In Decision No. 44, served August 12, 1996, we approved the common control and merger of the rail carriers controlled by Union Pacific Corporation (Union Pacific Railroad Company and Missouri Pacific Railroad Company) and the 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) (referred to as the UP/SP merger), subject to various conditions, including numerous environmental mitigation conditions. As pertinent here, environmental condition Nos. 23a-23d required the Board's Section of Environmental Analysis (SEA) to conduct a further, more focused study to arrive at a specific mitigation plan for Wichita, KS, so as to assure that localized environmental issues unique to that community are effectively addressed. The Wichita mitigation study was to be completed within 18 months of the consummation of the UP/SP merger.

SEA issued a Preliminary Mitigation Plan (PMP) for Wichita, on September 15, 1997. Comments on the PMP were due 30 days thereafter. On November 25, 1997, SEA received a joint request from Union Pacific Railroad Company (UP) and the City of Wichita and Sedgwick County, KS (Wichita/Sedgwick) to toll the 18-month mitigation study to enable UP and Wichita/Sedgwick to negotiate a private solution. On December 12, 1997, the Board granted the request to toll the mitigation study. That decision indicated that, at such time as the parties reach agreement or discontinue negotiations, the Board will take appropriate action.

By petition filed June 26, 1998, Wichita/Sedgwick and UP indicate that they have entered into an agreement and jointly request that we approve their agreement¹ and impose it as a condition of our approval of the UP/SP merger. We will grant the parties' request and impose their agreement as a condition to the UP/SP merger in lieu of other mitigation that could have been imposed pursuant to Decision No. 44, Appendix G, Condition Nos. 23a-23d. Our action in this decision

¹ UP and Wichita/Sedgwick attached to the joint petition a copy of their settlement agreement entered into on June 24, 1998.
resolves the pending environmental mitigation issues as to Wichita/Sedgwick and obviates the need for SEA to issue a Final Mitigation Plan with respect to Wichita/Sedgwick.

As conditioned, the approved transaction will have no substantial effect on the environment of Wichita/Sedgwick.

**It is ordered:**

1. The joint petition by Wichita/Sedgwick and UP is granted.

2. This proceeding is reopened. The settlement agreement on pending environmental mitigation issues entered into on June 24, 1998, between Wichita/Sedgwick and UP is approved, and the settlement agreement is imposed as a condition of our approval of the UP/SP merger in lieu of other mitigation that could have been imposed pursuant to Decision No. 44, Appendix G, Condition Nos. 23a-23d.

3. This decision shall be effective on the date of service.

By the Board, Chairman Morgan and Vice Chairman Owen.

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<td>WASHINGTON DC 20515-4155 US</td>
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<td>HONORABLE SHEILA JACKSON LEE</td>
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<td>MICHAEL D BILLIEL</td>
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<td>JOSEPH R. POMPONIO</td>
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<tr>
<td>CONSTANCE H. PIERCE</td>
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<td>PETER Q. NYCE, JR.</td>
<td>U.S. DEPARTMENT OF THE ARMY</td>
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<tr>
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<td>901 NORTH STUART STREET</td>
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<td>ARLINGTON VA 22203 US</td>
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<tr>
<td>THOMAS E. SCHICK</td>
<td>CHEMICAL MANUF ASSOC</td>
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<td>1300 WILSON BOULEVARD</td>
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<td>JOHN T ESTES</td>
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<td>HONORABLE WILLIAM M (MAC) THORNBERRY</td>
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<td>HONORABLE HENRY BONILLA</td>
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<td>PAUL SAMUEL SMITH</td>
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<tr>
<td>MITCHELL M. KRAUS</td>
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<tr>
<td>WILLIAM W. WHITEHURST JR</td>
<td>W W WHITEHURST &amp; ASSOCIATES INC</td>
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<tr>
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<td>12421 HAPPY HOLLOW ROAD</td>
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<td>COCKEYSVILLE MD 21030 US</td>
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<tr>
<td>J TUCKER</td>
<td>PO BOX 25181</td>
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<tr>
<td>NATIONAL INDUSTRIAL TRANSPORTATION</td>
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<td>1700 NORTH MOORE STREET, SUITE 1900</td>
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<tr>
<td>WILLIAM P. JACKSON, JR.</td>
<td>JACKSON &amp; JESSUP, P. C.</td>
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<td>3426 NORTH WASHINGTON BLVD</td>
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<tr>
<td>GERALD W. FAUTH III</td>
<td>G W FAUTH &amp; ASSOCIATES INC</td>
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<td>116 SOUTH ROYAL STREET</td>
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<tr>
<td>PETER J SHUTZ</td>
<td>CSX CORPORATION</td>
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<tr>
<td></td>
<td>902 E CARY ST 1 JAMES CENTER</td>
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<td>RICHMOND VA 23119 US</td>
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</table>

07/07/1998 Standing selected: 'ALJ', 'GOV', 'MOC', 'POR'
SERVICE LIST FOR: 07-jul-1998 ICC FD 32760 O

UNION PACIFIC CORPORATION, UNION PAC

ROBERT J. COONEY
NORFOLK SOUTHERN CORP.
THREE COMMERCIAL PLACE
NORFOLK VA 23510-2191 US

BOB THOMPSON
GEORGIA-PACIFIC CORP.
P O BOX 105605
ATLANTA GA 30348-5605 US

E. CALVIN CASSELL
EASTMAN CHEMICAL COMPANY
P O BOX 1900
KINGSPTON TN 37662 US

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

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

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CLEVELAND OH 44107 US

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BROTHERHOOD OF LOCOMOTIVE ENGINEERS
1370 ONTARIO ST STAN BLDG
CLEVELAND OH 44113-1702 US

BRUCE A. KLIMEK
INLAND STEEL
3210 WATLING STREET
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DOW CHEMICAL COMPANY
2020 DOW CHEMICAL CENTER
MIDLAND MI 48674 US

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AMES IA 50010 US

HONORABLE CHARLES E. GRASSLEY
UNITED STATES SENATE
210 WALNUT STREET
DES MOINES IA 50309-2140 US

KENT M RAGSDALE
INTERSTATE POWER CO
PO BOX 769
DUBUQUE IA 52004 US

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IES UTILITIES, INC.
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CEDAR RAPIDS IA 52406-0351 US

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AMERICAN ELECTRIC POWER
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COLUMBUS OH 43215 US

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SHUMAKER, LOOP & KENDRICK
N COURTHOUSE SQUARE - 1000 JACKSON
TOLEDO OH 43624 US

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HAMILTON ON 45020-0001 US

HON JEFF SMITH
CITY OF KENDALLVILLE
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KENDALLVILLE IN 46755-1795 US

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425 WEST OTTAWA
LANSING MI 48909 US

P C HENDRICKS
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DES MOINES IA 50309 US

EDWIN C JERTSON
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DUBUQUE IA 52004 US

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200 FIRST STREET SE
CEDAR RAPIDS IA 52406-0351 US

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1417 EXCHANGE STREET
KEOKUK IA 52632-6647 US
SERVICE LIST FOR: 07-jul-1998 ICC FO 32760 0

UNION PACIFIC CORPORATION, UNION PAC

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222 WEST WASHINGTON AVENUE
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RONALD E HUNTER, LAW DEPARTMENT
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15407 MCGINTY ROAD WEST
WAYZATA MN 55391 US

DOUGLAS M. HEAD
WEINER
120 SOUTH 6TH STREET STE 2400
MINNEAPOLIS MN 55402 US

HON WILLIAM J JANKLOW
GOVERNOR
500 EAST CAPITOL
PIERRE SD 57501-5070 US

HON MARC RACICOT
GOVERNOR STATE OF MONTANA
STATE CAPITOL
HELENA MT 59620 US

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WISCONSIN CENTRAL LTD
6250 NORTH RIVER ROAD STE 9000
ROSEMONT IL 60018 US

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1700 EAST GOLF ROAD
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OPPENHEIMER WOLFF & DONNELLY
180 N STETSON AVE 45TH FLOOR
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RODMAN KOBER
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222 S RIVERSIDE PLAZA - STE 1100
CHICAGO IL 60606 US

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MCFARLAND & HERMAN
20 N WACKER DRIVE STE 1330
CHICAGO IL 60606-2902 US

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CHICAGO IL 60611 US

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EAST PEORIA IL 61611-2961 US

ALLEN J VOGEL,
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395 JOHN IRELAND BLVD TRANSP BLDG, SUITE 925,
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MINNEAPOLIS MN 55402 US

ROBERT ZELENKA
FARMERS ELEVATOR ASSOC. OF MN
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MINNEAPOLIS MN 55415 US

TERRY C WHITESIDE
WHITESIDE & ASSOCIATES
3203 31/D AVE N STE 301
BILLINGS MT 59101 US

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MONTANA RAIL LINK, INC.
101 INTERNATIONAL WAY
MISSOULA MT 59802 US

JEFFREY R. MORELAND
THE BURLINGTON NORTHERN SANTA FE CORPORATION
1700 EAST GOLF ROAD
SCHAUMBURG IL 60173 US

JAMES A. SMALL
COMMONWEALTH EDISON CO.
1411 OPUS PL STE 200
DOWNS GROVE IL 60515-5701 US

WILLIAM C SIPPEL
OPPENHEIMER WOLFF & DONNELLY
180 N STETSON AVE TWO PRUDENTIAL PLAZA 45TH F
CHICAGO IL 60601 US

CHRISTINE H. ROSSO
IL ASSISTANT ATTORNEY GENERAL
100 W RANDOLPH ST 13TH FLOOR
CHICAGO IL 60601 US

THOMAS DEGNAN
UNITED STATES GYPSUM CO
125 SOUTH FRANKLIN STREET
CHICAGO IL 60606 US

THOMAS F MCFARLAND JR
MCFARLAND & HERMAN
20 NORTH WACKER DRIVE, SUITE 1330
CHICAGO IL 60606-3101 US

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

CLARENCE R. PONSLER
GENERAL CHAIRMAN, UTU
1400 20TH ST.
GRANITE CITY IL 62040-4607 US

07/07/1998 Standing selected: 'ALJ','GOV','MOC','POR'  Page 11
SERVICE LIST FOR: 07-jul-1998 ICC FD 32760 0
UNION PACIFIC CORPORATION, UNION PAC

CAROL R DORIS
500 SOUTH SECOND STREET
SPRINGFIELD IL 62706 US

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

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

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

KIRK BROWN
ILLINOIS DOT, OFFICE OF THE SECRETARY
2300 SOUTH DIRKSEN PARKWAY
SPRINGFIELD IL 62764 US

C A MENNELL, PRESIDENT
LACKLAND WESTERN RR CO
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

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

ROBERT K DREILING
KANSAS CITY SOUTHERN RLY 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

ROBERT P ERWIN JR
4800 MAIN ST SUITE 600
KANSAS CITY MO 64112 US

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

JACK HYNES, ADMINISTRATOR OF RAILROADS
MISSOURI DEPARTMENT OF TRANSPORTATION
PO BOX 270
105 WEST CAPITOL AVENUE
JEFFERSON CITY MO 65102 US

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

NORMAN G MANLEY
CITY ATTORNEY, ANOVER CITY HALL
909 NORTH ANDOVER RD
ANDOVER KS 67002 US

TIM NORTON
CITY OF HAYSVILLE
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200 WEST GRAND
HAYSVILLE KS 67060 US

DWAYNE H SHANNON
PO BOX 1138
WICHITA KS 67201 US

ALAN R. POST
1803 STEFKEY STREET
WICHITA KS 67208-1758 US

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

JUNIOR STRECKER, CHAIRMAN
MOUNTAIN-PLAINS COMMUNITIES & SHIPPERS COALIT
123 NORTH MAIN ST
HOISINGTON KS 67544 US
SERVICE LIST FOR: 07-jul-1998 ICC FO 32760 0

UNION PACIFIC CORPORATION, UNION PAC

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

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

TEXAS MEXICAN RAILWAY CO.
P O 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

DONALD T CHEATHAM
10220-E METROPOLITAN DR
AUSTIN TX 78758 US

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

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

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

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

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U. S. EPA REGION VII
999 18TH ST STE 500
DENVER CO 80202-2466 US

JANE T. FELDMAN, ASS'T ATTORNEY GENERAL
STATE OF COLORADO
1525 SHERMAN ST 5TH FLOOR
DENVER CO 80203 US

HONORABLE ROY ROMER
GOVERNOR
136 STATE CAPITOL
DENVER CO 80203 US

MI'HAEL P. FERRO
M I'LENNIUM PETROCHEMICALS, INC.
P O BOX 2583
1221 MCKINNEY STREET SUITE 1600
HOUSTON TX 77252-2583 US

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

JOHN P. LARUE, EXECUTIVE DIRECTOR
THE PORT OF CORPUS CHRISTI
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
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 DIRECTOR
COLORADO WHEAT ADMIN
5500 SOUTH QUEBEC STREET STE 111
ENGLEWOOD CO 80111 US

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

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

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

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

SUE BALLENSKI, PHYSICAL RESOURCES
USDA FOREST SERVICE
P O BOX 25127
LAKEWOOD CO 80225 US
SERVICE LIST FOR: 07-Jul-1998 ICC FD 32760 0

UNION PACIFIC CORPORATION, UN' PAC

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

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

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

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

CARDON G. BERRY
K'IOWA CO. COMMISSIONERS
PO BOX 591
1305 GOFF
EADS CO 81036 US

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

JOHN R STULP
C/O CO MNT COLLEGE, TIMBERLINE CAMPUS
901 S HWY 24
LEADVILLE CO 80461 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

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

JANET PALMER
C/O CO MNT COLLEGE, TIMBERLINE CAMPUS
901 S HWY 24
LEADVILLE CO 80461 US

BLAINE ARBUTHNOT
P O BOX 1600
LAMAR CO 81052 US

JAMES N. SANGER, MAYOR
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PO BOX 3009
SALIDA CO 81201 US

BERNICE TUTTLE
K'IOWA COUNTY WIFE, CHAPTER 124
13777 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

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SALIDA CO 81201 US

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P O BOX 681
SALIDA CO 81201 US

E U WOTIPKA
ROYAL GORGE SCENIC RY
P O BOX 1387
SALIDA CO 81201 US

MYRON F. SMITH
P O BOX 1600
LAMAR CO 81052 US

GREG TABUTEAU
C/O CO MNT COLLEGE, TIMBERLINE CAMPUS
901 S HWY 24
LEADVILLE CO 80461 US

FREMONCT COUNTY COMM.
615 MACON AVE ROOM #102
SALIDA CO 81212 US

RUTH H. CARTER, MAYOR
CITY OF CANON CITY ATTN: STEVE THACKER CITY A
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JUDY LOHINES
CITY OF CANON CITY ATTN: STEVE THACKER CITY A
P O BOX 510
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RUTH H. CARTER, MAYOR
CITY OF CANON CITY ATTN: STEVE THACKER CITY A
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SALIDA CO 81212 US

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

STEVE "UCKER
D&RG WES: EMPLOYEES
2048 J ROAD
FRUITA CO 81521 US

JAMES R. FRTIZE
EAGLE COUNTY ATTORNEY
P O BOX 850
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KENCECOT ENERGY COMPANY
350 SOUTH GILLETTE AVENUE
GILLETTE WY 82716 US

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SERVICE LIST FOR: 07-jul-1998 ICC FO 32760 0 UNION PACIFIC CORPORATION, UNION PAC

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

TIMM R. ADAMS
IDAHO BARLEY COMMISSION
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BOISE ID 83702-5630 US

JERRY R KRESS
ID., WHEAT COMMISSION
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Records: 452
In Decision No. 44, we approved, subject to various conditions, the common control and merger of the rail carriers controlled by Union Pacific Corporation (Union Pacific Railroad Company and Missouri Pacific Railroad Company) and the 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).\(^1\) The conditions we imposed included, among many others, the terms of the UP/SP-BNSF settlement agreement.\(^2\) With respect to the UP/SP-BNSF agreement, we concluded that the agreement was sufficient (with certain modifications) to address the competitive harms of an unconditioned UP/SP merger because "the BNSF agreement will permit BNSF to replace, to a large extent, the competitive service that is lost when SP is absorbed into UP." See Decision No. 44, slip op. at 103. The common control authorized in Decision No. 44 was consummated on September 11, 1996.

In this decision, we address: BNSF's petition, filed August 4, 1998, for enforcement of a merger condition with respect to that carrier's access to a transloading facility at or near San

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1. We gave authority for merger and common control of all carriers controlled by Union Pacific Corporation and by Southern Pacific Rail Corporation. Where we are discussing pre-merger service, references to "UP" include only service by carriers controlled by Union Pacific Corporation. Otherwise, "UP" refers to all of the carriers to which we gave merger authority. "SP" refers to all of the railroads formerly controlled by Southern Pacific Rail Corporation.

2. In Decision No. 44, Burlington Northern Railroad Company (BN) and The Atchison, Topeka and Santa Fe Railway Company (SF) were referred to collectively as BNSF. On December 31, 1996, SF merged into BN, and the surviving corporation was renamed The Burlington Northern and Santa Fe Railway Company. Accordingly, in this decision: with respect to the period ending December 31, 1996, the acronym "BNSF" has the meaning it had in Decision No. 44; and, with respect to the period beginning January 1, 1997, the acronym "BNSF" has reference to The Burlington Northern and Santa Fe Railway Company. See also Decision No. 44, slip op. at 12 n.15 (description of the BNSF agreement).
Antonio, TX (designated as BN/SF-84); UP’s reply thereto filed August 20, 1998 (designated as UP/SP-351); BNSF’s petition for leave to file a reply to applicants’ reply (designated as BN/SF-85); and UP’s reply to BNSF’s petition for leave (designated as UP/SP-354).^3

BACKGROUND

As part of the UP/SP-BNSF settlement agreement, BNSF gained the right to serve all existing and future transload facilities at specified “2-to-1” points, including San Antonio, TX. See Second Supplemental Agreement section 3(b) (amending section 4(b) of the UP/SP-BNSF settlement agreement). The scope of BNSF’s access was further defined by section 9(g) of the settlement agreement, which provides that the locations referenced in the settlement agreement “include all areas within the present designated switching limits of the location.”^4

At issue here is BNSF’s access to South Texas Liquid Terminal, Inc. (STL Terminal), a transload facility located on a former Missouri-Kansas-Texas Railroad Company (MKT) line at MKT’s Travis Yard that is used by shippers such as Archer Daniels Midland Company (ADM) to transfer corn syrup from rail cars to trucks. According to BNSF, STL Terminal is an existing transload facility that, pursuant to UP’s tariff in effect on September 25, 1995, is within the San Antonio switching limits and is therefore open to access by BNSF. In May 1997, petitioner states that UP initially identified STL Terminal as accessible to BNSF as a 2-to-1 transload facility and that BNSF subsequently listed STL Terminal in its quarterly progress reports as a new customer accessible as a result of the merger. UP, however, did not list the facility in its July 1997 and January 1998 lists of customers to which BNSF gained access. After BNSF asked UP to include the facility in its lists, UP advised BNSF in April 1998 of its position that the facility was outside the San Antonio switching limits. By that time, BNSF had executed a contract to move freight to STL Terminal, and volumes had begun to move under that contract. UP also advised shipper ADM that BNSF did not have access to STL Terminal, that BNSF would be billed line haul charges for the movement to STL Terminal, and that ADM should discontinue shipping via BNSF to STL Terminal.

