
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<td>HOUSTON TX 77018 US</td>
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<tr>
<td>ROBERT J. ROSSI</td>
<td>UNITED TRANSPORTATION UNION</td>
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<td>2040 NORTH LOOP WEST SUITE 310</td>
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<td>HOUSTON TX 77018-8112 US</td>
</tr>
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</table>

12/30/1996 Standing selected: 'MOC','POR'
SERVICE LIST FOR: 12/31/1996 ICC FD 32760 O UNION PACIFIC CORPORATION, UNION PA

GEORGE T. WILLIAMSON
P O BOX 2562
111 E LOOP N
HOUSTON TX 77029 US

B. C. GRAVES, JR.
EXXON COMPANY U.S.A.
PO BOX 4692
HOUSTON TX 77210-4692 US

BRIAN P. FELKER
SHELL CHEMICAL COMPANY
P O BOX 2463
HOUSTON TX 77252-2463 US

ROY GIANGROSSO
ENTERGY SERVICES, INC.
350 PINE STREET
BEAUMONT TX 77701 US

JOHN P. LARUE
P O BOX 1541
222 POWER STREET
CORPUS CHRISTI TX 78403 US

JERRY L. MARTIN, DIRECTOR RAIL DIV.
RR COMM OF TEXAS
P O BOX 12967
1701 N CONGRESS
AUSTIN TX 78711 US

REBECCA FISHER
ASST ATTY GENERAL
PO BOX 12548
AUSTIN TX 78711-2548 US

HON. ROBERT JUNELL
TEXAS HOUSE OF REP.
PO BOX 2910
AUSTIN TX 78768 US

ROBERT A. CUSHING, JR.
UNITED TRANS. UNION,
12401 HIDDEN SUN COURT
EL PASO TX 79938 US

B KENNETH TOWSEND JR
EXXON CHEMICAL CO
13501 KATY FREEWAY
HOUSTON TX 77079-1398 US

SHELL CHEMICAL COMPANY
PO BOX 2463
ONE SHELL PLAZA
HOUSTON TX 77252 US

ERIC V. TIBBETTS
P O BOX 3766
1301 MCKINNEY ST
HOUSTON TX 77253 US

TEXAS MEXICAN RAILWAY CO.
PO BOX 419
LAREDO TX 78042-0419 US

THOMAS A GRIEBEL
TEXAS DOT
125 E 11TH ST
AUSTIN TX 78701 US

MARK TOBEY
P O BOX 12548
AUSTIN TX 78711-2548 US

HON. JOHN R. COOK,
TX HOUSE OF REPRESENTATIVES
P O BOX 2910
AUSTIN TX 78768 US

ROBERT M. SAUNDERS
P O BOX 2910
AUSTIN TX 78768-2910 US

DARRELL L. HANAVAN, EXECUTIVE DIR
COLORADO WHEAT ADMIN.
5500 SOUTH QUEBEC STREET STE 111
ENGLEWOOD CO 80111 US

12/30/1996 Standing selected: 'MOC','POR'
SERVICE LIST FOR: 12/31/1996 ICC FD 32760 0  UNION PACIFIC CORPORATION, "UNION PAC

THOMAS F. LINN
MOUNTAIN COAL COMPANY
555 17TH STREET 22ND FLOOR
DENVER CO 80202 US

PATRICIA T. SMITH, SR. VICE PRESIDENT
PUBLIC SERVICE COMPANY
1225 - 17TH STREET STE 600
DENVER CO 80202 US

RUSSELL S. JONES, III
MOUNTAIN COAL COMPANY
555 17TH STREET 22ND FLOOR
DENVER CO 80202 US

STANLEY B. KONIZ, UNIT MANAGER
PUBLIC SERVICE COMPANY
1225 - 17TH STREET STE 1100
DENVER CO 80202 US

PATRICIA T. SMITH, SR. VICE PRESIDENT
PUBLIC SERVICE COMPANY
1225 - 17TH STREET STE 600
DENVER CO 80202 US

STEPHEN D ALFERS
ALFERS & CARVER
730 17TH STREET #340
DENVER CO 80202 US

NANCY MANGONE, ENFORCEMENT ATTORN
U. S. EPA REGION VIII
999 18TH SST STE 500
DENVER CO 80202-2466 US

DAVID N. LAWSON, FUEL TRAFFIC COORDINATOR
PUBLIC SERVICE COMMISSION
1225 17TH ST STE 1100, SEVENTEENTH ST PLAZA
DENVER CO 80202-5533 US