^3 We grant BNSF’s petition for leave in BN/SF-85. In the interest of a more complete record, we have included both BN/SF-85 and UP/SP-354 in our consideration of the matter before us.

^4 The effective date for determining the relevant switching limits is the September 25, 1995 date of the UP/SP-BNSF settlement agreement.

- 2 -
BNSF maintains that a 1976 MKT timetable reveals that Travis Yard was within the San Antonio switching limits and that a UP switching tariff shows that the Travis Yard milepost was within the applicable range for the San Antonio switching district. UP's switching tariff, Supplement 149, Tariff MP 8170-C, issued October 17, 1994, Items 2649.10 and 2650, define the San Antonio switching limits on three UP lines as: (1) between mileposts 255.97 and 267.80 on the Palestine line of the Missouri Pacific Railroad Company (MP); (2) between San Antonio on the north and milepost 4.1 on the south on MP's Corpus Christi line; and (3) between milepost 1028.55 on the north and milepost 1038.5 on the south on the former MKT line. Under description (3), Travis Yard at milepost 1030.3 on the former MKT line would be situated within the San Antonio switching district. Petitioner argues that it is entitled to serve STL Terminal because references to the MKT milepost location of the facility remained in UP's tariff until well after the effective date of BNSF's settlement agreement with UP. BNSF maintains that its current access to a 2-to-1 shipper, Fite Distribution Services Company, located further from central San Antonio than STL Terminal provides additional support for its position. In addition to confirming its access to STL Terminal, BNSF asks us to require UP to provide a list of switching limits for all 2-to-1 points as set forth in UP tariffs, along with copies of those tariffs, and to impose a continuing duty on UP to provide BNSF with lists of any changes to mileposts defining the switching limits.

UP contends that the tariff item designating the San Antonio switching limits was obsolete on September 25, 1995, because the MKT mileposts referred to in the UP tariff item had been removed and new mileposts have been erected. UP indicates that at least 5 years before the parties entered into their settlement agreement, UP replaced and recalibrated the mileposts along the former MKT line on which the STL Terminal is located. UP states that new mileposts have been physically relocated along the line, and these recalibrated mileposts were shown on UP's track charts then in effect. According to UP, under the milepost system as it existed at the time of the settlement agreement, and as it exists today, STL Terminal is located between mileposts 254.40 and 254.00, which places it outside San Antonio switching limits as defined by Item 2649.10 of Tariff MP 8170-C. UP maintains that BNSF's request to require UP to list all switching limits and keep BNSF informed of any milepost changes would confuse rather than clarify access issues and would unduly burden UP.

5 MKT System Timetable No. 3 (1976) shows the Travis Yard as located at milepost 1030.3 in the San Antonio Subdivision. We note that a 1988 edition of MKT's timetable shows the same mileage location for Travis Yard.

6 UP, however, has convincingly responded that BNSF gained access to Fite, not because it was situated within the San Antonio switching limits, but because Fite was a genuine 2-to-1 shipper specifically listed in UP's tariff as a customer open to reciprocal switching. In contrast, STL Terminal is not listed in UP's switching tariff.
DISCUSSION AND CONCLUSIONS

BNSF has shown to our satisfaction that STL Terminal was within the switching limits of San Antonio as of September 25, 1995. Under the parties' settlement agreement, the geographic limits within which BNSF may serve existing and new transload facilities at San Antonio and other 2-to-1 points are to be determined by reference to designated switching districts in effect on September 25, 1995, when the agreement was executed. See UP/SP-BNSF agreement, section 9(g), supra. As demonstrated by BNSF, an MKT timetable establishes the milepost corresponding to the Travis Yard where STL Terminal was located. BNSF has also shown that, according to UP's switching tariff, the Travis Yard milepost was in the applicable range for the San Antonio switching district. The fact that UP changed the MKT milepost designations before the effective date of the parties' settlement agreement does not undermine BNSF's showing. The San Antonio switching limits set forth in UP's Item 2650 of Supplement 149 were not obsolete on that date and were not canceled until June 1998, some 2.5 years after the execution of the settlement agreement.\(^7\)

Applicable tariff regulations at the time of the parties' agreement mandated the application of tariffs on file with our predecessor, the Interstate Commerce Commission.\(^8\)

If we were to adopt UP's position, BNSF and its potential customers would not be able to ascertain whether they were within a particular switching district by means of publicly available information, but instead would have to be privy to data readily accessible only to UP's operating personnel. The information UP adduces here to support its position that the former MKT milepost designation for San Antonio's switching limits was obsolete is a case in point. As BNSF points out, such track chart data are generally not available to UP's competing carriers, nor to UP's shippers. UP maintains, nonetheless, that BNSF should have known that the MKT mileage ranges were inapplicable because documents produced in negotiating access on behalf of another shipper on the very same MKT line revealed that the former mileposts had been reconfigured. See UP/SP-354, at 3-4. However, even if BNSF may have had a basis for determining that the mileposts had been changed, the process for identifying points accessible to BNSF should not depend on such a restricted source of information.

Although we agree with BNSF that STL Terminal was situated within San Antonio's switching limits at the relevant time for ascertaining BNSF's access, we will not require UP to list

\(^7\) Effective June 30, 1998, Supplement 271 to Freight Tariff UP 8005-D, Item 1357-A, canceled as “account obsolete” the San Antonio switching district described by the former MKT mileposts.

\(^8\) See former 49 U.S.C. 10761(a) (“A carrier subject to this subsection may not charge or receive a different compensation for that transportation or service than the rate specified in the tariff...”). Although section 10761 was repealed and not reenacted by the ICC Termination Act of 1995, Pub. L. No. 104-88, 109 Stat. 803 (ICCTA), our Decision No. 44 was decided under the law in effect prior to the enactment of the ICCTA.
all of its switching limits and keep BNSF informed of any milepost change within the switching limits. These additional filing requirements would be unduly burdensome and unnecessary, and BNSF points to no other specific access dispute that would support its request. If a dispute about switching limits should arise in the future, UP has stated that it will provide BNSF access to the relevant UP tariffs. We believe that UP's assurances of cooperation are sufficient at this time to address BNSF's concerns. Also, while we have here resolved the issue of whether STL Terminal is within the San Antonio switching limits despite the fact that the issue had not been arbitrated by the parties, any further disputes between BNSF and UP arising under their settlement agreement should be arbitrated under the provisions of that agreement before bringing the matter to us to resolve.

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

It is ordered:

1. The BN/SF-85 petition for leave to file a reply is granted.

2. The BN/SF-84 petition for enforcement of merger condition is granted to the extent set forth in this decision.

3. This decision shall be effective on the date of service.

By the Board, Chairman Morgan and Vice Chairman Owen.

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10/05/1998 Standing selected: 'ALJ','GOV','MOC','POR'
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<td>HONORABLE RICHARD BRYAN</td>
<td>UNITED STATES SENATE</td>
<td>WASHINGTON DC 20510 US</td>
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<td>HON. DAN COATS</td>
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U. S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515 US

HONORABLE PAUL MCALE
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WASHINGTON DC 20515 US

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HONORABLE RON PACKARD
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HONORABLE JAY KIM
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HONORABLE TIM HOLDEN
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HONORABLE FRANK D. RIGGS
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HONORABLE ZOE LOFGREN
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WASHINGTON DC 20515 US

HONORABLE JAY KIM
UNITED STATES HOUSE OF REPRESENTATIVES
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HONORABLE PHIL ENGLISH
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RICHMOND VA 23119 US

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NEWPORT NEWS VA 23608-2574 US

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ONE MEMORIAL DRIVE
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CLEVELAND OH 44113-1702 US

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INLAND STEEL
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EAST CHICAGO IN 46312 US

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2020 DOW CHEMICAL CENTER
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KNOXVILLE TN 37902 US

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AMERICAN ELECTRIC POWER
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COLUMBUS OH 43215 US

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SHUMAKER, LOOP & KENDRICK
N COURTHOUSE SQUARE - 1000 JACKSON
TOLEDO OH 43624 US

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CHAMPION INTERNATIONAL CORPORATION
101 KNIGHTSBRIDGE DRIVE
HAMILTON OH 45020-0001 US

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KENDALLVILLE IN 46755-1795 US

LARRY B. KARNES
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LANSING MI 48909 US

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STATE LEGISLATIVE DIRECTOR UTU
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DES MOINES IA 50309 US

EDWIN C JERTSON
INTERSTATE POWER CO
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1000 MAIN STREET
DUBUQUE IA 52004 US

PHILIP D. WARD, ET AL.
P O BOX 351
200 FIRST STREET SE
CEDAR RAPIDS IA 52406-0351 US

WILLIAM R. MUDD
ROQUETTE AMERICA, INC.
P O BOX 6647
1417 EXCHANGE STREET
KEOKUK IA 52632-6647 US

ALLEN J VOGEL,
MINNESOTA DEPARTMENT OF TRANSPORTATION
395 JOHN IRELAND BLVD TRANSP BLDG, SUITE 925,
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<td>Carol R Doris</td>
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<td>Roger Hermann</td>
<td>Mallinckrodt Chemical, 16305 Swingley Ridge Drive, Chesterfield, MO 63017-1777 US</td>
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<td>C A Mennell, President</td>
<td>Lackland Western RR Co, 31 Oak Terrace, Webster Groves, MO 63119 US</td>
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<td>M. Carnahan</td>
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<td>T. L. Green</td>
<td>Western Resources, Inc, PO Box 889, 818 Kansas Ave, Topeka, KS 66601 US</td>
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<td>Norman G Manley</td>
<td>City Attorney, Anover City Hall, 909 North Anover Road, Anover, KS 67002 US</td>
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<td>Dwayne H Shannon</td>
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<td>Robert K Glynn</td>
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<td>Union Pacific RR Co. 1416 Dodge Street</td>
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<td>Louise A. Rinn</td>
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<td>James V. Dolan</td>
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<td>Dan Rosenthal, Public, Transp. Engineer</td>
<td>Nebraska Dept. of Roads P O Box 94759</td>
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<td>Wayne Anderson</td>
<td>Entergy Services, Inc. 439 Loyola Ave Mail L-ENT-26E</td>
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<td>New Orleans LA 70113 US</td>
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<tr>
<td>Dean L. Worley</td>
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<td>North Little Rock AR 72119 US</td>
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<tr>
<td>Joe N. Hampton</td>
<td>2309 North Tenth, Suite E Enid OK 73701 US</td>
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<tr>
<td>Joel T Williams III</td>
<td>STE 350, LS-126 4809 Cole Avenue Dallas TX 75205 US</td>
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<tr>
<td>Edmund W. Burke</td>
<td>Burlington Northern RR Co 777 Main Street, 3800 Continental Plaza Ft Worth TX 76102 US</td>
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<tr>
<td>Michael E Roper</td>
<td>Burlington Northern Santa Fe Corporation 3017 Lou Menk Drive Ft Worth TX 75131 US</td>
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<tr>
<td>W. David Tidholm</td>
<td>Hutchesen &amp; Grundy 1200 Smith Street (#3300) LoggerFactory Area 77002-4579 US</td>
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<tr>
<td>Robert J. Rossi</td>
<td>United Transportation Union 2040 North Loop West Suite 310 Ft Worth TX 77018-8112 US</td>
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<tr>
<td>B Kenneth Townsend Jr</td>
<td>Exxon Chemical Co 13501 Katy Freeway Houston TX 77079-1398 US</td>
</tr>
<tr>
<td>Brian P Felker</td>
<td>Shell Chemical Company P O Box 2463 Houston TX 77252-2463 US</td>
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SERVIC LIST FOR: 05-oct-1998 ICC FD 32760 0 UNION PACIFIC CORPORATION, UNION PAC

ERIC W. "IBBEITTS
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

DONALD T CHEATHAM
10220-E METROPOLITAN DR
AUSTIN TX 78758 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

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

RUSSELL S. JONES, III
MOUNTAIN COAL COMPANY
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DENVER CO 80202 US

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HON ROY ROMER
GOVERNOR
136 STATE CAPITOL
DENVER CO 80203 US

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BOULDER CO 80302 US

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

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THE PORT OF CORPUS CHRISTI
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222 POWER STREET
CORPUS CHRISTI TX 78403 US

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

REBECCA FISHER
ASST ATTY GENERAL
PO 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 78711-2910 US

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COLORADO WHEAT ADMIN
5500 SOUTH QUEBEC STREET STE 111
INGLEWOOD CO 80111 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

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

HON. BEN N. CAMPBELL
UNITED STATES SENATE
1129 PENNSYLVANIA STREET
DENVER CO 80202 US

SUE BALLENSKI, PHYSICAL RESOURCES
USDA FOREST SERVICE
P O BOX 25127
LAKEWOOD CO 80225 US

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

10/05/1998 Standing selected: 'ALJ', 'GOV', 'MOC', 'POR'
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<td>Lester Williams</td>
<td>Town of Eads, PO Box 8, 110 W 13TH ST</td>
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<td>John Roesch</td>
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<td>Janet Palmer</td>
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<td>Bernice Tuttle</td>
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<td>Myron F. Smith</td>
<td>Fremont County Comm., PO Box 699</td>
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<td>Steven G. Rabe, City</td>
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<td>James R. Fritzte</td>
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<td>Patricia Britton, Chief</td>
<td>Kennebec Energy Company, 505 South Gillette</td>
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<td>GENEVA STEEL COMPANY P O BOX 2500</td>
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<td>CAROL HEATHINGTON</td>
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<td>G. KENT MAHER</td>
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<tr>
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<td>ANN KAPTON</td>
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<td>ATTN: ROBIN L. RIGGS, GC TO GOVERNOR 210 STATE CAPITOL</td>
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<td>Bill Staab</td>
<td>RR Donnelley &amp; Sons Co 14100 Lear Boulevard RENO NV 89506 US</td>
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<td>Charles A Bracht</td>
<td>700 Forest RENO NV 89509 US</td>
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<td>Jeffrey W. Hill</td>
<td>Sierra Pacific Power Co P O Box 10100 6100 Neil Road RENO NV 89520 US</td>
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<td>Thomas J. Fronapfel</td>
<td>Nevada, Dept. of Transportation 1263 S Stewart Street Carson City NV 89712 US</td>
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<td>Richard Cabanilla</td>
<td>Planning Department Imperial County 939 Main Street El Centro CA 92243-2856 US</td>
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<td>Lindsay Bowen</td>
<td>Deputy Attorney General California Dept. of Justice 50 Fremont Street Ste 300 San Francisco CA 94105 US</td>
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<tr>
<td>Lynne Filson</td>
<td>City Hall 708 Third Street BRENTWOOD CA 94513-1396 US</td>
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<tr>
<td>Christopher J. Neary</td>
<td>110 South Main Street Suite C WILLITS CA 95490 US</td>
<td>05-oct-1998</td>
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<td>R. Mark Armstrong</td>
<td>P O Box 490 CEDARVILLE CA 96104-0490 US</td>
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<tr>
<td>Fred P. Swanson</td>
<td>Oregon Steel Mills 1000 SW Broadway Ste. 2200 PORTLAND OR 97205 US</td>
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<td>Scott Hutcherson</td>
<td>Eagle-Picher Minerals Inc 6110 Plumas St RENO NV 89509 US</td>
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<tr>
<td>Phillip Wendt</td>
<td>PO Box 11072 RENO NV 89510 US</td>
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<tr>
<td>Gregory Krause</td>
<td>Regional Transportation Commission P O Box 30002 RENO NV 89520-3002 US</td>
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<td>Michael I. Stockman</td>
<td>General Counsel U. S. Borax Inc. 26877 Tourney Road VALENCIA CA 91355 US</td>
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<tr>
<td>John D Ballas</td>
<td>P.O. Box 7089 15651 East Stafford Street CITY OF INDUSTRY CA 91744 US</td>
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<tr>
<td>Scott Kessler</td>
<td>207 West Fourth Street ALTURUS CA 94102 US</td>
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<td>Larry L Telford</td>
<td>Severon &amp; Werson ONE EMBARCADERO CENTER SAN FRANCISCO CA 94111 US</td>
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<tr>
<td>Raymond A Boyle</td>
<td>Director of Maritime Port of Oakland 530 Water Street OAKLAND CA 94607 US</td>
<td>05-oct-1998</td>
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<tr>
<td>Jeffrey A. Walter</td>
<td>Walter &amp; Pistole 670 W. Napa Street, Suite &quot;F&quot; SONOMA CA 95476 US</td>
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<tr>
<td>Kathleen R. Lazard</td>
<td>P O Box 730 700 Court Street SUSANVILLE CA 96130 US</td>
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<tr>
<td>Mike Thorne, Exec. Dir.</td>
<td>Port of Portland BOX 3529 PORTLAND OR 97208 US</td>
<td>05-oct-1998</td>
</tr>
<tr>
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<tr>
<td>RICK WILLIS</td>
<td>OREGON PUBLIC UTILITY COMM 550 CAPITOL ST NE</td>
<td>SALEM OR 97310-1380 US</td>
</tr>
<tr>
<td>Allan E. Rumbaugh</td>
<td>P O BOX 1215</td>
<td>COOS BAY OR 97420 US</td>
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<tr>
<td>Karen O'Connor</td>
<td>LAKE COUNTY COURTHOUSE 513 CENTER STREET</td>
<td>LAKEVIEW OR 97630 US</td>
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<td>Ann Dekoster</td>
<td>P O BOX 1209</td>
<td>SEATTLE WA 98111 US</td>
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<td>Charles H Montange</td>
<td>426 NW 162ND STREET</td>
<td>SEATTLE WA 98177 US</td>
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<td>Donald G Meyer</td>
<td>P O BOX 1837</td>
<td>TACOMA WA 98401 US</td>
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<td>Marcella M. Szel</td>
<td>CP RAIL SYSTEM 910 PEEL STREET WINDSOR STATION RM 234</td>
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</tbody>
</table>

Records: 449
Missouri Pacific Railroad Company (MPRR) filed a notice of exemption under 49 CFR 1152 Subpart F--Exempt Abandonments and Discontinuances of Service and Trackage Rights to abandon the Troup-Whitehouse line (portion of the Tyler Industrial Lead) extending from milepost 0.50, near Troup, to milepost 8.0, near Whitehouse, a distance of approximately 7.5 miles in Smith County, TX. The notice of exemption was filed on November 30, 1995, in conjunction with the railroad control application docketed as Finance Docket No. 32760. In 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, SP DSL Corp., and The Denver and Rio Grande Western Railroad Company, Finance Docket No. 32760, Decision No. 9 (ICC served Dec. 27, 1995) (UP/SP No. 9), slip op. at 14, which was published in the Federal Register on December 27, 1995, at 60 FR 66988-94, the Board's predecessor, the Interstate Commerce Commission, accepted for consideration the primary application and related proceedings, and the related abandonment proposals.
In Decision No. 44, served on August 12, 1996, in the Finance Docket No. 32760 proceeding (UP/SP No. 44), the Board authorized the exemption in Docket No. AB-3 (Sub-No. 134X), and stated that the exemption will be effective on September 11, 1996, unless stayed pending reconsideration. By letter filed September 21, 1996, counsel for Union Pacific Railroad Company (UP) (as successor in interest to MPRR) advised the Board that UP has decided to retain this line and not to exercise the abandonment authority. UP has requested that the Board vacate the abandonment authorization made in the decision served August 12, 1996. Accordingly, the authorization contained in the August 12 decision will be vacated and the proceeding will be dismissed.