JANE T. FELDMAN, ASST. ATTORNEY G
STATE OF COLORADO
1525 SHERMAN ST- 5TH FLOOR
DENVER CO 80203 US

HON. BEN N. CAMPBELL
UNITED STATES SENATE
1129 PENNSYLVANIA STREET
DENVER CO 80203 US

ROY ROMER
EXECUTIVE CHAMBERS
136 STATE CAPITOL
DENVER CO 80203 US

SUE BALLANSKI, PHYSICAL RESOURCES
USDA FOREST SERVICE
P O BOX 25127
LAKewood CO 80225 US

GERALD E. VANINETTI
RESOURCE DATA INT'L
1320 PEARL STREET STE 300
BOULDER CO 80302 US

JOE D. FORRESTER
C/O CO MTN COLLEGE, TIMBERLINE CA
901 S HWY 24
LEADVILLE CO 80461 US

THOMAS J. FLORCZAK
CITY OF PUEBLO
127 THATCHER BUILDING
PUEBLO CO 81003 US

HON. HANK BROWN
UNITED STATES SENATE
5TH & MAIN ST 411 THATCHER BLDG
PUEBLO CO 81003-3140 US

MAYOR LESTER WILLIAMS
TOWN OF EADS
PO BOX 8
110 W 13TH ST
EADS CO 81036 US

CARDON G. BERRY
KIOWA CO. COMMISSIONERS
PO BOX 591
1305 GOFF
EADS CO 81036 US

12/30/1996  Standing selected: 'MOC', 'POR'
SERVICE LIST FOR: 12/31/1996 ICC FD 32760 0  UNION PACIFIC CORPORATION, UNION PAC

HON. DELCARL EIKENBERG
TOWN OF HASWELL
P.O. BOX 206
HASWELL CO 81045-0206 US

CLEDE WIDENER
BOARD OF COUNTY COMMISSIONERS
P.O. BOX 1046
LAMAR CO 81052 US

JOHN R. STULP
SECEED
P.O. BOX 1600
LAMAR CO 81052 US

LEROY E. MAUCH
BOARD OF COUNTY COMMISSIONERS
P.O. BOX 1046
LAMAR CO 81052 US

JOHN ROESCH
BENT COUNTY
PO BOX 350
LAS ANIMAS CO 81054 US

BLAINE ARBUTHNOT
CROWLEY COUNTY
601 MAIN ST
ORDWAY CO 81063 US

JANET PALMER
P.O. BOX 1268
13997 COUNTY ROAD 71
SHERIDAN LAKE CO 81071 US

BERNICE TUTTLE
KIOWA COUNTY WIFE, CHAPTER #124
13775 CR785
TOWNER CO 81071-9619 US

CHARLES WAIT
BACA COUNTY
PO BOX 116
SPRINGFIELD CO 81073 US

FRANK C. MCMURRY
PO BOX 699
SALIDA CO 81201 US

THOMAS W. FOSTER, CHAIRMAN
COM. TO PRESERVE PROPERTY
P.O. BOX 681
SALIDA CO 81201 US

E W WOTIPKA
6388 TERRACE LANE
SALIDA CO 81201 US

HON. NANCY SANGER, MAYOR
CITY OF SALIDA
P.O. BOX 417
124 E STREET
SALIDA CO 81201 US

MYRON F. SMITH
FREMONT COUNTY COMM.
615 MACON AVE ROOM #102
CANON CITY CO 81212 US

RUTH H. CARTER, MAYOR
CITY OF CANON CITY
P.O. BOX 1450
ATTN: STEVE THACKER CITY ADMIN
CANON CITY CO 81215 US

GREG TABUTEAU
ROYAL GORGE SCENIC RY
P.O. BOX 1387
CANON CITY CO 81215 US

STEVEN G. RABE, CITY MANAGER
CITY OF FLORENCE
300 W MAIN STREET
FLORENCE CO 81226 US

JUDY LOHNES
UAACOG
P.O. BOX 510
CANON CITY CO 81215-0510 US

12/30/1996  Standing selected: 'MOC', 'POR'
SERVICE LIST FOR: 12/31/1996 ICC FD 32760