As conditioned, this action will not significantly affect either the quality of the human environment or the conservation of energy resources.

It is ordered:

1. The abandonment authorization contained in UP/SP No. 44, concerning Docket No. AB-3 (Sub-No. 134X), is vacated.

2. The proceeding in Docket No. AB-3 (Sub-No. 134X) is dismissed.

3. This decision is effective on its service date.

By the Board, David M. Konschnik, Director, Office of Proceedings.

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1 In Docket No. AB-3 (Sub-No. 134X), the Board also imposed a public use condition, stating that applicants shall leave intact all of the rights-of-way underlying the track, including bridges, culverts, and similar structures for a period of 90 days from the effective date of the decision to enable any state or local government agency or other interested person to negotiate the acquisition of the rights-of-way for public use.

2 The Board did not receive any petitions to stay the exemption.
SERVICE LIST FOR: 09-oct-1998 ICC AB 3 134 X MISSOURI PACIFIC RAILROAD COMPANY--A

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

U. S. FISH & WILDLIFE SERVICE
STADIUM CENTRE BLDG
711 STADIUM DR E STE 252
ARLINGTON TX 76011-6247 US

STATE CONSERVATIONIST
SOIL CONSERVATION SERVICE
101 S MAIN ST POAGI BUILDING
TEMPLE TX 76501-7682 US

U.S. ARMY CORPS OF ENGINEERS
ATTN: SWG.0-R
PO BOX 1229
GALVESTON TX 77553-1229 US

TRANSPORTATION DIVISION
P. O. DRAWER 12967
RAILROAD COMMISSION OF TEXAS
AUSTIN TX 78711 US

WILLIAM NICHOLAS TENRAC OFFICE OF THE GOVERNOR
PO BOX 12428
STATE CAPITOL
AUSTIN TX 78711-2428 US

PUBLIC UTILITY COMMISSION OF TEXAS
LIBRARY
P. O. BOX 13326
AUSTIN TX 78711-3326 US

Records: 13

10/09/1998
In Decision No. 44 (served August 12, 1996), we approved the common control and merger of the rail carriers controlled by Union Pacific Corporation (Union Pacific Railroad Company and Missouri Pacific Railroad Company) and the 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) (collectively UP/SP), subject to various conditions, including numerous environmental mitigation conditions. As pertinent here, the environmental conditions imposed in Decision No. 44 called for a further, more focused mitigation study to arrive at a specifically tailored mitigation plan for Reno, NV, in addition to the environmental mitigation already imposed, to assure that localized environmental issues unique to that community are effectively addressed. The mitigation study was to be completed within 18 months of the consummation of the merger.

On September 15, 1997, the Board's Section of Environmental Analysis (SEA) issued the Preliminary Mitigation Plan (PMP) for Reno. After comments on the PMP were received, a Final Mitigation Plan (FMP) for Reno was issued February 11, 1998, as contemplated by Decision No. 44. Comments on the FMP were due to be filed March 12, 1998.

By a letter dated February 24, 1998, however, counsel for Reno requested that we toll all proceedings on that mitigation study be tolled. In Decision No. 76 (served December 12, 1997), however, the Board granted a joint request that further proceedings on that mitigation study be tolled. By petition filed June 26, 1998, the City of Wichita, Sedgwick County, and the Union Pacific Railroad Company indicated they had entered into an agreement and requested that we approve the agreement and impose it as a condition to the UP/SP merger in lieu of other mitigation that could have been imposed pursuant to Decision No. 44, Appendix G, Condition Nos 23a-23d. In Decision No. 80, served July 8, 1998, we granted the joint petition and imposed the settlement as a condition.

1 Decision No. 44 also called for a further mitigation study for Wichita and Sedgwick County, KS. In Decision No. 76 (served December 12, 1997), however, the Board granted a joint request that further proceedings on that mitigation study be tolled. By petition filed June 26, 1998, the City of Wichita, Sedgwick County, and the Union Pacific Railroad Company indicated they had entered into an agreement and requested that we approve the agreement and impose it as a condition to the UP/SP merger in lieu of other mitigation that could have been imposed pursuant to Decision No. 44, Appendix G, Condition Nos 23a-23d. In Decision No. 80, served July 8, 1998, we granted the joint petition and imposed the settlement as a condition.
proceedings in the ongoing Reno mitigation study for a period of 8 months. Specifically, Reno asked that we toll both the current comment period on the FMP and completion of the ongoing mitigation study process (i.e., the preparation of SEA's final recommendations and the issuance of a final decision imposing additional localized mitigation measures we find appropriate, based on our consideration of the PMP, FMP, all public comments, and SEA's final recommendations). In support of its request, Reno stated that it was actively pursuing a funding plan to implement a depressed trainway project through downtown Reno and was also engaged in good faith negotiations with UP/SP. By letter dated February 25, 1998, the Union Pacific Railroad Company (UP) advised us that it concurred with Reno's tolling request. UP also agreed to adhere to the train count limitations and reporting requirements set forth in paragraph 22a and 22b of Appendix G of Decision No. 44 during the period that the Reno mitigation study process was tolled. Accordingly, we granted Reno's request by Decision No. 79, served March 2, 1998.

By letter dated November 5, 1998, Reno and UP have jointly requested an extension of the tolling period and the train cap through January 31, 1999, to allow the parties more time for their negotiations. The parties state that they used the stay period productively for good faith negotiations, which have intensified in recent weeks. The parties add that they believe it would be counterproductive and potentially wasteful for the Board to reinstate the mitigation study process when negotiations are continuing and should reach a conclusion, successful or otherwise, in coming weeks. In order to facilitate the parties' negotiations, we will grant the request for the extension.

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

It is ordered:

1. The stay of the 18-month mitigation study ordered for Reno in Decision No. 44, Appendix G, 22a-22d, and the train cap, with associated reporting requirements, are extended through January 31, 1999.

2. This decision is effective on the date served.

By the Board, Chairman Morgan and Vice Chairman Olsen.

Vernon A. Williams
Secretary
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<td>WILLIAM W WHITEHURST JR</td>
<td>W W WHITEHURST &amp; ASSOCIATES INC 12421 HAPPY HOLLOW ROAD COCKEYSVILLE MD 21030-1711 US</td>
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<td>J TUCKER</td>
<td>PO BOX 25181 ARLINGTON VA 22202 US</td>
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<td>1700 NORTH MOORE STREET, SUITE 1900 ARLINGTON VA 22209 US</td>
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<td>WILLIAM P. JACKSON, JR.</td>
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<td>GERALD W FAUTH III</td>
<td>G W FAUTH &amp; ASSOCIATES INC 116 SOUTH ROYAL STREET ALEXANDERIA VA 22314 US</td>
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<td>PETER J SHUTTZ</td>
<td>CSX CORPORATION 901 E CARY ST 1 JAMES CENTER RICHMOND VA 23119 US</td>
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<tr>
<td>ROBERT S. KOMPANY</td>
<td>720 THIMBLE SHOALS BLVD, SUITE 130 NEWPORT NEWS VA 23608-2574 US</td>
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<td>E. CALVIN CASSELL</td>
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<td>R. L. YOUNG</td>
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<td>MICHAEL D BILLIEL</td>
<td>ANTITRUST DIV, DEPT OF JUSTICE 325 SEVENTH ST NW STE 500 WASHINGTON DC 20530 US</td>
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<td>JOSEPH R. POMPONIO</td>
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<td>DANIEL R ELLIOTT III</td>
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SERVICE LIST FOR: 16-nov-1998 ICC FD 32760 0 UNION PACIFIC CORPORATION, UNION PAC

HON WILLIAM J JANKLOW
GOVERNOR
500 EAST CAPITOL
PIERRE SD 57501-5070 US

HON MARC RACICOT
GOVERNOR STATE OF MONTANA
STATE CAPITOL
HELENA MT 59620 US

JANET H GILBERT
WISCONSIN CENTRAL LTD
6250 NORTH RIVER ROAD STE 9000
ROSEMONT IL 60018 US

JEFFREY R. MORELAND
THE BURLINGTON NORTHERN SANTA FE CORPORATION
1700 EAST GOLF ROAD
SCHAUMBURG IL 60173 US

EDWARD WASHINGTON, II
CHIEF, PUBLIC UTILITIES BUREAU, ILL ATTORNEY
100 W RANDOLPH ST - 12TH FLOOR
CHICAGO IL 60601 US

CHRISTINE H. ROSSO
IL ASSISTANT ATTORNEY GENERAL
100 W RANDOLPH ST 13TH FLOOR
CHICAGO IL 60601 US

RODMAN KOBERT
CONTINENTAL GRAIN CO
222 S RIVERSIDE PLAZA - STE 1100
CHICAGO IL 60606 US

STEPHEN C HERMAN
MCFARLAND & HERMAN
20 N WACKER DRIVE STE 1330
CHICAGO IL 60606-2902 US

RONALD A. LANE
ILLINOIS CENTRAL RR
455 N CITYFRONT PLAZA DR 20TH FL
CHICAGO IL 60611 US

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

SCOTT A RONEY
ARCHER DANIELS MIDLAND COMPANY
P O BOX 1470
4666 FARIES PARKWAY
DECATUR IL 62525 US

CAROL R DORIS
500 SOUTH SECOND STREET
SPRINGFIELD IL 62706 US

TERRY C WHITESIDE
WHITESIDE & ASSOCIATES
3203 3RD AVE N STE 301
BILLINGS MT 59101 US

J. FRED SIMPSON, EXECUTIVE VICE PRESIDENT
MONTANA RAIL LINK, INC.
101 INTERNATIONAL WAY
MISSOULA MT 59802 US

RICHARD E. WEICHER
BURLINGTON NORTHERN SANTA FE CORPORATION
1700 EAST GOLF ROAD, 6TH FLOOR
SCHAUMBURG IL 60173 US

JAMES A. SMALL
COMMONWEALTH EDISON CO.
1411 OPUS PL STE 200
DOWNSERS GROVE IL 60515-5701 US

WILLIAM C SIPPEL
OPPENHEIMER WOLFF & DONNELLY
180 N STETSON AVE 45TH FLOOR
CHICAGO IL 60601 US

THOMAS J. LITWILER
OPPENHEIMER WOLFF & DONNELLY
180 N STETSON AVE TWO PRUDENTIAL PLAZA 45TH F
CHICAGO IL 60601-5710 US

THOMAS DEONAN
UNITED STATES GYPSUM CO
125 SOUTH FRANKLIN STREET
CHICAGO IL 60606 US

THOMAS F MCFARLAND JR
MCFARLAND & HERMAN
20 NORTH WACKER DRIVE, SUITE 1330
CHICAGO IL 60606-3101 US

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

CLARENCE R. FOWLER
GENERAL CHAIRMAN, UTU
1400 20TH ST.
GRANITE CITY IL 62040-4607 US

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

KIRK BROWN
ILLINOIS DOT, OFFICE OF THE SECRETARY
2300 SOUTH DIRKSEN PARKWAY
SPRINGFIELD IL 62764 US
SERVICE LIST FOR: 16-nov-1998 ICC FD 32760 0 UNION PACIFIC CORPORATION, UNION PAC

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

C A MENNELL, PRESIDENT
LACKLAND WESTERN RR CO
31 OAK TERRACE
WEBSTER GROVES MO 63119 US

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

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

ROBERT P ERWIN JR
4800 MAIN ST SUITE 600
KANSAS CITY MO 64112 US

JACK HYNES, ADMINISTRATOR OF RAILROADS
MISSOURI DEPARTMENT OF TRANSPORTATION
PO BOX 270
105 WEST CAPITOL AVENUE
JEFFERSON CITY MO 65102 US

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

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

NORMAN G MANLEY
CITY ATTORNEY, ANOVER CITY HALL
909 NORTH ANDOVER ROAD
ANDOVER KS 67002 US

DWAYNE H SHANNON
PO BOX 1138
WICHITA KS 67201 US

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

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

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

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

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

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

BARRETT HATCHES
8300 COLLEGE BLVD
OVERLAND PARK KS 66210 US

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

TIM NORTON
CITY OF HAYSVILLE
PO BOX
200 WEST GRAND
HAYSVILLE KS 67060 US

ALAN R. POST
1803 STEFKIN STREET
WICHITA KS 67208-1758 US

JUNIOR STRECKER, CHAIRMAN
MOUNTAIN-PLAINS COMMUNITIES & SHIPPERS COALIT
123 NORTH MAIN ST
HOISINGTON KS 67544 US

JOHN F. LARKIN
4814 DOUGLAS ST
OMAHA NE 68132-0850 US

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SERVICE LIST FOR: 16-nov-1998 ICC FD 32760 0

UNION PACIFIC CORPORATION, UNION PAC

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

MICHAEL P. FERRO
MILLENNIUM PETROCHEMICALS, INC.
P O BOX 2583
1221 MCKINNEY STREET SUITE 1600
HOUSTON TX 77252-2583 US

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

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

JNION PACIFIC CORPORATION, UNION PAC

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HOUSTON TX 77252-2463 US

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HOUSTON TX 77253 US

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

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

JOHN P. LARUE, EXECUTIVE DIRECTOR
THE PORT OF CORPUS CHRISTI
P O BOX 1541
222 POWER STREET
CORPUS CHRISTI TX 78403 US

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

JAMES V WOODRICK
1402 NUECES STREET
AUSTIN TX 78701-1586 US

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

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

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

LINDIL C FOWLER
GENERAL COUNSEL, RAILROAD COMMISSION OF TEXAS
1701 CONGRESS AVENUE
AUSTIN TX 78711-2967 US

DONALD T CHEATHAM
10220-E METROPOLITAN DR
AUSTIN TX 78758 US

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

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

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

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

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

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

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

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

NANCY MANGONE, ENFORCEMENT ATTORNEY
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, SEVENTEEN ST PLAZA
DENVER CO 80202-5533 US

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

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<td>MYRON F. SMITH</td>
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<td>GREG TABUTEAU</td>
<td>ROYAL GORGE SCENIC RY P O BOX 1387 CANON CITY CO 81215 US</td>
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<td>RUTH H. CARTER, MAYOR</td>
<td>CITY OF CANON CITY ATTN: STEVE THACKER CITY A P O BOX 1460 CANON CITY CO 81215 US</td>
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SERVICE LIST FOR: 16-nov-1998 ICC FD 32760 0 UNION PACIFIC CORPORATION, UNION PAC

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<td>GARY L. MCFARLEN, DIRECTOR-TRANS</td>
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<td>TIMM R. ADAMS</td>
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<td>KENNECOTT UTAH CORP. CORP</td>
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<td>F MARK HANSEN</td>
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<td>CHRISTOPHER E. BRAMHALL</td>
<td>451 SOUTH STATE ST, ROOM 505</td>
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<td>HONORABLE MICHAEL O. LEAVITT</td>
<td>ATTN: ROBIN L. RIGGS, GC TO GOVERNOR</td>
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<tr>
<td>LYNETTE W. THIRKILL, LOGISTICS MANAGER</td>
<td>GR. SALT LAKE MINERALS</td>
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<td>RALPH RUPP</td>
<td>PO BOX 2500</td>
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<td>HONORABLE BOB STUMP</td>
<td>U.S. HOUSE OF REPRESENTATIVES</td>
<td>PHOENIX AZ 85025 US</td>
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<td>JAMES R. FRITZE</td>
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<td>PATRICIA BRITTON, CHIEF LEGAL OFFICER</td>
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<td>JERRY R KRESS</td>
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<td>WAYNE L. STOCKEBRAND</td>
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<td>RONALD L. RENCHER</td>
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<tr>
<td>FRANK E. HANSON, JR</td>
<td>MAGMA METALS COMPANY</td>
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11/16/1998 Standing selected: 'ALJ','GOV','MOC','POR'
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<tr>
<td>Cara Brown</td>
<td>Fitzgeralds Gaming Corporation</td>
<td>Reno</td>
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<tr>
<td>R. Michael McCormick</td>
<td>Humboldt County DA</td>
<td>Winnemucca</td>
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<td>Michael E. Halley</td>
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<td>Scott Hutcherson</td>
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<td>Phillip Wendt</td>
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<tr>
<td>Gregory Krause</td>
<td>Regional Transportation Commission</td>
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<td>Michael I. Stockman, General Counsel</td>
<td>U.S. Borax Inc.</td>
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<td>CA</td>
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<tr>
<td>John D Ballas</td>
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<tr>
<td>Scott Kessler</td>
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<tr>
<td>Carol A. Harris</td>
<td>Southern Pac. Trans. Co.</td>
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<tr>
<td>O. Kent Maher</td>
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<td>Steve Varela</td>
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<td>Dori Owen, Special Projects Manager</td>
<td>Re develop Land Agency</td>
<td>Reno</td>
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<td>Bill Staab</td>
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<td>Lindsay Bower, Deputy Attorney General</td>
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<td>RAYMOND A BOYLE</td>
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Records: 450
In Decision No. 44, served August 12, 1996, we approved the common control and merger of the rail carriers controlled by Union Pacific Corporation (Union Pacific Railroad Company and Missouri Pacific Railroad Company) and the 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) (referred to as the UP/SP merger), subject to various conditions, including numerous environmental mitigation conditions. As pertinent here, environmental Condition Nos. 22a-22d required our Section of Environmental Analysis (SEA) to conduct a further, more focused study to arrive at a specific mitigation plan for Reno, NV, so as to assure that localized environmental issues unique to that community are effectively addressed. The Reno mitigation study was to be completed within 18 months of the consummation of the UP/SP merger.