STEVE TUCKER
D&RG WEST. EMPLOYEES
2048 J ROAD
FRONT CO 81521 US

GARY L. MCFARLEN,, DIRECTOR-TRANS
KENNECOTT ENERGY COMPANY
505 SOUTH GILLETTE AVENUE
GILLETTE WY 82716 US

TIMM R. ADAMS
IDAHO BARLEY COMMISSION
1199 MAIN STREET, STE G
BOISE ID 83702-5630 US

ANN KNAPTON
IDAHO TIMBER CORPORATION
P O BOX 67
5401 KENDALL STREET
BOISE ID 83707-0067 US

RAY D. GARDNER
KENNECOTT UTAH COPP. CORP
P O BOX 6001
8315 WEST 3595 SOUTH
MAGNA UT 84044-6001 US

RONALD L. RENCHER
WESTERN SHIPPERS COAL.
136 SOUTH MAIN STREET STE 1000
SALT LAKE CITY UT 84101-1672 US

JEFFREY B. GROY
ONE UTAH CTR
201 SOUTH MAIN STREET, STE 1100
SALT LAKE CITY UT 84111 US

CHRISTOPHER E. BRAMHALL
451 SOUTH STATE ST, ROOM 505
SALT LAKE CITY UT 84111 US

REED M. RICHARDS
STATE OF UTAH
236 STATE CAPITOL
SALT LAKE CITY UT 84114 US

JAMES R. FRITZE
EAGLE COUNTY ATTORNEY
P O BOX 850
EAGLE CO 81631 US

PATRICIA BRITTON, CHIEF LEGAL OFF
KENNECOTT ENERGY COMPANY
505 SOUTH GILLETTE AVENUE
GILLETTE WY 82716 US

JERRY R KRESS
ID, WHEAT COMMISSION
1109 MAIN ST STE 310
BOISE ID 83702-5642 US

WAYNE L. STOCKEBRAND
KENNECOTT UTAH COPP. CORP
P O BOX 6001
8315 WEST 3595 SOUTH
MAGNA UT 84044-6001 US

ALEXANDER H. JORDAN
WESTERN SHIPPERS COALITION
2802 HOLIDAY RANCH ROAD
PARK CITY UT 84060-6842 US

F MARK HANSEN
F MARK HANSEN, P.C.
624 NORTH 300 WEST SUITE 200
SALT LAKE CITY UT 84103 US

HON. DEEDEE CORRADINI
451 SOUTH STATE STREET, ROOM 306
SALT LAKE CITY UT 84111 US

MICHAEL O. LEAVITT
210 STATE CAPITOL
SALT LAKE CITY UT 84114 US

ROBIN L. RIGGS, GENERAL COUNSEL T
STATE OF UTAH
210 STATE CAPITOL
SALT LAKE CITY UT 84114 US

12/30/1996    Standing selected: 'MOC','POR'
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<thead>
<tr>
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<th>Address 1</th>
<th>Address 2</th>
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<tr>
<td>Lynette W. Thirkill</td>
<td>1300 W Washington</td>
<td>Phoenix</td>
<td>AZ 85007</td>
</tr>
<tr>
<td>Kenneth C. Johnsen, V Pres &amp; Gen</td>
<td>Geneva Steel Company</td>
<td>Provo</td>
<td>UT 84603</td>
</tr>
<tr>
<td>Carol Heathington</td>
<td>1300 W Washington</td>
<td>Phoenix</td>
<td>AZ 85007</td>
</tr>
<tr>
<td>Honorable Bob Stump</td>
<td>U.S. House of Representatives</td>
<td>Phoenix</td>
<td>AZ 85025</td>
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<tr>
<td>Frank E. Hanson, Jr</td>
<td>Magma Metals Company</td>
<td>Provo</td>
<td>UT 84603</td>
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<tr>
<td>O. Kent Maher</td>
<td>33 West Fourth St</td>
<td>Winnemucca</td>
<td>NV 89446</td>
</tr>
<tr>
<td>R. Michael McCormick</td>
<td>Humboldt County DA</td>
<td>Winnemucca</td>
<td>NV 89446</td>
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<tr>
<td>Michael E. Halley</td>
<td>City of Reno</td>
<td>Reno</td>
<td>NV 89505</td>
</tr>
<tr>
<td>Dori Owen, Special Projects Manager</td>
<td>Re-develop Land Agency</td>
<td>Reno</td>
<td>NV 89505</td>
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<tr>
<td>Thomas J. Fronapfel</td>
<td>Nevada, Dept. of Transportation</td>
<td>Carson</td>
<td>NV 89712</td>
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<tr>
<td>Jeffrey W. Hill</td>
<td>Sierra Pacific Power Co.</td>
<td>Reno</td>
<td>NV 89520</td>
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<td>Michael J. Stockman, General Coun</td>
<td>U.S. Borax Inc.</td>
<td>Valencia</td>
<td>CA 91355</td>
</tr>
<tr>
<td>John E. Ballas, Agency Engineer</td>
<td>Industry Urban-Dev. Ag.</td>
<td>City of</td>
<td>Industry CA 91744</td>
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<tr>
<td>John D. Ballas</td>
<td>P.O. Box 7089</td>
<td>City of</td>
<td>Industry CA 91744</td>
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<tr>
<td>Richard Cabanilla, Planning Department</td>
<td>Imperial County</td>
<td>El Centro</td>
<td>CA 92243-2856</td>
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<tr>
<td>Louis P. Warchot</td>
<td>Southern Pacific Trans. Co.</td>
<td>San</td>
<td>Francisco CA 94105</td>
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12/30/1996  Standing selected: 'MOC', 'POR'
SERVICE LIST FOR: 12/31/1996 ICC FD 32760 0 UNION PACIFIC CORPORATION, UNION PAC