SEA issued a Preliminary Mitigation Plan for Reno on September 15, 1997. After comments on it were received, a Final Mitigation Plan for Reno was issued on February 11, 1998, as contemplated by Decision No. 44. By letter dated February 24, 1998, counsel for Reno requested that we toll all proceedings in the ongoing Reno mitigation study for a period of 8 months. In support of its request, Reno stated that it was actively pursuing a funding plan to implement a depressed trainway project through downtown Reno and was also engaged in good faith negotiations with UP/SP. By letter dated February 25, 1998, the Union Pacific Railroad Company (UP) advised us that it concurred with Reno’s tolling request. Accordingly, we granted Reno’s request in Decision No. 79, served March 2, 1998. By letter dated November 5, 1998, Reno and UP jointly requested an extension of the tolling period through January 31, 1999, to allow the parties more time for their negotiations, which had intensified and would be completed in coming weeks. We granted the joint request in Decision No. 83, served November 16, 1998.
By petition filed December 9, 1998, Reno and UP stated that they have entered into an agreement and jointly request that we approve their agreement and prescribe it as a condition of our approval of the UP/SP merger in lieu of any other mitigation that could be imposed pursuant to Decision No. 44, Appendix G, Condition Nos. 22a-22d. We will grant the parties' request and impose their agreement as a condition to the UP/SP merger.

Reno and UP also make two other requests in their joint petition. First, they request that we remove all restrictions on the number of trains (including trains operated by UP, The Burlington Northern and Santa Fe Railway Company (BNSF), Amtrak and any other trackage rights operators) that pass through the City of Reno whether or not set out in Condition No. 22a of Appendix G to Decision No. 44. The only restrictions we imposed apply to UP and BNSF as explained in Decision No. 44, at 222, n.267. Amtrak is specifically excluded from the restrictions, and no other trackage rights carriers are identified as being subject to Condition No. 22a. Because substitution of the Reno-UP agreement for Condition No. 22a as a condition to the UP/SP merger effectively removes all such restrictions that we have imposed, petitioners’ request is unnecessary.

Finally, Reno and UP jointly request that we not make this decision effective unless and until the first issuance of bonds for the project covered by their agreement (construction of a depressed trainway through downtown Reno). To facilitate the agreement, we will grant this request, and we will require Reno and UP to notify us in writing that the issuance has occurred.

On December 9, 1998, Reno and UP also filed a request for waiver of copy and service requirements, as follows: (1) waiver of the requirement that 20 copies of the joint petition be filed as ordered by Decision No. 9, served December 27, 1995, and in lieu thereof, authorization and acceptance of 10 copies as provided by regulation, 49 CFR 1104.3; and (2) waiver of the requirement that they serve copies of the joint petition on all parties of record, and in lieu thereof, authorization and acceptance of their proposal that they limit their service to BNSF and Amtrak as the only other parties substantially affected by the Reno-UP specific environmental mitigation settlement. Reno and UP's request for waiver of the copy filing requirements for the joint petition filed December 9, 1998, is reasonable and will be granted. The Board accepts the 10 copies of the joint petition as filed. UP and Reno's request for waiver of their service requirements is also granted. Because of the limited scope of this matter, Reno, UP, BNSF, and Amtrak will be required to serve copies of their filings only on one another, and on any other party that submits a request in writing on or after the service date of this decision; service of these filings on all parties of record in Finance Docket No. 32760 would be unduly burdensome and unnecessary. The Board will of course serve copies of this decision and any future decisions on all parties of record in Finance Docket No. 32760.

Our actions in this decision resolve the pending environmental mitigation issues as to Reno.

1 UP and Reno attached to the joint petition a copy of their settlement agreement entered into on December 1, 1998.
This action will not significantly affect either the quality of the human environment or the conservation of energy resources.

It is ordered:

1. The joint petition by Reno and UP is granted to the extent set forth above.

2. This proceeding is reopened. The settlement agreement on pending environmental mitigation issues entered into on December 1, 1998, between Reno and UP is approved, and the settlement agreement is prescribed as a condition of our approval of the UP/SP merger in lieu of any other mitigation that could be imposed pursuant to Decision No. 44, Appendix G, Condition Nos. 22a-22d.

3. At the request of UP and the City of Reno, this decision shall be effective on the date of the first issuance of bonds for the project covered by the agreement, and, at that time, the parties to the agreement shall notify the Board in writing that the action has taken place.

4. Reno and UP’s request for waiver of the copy and service requirements is granted to the extent set forth in this decision.

By the Board, Chairman Morgan and Vice Chairman: Owen.

Vernon A. Williams
Secretary
SERVICE LIST FOR: 15-dec-1998 ICC FD 32760 0 UNION PACIFIC CORPORATION, UNION PAC

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<td>HON. FRANK D. LUCAS</td>
<td>U. S. HOUSE OF REPRESENTATIVES</td>
<td>WASHINGTON DC 20515-3606 US</td>
</tr>
<tr>
<td>Name</td>
<td>Title and Affiliation</td>
<td>Address</td>
</tr>
<tr>
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</tr>
<tr>
<td>HONORABLE CHAKA FATTAH</td>
<td>U. S. House of Representatives</td>
<td>Washington DC 20515-3803 US</td>
</tr>
<tr>
<td>HON. JON CHRISTENSEN</td>
<td>U. S. House of Representatives</td>
<td>Washington DC 20515-4155 US</td>
</tr>
<tr>
<td>HONORABLE SHEILA JACKSON LEE</td>
<td>U. S. House of Representatives</td>
<td>Washington DC 20515-4318 US</td>
</tr>
<tr>
<td>HONORABLE EDDIE SEHICE JOHNSON</td>
<td>U. S. House of Representatives</td>
<td>Washington DC 20515-4330 US</td>
</tr>
<tr>
<td>MICHAEL D BILLIEL</td>
<td>Antitrust Div, Dept of Justice</td>
<td>325 Seventh St NW Ste 500 Washington DC 20530 US</td>
</tr>
<tr>
<td>JOSEPH R. POMPONIO</td>
<td>Federal Railroad Admin.</td>
<td>400 7th St SW RCC-20 Washington DC 20590 US</td>
</tr>
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<td>CONSTANCE H. PIERCE</td>
<td>Constellation Companies</td>
<td>Baltimore MD 21201-2423 US</td>
</tr>
<tr>
<td>PETER Q. NYCE, JR.</td>
<td>U. S. Department of the Army</td>
<td>Arlington VA 22203 US</td>
</tr>
<tr>
<td>THOMAS E SCHICK</td>
<td>Chemical Manuf Assoc</td>
<td>Arlington VA 22209 US</td>
</tr>
<tr>
<td>JOHN T ESTES</td>
<td>1029 North Royal Street Suite 400</td>
<td>Alexandria VA 22314 US</td>
</tr>
<tr>
<td>PETER J SHUDTZ</td>
<td>CSX Corporation</td>
<td>Richmond VA 23119 US</td>
</tr>
<tr>
<td>ROBERT S. KOMPANY</td>
<td>720 Thimble Shoals Blvd, Suite 130</td>
<td>Newport News VA 23608-2574 US</td>
</tr>
<tr>
<td>HONORABLE CURT WELDON</td>
<td>U. S. House of Representatives</td>
<td>Washington DC 20515-3807 US</td>
</tr>
<tr>
<td>HONORABLE WILLIAM M (MAC) THORNBERRY</td>
<td>U. S. House of Representatives</td>
<td>Washington DC 20515-4313 US</td>
</tr>
<tr>
<td>HON. HENRY BONILLA</td>
<td>U. S. House of Representatives</td>
<td>Washington DC 20515-4323 US</td>
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<tr>
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<td>325 7th Street NW Suite 500 Washington DC 20530 US</td>
</tr>
<tr>
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<td>400 Seventh Street SW, Room 4102 C-30 Washington DC 20590 US</td>
</tr>
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<td>MITCHELL M. KRAUS</td>
<td>Transportation - Communications International</td>
<td>Rockville MD 20850 US</td>
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<td>WILLIAM W WHITEHURST JR</td>
<td>W W Whitehurst &amp; Associates Inc</td>
<td>Cockeysville MD 21030-1711 US</td>
</tr>
<tr>
<td>WILLIAM P. JACKSON, JR.</td>
<td>Jackson &amp; Jessup, P. C.</td>
<td>Arlington VA 22210 US</td>
</tr>
<tr>
<td>GERALD W FAUTH III</td>
<td>G W Fauth &amp; Associates Inc</td>
<td>Alexandria VA 22314 US</td>
</tr>
<tr>
<td>ROBERT J. COONEY</td>
<td>Norfolk Southern Corp.</td>
<td>Norfolk VA 23510-2191 US</td>
</tr>
<tr>
<td>GREGORY M. VINCENT, VICE PRESIDENT</td>
<td>Tennessee Valley Auth</td>
<td>Chattanooga TN 37402 US</td>
</tr>
</tbody>
</table>
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LANCASTER OH 43130-0700 US

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2020 DOW CHEMICAL CENTER
MIDLAND MI 48674 US

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AMES IA 50010 US

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N COURTHOUSE SQUARE - 1000 JACKSON
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12/15/1998 Standing selected: 'ALJ','GOV','MOC','POR'
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HON MARC RACICOT
GOVERNOR STATE OF MONTANA
STATE CAPITOL
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LACKLAND WESTERN RR CO
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D E THOMPSON
GENERAL CHAIRMAN-BLE
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SCOTT CITY MO 63770 US

HON IKE SKELTON
U. S. HOUSE OF REP.
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114 WEST 11TH STREET
KANSAS CITY MO 64105 US

RICHARD P BRUENING
KANSAS CITY SOUTHERN RR
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12/15/1998 Standing selected: 'ALJ', 'GOV', 'MOC', 'POR'
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ALBEMARLE CORPORATION
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ONE RIVERFRONT PLACE EIGHTH FL
NORTH LITTLE ROCK AR 72119 US

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12/15/1998 Standing selected: 'ALJ','GOV','MOC','POR'
SERVICE LIST FOR: 15-dec-1998 ICC FD 32760 0 UNION PACIFIC CORPORATION, UNION PAC

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TEXAS HOUSE OF REP.
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HON. BEN N. CAMPBELL
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LAMAR CO 81052 US

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12/15/1998 Standing selected: 'ALJ','GOV','MOC','POR'
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<tr>
<td>WAYNE L. STOKEFAND, JR</td>
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<td>RONALD L. RENCNER</td>
<td>WESTERN SHIPPERS COAL.</td>
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<td>JEFFREY B. GROY</td>
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<td>FRANK E. HANSON, JR</td>
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<td>MARCELLA M. SZE</td>
<td>CP RAIL SYSTEM&lt;br&gt;910 PEEL STREET WINDSOR STATION RM 234&lt;br&gt;MONTREAL QUEBEC CD H3C 3E4 CD</td>
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Records: 447
In Decision No. 44, served on August 12, 1996, we approved the common control and merger of the rail carriers controlled by Union Pacific Corporation (Union Pacific Railroad Company and Missouri Pacific Railroad Company) and the 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) (referred to as the UP/SP merger), subject to various conditions, including numerous environmental mitigation conditions.

In Decision No. 84, served on December 17, 1998, we granted the joint petition filed by the City of Reno, NV (Reno) and Union Pacific Railroad Company (UP), and prescribed as a condition of our approval of the UP/SP merger in lieu of any other mitigation that could be imposed pursuant to Decision No. 44, Appendix G, Condition Nos. 22a-22d, the settlement agreement on pending environmental mitigation issues that had been entered into on December 1, 1998, between Reno and UP. At the request of UP and the City of Reno, the Board ordered that Decision No. 84 would be effective on the date of the first issuance of bonds for the project covered by the settlement agreement, and that, at that time, the parties to the agreement must notify the Board in writing that the action has taken place.

On January 13, 1999, in accordance with Decision No. 84, the Board was advised by Reno and UP that the first issuance of bonds for the project covered by the settlement agreement had occurred, i.e. the first bonds in the amount of $6 million ($6,000,000), had been sold on or about December 23, 1998, and that the proceeds had been deposited in a project account on or about December 28, 1998. Consistent with Decision No. 84, Reno and UP ask the Board to acknowledge the first issuance of project bonds and to determine the effective date of Decision No. 84 to be December 28, 1998. The Board hereby acknowledges the first issuance of project bonds, and determines that the effective date of Decision No. 84 was December 28, 1998.

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

1. The effective date of Decision No. 84 was December 28, 1998.

2. This decision is effective on its service date.

By the Board, Chairman Morgan and Vice Chairman Clyburn.

Vernon A. Williams
Secretary
<table>
<thead>
<tr>
<th>Name</th>
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<tr>
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<td></td>
<td>Livingston NJ 07039 US</td>
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<tr>
<td>Oscar J. Abello, President</td>
<td>&quot;K&quot; Line America, Inc. 535 Mountain Avenue</td>
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<tr>
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<td>Mt Laurel NJ 08054 US</td>
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<td>New Rochelle NY 10801-6402 US</td>
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<td>Union Pacific Corp. Eighth and Eaton Avenues, Martin Tower</td>
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<td>William E Harvey</td>
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<td>2001 Market Street</td>
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<td>Bruce B. Wilson</td>
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<td>ALBERT B KRACHMAN</td>
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<td>ERIKA Z JONES</td>
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UNION PACIFIC CORPORATION, UNION PAC

ROBERT A WIMBISH ESQ
REA CROSS & Auchincloss
1707 L STREET NW STE 570
WASHINGTON DC 20036 US

WILLIAM G. MAHONEY
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1050 SEVENTEENTH STREET NW SUITE 210
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WASHINGTON DC 20036-1795 US

SAMUEL M SIPE JR
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WASHINGTON DC 20036-1795 US

A STEPHEN HUT JR
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WASHINGTON DC 20037 US

DANIEL K. MAYSERS
WILMER CUTLER PICKERING
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WASHINGTON DC 20037-1420 US

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SHER & BLACKWELL
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WASHINGTON DC 20036 US

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STEPTOE & JOHNSON
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SLOVER & LOFTUS
1224 17TH STREET NW
WASHINGTON DC 20036-3081 US

SCOTT N STONE
PATTON BOGGS L L P
2550 M STREET NW 7TH FLOOR
WASHINGTON DC 20037-1346 US

ALI M. STOEPPELWERTH
WILMER CUTLER PICKERING
2445 M STREET N W
WASHINGTON DC 20037-1420 US

02/04/1999 Standing selected: 'ALJ', 'GOV', 'MOC', 'POR'
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HON. JIM MCCRERY  
U.S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515-1805 US

HON. W J (BILLY) TAUZIN  
ATTN: ROY WILLIS  
U.S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515-2601 US

HON. ROBERT E ANDREWS  
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WASHINGTON DC 20515-3803 US

HON. JON CHRISTENSEN  
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WASHINGTON DC 20515-4318 US

HONORABLE EDDIE BERNICE JOHNSON  
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TRANS. COMM. INTERNATIONAL UNION  
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WASHINGTON DC 20515-2801 US

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WASHINGTON DC 20515-3606 US

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WASHINGTON DC 20515-4313 US

HON. HENRY BONILLA  
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US DEPARTMENT OF TRANSPORTATION  
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TRANSPORTATION -COMMUNICATIONS INTERNATIONAL  
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ROCKVILLE MD 20850 US

WILLIAM W WHITEHURST JR  
W W WHITEHURST & ASSOCIATES INC  
12421 HAPPY HOLLOW ROAD  
COCKEYSVILLE MD 21030-1711 US

J TUCKER  
PO BOX 25181  
ARLINGTON VA 22202 US

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<td>John T Estes</td>
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<td>Norfolk VA 23510-2191 US</td>
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<tr>
<td>Gregory M. Vincent, VP</td>
<td>Tennessee Valley Auth</td>
<td>Lookout Place 1101 Market Street</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Chattanooga TN 37402 US</td>
</tr>
<tr>
<td>Edward S. Christenbury</td>
<td></td>
<td>400 West Summit Hill Drive</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Knoxville TN 37902 US</td>
</tr>
<tr>
<td>D. Michael Miller</td>
<td>American Electric Power</td>
<td>1 Riverside Plaza</td>
</tr>
<tr>
<td></td>
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<td>Columbus OH 43215 US</td>
</tr>
<tr>
<td>Clinton J Miller III</td>
<td>General Counsel</td>
<td>United Transportation Union</td>
</tr>
<tr>
<td></td>
<td></td>
<td>14600 Detroit Avenue</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Cleveland OH 44107-4250 US</td>
</tr>
<tr>
<td>Ronald P McLaughlin</td>
<td>Brotherhood of Locomotive Engineers</td>
<td>1370 Ontario St STAN BLDG</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Cleveland OH 44113-1702 US</td>
</tr>
<tr>
<td>Bruce A. Klimek</td>
<td>Inland Steel</td>
<td>3210 Watling Street</td>
</tr>
<tr>
<td></td>
<td></td>
<td>East Chicago IN 46312 US</td>
</tr>
<tr>
<td>James S Hanson</td>
<td>Dow Chemical Company</td>
<td>2020 Dow Chemical Center</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Midland MI 48674 US</td>
</tr>
</tbody>
</table>
LARRY B KARNES
TRANSPORTATION BUILDING
PO BOX 30050
425 WEST OTTAWA
LANSING MI 48909 US

THOMAS F JACKSON
800 LINCOLN WAY
AMES IA 50010 US

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UNITED STATES SENATE
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DES MOINES IA 50309-2140 US

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DUBUQUE IA 52004 US

KENT M RAGSDALE
INTERSTATE POWER CO
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PHILIP D. WARD, ET AL.
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CEDAR RAPIDS IA 52406-0351 US

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IES UTILITIES, INC.
P O BOX 351
200 FIRST ST SE
CEDAR RAPIDS IA 52406-0351 US

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ROSEMONT IL 60018 US

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SCHAUMBURG IL 60173 US

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WEBSTER GROVES MO 63119 US

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

02/04/1999 Standing selected: 'ALJ', 'GOV', 'MOC', 'POR'
SERVICE LIST FOR: 04-feb-1999 ICC FD 32760 0
UNION PACIFIC CORPORATION, UNION PAC

HON IKE SKELETON
U. S. HOUSE OF REP.
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BLUE SPRINGS MO 64014 US

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MISSOURI DEPARTMENT OF TRANSPORTATION
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1416 DODGE STREET RM 830
OMAHA NE 68179-0001 US

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NEBRASKA DEPT. OF ROADS
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LINCOLN NE 68509-4759 US

WAYNE ANDERSON
ENTERGY SERVICES, INC.
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NEW ORLEANS LA 70113 US

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

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

SCOTT MANATT
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CORNING AR 72422 US

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OKLAHOMA GRAIN & FEED ASSOCIATION
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ENID OK 73701 US

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TU ELECTRIC
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4809 COLE AVENUE
DALLAS TX 75205 US

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LEROEUF, LAMB, ET AL
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777 MAIN STREET, 3800 CONTINENTAL PLAZA
FT WORTH TX 76102 US

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BURLINGTON NORTHERN RR CO
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FT WORTH TX 76102-5384 US

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3017 LOU MENK DRIVE
PT WORTH TX 76131 US

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FORT WORTH TX 76179 US

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HUTCHESON & GRUNDY
1200 SMITH STREET (#3300)
HOUSTON TX 77002-4579 US

GEN. COMMITTEE OF ADJUST. GO-895
UNITED TRANS. UNION
2040 NORTH LOOP WEST STE 310
HOUSTON TX 77018 US

ROBERT J. ROSSI
UNITED TRANSPORTATION UNION
2040 NORTH LOOP WEST SUITE 310
HOUSTON TX 77018-8112 US

JOHN D. BURKE
GREATER HOUSTON PORT BUREAU, INC
111 EAST LOOP NORTH
HOUSTON TX 77029 US

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

02/04/1999  Standing selected: 'AwJ', 'GOV', 'MOC', 'POR'
MICHAEL P. FERRO  
MILLENNIUM PETROCHEMICALS, INC.  
P O BOX 2583  
1221 MCKINNEY STREET SUITE 1600  
HOUSTON TX 77252-2583 US

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

JOHN P. LARUE, EXECUTIVE DIRECTOR  
THE PORT OF CORPUS CHRISTI  
P O BOX 1541  
222 POWER STREET  
CORPUS CHRISTI TX 78403 US

MARK TOBEY  
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LINDIL C FOWLER  
GENERAL COUNSEL, RAILROAD COMMISSION OF TEXAS  
1701 CONGRESS AVENUE  
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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 DIRECTOR  
COLORADO WHEAT ADMIN  
5500 SOUTH QUEBEC STREET STE 111  
ENGLEWOOD CO 80111 US

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

THOMAS F. LINTN  
ARCO COAL COMPANY  
707 17TH ST STE 2900  
DENVER CO 80202-3429 US

ERIC W. 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

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  
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DONALD T CHEATHAM  
10220-E METROPOLITAN DR  
AUSTIN TX 78758 US

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

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

PATRICIA T. SMITH, SR. VICE PRESIDENT  
PUBLIC SERVICE COMPANY  
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NANCY MANGONE, ENFORCEMENT ATTORNEY  
U. S. EPA REGION VIII  
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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

02/04/1999  Standing selected: 'ALJ','GOV','MOC','POR'
<table>
<thead>
<tr>
<th>Name</th>
<th>Title/Position</th>
<th>Address</th>
</tr>
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<tbody>
<tr>
<td>Myron F. Smith</td>
<td>Fremont County Comm.</td>
<td>615 Macon Ave Room #102, Canon City CO 81212 US</td>
</tr>
<tr>
<td>Ruth H. Carter, Mayor</td>
<td>City of Canon City Attn: Steve Thacker</td>
<td>City A, P O Box 1460, Canon City CO 81215 US</td>
</tr>
<tr>
<td>Steven G. Rabe, City Manager</td>
<td>City of Florence</td>
<td>300 W Main Street, Florence CO 81226 US</td>
</tr>
<tr>
<td>James R. Fritze</td>
<td>Eagle County Attorney</td>
<td>P O Box 850, Eagle CO 81631 US</td>
</tr>
<tr>
<td>Patricia Britton, Chief Legal Officer</td>
<td>Kennecott Energy Company</td>
<td>505 South Gillette Avenue, Gillette WY 82716 US</td>
</tr>
<tr>
<td>Jerry R Kress</td>
<td>ID, Wheat Commission</td>
<td>1109 Main St Ste 310, Boise ID 83702-5642 US</td>
</tr>
<tr>
<td>Wayne L. Stockebrand</td>
<td>Kennecott Utah Corp. Corp</td>
<td>P O Box 6001, 8315 West 3595 South, Magna UT 84044-6001 US</td>
</tr>
<tr>
<td>Ronald L. Rencher</td>
<td>Western Shippers Coal.</td>
<td>136 South Main Street Ste 1000, Salt Lake City UT 84101-1672 US</td>
</tr>
<tr>
<td>Jeffrey B. Groy</td>
<td>One UTAH CTR</td>
<td>201 South Main Street, Ste 1100, Salt Lake City UT 84111 US</td>
</tr>
<tr>
<td>Hon. Deedee Corradini</td>
<td></td>
<td>451 South State Street, Room 306, Salt Lake City UT 84111 US</td>
</tr>
<tr>
<td>Reed M. Richards</td>
<td>State of Utah</td>
<td>236 State Capitol, Salt Lake City UT 84114 US</td>
</tr>
<tr>
<td>GREG TABUTEAU</td>
<td>Royal Gorge Scenic Ry</td>
<td>P O Box 1387, Canon City CO 81215 US</td>
</tr>
<tr>
<td>Judy Lohnes</td>
<td>UAACOG</td>
<td>P O Box 510, Canon City CO 81215-0510 US</td>
</tr>
<tr>
<td>Steve Tucker</td>
<td>D&amp;RG West. Employees</td>
<td>2048 J Road, Fruita CO 81521 US</td>
</tr>
<tr>
<td>Gary L. MCFARLEN,, Director-Transp</td>
<td>Kennecott Energy Company</td>
<td>Box 3009, 505 South Gillette Avenue, Gillette WY 82716 US</td>
</tr>
<tr>
<td>Timm R. Adams</td>
<td>Idaho Barley Commission</td>
<td>1199 Main Street, Ste G, Boise ID 83702-5630 US</td>
</tr>
<tr>
<td>ANN KNAPTON</td>
<td>Idaho Timber Corporation</td>
<td>P O Box 67, 5401 Kendall Street, Boise ID 83707-0067 US</td>
</tr>
<tr>
<td>Ray D. Gardner</td>
<td>Kennecott Utah Corp. Corp</td>
<td>P O Box 6001, 8315 West 3595 South, Magna UT 84044-6001 US</td>
</tr>
<tr>
<td>F Mark Hansen</td>
<td></td>
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</tr>
<tr>
<td>Christopher E. Bramhall</td>
<td></td>
<td>451 South State ST, Room 505, Salt Lake City UT 84111 US</td>
</tr>
<tr>
<td>Honorable Michael O. Leavitt</td>
<td></td>
<td>Attn: Robin L. Riggs, GC to Governor, 210 State Capitol, Salt Lake City UT 84114 US</td>
</tr>
<tr>
<td>Lynnette W. Thirkall, Logistics Manager</td>
<td>State of Utah</td>
<td>Gr. Salt Lake Minerals, P O Box 1190, OGDEN UT 84402 US</td>
</tr>
<tr>
<td>Name</td>
<td>Address</td>
<td>City, State, Zip</td>
</tr>
<tr>
<td>-----------------------------</td>
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</tr>
<tr>
<td>Kenneth C. Johnsen, V Pres &amp; Gen Counsel</td>
<td>Geneva Steel Company, P O Box 2500, Provo, UT 84603</td>
<td>Union Pacific Corporation, Union Pacific</td>
</tr>
<tr>
<td>Ralph Rupp</td>
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<td>Reno, NV 89509</td>
</tr>
<tr>
<td>Honorable Bob Stump</td>
<td>230 N. 1st Ave., Voom 2001, Phoenix, AZ 85025</td>
<td>Phoenix, AZ 85025</td>
</tr>
<tr>
<td>Carol Heathington</td>
<td>1300 W Washington, Phoenix, AZ 85007</td>
<td>Phoenix, AZ 85007</td>
</tr>
<tr>
<td>Frank E. Hanson, Jr</td>
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<td>Tucson, AZ 85704</td>
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<tr>
<td>Cara Brown</td>
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</tr>
<tr>
<td>Ken Maher</td>
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<tr>
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<tr>
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<tr>
<td>Dori Owen</td>
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<td>Reno, NV 89505</td>
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<tr>
<td>John Frankovich</td>
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</tr>
<tr>
<td>Bill Staab</td>
<td>RR Donnelley &amp; Sons Co, 14100 Lear Boulevard, Reno, NV 89506</td>
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<tr>
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<td>Reno, NV 89509</td>
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<tr>
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<tr>
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<tr>
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<td>Reno, NV 89520-3002</td>
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02/04/1999  Standing selected: 'ALJ','GOV','MOC','POR'  Page 20
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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. 86

Decided: July 9, 1999

In Decision No. 44 in this proceeding (served August 12, 1996), we approved, subject to
various conditions, the common control and merger of the rail carriers controlled by Union Pacific
Corporation (UP) and those controlled by Southern Pacific Rail Corporation (SP). With respect to the period beginning September 11, 1996, when common control was consummated, UP refers to the combined UP/SP system.

1 The conditions we imposed included: the BNSF agreement that had been entered into by applicants and the predecessors of The Burlington Northern and Santa Fe Railway Company (BNSF); the CMA agreement among applicants, BNSF, and the Chemical Manufacturers Association (CMA); and a "new facilities" condition giving BNSF the right to serve new facilities (including transload facilities, and including transload facilities owned or operated by BNSF) on all track over which BNSF received trackage rights in the BNSF agreement.

Here we are addressing a request by BNSF for a determination whether, under those
conditions, it has the right to serve a particular shipper located within a UP yard that is adjacent to a
line over which BNSF has trackage rights. BNSF, supported by NITL and SPI, requests that we

2 See Decision No. 44, slip op. at 18 (description of the CMA agreement).

3 See Decision No. 44, slip op. at 106 (third paragraph) and 145-46 (the "new facilities and transloading facilities" conditions). See also Decision No. 61 (STB served Nov. 20, 1996), slip op. at 2.

4 Specifically, we are disposing of the BNSF-86 petition filed May 12, 1999; the UP/SP-365 reply filed June 1, 1999; the NITL-25 reply filed June 1, 1999, by The National Industrial Transportation League (NITL); the SPI-26 reply filed June 2, 1999, by The Society of the Plastic (continued...)
clarify that, under the new facilities condition, BNSF has the right to serve a new Four Star Sugar Co. (Four Star) facility in El Paso, TX. UP urges the rejection of BNSF’s request.

BACKGROUND

BNSF Agreement, As Of November 30, 1995. An unconditioned UP/SP merger would have reduced competition at many points where rail service was provided by UP and SP and by no other carrier. Applicants, recognizing that a merger creating substantial 2-to-1 impacts was not likely to meet with regulatory approval, attempted to craft a solution to resolve these problems. When the merger application was filed on November 30, 1995, the BNSF settlement agreement was offered as the primary component of that solution. Under that agreement, BNSF would receive several thousand miles of trackage rights over LTP/SP lines, and BNSF would obtain the right to serve all shippers whose rail transportation option would have gone from 2 to 1 as a result of the merger. See Decision No. 44, slip op. at 9 and 16-18.

CMA Agreement of April 18, 1996. Various shipper interests argued that the BNSF agreement did not adequately solve the competitive problems that an unconditioned merger was likely to generate. Applicants, in an attempt to resolve various objections, entered into the CMA agreement, which broadened the BNSF agreement by: (1) expanding the scope of the trackage rights that BNSF would receive under the BNSF agreement; and (2) granting BNSF “access to any new facilities (not including expansions of or additions to existing facilities or load-outs or transload facilities) located post-merger on any SP-owned line over which BNSF receives trackage rights.” Decision No. 44, slip op. at 18.

Our New Facilities Condition. Merger opponents suggested that the BNSF agreement, even as modified, could not fully resolve all merger-related competitive problems including: (1) the loss of indirect competition, such as competition about where to site new plants; and (2) the lack of sufficient traffic density to permit BNSF to provide efficient and competitive operations on the trackage rights lines. We addressed these issues in Decision No. 44 by imposing the new facilities condition and several other broad-based conditions. Our new facilities condition required that BNSF be granted the right to serve new facilities on both SP-owned and UP-owned track over which

\[\text{continued}\]

4Industry, Inc. (SPI); and the undesignated letter (in the nature of a reply to the NITL and SPI replies) filed June 8, 1999, by UP. In view of the minimal delay in filing the SPI-26 reply, SPI’s request that we accept and consider this late-filed pleading will be granted. Because the NITL-25 reply seeks affirmative relief, the “reply to a reply” filed June 8, 1999, by UP will be accepted for filing and made part of the record. The reply filed June 14, 1999, by BNSF is a reply to a reply, and thus will not be considered. Nor need we consider NITL’s reply to BNSF’s June 14 pleading.
BNSF would receive trackage rights. It broadened the term "new facilities" to embrace transload facilities, including those owned or operated by BNSF. Decision No. 44, slip op. at 145-46.

Four Star's Noble Street Facility. Four Star distributes corn syrup and other liquid sweeteners. Its Noble Street facility, built in 1998 and located on the south side of UP's (formerly SP's) Dallas Street Yard, is primarily used to transload liquid sweeteners from rail tank cars to tank trucks for delivery to Coca-Cola bottlers in the El Paso area. The facility receives main line rail service via UP's (formerly SP's) El Paso-Sierra Blanca line (ESB line), which runs along the north side of the Dallas Street Yard. The facility is connected to the ESB line by an approximately 4,000-foot track that runs along the east side of the yard and that connects with the ESB line. BNSF contends that, because the trackage rights it received under the BNSF agreement include trackage rights over the ESB line, and because Four Star’s Noble Street facility is a new facility located "on" that line, BNSF may serve the Noble Street facility. UP, however, contends that the facility is located off the trackage rights line at the back of an active rail yard, and can only be reached by moving off the trackage rights line, through the yard, and over what it describes as an active line of railroad. It claims that the Noble Street facility is thus not located "on" the ESB trackage rights line, and that BNSF may not serve it.

DISCUSSION AND CONCLUSIONS

Clarification vs. Arbitration. We may clarify a prior decision whenever there is a need for a more complete explanation of the action taken. See, e.g., Decision No. 61, slip op. at 6. BNSF claimed that there is a need for us to provide a more complete explanation of Decision No. 44. The matter is more complicated here, however, both because the BNSF agreement provides that all disputes arising thereunder shall be submitted to arbitration, and because we have previously suggested that all disputes arising under the BNSF agreement should be submitted to arbitration before being brought to us. Nevertheless, the pleadings here make evident that some clarification is necessary to provide guidance to the parties and to arbitrators in interpreting the intended scope of

5 See also Decision No. 44, slip op. at 106.

6 See BNSF-86, Attachment B (a map and a photograph). See also UP/SP-365, V.S. Ransom, Ex. A (a map).

7 BNSF's interests are focused on traffic originated by Cerestar USA, Inc. (Cerestar), a corn refiner that operates a BNSF-served corn wet milling facility in Dimmitt, TX (near Amarillo, TX). Cerestar, a prospective user of the Noble Street distribution facility, would like to obtain competitive service from BNSF.

8 See Decision No. 81 (STB served Oct. 5, 1998), slip op. at 5.
our new facilities condition. To the extent that BNSF seeks a ruling as to whether this particular facility qualifies, however, it must seek arbitration pursuant to its agreement.

**New Facilities Condition: Clarification.** We will clarify that any new facility will be deemed to be “on” a trackage rights line, and open to BNSF service, if the facility is either:

1. adjacent to a trackage rights line; or
2. adjacent to a spur, an industrial track, and/or a yard that is itself served by a trackage rights line.  