CAROL A. HARRIS
SOUTHERN PAC. TRANS. CC.
ONE MARKET PLAZA
SAN FRANCISCO CA 94105 US

CANNON Y. HARVEY
SOUTHERN PAC. TRAN. CO.
ONE MARKET PLAZA
SAN FRANCISCO CA 94105 US

DANIEL R. ARELLANO
CITY HALL
708 THIRD STREET
BRENTWOOD CA 94513-1396 US

LEO R BRIEN
530 WATER STREET
OAKLAND CA 94607 US

JEFFREY A. WALTER
WALTER & PISTOLE
670 W. NAPA STREET, SUITE "F"
SONOMA CA 95476 US

DAVID N. MAGAW
YOLO SHORTLINE RR CO
3344 BRAEBURN STREET
SACRAMENTO CA 95821-4037 US

R. MARK ARKSTRONG
P O BOX 1051
ALTURAS CA 96101 US

MIKE THORNE, EXEC. DIR.
PORT OF PORTLAND
BOX 3529
PORTLAND OR 97208 US

RICK WILLIS, EXECUTIVE DIRECTOR
OREGON PUBLIC UTILITY COMM
550 CAPITOL ST NE
SALEM OR 97310-1380 US

LINDSAY BOWER, DEPUTY ATTORNEY GE
CALIFORNIA DEPT. OF JUSTICE
50 FREMONT STREET STE 300
SAN FRANCISCO CA 94105 US

LARRY W. TELFORD
SEVERSON & WERSO1!
ONE EMBARCADERO CENTER
SAN FRANCISCO CA 94111 US

ANN FINGARETTE HASSE
1111 BROADWAY
OAKLAND CA 94607 US

PAUL C. ANDERSON
MCDONOUGH, HOLLAND, ET AL
1999 HARRISON STREET STE 1300
OAKLAND CA 94612 US

CHRISTOPHER J. NEARY
110 SOUTH MAIN STREET SUITE C
WILLITS CA 95490 US

JOSEPH H. PETTUS
SUN VALLEY ENERGY INC
800 HOWE AVE, SUITE 270
SACRAMENTO CA 95825 US

KATHLEEN R. LAZARD
P O BOX 730
700 COURT STREET
SUSANVILLE CA 96130 US

FRED P. SWANSON
OREGON STEEL MILLS
P O BOX 2760
PORTLAND OR 97208-0363 US

ALLAN E. RUMBAUGH
P O BOX 1215
COOS BAY OR 97420 US

12/30/1996 Standing selected: 'MOC','POR'
SERVICE LIST FOR: 12/31/1996 ICC FD 32760 0 UNION PACIFIC CORPORATION, UNION PAC

KAREN O'CONNOR
LAKE COUNTY COURTHOUSE
513 CENTER STREET
LAKEVIEW OR 97630 US

ANN DEKOSTER
P O BOX 1209
SEATTLE WA 98111 US

CHARLES H. MONTANGE
JPA AND EL DORADO COMPANY
426 NW 162ND STREET
SEATTLE WA 98177 US

DONALD G MEYER
P O BOX 1837
TACOMA WA 98401 US

MARCELLA M. SZEL
CP PAIL SYSTEM
910 PEEL STREET WINDSOR STATION RM 234
MONTREAL QUEBEC CD H3C 3E4 CD

Records: 491

12/30/1996 Standing selected: 'MOC','POR'
SURFACE TRANSPORTATION BOARD
Washington, D.C. 20423

October 21, 1996

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

NOTICE

A court action, entitled as shown below,
was instituted on or about October 11, 1996,
involving the above-entitled proceeding:

No. 96-1386
Union Pacific Corporation, et al.,
v.
Surface Transportation Board
United States of America
before the
United States Court of Appeals for the District of Columbia Circuit

VERNON WILLIAMS
Secretary
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

NOTICE

A court action, entitled as shown below, was instituted on or about October 11, 1996, involving the above-entitled proceeding:

No. 96-1388
Enterprise Products Company
v.
Surface Transportation Board
United States of America
before the
United States Court of Appeals for the District of Columbia Circuit

VERNON WILLIAMS
Secretary
Notice

A court action, entitled as shown below, was instituted on or about October 11, 1996, involving the above-entitled proceeding:

No. 96-1389
Burlington Northern Railroad Company, et al.,
v.
Surface Transportation Board
United States of America
before the
United States Court of Appeals for the District of Columbia Circuit