Our new facilities condition was imposed to preserve indirect competition and to enable BNSF to achieve sufficient traffic density on the trackage rights lines. The trackage rights lines, however, are, for the most part, UP/SP main lines. As a practical matter, relatively few new facilities will be served directly from these lines, whereas a very large number of new facilities will be served directly from spurs, industrial tracks, and yards connected to these main lines.  

We never intended to limit our condition to facilities served directly from a trackage rights line. That narrow interpretation would eviscerate the new facilities condition. It would also be inconsistent with the common sense understanding that a facility located adjacent to such a spur, industrial track, and/or yard is, for all practical purposes, “on” the line that connects with that spur, industrial track, or yard. See, e.g., Decision No. 75, served October 27, 1997.  

UP has suggested that BNSF access is not needed here either to preserve indirect rail-to-rail siting competition or to enable BNSF to achieve sufficient traffic density. It argues that this particular facility should thus be construed not to be “on” a trackage rights line. But our new facilities condition does not apply only to those particular new facilities to which access can be shown to be required to achieve traffic density or to preserve some particular aspect of pre-merger

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9 As a threshold matter, UP contends that our adoption of any “generalized definition” is inconsistent with our holding in Finance Docket No. 32760, Sub-No. 21, General Oversight Decision No. 10 (STB served Oct. 27, 1997), that it would be inappropriate “to determine, in advance, the exact parameters of the new facilities condition.” But, in that decision, we were addressing whether a particular facility should be regarded as “new,” not whether a particular facility should be regarded as being “on” a trackage rights line. We determined that the issue of whether a facility is new or just upgraded is not susceptible to a bright line test. The broad issues we have addressed here concerning whether a facility is “on” a trackage rights line are more appropriate for the promulgation of general guidelines.

10 By and large, a rail car has to stand still, for a greater or lesser period of time, to allow freight to be loaded or unloaded. This is a regular occurrence on spurs, on industrial tracks, and on yard tracks; tracks of that sort are generally configured for pickups and deliveries. On main line tracks, however, drawn-out loading and/or unloading would bring main line traffic to a halt.

11 Decision No. 75 (STB served Oct. 27, 1997).
competition. Our condition was intended to mitigate a general loss of competition due to the fact that shippers would have fewer two-railroad siting options by creating new options to replace those that were lost. Accordingly, the condition applies, by its terms, to all new facilities located “on” any trackage rights line.

UP also argues that the broad definition urged by BNSF would encompass a very large portion of the facilities on UP’s lines, including virtually any new facility linked to a line over which BNSF received trackage rights. See UP/SP-365 at 2, 5. UP is correct that the condition is broad, but it was intended to be. We remind UP, however, that the condition applies only to truly new facilities, and thus new traffic. Many new shippers might not have sited their facilities on the trackage rights lines but for the availability of two Class I rail carriers to serve the shipper. None of applicants’ pre-merger solely served traffic was opened to new competition through this condition. Rather, our new facilities condition was merely intended to replace indirect competition that would otherwise have been lost as SP was absorbed into UP; it did not give BNSF direct rail access to shippers that received direct and exclusive rail service only from either UP or SP prior to the merger.

UP contends that, because we recognized in General Oversight Decision No. 13 (STB served Dec. 21, 1998), slip op. at 8-9, that “BNSF is providing fully competitive train service in every major trackage rights corridor, and is handling large and continually-increasing volumes of business using the rights it acquired in connection with the merger,” the traffic density rationale can no longer “be taken seriously,” UP/SP-365 at 2. UP’s argument does not justify reopening of our decision imposing this condition. UP ignores the fact that some of the traffic that BNSF is already moving under its trackage rights is new traffic made available through our condition. The new facilities condition was intended to be a permanent solution for both traffic density and competitive problems, and it continues to be necessary for both purposes.

UP’s assertion that the facility can be reached only by moving over a “line of railroad” over which BNSF does not have trackage rights raises an important factual issue that we will not resolve here. We will clarify, however, that, if a facility can be accessed only via a 49 U.S.C. 10901 “line of railroad” over which BNSF does not have trackage rights under our merger conditions, that facility would not be regarded as being “on” a trackage rights line. A 49 U.S.C. 10901 railroad line is not a spur, an industrial track, and/or a yard track; it is a rail line that requires our approval for construction, transfer or abandonment.

NITL’s Request For Affirmative Relief. NITL alleges that UP, through its control of the trackage rights lines as landlord, is somehow frustrating our conditions. It argues that UP should be required to resolve all doubtful issues in favor of providing competition between BNSF and UP whenever and wherever possible. See NITL-25 at 4. NITL has asked that UP be directed to implement a liberal interpretation of the merger conditions, and to cease frustrating their implementation. See NITL-25 at 1-2.
We will reject NITL's request for affirmative relief. (1) As a procedural matter, the request has not been properly presented. A request for affirmative relief should be presented in a pleading in the nature of a petition (i.e., a pleading to which an opposing party has a right to reply). A request for affirmative relief should not be presented in the form of a reply to a petition. (2) As a substantive matter, the request is unsupported. NITL asserts that UP has somehow used "its landlord status" to impede implementation of the merger conditions. See NITL-25 at 4. This assertion has not been substantiated. NITL, if it intends to pursue this matter, should submit, in the upcoming third annual round of the general oversight proceeding, evidence that further explains and substantiates its allegations here.12

NITL's Request For Clarification. In October 1997, we stated that we would continue to resolve, on a case-by-case basis, the issue of what operations qualify as new facilities, including new transload facilities, within the purview of the new facilities condition. See Decision No. 75, slip op. at 4. In October 1998, however, we stated (as noted above) that "any further disputes between BNSF and UP arising under their settlement agreement should be arbitrated under the provisions of that agreement before bringing the matter to us to resolve." See Decision No. 81, slip op. at 5. NITL, arguing that these two statements are inconsistent, asks that we clarify that our Decision No. 81 statement was not intended to overrule our Decision No. 75 statement. NITL claims that arbitration "will only be an invitation that will be seized by UP to delay and frustrate the rights of shippers to enjoy a replication of the competition that existed before UP's acquisition of SP." NITL-25 at 5.

We do not agree with NITL's analysis, and believe that arbitration is preferable for the resolution of disputed factual matters where the parties have agreed in advance to pursue this approach. As is the case here, an administrative proceeding might be preferable for the resolution of general matters with broad implications with respect to implementation of our conditions. We will also consider resolving disputes where both sides agree that a Board ruling would be preferable to arbitration.

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

It is ordered:

1. The late-filed SPI-26 reply is accepted for filing and made part of the record in this proceeding.

12 Interested parties have until August 16, 1999, to file comments in the third annual round of the general oversight proceeding. See General Oversight Decision No. 13, slip op. at 18, ordering paragraph 4.
2. The undesignated “reply to a reply” letter filed June 8, 1999, by UP is accepted for filing and made part of the record in this proceeding.

3. The BNSF-86 petition is granted to the extent set forth in this decision.

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

By the Board, Chairman Morgan, Vice Chairman Clyburn, and Commissioner Burkes.

Vernon A. Williams
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MARC D. MCCHLIN
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<td>KIRK BROWN</td>
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<td>PEABODY HOLDING COMPANY</td>
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<td>ROBERT K DREILING</td>
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<td>KANSAS CITY MO 64105 US</td>
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<td>ROBERT P ERWIN JR</td>
<td>4800 MAIN ST SUITE 600</td>
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<td>KANSAS CITY MO 64112 US</td>
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</tbody>
</table>

07/12/1999  Standing selected: 'ALJ', 'GOV', 'MOC', 'POR'
SERVICE LIST FOR: 12-jul-1999 ICC FD 32760 0

UNION PACIFIC CORPORATION, UNION PAC

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

NORMAN G MANLEY
CITY ATTORNEY, ANOVER CITY HALL
909 NORTH ANDOVER ROAD
ANDOVER KS 67002 US

TIM NORTON
CITY OF HAYSVILLE
PO BOX
200 WEST GRAND
HAYSVILLE KS 67060 US

DWAYNE H SHANNON
PO BOX 1138
WICHITA KS 67201 US

ALAN R. POST
1803 STEFKIN STREET
WICHITA KS 67208-1758 US

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

JUNIOR STRECKER, CHAIRMAN
MOUNTAIN-PLAINS COMMUNITIES & SHIPPERS COALIT
123 NORTH MAIN ST
HOISINGTON KS 67544 US

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

JOHN F. LARKIN
4814 DOUGLAS ST
OMAHA NE 68132-0850 US

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

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

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

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

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

DAN ROSENTHAL, PUBLIC, TRANSP. ENGINEER
NEBRASKA DEPT. OF ROADS
P O BOX 94759
LINCOLN NE 68509-4759 US

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

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

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

07/12/1999  Standing selected: 'ALJ','GOV','MOC','POR'  Page 14
SERVICE LIST FOR: 12-jul-1999 ICC FD 32760 0 UNION PACIFIC CORPORATION, UNION PAC

SCOTT MANATT
P. O. BOX 473
CORNING AR 72422 US

THOMAS R. JACOBSEN
TU ELECTRIC
1601 BRYAN STREET STE 11-060
DALLAS TX 75201-3411 US

STEVEN A BRIGANCE
LEBOEUF, LAMB, ETAL
4025 WOODLAND PARK BLVD STE 250
ARLINGTON TX 76013 US

DOUGLAS J. BABB
BURLINGTON NORTHERN RR CO
777 MAIN STREET, 3800 CONTINENTAL PLAZA
FT WORTH TX 76102-5384 US

RICHARD J SCHIEFELBEIN
WOODHARBOR ASSOCIATES
P O BOX 137311
7801 WOODHARBOR DRIVE
FT WORTH TX 76179 US

GEN. COMMITTEE OF ADJUST. GO-895
UNITED TRANS. UNION
2040 NORTH LOOP WEST STE 310
HOUSTON TX 77018 US

JOHN D. BURKE
GREATER HOUSTON PORT BUREAU, INC
111 EAST LOOP NORTH
HOUSTON TX 77029 US

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

MICHAEL P. FERRO
MILLENNIUM PETROCHEMICALS, INC.
P O BOX 2583
1221 MCKINNEY STREET SUITE 1600
HOUSTON TX 77252-2583 US

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

JOHN P. LARUE, EXECUTIVE DIRECTOR
THE PORT OF CORPUS CHRISTI
P O BOX 1541
222 POWER STREET
CORPUS CHRISTI TX 78403 US

JOE N. HAMPTON
OKLAHOMA GRAIN & FEED ASSOCIATION
2309 NORTH TENTH, SUITE E
ENID OK 73701 US

JOEL T WIL LIAMS III
STE 350, LB-126
4809 COLE AVENUE
DALLAS TX 75205 US

EDMUND W. BURKE
BURLINGTON NORTHERN RR CO
777 MAIN STREET, 3800 CONTINENTAL PLAZA
FT WORTH TX 76102 US

MICHAEL E ROPER
BURLINGTON NORTHERN SANTA FE CORPORATION
3017 LOU MENK DRIVE
FT WORTH TX 76131 US

W. DAVID TIDHOLM
HUTCHESON & GRUNDY
1200 SMITH STREET (#3300)
HOUSTON TX 77002-4579 US

ROBERT J. ROSSI
UNITED TRANSPORTATION UNION
2040 NORTH LOOP WEST SUITE 310
HOUSTON TX 77018-8112 US

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

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

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

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

THOMAS A GRIEBEL
TEXAS DOT
125 E 11TH ST
AUSTIN TX 78701 US
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THOMAS J. FLORCZAK
CITY OF PUEBLO
127 THATCHER BUILDING
PUEBLO CO 81003 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

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

JOHN R STULP
SECED
P O BOX 1600
LAMAR CO 81052 US

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

CLEDE WIDENER
BOARD OF COUNTY COMMISSIONERS
P . . O. BOX 1045
LAMAR CO 81052 US

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

BLAINE ARBUTHNUT
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

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

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

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

RUTH H. CARTER, MAYOR
CITY OF CANON CITY ATTN: STEVE THACKER CITY A
P O BOX 1460
CANON CITY CO 81215 US

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

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

STEVE TUCKER
D&RG WEST. EMPLOYEES
146 N ELM ST
FRUITA CO 81521-2207 US
SERVICE LIST FOR: 12-jul-1999 ICC FD 32760 0  UNION PACIFIC CORPORATION, UNION PAC

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

PATRICIA BRITTON, CHIEF LEGAL OFFICER
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

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

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

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

KENNETH C. JOHNSON, V PRES & GEN COUNSEL
GEOVNA STEEL COMPANY
P O BOX 2500
PROVO UT 84603 US

CAROL HEATHINGTON
1300 W WASHINGTON
PHOENIX AZ 85007 US

FRANK E. HANSON, JR
MAGMA METALS COMPANY
7400 NORTH ORACLE ROAD, SUITE 200
TUCSON AZ 85704 US

GARY L. MCFARLEN,, DIRECTOR-TRANSQ
KENNECOTT ENERGY COMPANY
BOX 3009
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

F MARK HANSEN
404 EAST 4500 SOUTH SUITE B-34
SALT LAKE CITY UT 84107 US

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

HONORABLE MICHAEL O. LEAVITT
ATTN: ROBIN L. RIGGS, GC TO GOVERNOR
210 STATE CAPITOL
SALT LAKE CITY UT 84114 US

LYNETTE W. THIRKILL, LOGISTICS MANAGER
GR. SALT LAKE MINERALS
P O BOX 1190
OGDEN UT 84402 US

RALPH RUPP
PO BOX 2500
PROVO UT 84603 US

HONORABLE BOB STUMP
U.S. HOUSE OF REPRESENTATIVES
230 N. 1ST AVE., VOOM 2001
PHOENIX AZ 85025 US

CARA BROWN
FITZGERALDS GAMING CORPORATION
P O BOX 7600
301 FREMONT STREET
LAS VEGAS NV 89101 US

07/12/1999       Standing selected: 'ALJ', 'GOV', 'MOC', 'POR'  Page 18
SERVICE LIST FOR: 12-Jul-1999 ICC PD 32760 0  UNION PACIFIC CORPORATION, UNION PAC

O. KENT MAHER
33 WEST FOURTH ST
PO BOX 351
WINNEMUCCA NV 89446 US

R. MICHAEL MCCORMICK
HUMBOLDT COUNTY DA
P O BOX 909
50 WEST FIFTH STREET
WINNEMUCCA NV 89446 US

FRANK D GAUS
805 KUENZIL ST # 149
RENO NV 89502 US

MICHAEL E. HALLEY
CITY OF RENO
P O BOX 1900
RENO NV 89505 US

STEVE VARELA
PO BOX 1900
RENO NV 89505 US

CHARLES E. MCNEELY
CITY OF RENO
P O BOX 1900
RENO NV 89505 US

DORI OWEN, SPECIAL PROJECTS MANAGER
REDEVELOP LAND AGENCY
490 S CENTER STREET STE 203
RENO NV 89505 US

JOHN FRANKOVICH
P O BOX 2670
241 RIDGE STREET, 4TH FLOOR
RENO NV 89505-2670 US

BILL STAAB
RR DONNELLEY & SONS CO
14100 LEAR BOULEVARD
RENO NV 89506 US

SCOTT HUTCHERSON
EAGLE-PICHER MINERALS INC
6110 PLUMAS ST
RENO NV 89509 US

CHARLES A BRACHT
700 FOREST
RENO NV 89509 US

PHILLIP WENDT
PO BOX 11072
RENO NV 89510 US

JEFFERY W. HILL
SIERRA PACIFIC POWER CO.
P O BOX 10100
6100 NEIL ROAD
RENO NV 89520 US

GREGORY KRAUSE
REGIONAL TRANSPORTATION COMMISSION
P O BOX 30002
RENO NV 89520-3002 US

THOMAS J. FRONAPFEL
NEVADA, DEPT. OF TRANSPORTATION
1263 S STEWART STREET
CARSON CITY NV 89712 US

MICHAEL I. STOCKMAN, GENERAL COUNSEL
U. S. BORAX INC.
26877 TOURNEY ROAD
VALENCIA CA 91355 US

JOHN E. BALLAS, AGENCY ENGINEER
INDUSTRY URBAN-DEV. AG.
P O BOX 7089
15651 EAST STAFFORD STREET
CITY OF INDUSTRY CA 91744 US

JOHN D BALLAS
P O BOX 7089
15651 EAST STAFFORD STREET
CITY OF INDUSTRY CA 91744 US

RICHARD CABANILLA, PLANNING DEPARTMENT
IMPERIAL COUNTY
939 MAIN STREET
EL CENTRO CA 92243-2856 US

SCOTT KESSLER
202 WEST FOURTH STREET
ALTURUS CA 94102 US

JAMES T QUINN
CALIFORNIA PUBLIC UTILITIES COMMISSION
505 VAN NESS AVENUE
SAN FRANCISCO CA 94102-3298 US

CAROL A. HARRIS
SOUTHERN PAC. TRANS. CO.
ONE MARKET PLAZA
SAN FRANCISCO CA 94105 US
SERVICE LIST FOR: 12-jul-1999 ICC PD 32760 0 UNION PACIFIC CORPORATION, UNION PAC

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

LYNNE FILSON
CITY HALL
708 THIRD STREET
BRENTWOOD CA 94513-1396 US

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

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

R. MARK ARMSTRONG
P O BOX 490
CEDARVILLE CA 96104-0490 US

FRED P. SWANSON
OREGON STEEL MILLS
1000 SW BROADWAY STE. 2200
PORTLAND OR 97205 US

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

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In this decision, we are interpreting conditions that we imposed in granting merger authority that relate to the preservation of pre-merger build-in, build-out options for all shippers. Because petitioner has demonstrated that it had a build-out option before the merger, that option will be preserved with appropriate trackage rights.