Vernon Williams
Secretary
<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
<th>City, State, Zip</th>
</tr>
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<tbody>
<tr>
<td>PAUL K. BIBA, HOUSE COUNSEL</td>
<td>FORMOSA PLASTICS CORP. 9 PECHE TREE HILL ROAD LIVINGSTON NJ 07039 US</td>
<td></td>
</tr>
<tr>
<td>OSCAR J. ABELLO, PRESIDENT</td>
<td>&quot;K&quot; LINE AMERICA, INC. 535 MOUNTAIN AVENUE MURRAY HILL NJ 07974 US</td>
<td></td>
</tr>
<tr>
<td>GEORGE J. FRANCISCO, JR.</td>
<td>KELLER SHIPING CENTER 4201 CHURCH ROAD - SUITE 7 MT LAUREL NJ 08054 US</td>
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<tr>
<td>RICHARD J. RESSLER</td>
<td>UNION PACIFIC CORP. EIGHTH AND EATON AVENUES, MARTIN TOWER BETHLEHEM PA 18018 US</td>
<td></td>
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<tr>
<td>RICHARD H. GROSS</td>
<td>3801 WEST CHESTER PIKE NEWTOWN SQUARE PA 19073 US</td>
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</tr>
<tr>
<td>LARRY T. JENKINS</td>
<td>ARCO CHEMICAL COMPANY 3801 WEST CHESTER PIKE NEWTOWN SQUARE PA 19073-3280 US</td>
<td></td>
</tr>
<tr>
<td>CONSTANCE L. ABRAMS</td>
<td>CONSOLIDATED RAIL CORP. 2001 MARKET STREET 16-A, TWO COMMERCE SQUARE PHILADELPHIA PA 19101-1416 US</td>
<td></td>
</tr>
<tr>
<td>EDWARD B. HYMSON</td>
<td>CONRAIL 2001 MARKET STREET 16-A PHILADELPHIA PA 19101-1416 US</td>
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<tr>
<td>JOHN L. ABBOTT</td>
<td>FMC CORPORATION 1735 MARKET STREET PHILADELPHIA PA 19103 US</td>
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<tr>
<td>CHARLES N. BEINKAMPEN</td>
<td>DUPONT SOURCING 1007 MARKET STREET, ROOM B-6236-A WILMINGTON DE 19898 US</td>
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</tr>
<tr>
<td>DOUGLAS J. BEIR</td>
<td>KELLER &amp; HECKMAN 1001 G STREET NW STE 500 WEST WASHINGTON DC 20001 US</td>
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<tr>
<td>LESLIE K. SILVEXMAN</td>
<td>KELLER &amp; HECKMAN 1001 G STREET NW STE 500 WEST WASHINGTON DC 20001 US</td>
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</tr>
<tr>
<td>ROBERT L. MCGREGOR</td>
<td>U. S. DEPT. OF JUSTICE, ANTITRUST DIVISION 555 4TH STREET NW RM 9104 WASHINGTON DC 20001 US</td>
<td></td>
</tr>
<tr>
<td>KEN WILSON</td>
<td>282 BALDWIN AVE HASBROUCK HEIGHTS NJ 07604-2304 US</td>
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</tr>
<tr>
<td>TINA MARGINSON, PLAN. ANAL.</td>
<td>&quot;K&quot; LINE AMERICA, INC. 535 MOUNTAIN AVENUE MURRAY HILL NJ 07974 US</td>
<td></td>
</tr>
<tr>
<td>RONALD J. BRENNER</td>
<td>PPG INDUSTRIES, INC. ONE PPG PLACE - 35 EAST PITTSBURGH PA 15272-0001 US</td>
<td></td>
</tr>
<tr>
<td>CARL W. F. BERNTHUR</td>
<td>UNION PACIFIC CORP. EIGHTH &amp; EATON AVENUES BETHLEHEM PA 18018 US</td>
<td></td>
</tr>
<tr>
<td>WILLIAM K. HARVEY</td>
<td>3801 WEST CHESTER PIKE NEWTOWN SQUARE PA 19073 US</td>
<td></td>
</tr>
<tr>
<td>ANNE K. TREADWAY</td>
<td>CONSOLIDATED RAIL CORP. P O BOX 41416 2001 MARKET STREET PHILADELPHIA PA 19101-1416 US</td>
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</tr>
<tr>
<td>JONATHAN M BRODER</td>
<td>CONSOLIDATED RAIL CORP. P O BOX 41416 2001 MARKET STREET 16-A PHILADELPHIA PA 19101-1416 US</td>
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</tr>
<tr>
<td>BRUCE B. WILSON</td>
<td>CONSOLIDATED RAIL CORP. 2001 MARKET STREET PHILADELPHIA PA 19101-1417 US</td>
<td></td>
</tr>
<tr>
<td>ERIC M. HOCKY</td>
<td>COLLATZ, GRIFFIN, EWING 213 WEST MINER STREET WEST CHESTER PA 19381-0796 US</td>
<td></td>
</tr>
<tr>
<td>MARTIN W. BERGSONICI</td>
<td>KELLER &amp; HECKMAN 1001 G ST NW SUITE 500 WEST WASHINGTON DC 20001 US</td>
<td></td>
</tr>
<tr>
<td>TERRENCE D. JONES</td>
<td>KELLER AND HECKMAN 1001 G STREET NW STE 500 WEST WASHINGTON DC 20001 US</td>
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</tr>
<tr>
<td>EDWARD WYKIND, EXECUTIVE DIRECTOR</td>
<td>TRANSP TRADED DEPT AFLCIO 400 N CAPITOL ST NW STE 861 WASHINGTON DC 20001 US</td>
<td></td>
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<tr>
<td>ROGER W. FOWES</td>
<td>US DEPT. OF JUSTICE 555 4TH STREET NW WASHINGTON DC 20001 US</td>
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</tr>
<tr>
<td>Name</td>
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<td>City</td>
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<td>----------------------------------------------</td>
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</tr>
<tr>
<td>JOAN S. HUGGLER</td>
<td>U.S. DEPT. OF JUSTICE, ANTITRUST DIVISION</td>
<td>WASHINGTON DC</td>
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101 INTERNATIONAL WAY
MISSOULA MT 59802 US

HON. WILLIAM J. JANKLOW
GOVERNOR, SD
500 EAST CAPITOL
PIERRK SD 57501-5070 US
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<td>JOE N. HAMPTON</td>
<td></td>
<td>2309 N 10TH</td>
<td>Enid, OK 73702</td>
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<td>KIMUND W. BURKE</td>
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<td>BURLINGTON NORTHERN RR CO 777 MAIN STREET,</td>
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<td>DOUGLAS J. BARB</td>
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<td>RICHARD SCHIEFELBEIN</td>
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<td>Fort Worth, TX 76179</td>
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<td>GEN. COMMITTEE OF ADJUST.</td>
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<td>2040 NORTH LOOP WEST STE 310</td>
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<td>ROY GIANGROSSO</td>
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<td>JERRY L. MARTIN</td>
<td>DIRECTOR RAIL DIV.</td>
<td>RR COMM OF TEXAS P.O. BOX 121867</td>
<td>Austin, TX 78711</td>
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<td>REBECCA FISHER</td>
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<td>THOMAS R. JACOBSEN</td>
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<td>STEVEN A BRIGANCE</td>
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<td>ERIC W. TIBbetTS</td>
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<td>TEXAS MEXICAN RAILWAY CO. PO BOX 419</td>
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<td>JOHN P. LARUE</td>
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<tr>
<td>HON. JOHN R. COOK</td>
<td>TX HOUSE OF REPRESENTATIVES</td>
<td>P.O. BOX 2910</td>
<td>Austin, TX 78768</td>
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10/21/1996  Standing selected: 'MOC','POR'

SERVICE LIST FOR: 10/11/1996 ICC FD 32760 0  UNION PACIFIC CORPORATION, UNION PAC

HON. ROBERT JUNELL
TEXAS HOUSE OF REP.
PO BOX 2910
AUSTIN TX 78768 US

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UNITED TRANS. UNION,
12401 HIDDEN SUN COURT
EL PASO TX 79936 US

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ALFERS & CALVER
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DENVER CO 80202 US

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PUBLIC SERVICE COMMISSION
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DENVER CO 80202-5533 US

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UNITED STATES SENATE
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KIOWA CO. COMMISSIONERS
PO BOX 591
1305 GOFF
EADS CO 81036 US

JOHN R STULP
SECK
PO BOX 1600
LAMAR CO 81052 US
<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
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<tbody>
<tr>
<td>F. Mark Hansen</td>
<td>624 North 300 West Suite 200</td>
<td>Salt Lake City, UT 84103</td>
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<tr>
<td>J. Jeffrey G. Roy</td>
<td>201 South Main Street, Ste 1100</td>
<td>Salt Lake City, UT 84111</td>
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<tr>
<td>Christopher E. Bramhall</td>
<td>451 South State St, Room 505</td>
<td>Salt Lake City, UT 84111</td>
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<td>Hon. Dee Dee Corradini</td>
<td>451 South State St, Room 306</td>
<td>Salt Lake City, UT 84111</td>
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<td>Michael O. Leavitt</td>
<td>210 State Capitol</td>
<td>Salt Lake City, UT 84114</td>
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<td>Reed M. Richards</td>
<td>236 State Capitol</td>
<td>Salt Lake City, UT 84114</td>
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<td>Robin L. Kiggs, General Counsel to Governor</td>
<td>State of Utah</td>
<td>Salt Lake City, UT 84114</td>
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<td>Kenneth C. Johnson, VP Pres &amp; Gen Counsel</td>
<td>Geneva Steel Company</td>
<td>Provo UT 84603</td>
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<td>Frank E. Hanson, Jr.</td>
<td>Magna Metals Company</td>
<td>Tucson, AZ 85704</td>
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<td>R. Michael McCormick</td>
<td>Humboldt County DA</td>
<td>Reno, NV 89501</td>
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<td>Honorable Bob Stump</td>
<td>U. S. House of Representatives</td>
<td>Phoenix, AZ 85025</td>
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<td>Thomas J. Bronnafel</td>
<td>Nevada, Dept. of Transportation</td>
<td>Carson City, NV 89712</td>
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<td>John E. Ballas, Agency Engineer</td>
<td>Industry Urban-Dev. Ag.</td>
<td>Reno, NV 89505</td>
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<td>Richard Cabanilla, Planning Department</td>
<td>Imperial County</td>
<td>Alturas, CA 94102</td>
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<td>James T. Quinn</td>
<td>California Public Utilities Comm</td>
<td>San Francisco, CA 94102-3298</td>
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<td>Cannon Y. Harvey</td>
<td>Southern Pac. Trans. Co.</td>
<td>San Francisco, CA 94105</td>
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<td>Carol A. Harris</td>
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<td>Larry W. Telford</td>
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<td>Daniel R. Arellano</td>
<td>City Hall, 708 Third Street, Brentwood CA 94513-1396 US</td>
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<td>Ann Fingarette Haske</td>
<td>1111 Broadway, Oakland CA 94607 US</td>
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<td>Leo R Brien</td>
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<td>Paul C. Anderson</td>
<td>Mcdonough, Holland, et al, 1999 Harrison Street Ste 1300, Oakland CA 94612 US</td>
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<td>Jeffrey A. Walter</td>
<td>Waterfall Towers, 201-B, 2455 Bennett Valley Road, Santa Rosa CA 95404 US</td>
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<td>Joseph H. Pettus</td>
<td>Sun Valley Energy Inc, 800 Howe Ave, Suite 270, Sacramento CA 95825 US</td>
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<td>David N. Macaw</td>
<td>Yolo Shoreline HR Co, 3344 Braeburn Street, Sacramento CA 95821-4037 US</td>
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<td>Kathleen R. Lazard</td>
<td>P O Box 730, 700 Court Street, Susanville CA 95130 US</td>
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<td>R. Mark Armstrong</td>
<td>P O Box 1051, Alturas CA 96101 US</td>
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<td>Mike Thorne, Exec. Dir.</td>
<td>Port of Portland, Box 3529, Portland OR 97203 US</td>
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<td>Michael W. Swanston</td>
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<td>Richard Willis</td>
<td>Oregon Public Utility Comm, 550 Capitol St NE, Salem OR 97310-1380 US</td>
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<td>WATERFALL TOWERS, 201-B, 2455 BENNETT VALLEY ROAD, SANTA ROSA CA 95404 US</td>
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<td>Karen O'Connor</td>
<td>Lake County Courthouse, 513 Center Street, Lakeview OR 97630 US</td>
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<td>Allan E. Rumbaugh</td>
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<td>Donald G. Meyer</td>
<td>P O Box 1837, Tacoma WA 98401 US</td>
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<td>Charles M. Montange</td>
<td>JPA and El Dorado Company, 426 NW 162nd Street, Seattle WA 98177 US</td>
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<td>CF Rail System, 910 Ple St, Windsor Station RM 234, Montreal Quebec CD H3C 3K4 CD</td>
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<td>Lara K. Shelanske</td>
<td>Arkin Gump Strauss Hauer &amp; Feld LLP, 1333 New Hampshire Avenue NW Suite 400, Washington DC 20036 US</td>
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SURFACE TRANSPORTATION BOARD  
Washington, D.C. 20423  