BACKGROUND

On August 12, 1996, we approved the common control and merger of the rail carriers controlled by Union Pacific Corporation and those controlled by Southern Pacific Rail Corporation.2

1 We address here the matters raised in the following pleadings: ESI-30 petition “for enforcement of merger condition,” filed September 20, 1999, by Entergy Services, Inc. (ESI), and Entergy Arkansas, Inc. (EAI, formerly Arkansas Power & Light Company); ESI-32 reply filed October 22, 1999, by Entergy (ESI and EAI are referred to collectively as Entergy); BNSF-88 and -89 replies filed October 12 and October 22, 1999, respectively, by The Burlington Northern and Santa Fe Railway Company (BNSF); and the UP/SP-370 and -372 replies filed October 12 and October 15, 1999, respectively, by Union Pacific Corporation, Union Pacific Railroad Company, and Southern Pacific Rail Corporation. That the issues may be addressed on the most complete record available, the ESI-31 motion for leave to file the ESI-32 reply and the UP/SP-371 motion for leave to file the UP/SP-372 reply will be granted and the ESI-32 and UP/SP-372 replies will be accepted for filing and made part of the record.

2 See Union Pacific/Southern Pacific Merger, 1 S.T.B. 233 (1996) (Merger Dec. No. 44). The carriers controlled by Union Pacific Corporation were Union Pacific Railroad Company and Missouri Pacific Railroad Company; those controlled by Southern Pacific Rail Corporation were Southern Pacific Transportation Company, St. Louis Southwestern Railway Company, SPCSL (continued...)
We imposed various conditions, including, as relevant here, a condition preserving all pre-merger build-in/build-out options that might otherwise have been eliminated by the merger; and a condition requested by Entergy preserving a specific 21-mile pre-merger build-out option at its White Bluff Steam Electric Station (White Bluff).

The specific Entergy build-out condition we imposed was based on the premise that the 21-mile build-out to the SP line at Pine Bluff it described was its best option. Entergy now contends, however, that before the merger it had a shorter 12-mile build-out option that could have linked its plant at White Bluff with a closer SP line. Entergy notes that the Pine Bluff Arsenal lies between White Bluff and Pine Bluff, and that, from the mid-1940s to the mid-


d(continued)

Corp., and The Denver and Rio Grande Western Railroad Company. Common control was consummated on September 11, 1996. 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. Beginning September 11, 1996, “UP” refers to the combined UP/SP system.

This condition, referred to as the general build-out condition, includes options by a railroad to “build in” to a shipper and by a shipper to “build out” to a railroad. We built upon an agreement among applicants, BNSF, and the Chemical Manufacturers Association (CMA agreement) permitting CMA members to raise, for a limited time only, a claim that the merger had deprived it of a build-out option. If so, then the shipper’s pre-merger access to a second rail carrier through construction would be preserved by a grant of the necessary trackage rights upon construction of a line to the premerger interchange point. We expanded the CMA approach by preserving pre-merger build-out options for all shippers and by removing the time limit, and by clarifying that the only test of feasibility would be whether the line is actually constructed. See Merger Dec. No. 44, 1 S.T.B. at 373, 420.

We addressed Entergy’s argument that the merger would eliminate competition for the movement of coal to White Bluff. The White Bluff plant, located on the pre-merger UP line between Little Rock and Pine Bluff, receives coal originated at Southern Powder River Basin (PRB) mines served by both UP and BNSF. Entergy had argued that, although White Bluff was rail-served exclusively by UP, the merger would eliminate the plant’s pre-merger build-out option to a nearby SP line, 21 miles away at Pine Bluff, creating a BNSF-SP routing from the Southern PRB.

The Pine Bluff Arsenal (the Arsenal) is owned by the United States Government.

In 1942, an SP affiliate, St. Louis Southwestern Railway Company (hereinafter SP), was authorized: (1) to construct and operate the Arsenal Lead from downtown Pine Bluff to the Arsenal; (continued...)
1980s, an SP line connected the Arsenal and Pine Bluff. Entergy argues that, although the Pine Bluff end of this SP line has been severed, SP reached shippers located on this “island” by trackage rights over UP’s Little Rock-Pine Bluff line. Entergy now argues that, prior to the merger, it could have constructed a build-out line linking White Bluff and the SP island, thereby giving Entergy access to a BNSF-SP routing for its inbound coal supplies.

The key issue here is the scope of SP’s trackage rights to serve shippers on the “island.” These rights derive from a 1984 Memorandum of Understanding (1984 MOU) among local authorities in Pine Bluff, SP, and UP. That plan was intended to relieve congestion in downtown Pine Bluff caused by the parallel single-track lines operated by SP (on Third Avenue) and UP (on Fourth Avenue). Under the plan, SP removed its track from Third Avenue, and both carriers used the UP Fourth Avenue corridor. The removal of SP’s Third Avenue track severed the Arsenal Lead from the SP main line through Pine Bluff, resulting in the creation of an SP island that SP served using overhead trackage rights over UP’s Little Rock-Pine Bluff line. See 1984 MOU at 3. SP agreed to file any applications necessary for it to secure authority “to operate over [UP] tracks for access to the Pine Bluff Arsenal.” Id. at 8.

Entergy now plans to construct an 8.6-mile line linking the island with its White Bluff plant and a new crossover, at SP MP 272.81, linking the island to the UP Little Rock-Pine Bluff line.  

6(...continued)

and (2) to operate over a rail line on the Arsenal grounds that connected with the Arsenal Lead. A UP predecessor, Missouri Pacific Railroad Company (hereinafter UP), also had access to the Arsenal, over the line that is now UP’s Little Rock-Pine Bluff line. In the mid-1950s, SP and UP constructed a 2.24-mile spur track, called the Gaylord Spur, branching from the Arsenal Lead to permit both carriers to provide service to certain new customers near the Arsenal. Also at this time, SP and UP constructed a 0.12-mile crossover between UP’s Little Rock-Pine Bluff line and SP’s Arsenal Lead.

7 The 1984 MOU was signed by representatives of: UP; SP; the Arkansas State Highway and Transportation Department; the City of Pine Bluff; and Jefferson County. See ESI-30, V.S. McClanahan, Exhibit (RRM-3) (the 1984 MOU).

8 The 1984 MOU contemplates SP access to the Arsenal Lead using the 0.12-mile crossover.

9 Entergy indicates that BNSF trains could reach White Bluff even without the contemplated new crossover by using the existing 0.12-mile crossover, but that the new crossover would be safer and more efficient, and would reduce potential disruption to UP service over its Little Rock-Pine Bluff line.

(continued...)
Entergy asks that we enforce our general build-out condition by declaring that, upon completion of its proposed 12-mile build-out, BNSF will have the right to provide rail transportation service to and from White Bluff using trackage rights over UP lines.\textsuperscript{10}

DISCUSSION AND CONCLUSIONS

Our general build-out condition preserved any build-out option that Entergy had. The basic question here is whether Entergy had a pre-merger option to build out to the SP island, in which case BNSF will be given trackage rights that give it access to the build-out connection point, contingent upon the construction.\textsuperscript{11} On the present record, we conclude that Entergy had such an option, and thus hold that BNSF should be accorded access, to which we find SP was entitled prior to the merger. As respects Entergy’s request that UP be required to cooperate in the establishment of a more efficient crossover connection between the Little Rock-Pine Bluff line and the Arsenal Lead, any unresolved disputes respecting this issue should be submitted to arbitration. In light of the determination made here, we need take no action on Entergy’s request that UP be required to reconstruct those lines whose removal resulted in the creation of the SP island.

\textsuperscript{9}(...continued)

Entergy’s plan also includes the rehabilitation of an existing 3.4-mile line on the Arsenal grounds and the 0.19-mile northern segment of the Arsenal Lead, linking the 8.6-mile segment to the new proposed crossover, which is just beyond the existing crossover.

\textsuperscript{10} Entergy asks that we either: (1) require that BNSF be granted access to the Entergy build-out via trackage rights over UP’s Little Rock-Pine Bluff line (and further require that UP cooperate with Entergy in the establishment of a more efficient connection); or (2) require that the Arsenal Lead’s central and southern segments and the eastern portion of SP’s old Third Avenue corridor be reconstructed by UP (as successor to the pre-merger SP), and that BNSF be granted access to the Entergy build-out via trackage rights over those tracks. By petition filed July 30, 1999, in STB Finance Docket No. 33782 (Entergy’s construction petition), two Entergy affiliates (Entergy Arkansas and Entergy Rail) seek an exemption to construct an 8.6-mile track segment extending between White Bluff and the Arsenal grounds. By decision served October 28, 1999, in STB Finance Docket No. 33782, a proceeding to consider this exemption was instituted. A second STB Finance Docket No. 33782 decision, reflecting the action we have taken today, will be issued soon.

\textsuperscript{11} The build-out connection point is the point of connection at approximately SP MP 273, between the Arsenal Lead and the existing 3.4-mile track segment located on the grounds of the Arsenal.
Before the merger, SP had access to the northern segment of the Arsenal Lead using overhead trackage rights over UP's Little Rock-Pine Bluff line. The terms, conditions, and limitations respecting these overhead trackage rights are not reflected in a written trackage rights agreement. But the 1984 MOU itself, the only document defining the parameters of those rights, contains no restrictions or limitations that would preclude the service that Entergy seeks.

UP argues that, if Entergy's now-contemplated build-out line had been constructed to the Arsenal Lead prior to the merger, SP could not have hauled Entergy coal trains over UP's Little Rock-Pine Bluff line because of restrictions, either explicit or implicit, in the 1984 MOU. We find these arguments unpersuasive.

The MOU indicates that SP's trackage rights over UP should be "overhead" rights, not "local" rights. This limitation meant that SP could use them to reach its own lines, but could not use them to reach shippers, spurs, build-out lines, etc., at intermediate points on the UP trackage rights line. This restriction, however, would not prevent SP from serving shippers that it reached by its own lines connecting with either the Gaylord Spur or the Arsenal Lead. Such shippers would by definition be on SP's lines, and could be served using these overhead trackage rights.

UP argues that the 1984 MOU explicitly provided that SP could use its trackage rights to serve SP's existing shippers. This argument fails because the "existing shippers" referenced by the 1984 MOU were existing shippers located in downtown Pine Bluff. See the 1984 MOU at 2. The "existing shippers" reference appears at the end of a paragraph that concerns "the consolidation of the operations of the [UP] and the [SP] in a common corridor along Fourth Avenue within the Pine Bluff central city area." Because every other sentence in this paragraph clearly concerns downtown Pine Bluff, we think that the restriction to existing shippers is fairly read to apply to existing shippers in downtown Pine Bluff, and not to shippers reached by the Arsenal Lead or Gaylord Spur.

The 1984 MOU, at 7 and 8, also indicates that UP and SP will formulate agreements respecting service to "the existing industries in the downtown area." There are no similar references directing UP and SP to formulate agreements respecting service to existing industries accessed from

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12 The parties apparently never sought approval by the Interstate Commerce Commission (ICC) of such an agreement, despite the fact that the 1984 MOU contemplates, and the statute required, that action. Neither party has produced a copy of a relevant trackage rights agreement, nor has either party indicated that there was one.

13 The end points of the trackage rights line are: (1) the western end of the SP/UP Fourth Avenue corridor in downtown Pine Bluff; and (2) the eastern end of the 0.12-mile crossover.

14 The relevant portions of the 1984 MOU have been reproduced verbatim in Appendix A to this decision.
the northern segment of the Arsenal Lead. The only references relevant to shippers beyond the downtown area are in a separate part of the MOU, and omit any mention of “existing shippers.” See 1984 MOU at 2 and 8. We will not interpolate on SP’s pre-merger right of access to the northern segment of the Arsenal Lead a restriction that was not included by the parties in the only written agreement concerning these rights that is of record.

UP argues that the 1984 MOU did not give SP the right to serve existing UP-exclusive shippers such as Entergy. While the 1984 MOU did not specifically mention any right of SP to build in from its lines to serve existing UP-exclusive shippers such as Entergy, it did authorize SP to reach the northern segment of the Arsenal Lead and it did not impose any restrictions on the shippers that SP could serve via any tracks that might in the future connect with that segment. As the MOU did not impose any restrictions on such construction, we will not create one. UP argues that the “existing shippers” interpretation it urges is similar to limitations found in many other joint facilities agreements, is consistent with longstanding industry practice, is justified by the circumstances surrounding the Pine Bluff relocation project, and is the kind of limitation that the Board and the ICC have routinely approved. This is all beside the point because the limitation asserted by UP was not included in the MOU, the best evidence of record. Because, as far as the record indicates, no trackage rights agreement was ever approved by the ICC, the limitation asserted by UP was never approved either. Accordingly, the issues raised here of whether such a limitation might have been in a trackage rights agreement if the parties had filed one, and whether the ICC would have approved such an agreement that only slightly restrained future competition (or SP’s common carrier obligation) are irrelevant.

UP argues that it would never have agreed to grant SP unrestricted trackage rights to/from the northern segment of the Arsenal Lead if it had thought that SP could use those rights to access a UP-exclusive shipper like Entergy. Entergy argues that SP would never have entered an agreement that precluded that use. While both UP and Entergy offer plausible arguments, we will not go beyond the written document in interpreting the parties’ rights in these circumstances.  

We therefore conclude that, if Entergy’s now-contemplated build-out had been constructed prior to the merger, SP would have had the right to reach Entergy’s plant. It necessarily follows that the general build-out condition preserves Entergy’s pre-merger SP build-out option, and requires

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15 Arguments concerning the intent of the various parties that are signatories to the 1984 MOU are based on testimony submitted by UP and Entergy of persons who actively participated in the negotiations that led to the MOU. As explained above, our finding that, absent the UP/SP merger, SP could have provided service to the build-out now proposed by Entergy is based on our interpretation of the written document itself, and not on post-agreement, conflicting statements concerning the parties’ intent.
that BNSF be granted overhead trackage rights over UP's Little Rock-Pine Bluff line, between (1) the western end of the SP/UP Fourth Avenue corridor in downtown Pine Bluff, and (2) the eastern end of the 0.12-mile crossover.

**The New Crossover.** We recognize that Entergy's request that UP be required to cooperate in the establishment of a more efficient connection between the Little Rock-Pine Bluff line and the Arsenal Lead appears to go somewhat beyond the general build-out condition. Nevertheless, the BNSF/UP merger agreement that we also imposed as a condition to the merger provides:

BNSF shall have the right to inspect the UP and SP lines over which it obtains trackage rights under this agreement and require UP/SP to make such improvements under this section as BNSF deems necessary to facilitate its operations at BNSF's sole expense. Any such inspection must be completed and improvements identified to UP/SP within one year of the effectiveness of the trackage rights.

And CMA § 13 provides:

[I]f the parties do not agree on the route over which BN/Santa Fe shall receive any necessary trackage rights to reach the Point of Build-In, the arbitrator shall decide the route, and in doing so shall seek to minimize the operating inconvenience to UP/SP, consistent with ensuring that BN/Santa Fe can provide competitive service.

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16 BNSF, unlike SP, will have to pay a trackage rights fee. See CMA § 13 (the next to the last sentence provides that the "compensation terms of any trackage rights" awarded to BNSF under CMA § 13 "shall [generally] be the same as for all other" BNSF trackage rights provided for in the BNSF agreement).

17 The general build-out condition was imposed in order to preserve, not to improve, pre-merger build-out options.

18 See UP/SP-303 (UP's July 1, 1997 Progress Report), Exhibit B, § 9(k) at 23 (Exhibit B contains the BNSF agreement, "amended and restated" as of June 30, 1997).
We will therefore direct UP and BI-SF to submit to arbitration, under section 15 of the BNSF agreement\(^{19}\) and/or under section 13 of the CMA agreement,\(^{20}\) any unresolved dispute respecting the construction of the new crossover.

**The Reconstruction Issue.** Entergy argues that the Arsenal Lead's 2.97-mile central segment and the Arsenal Lead's 1.24-mile southern segment, and, by implication, the eastern portion of St's old Third Avenue corridor, were never authorized for abandonment. Entergy argues that, if it had constructed its now-contemplated build-out line prior to the merger, and if SP had been unable to handle Entergy's White Bluff traffic because of limitations on its trackage rights, SP would have been obligated to reconstruct these segments to meet its common carrier obligations. Because of the relief we are granting here, we need not further examine this issue.

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

It is ordered:

1. The UP/SP-371 motion for leave to file the UP/SP-372 reply is granted, and the UP/SP-372 reply is accepted for filing and made part of the record in this proceeding.

2. The ESI-31 motion for leave to file the ESI-32 reply is granted, and the ESI-32 reply is accepted for filing and made part of the record in this proceeding.

3. The ESI-30 petition is granted in part and denied in part, as indicated in this decision.

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\(^{19}\) Section 15 of the BNSF agreement provides: “Unresolved disputes and controversies concerning any of the terms and provisions of this Agreement or the application of charges hereunder shall be submitted for binding arbitration under [the] Commercial Arbitration Rules of the American Arbitration Association which shall be the exclusive remedy of the parties.” See UP/SP-303, Exhibit B, § 15 at 27-28.

\(^{20}\) We stated in Merger Dec. No. 44, with respect to the general build-out condition: “Any technical disputes with respect to the implementation of this build-in/build-out remedy may be resolved either by arbitration or by the Board.” Merger Dec. No. 44, 1 S.T.B. at 420.
4. This decision is effective on the date of service.

By the Board, Chairman Morgan, Vice Chairman Burkes, and Commissioner Clyburn.

Vernon A. Williams
Secretary
The part of the 1984 MOU titled "Recitals" provides in pertinent part:

A basic feature of the project is the consolidation of the operations of the MP [Missouri Pacific Railroad Company, the UP predecessor] and the SSW [St. Louis Southwestern Railway Company, the SP predecessor] in a common corridor along Fourth Avenue within the Pine Bluff central city area. The main line track of the SSW will be relocated from the 3rd Avenue to the 4th Avenue corridor, generally paralleling the existing MP tracks. The SSW operation will make a transition from its existing main line on 3rd Avenue, beginning near Florida Street, and enter the 4th Avenue corridor near Louisiana Street, then make a transition to return to its existing main line between Locust and Fifth Avenue. Right-of-way within the 4th Avenue corridor needed for the consolidated rail operations will be provided by the City of Pine Bluff. The SSW will have the right to provide rail service to their existing shippers and receivers of railway carloads of freight by use of rail connections as provided by the project and/or as in agreement with MP operations.