August 26, 1996  

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  

NOTICE  

A court action, entitled as shown below,  
was instituted on or about August 21, 1996,  
involved the above-entitled proceeding:  

No. 96-1293  
City of Wichita, Kansas  
Board of County Commissioners of Sedgwick County, Kansas  
v.  
Surface Transportation Board  
United States of America  
before the  
United States Court of Appeals for the District of Columbia Circuit  

VERNON WILLIAMS  
Secretary
SURFACE TRANSPORTATION BOARD
Washington, D.C. 20423

August 26, 1996

Finance Docket No. 32760


NOTICE

A court action, entitled as shown below, was instituted on or about August 21, 1996, involving the above-entitled proceeding:

No. 96-70673
City of Reno
v.
Surface Transportation Board
United States of America
before the
United States Court of Appeals for the Ninth Circuit

VERNON WILLIAMS
Secretary
SURFACE TRANSPORTATION BOARD

Board Conference

TIME & DATE: 10:00 a.m., July 3, 1996

PLACE: Hearing Room A, Surface Transportation Board
1201 Constitution Avenue, N. W.
Washington, D. C. 20423

STATUS: The Board will meet to discuss among themselves the following agenda items. Although the conference is open for the public observation, no public participation is permitted.

MATTERS TO BE DISCUSSED:


This notice covers both the Finance Docket No. 32760 lead proceeding and the following embraced proceedings:

Finance Docket No. 32760 (Sub-No. 1), Union Pacific Railroad Company, Missouri Pacific Railroad Company, Southern Pacific Transportation Company, St. Louis Southwestern Railway Company, SPDSL Corp., and The Denver and Rio Grande Western Railroad Company--Trackage Rights Exemption--Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company;

Finance Docket No. 32760 (Sub-No. 2), Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company--Petition for Exemption--Acquisition and Operation of Trackage in California, Texas, and Louisiana;


Finance Docket No. 32760 (Sub-No. 4), Union Pacific Corporation, Union Pacific Railroad Company, Missouri Pacific Railroad Company, Southern Pacific Rail Corporation,
Southern Pacific Transportation Company, St. Louis
Southwestern Railway Company, SPCSL Corp., and The Denver and Rio Grande Western Railroad Company--Control Exemption--Central California Traction Company;

Finance Docket No. 32760 (Sub-No. 5), Union Pacific Corporation, Union Pacific Railroad Company, Missouri Pacific Railroad Company, Southern Pacific Rail Corporation, Southern Pacific Transportation Company, St. Louis Southwestern Railway Company, SPCSL Corp., and The Denver and Rio Grande Western Railroad Company--Control Exemption--The Ogden Union Railway & Depot Company;


Finance Docket No. 32760 (Sub-No. 9), Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company--Terminal Trackage Rights--Kansas City Southern Railway Company;

Docket No. AB-3 (Sub-No. 129X), Missouri Pacific Railroad Company--Abandonment Exemption--Gurdon-Camden Line In Clark, Nevada, and Ouachita Counties, AR;

Docket No. AB-3 (Sub-No. 130), Missouri Pacific Railroad Company--Abandonment--Towner-NA Junction Line In Kiowa, Crowley, and Pueblo Counties, CO;

Docket No. AB-3 (Sub-No. 131), Missouri Pacific Railroad
Company--Abandonment--Hope-Bridgeport Line In Dickinson and Saline Counties, KS;

Docket No. AB-3 (Sub-No. 132X), Missouri Pacific Railroad Company--Abandonment Exemption--Whitewater-Newton Line In Butler and Harvey Counties, KS;

Docket No. AB-3 (Sub-No. 133X), Missouri Pacific Railroad Company--Abandonment Exemption--Iowa Junction-Manchester Line In Jefferson Davis and Calcasieu Parishes, LA;

Docket No. AB-3 (Sub-No. 134X), Missouri Pacific Railroad Company--Abandonment Exemption--Troup-Whitehouse Line In Smith County, TX;

Docket No. AB-8 (Sub-No. 36X), The Denver and Rio Grande Western Railroad Company--Discontinuance Exemption--Sage-Leadville Line In Eagle and Lake Counties, CO;

Docket No. AB-8 (Sub-No. 37), The Denver and Rio Grande Western Railroad Company--Discontinuance of Trackage Rights--Hope-Bridgeport Line In Dickinson and Saline Counties, KS;

Docket No. AB-8 (Sub-No. 38), The Denver and Rio Grande Western Railroad Company--Discontinuance of Trackage Rights--Towner-NA Junction Line In Kiowa, Crowley, and Pueblo Counties, CO;

Docket No. AB-8 (Sub-No. 39), The Denver and Rio Grande Western Railroad Company--Discontinuance--Malta-Cañon City Line In Lake, Chaffee and Fremont Counties, CO;

Docket No. AB-12 (Sub-No. 184X), Southern Pacific Transportation Company--Abandonment Exemption--Wendel-Alturas Line In Modoc and Lassen Counties, CA;

Docket No. AB-12 (Sub-No. 185X), Southern Pacific Transportation Company--Abandonment Exemption--Suman-Bryan Line In Brazos and Robertson Counties, TX;

Docket No. AB-12 (Sub-No. 187X), Southern Pacific Transportation Company--Abandonment Exemption--Seabrook-San Leon Line In Galveston and Harris Counties, TX;

Docket No. AB-12 (Sub-No. 188), Southern Pacific Transportation Company--Abandonment--Malta-Cañon City Line In Lake, Chaffee, and Fremont Counties, CO;

Docket No. AB-12 (Sub-No. 189X), Southern Pacific Transportation Company--Abandonment Exemption--Sage-Leadville Line In Eagle and Lake Counties, CO;
Docket No. AB-33 (Sub-No. 93X), Union Pacific Railroad Company--Abandonment Exemption--Whittier Junction-Colima Junction Line In Los Angeles County, CA;

Docket No. AB-33 (Sub-No. 94X), Union Pacific Railroad Company--Abandonment Exemption--Magnolia Tower-Melrose Line In Alameda County, CA;

Docket No. AB-33 (Sub-No. 96), Union Pacific Railroad Company--Abandonment--Barr-Girard Line In Menard, Sangamon, and Macoupin Counties, IL;

Docket No. AB-33 (Sub-No. 97X), Union Pacific Railroad Company--Abandonment Exemption--DeCamp-Edwardsville Line In Madison County, IL;

Docket No. AB-33 (Sub-No. 98X), Union Pacific Railroad Company--Abandonment Exemption--Edwardsville-Madison Line In Madison County, IL;

Docket No. AB-33 (Sub-No. 99X), Union Pacific Railroad Company--Abandonment Exemption--Little Mountain Jct.-Little Mountain Line In Box Elder and Weber Counties, UT;

Finance Docket No. 32760 (Sub-No. 10), Responsive Application--Capital Metropolitan Transportation Authority;

Finance Docket No. 32760 (Sub-No. 11), Responsive Application--Montana Rail Link, Inc.;

Finance Docket No. 32760 (Sub-No. 12), Responsive Application--Entergy Services, Inc., Arkansas Power & Light Company, and Gulf States Utility Company;

Finance Docket No. 32760 (Sub-No. 13), Responsive Application--The Texas Mexican Railway Company;

Finance Docket No. 32760 (Sub-No. 14), Application for Terminal Trackage Rights Over Lines of The Houston Belt & Terminal Railway Company--The Texas Mexican Railway Company;

Finance Docket No. 32760 (Sub-No. 15), Responsive Application--Cen-Tex Rail Link, Ltd./South Orient Railroad Company, Ltd.;

1 In Decision No. 29 (served April 12, 1996), the responsive application filed by Cen-Tex Rail Link, Ltd./South Orient Railroad Company, Ltd. was rejected as incomplete.
Finance Docket No. 32760 (Sub-No. 16), Responsive Application--Wisconsin Electric Power Company; and

CONTACT PERSONS FOR MORE INFORMATION:

Dennis Watson
Office of Congressional and Press Service
Telephone: (202) 927-5350
TDD: (202) 927-5721

Vernon A. Williams
Secretary
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 CORPORA'TION, SOUTHERN PACIFIC TRANSPORTATION COMPANY, ST. LOUIS SOUTHWESTERN RAILWAY COMPANY, SPcSCL CORP., AND THE DENVER AND RIO GRANDE WESTERN RAILROAD COMPANY

April 16, 1996

ORDER CONCERNING DEPOSITION TRANSCRIPTS

On April 10, 1996, I received a letter from Mr. David N. Konschnik, Director, Office of Proceedings at the Surface Transportation Board, concerning the filing of deposition transcripts with the Board by all parties involved in the Union Pacific/Southern Pacific merger proceeding. At the discovery conference on April 12, 1996, I discussed the letter and this issue with the parties. We agreed upon the following solution, which satisfies the need of Mr. Konschnik's office: Any pages of deposition transcripts specifically referred to in any filing made with the Surface Transportation Board must be reproduced and five (5) copies of the reproduced pages must be filed with the Board; this requirement is applied retroactively to the filings made on March 29, 1996 and all filings made thereafter. Each party that filed with the Board on March 29 is required to make a separate submission which shall include copies of all deposition pages cited in the March 29 filing; for filings made hereafter, the reproduced pages shall be an Appendix, which shall be part of the filing.

By the Commission, Jerome Nelson, Administrative Law Judge

Vernon A. Williams
Secretary