The SSW lead to the Pine Bluff arsenal will be removed beginning at a location west of Ash Street, and the SSW will have the right to operate in bridge movements only, over tracks of MP for access to the Pine Bluff Arsenal.

See the 1984 MOU at 2.

The part of the 1984 MOU titled "Specific Agreements Of The Missouri Pacific Railroad Company" provides in pertinent part:

(2) It will promptly enter into negotiations with the SSW to formulate agreement(s) governing the joint operations by the MP and SSW in the Fourth Avenue common corridor and to serve the existing industries in the downtown area. The agreement(s) will be completed and executed before the consolidation of operations of the MP and the SSW is begun; or if agreement(s) has not been reached by a time appointed by the AHTD [Arkansas State Highway and Transportation Department], the MP and SSW will by mutual agreement submit the matter to arbitration for a period of no
longer than 30 days and in such event the decision of the arbitrator will be binding upon both parties.

See the 1984 MOU at 7.

The part of the 1984 MOU titled "Specific Agreements Of The St. Louis Southwestern Railway Company" provides in pertinent part:

(1) It will promptly file and prosecute any and all applications necessary for it to secure authority from either the Transportation Commission of Arkansas or the Interstate Commerce Commission or other relevant government authorities for construction of tracks to connect its main line on 3rd Avenue to its newly constructed line on 4th Avenue, to conduct operations over the common corridor and to operate over MP tracks for access to the Pine Bluff Arsenal.

(3) It will promptly enter into negotiations with the MP to formulate agreement(s) governing the joint operations by the MP and SSW in the Fourth Avenue common corridor and to serve the existing industries in the downtown area. The agreement(s) will be completed and executed before the consolidation of operations of the SSW and the MP is begun; or if agreement(s) has not been reached by a time appointed by the AHTD, the MP and SSW will by mutual agreement submit the matter to arbitration for a period of no longer than 30 days and in such event the decision of the arbitrator will be binding upon both parties.

See the 1984 MOU at 8-9.
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<td>WASHINGTON DC 20515 US</td>
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<td>HONORABLE KEN CALVERT,</td>
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HONORABLE BOB CLEMENT  
US HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US  

HON. LANE EVANS  
HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US  

HON. JOE BARTON  
UNITED STATES HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US  

HONORABLE GEORGE GEKAS  
ATTEN: TOM SANTANIELLO  
US HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US  

HON. HAROLD E. FORD, JR  
US HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US  

HONORABLE DONALD M. PAYNE  
U.S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US  

HON. PAUL KANJORSKI  
U.S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US  

HON. IKE SKELTON  
U.S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US  

HON. JAMES L. OBERSTAR  
US HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US  

HON. MARTIN OLAV SABO  
U.S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US  

HONORABLE WALLY HERGER  
U.S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US  

HONORABLE PHIL ENGLISH  
HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US  

HONORABLE JAY DICKEY  
U.S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US  

HON. EARL POMEROY  
U.S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US  

HON. ROBERT A. BORSKI  
U.S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515 US  

HON. MICHAEL OXLEY  
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HON. JERRY LEWIS  
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WASHINGTON DC 20515 US  

HONORABLE RON PACKARD  
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WASH DC 20515-0548 US  

HONORABLE SCOTT MCINNIS  
U.S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515-0603 US  

HONORABLE TODD TIAHRT  
HOUSE OF REPRESENTATIVE  
WASHINGTON DC 20515-1004 US  

HON. JIM MCCREERY  
U.S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515-1805 US  

HONORABLE GEORGE MILLER  
ATT: GARY BLAND  
U.S. HOUSE OF REPRESENTATIVES  
WASHINGTON DC 20515-2307 US
SERVICE LIST FOR: 21-mar-2000 ICC FD 32760 0

UNION PACIFIC CORPORATION, UNION PAC

HON. ROBERT E ANDREWS
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515-3001 US

HONORABLE CHAKA FATTAH
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515-3803 US

HONORABLE WILLIAM M (MAC) THORNBERRY
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515-4313 US

HON. HENRY BONILLA
U.S. HOUSE REPRESENTATIVES
WASHINGTON DC 20515-4323 US

MICHAEL D BILLIEL
ANTITRUST DIV, DEPT OF JUSTICE
325 SEVENTH ST NW STE 500
WASHINGTON DC 20530 US

PAUL SAMUEL SMITH
US DEPARTMENT OF TRANSPORTATION
400 SEVENTH STREET SW, ROOM 4102 C-30
WASHINGTON DC 20590 US

LARRY R PRUDEN
TRANS. COMM. INTERNATIONAL UNION
3 RESEARCH PLACE
ROCKVILLE MD 20850 US

WILLIAM W WHITEHURST JR
W W WHITEHURST & ASSOCIATES INC
12421 HAPPY HOLLOW ROAD
COCKEYSVILLE MD 21030-1711 US

J TUCKER
PO BOX 25181
ARLINGTON VA 22202 US

NATIONAL INDUSTRIAL TRANSPORTATION LEAGUE
1700 NORTH MOORE STREET, SUITE 1900
ARLINGTON VA 22209 US

WILLIAM P. JACKSON, JR.
JACKSON & JESSUP, P. C.
P O BOX 1240
3426 NORTH WASHINGTON BLVD
ARLINGTON VA 22210 US

HON. FRANK D. LUCAS
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515-3606 US

HONORABLE CURT WELDON
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515-3807 US

HONORABLE SHEILA JACKSON LEE
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WASHINGTON DC 20515-4318 US

HONORABLE EDDIE BERNICE JOHNSON
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3 RESEARCH PLACE
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CONSTANCE H. PIERCE
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JOHN T ESTES
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ALEXANDRIA VA 22314 US
SERVICE LIST FOR: 21-mar-2000 ICC FD 32760 0 UNION PACIFIC CORPORATION, UNION PAC

TOBIN LEE BRITT
IES UTILITIES, INC.
P O BOX 351
200 FIRST ST SE
CEDAR RAPIDS IA 52406-0351 US

WILLIAM R. MUDD
ROQUETTE AMERICA, INC.
P O BOX 6647
1417 EXCHANGE STREET
KEOKUK IA 52632-6647 US

ALLEN J VOGEL,
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395 JOHN IRELAND BLVD TRANSP BLDG, SUITE 925,
ST PAUL MN 55155 US

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CARGILL, INCORPORATED
15407 MCGINTY ROAD W
WAYZATA MN 55391 US

WAYNE C. SERKLAND, U S REGIONAL COUNSEL
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105 SOUTH FIFTH ST SUITE 1000
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DOUGLAS M. HEAD
WEINER
120 SOUTH 6TH STREET STE 2400
MINNEAPOLIS MN 55402 US

ROBERT ZELENKA
FARMERS ELEVATOR ASSOC OF MN
400 4TH ST SUITE 852 852GRAIN EXCHANGE
MINNEAPOLIS MN 55415 US

HON WILLIAM J JANKLOW
GOVERNOR
500 EAST CAPITOL
PIERRE SD 57501-5070 US

TERRY C WHITESIDE
WHITESIDE & ASSOCIATES
3203 3RD AVE N STE 301
BILLINGS MT 59101 US

HON MARC RACICOT
GOVERNOR STATE OF MONTANA
STATE CAPITOL
HELENA MT 59620 US

J. FRED SIMPSON, EXECUTIVE VICE PRESIDENT
MONTANA RAIL LINK, INC.
101 INTERNATIONAL WAY
MISSOULA MT 59802 US

JANET H GILBERT
WISCONSIN CENTRAL LTD
6250 NORTH RIVER ROAD STE 9000
ROSEMONT IL 60018 US

RICHARD E. WEICHER
BURLINGTON NORTHERN SANTA FE CORPORATION
1700 EAST GOLF ROAD, 5TH FLOOR
SCHAUMBURG IL 60173 US

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THE BURLINGTON NORTHERN SANTA FE CORPORATION
1700 EAST GOLF ROAD
SCHAUMBURG IL 60173 US

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DOWNERS GROVE IL 60515-5701 US

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WILLIAM C SIPPEL
OPPENHEIMER WOLFF & DONNELLY
180 N STETSON AVE TWO PRUDENTIAL PLAZA 45TH F
CHICAGO IL 60601-6710 US

THOMAS DEGNAN
UNITED STATES GYPSUM CO
125 SOUTH FRANKLIN STREET
CHICAGO IL 60606 US

RODMAN KOBER
CONTINENTAL GRAIN CO
222 S RIVERSIDE PLAZA - STE 1100
CHICAGO IL 60606 US

STEPHEN C HERMAN
MCFARLAND & HERMAN
20 N WACKER DRIVE STE 1330
CHICAGO IL 60606-2902 US

03/21/2000 Standing selected: 'ALJ', 'GOV', 'MOC', 'POR'
THOMAS F MCFARLAND JR  
MCFARLAND & HERMAN  
20 NORTH WACKER DRIVE, SUITE 1330  
CHICAGO IL 60606-3101 US

RONALD A. LANE  
ILLINOIS CENTRAL RR  
455 N CITYFRONT PLAZA DR 20TH FL  
CHICAGO IL 60611 US

MCFARLAND & HERMAN  
20 NORTH WACKER DRIVE, SUITE 1330  
CHICAGO IL 60606-3101 US

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

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

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

CLARENCE R. PONSLER  
GENERAL CHAIRMAN, UTU  
1400 70TH ST.  
GRANITE CITY IL 62040-4607 US

CAROL R DORIS  
500 SOUTH SECOND STREET  
SPRINGFIELD IL 62706 US

SCOTT A RONEY  
ARCHER DANIELS MIDLAND COMPANY  
P O BOX 1470  
4666 FARIES PARKWAY  
DECATUR IL 62525 US

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

KIRK BROWN  
ILLINOIS DOT, OFFICE OF THE SECRETARY  
2300 SOUTH DIRKSEN PARKWAY  
SPRINGFIELD IL 62764 US

CHARLES ARDEN MENNELL, PRESIDENT  
LACKLAND WESTERN RR CO  
4712 REAVIS BARRACKS ROAD  
ST LOUIS MO 63123-7421 US

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

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

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

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

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

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

ROBERT P ERWIN JR  
4800 MAIN ST SUITE 600  
KANSAS CITY MO 64112 US

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

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

BARRETT HATCHES  
8300 COLLEGE BLVD  
OVERLAND PARK KS 66210 US
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<td>Western Resources, Inc.</td>
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<td>JOE N. HAMPTON</td>
<td>Oklahoma Grain &amp; Feed Association</td>
<td>Oklahoma OK 73701 US</td>
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<tr>
<td>THOMAS R. JACOBSEN</td>
<td>TU Electric</td>
<td>Dallas TX 75201-3411 US</td>
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03/21/2000 Standing selected: 'ALJ', 'GOV', 'MOC', 'POR'  
Page 14
SERVICE LIST FOR: 21-mar-2000 ICC FD 32760 0 UNION PACIFIC CORPORATION, UNION PAC

JOEL T WILLIAMS III
STE 350, LB-126
4809 COLE AVENUE
DALLAS TX 75205 US

STEVEN A BRIGANCE
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3715 PERKINS RD
ARLINGTON TX 76016-2609 US

MICHAEL E ROPER
BURLINGTON NORTHERN SANTA FE CORPORATION
3017 LOU MENK DRIVE
FT WORTH TX 76131 US

RICHARD J SCHIEFELBEIN
WOODHARBOR ASSOCIATES
P O BOX 137311
7801 WOODHARBOR DRIVE
FORT WORTH TX 76179 US

GEN. COMMITTEE OF ADJUST. GO-895
UNITED TRANS. UNION
2040 NORTH LOOP WEST STE 310
HOUSTON TX 77018 US

ROBERT J. ROSSI
UNITED TRANSPORTATION UNION
2040 NORTH LOOP WEST SUITE 310
HOUSTON TX 77018-8112 US

JOHN D. BURKE
GREATER HOUSTON PORT BUREAU, INC
111 EAST LOOP NORTH
HOUSTON TX 77029 US

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

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

MICHAEL P. FERRO
MILLENNIUM PETROCHEMICALS, INC.
P O BOX 2583
1221 MCKINNEY STREET SUITE 1600
HOUSTON TX 77252-2583 US

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

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

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

JAMES V WOODRICK
1402 NUECES STREET
AUSTIN TX 78701-1586 US

THOMAS A GRIEBEL
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10220-E METROPOLITAN DR
AUSTIN TX 78758 US

HON. JOHN R. COOK,
TX HOUSE OF REPRESENTATIVES
P O BOX 2910
AUSTIN TX 78768 US
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<td>ROBERT A. CUSHING, JR.</td>
<td>UNITED TRANS. UNION,</td>
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<td>12401 HIDDEN SUN COURT</td>
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<td>PATRICIA T. SMITH, SR. VICE</td>
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<td>DENVER CO 80202 US</td>
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<td>NANCY MANGONE, ENFORCEMENT</td>
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<td>JANE T. FELDMAN, ASST. ATTORNEY GENERAL</td>
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<td>THOMAS J. FLORCZAK</td>
<td>CITY OF PUEBLO</td>
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<td>CARDON G. BERRY</td>
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<td>LEROY E. MAUCH</td>
<td>BOARD OF COUNTY COMMISSIONERS</td>
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<td>DARRELL L HANAVAN, EXECUTIVE</td>
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<td>THOMAS F. LINN</td>
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<td>JOE D. FORRESTER</td>
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03/21/2000 Standing selected: 'ALJ', 'GOV', 'MOC', 'POR'
SERVICE LIST FOR: 21-mar-2000 ICC FD 32760 0 UNION PACIFIC CORPORATION, UNION PAC

BLAINE ARBUTHNOT
CROWLEY COUNTY
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MAGNA UT 84044-6001 US

03/21/2000  Standing selected: 'ALJ', 'GOV', 'MOC', 'POR'     Page 17
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<td>F MARK HANSEN</td>
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<td>HONORABLE MICHAEL O. LEAVITT</td>
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<td>HONORABLE BOB STUMP</td>
<td>U.S. HOUSE OF REPRESENTATIVES 230 N. 1ST AVE., VOOM 2001</td>
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<td>CARA BROWN</td>
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03/21/2000  Standing selected: 'ALJ', 'GOV', 'MOC', 'POR'  Page 18
SERVICE LIST FOR: 21-mar-2000 ICC FD 32760 0  UNION PACIFIC CORPORATION, UNION PAC

SCOTT HUTCHERSON
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SEVERSON & WERSON
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WALTER & PISTOLE
670 W. NAPA STREET, SUITE "F"
SONOMA CA 95476 US

R. MARK ARMSTRONG
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CEDARVILLE CA 96104-0490 US

FRED P. SWANSON
OREGON STEEL MILLS
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SERVICE LIST FOR: 21-mar-2000 ICC FD 32760 0  UNION PACIFIC CORPORATION, UNION PAC

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

RICK WILLIS, EXECUTIVE DIRECTOR
OREGON PUBLIC UTILITY COMM
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SALEM OR 97310-1380 US

ALLAN E. RUMBAUGH
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KAREN O'CONNOR
LAKE COUNTY COURTHOUSE
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LAKEVIEW OR 97630 US

ANN DEKOSTER
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SEATTLE WA 98111 US

CHARLES H MONTANGE
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SEATTLE WA 98177 US

DONALD G MEYER
P O BOX 1837
TACOMA WA 98401 US

MARCELLA M. SZEL
CP RAIL SYSTEM
910 PEEL STREET WINDSOR STATION RM 234
MONTREAL QUEBEC CD H3C 3B4 CD

Records: 426
By joint petition (designated BNSF-95/ESI-34) filed September 28, 2001, The Burlington Northern and Santa Fe Railway Company (BNSF) and Entergy Services, Inc., and Entergy Arkansas, Inc. (referred to collectively as Entergy) have requested that the Board: require Union Pacific Railroad Company (UP) to file its response to the joint petition “as soon as practical”; and, once that response has been filed, enter, also as soon as practical, an “order of enforcement” directing UP to permit BNSF to connect from BNSF’s lines at Jonesboro and Hoxie, AR, with its trackage rights over UP to provide rail service to Entergy’s coal-fired electric generating station at White Bluff, AR.

In support of their request for expedited action, BNSF and Entergy have argued: that expedition is needed, because (among other reasons) Entergy must, under its coal transportation contract with UP, take certain action by November 1, 2001; and that expedition is feasible, because the relevant issues have been fully briefed in pleadings previously filed in the fifth annual round of the STB Finance Docket No. 32760 (Sub-No. 21) UP/SP “general oversight” proceeding.

In view of the apparent need for expedited action, and also in view of the fact that the issues have been fully briefed in the pleadings filed in the fifth annual round of the UP/SP “general oversight” proceeding, any person that intends to submit a written reply to the BNSF-95/ESI-34 joint petition is directed to file that reply with the Board no later than 5:00 p.m. on Tuesday, October 9, 2001.

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

1. Any interested person that intends to submit a written reply to the BNSF-95/ESI-34 joint petition is directed to file that reply with the Board no later than 5:00 p.m. on Tuesday, October 9, 2001.

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

By the Board, Vernon A. Williams, Secretary.

Vernon A. Williams
Secretary
<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
<th>Phone</th>
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<tr>
<td>Marcella M Szell, VP Legal Services</td>
<td>Canadian Pacific Railway Company</td>
<td>401 9th Ave SW Suite 500 Gulf Canada Square, Calgary AB T2P 4Z4 CD</td>
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<tr>
<td>Oscar J. Abello, President</td>
<td>&quot;K&quot; Line America, Inc.</td>
<td>PO Box 1080, South Plainfield NJ 07080-1080 US</td>
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<tr>
<td>KEN WILSON</td>
<td>282 Baldwin Ave, Hasbrouck Heights NJ 07604-2304 US</td>
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<td>John F McHugh</td>
<td>MCHUGH &amp; BARNES P C</td>
<td>20 Exchange Place, 51st Floor, New York NY 10005-3201 US</td>
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<td>William E Harvey</td>
<td>3801 West Chester Pike, Newtown Square PA 19073 US</td>
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<td>Constance L. Abrams</td>
<td>Consolidated Rail Corp.</td>
<td>2001 Market Street 16-A, Two Commerce Square, Philadelphia PA 19101-1416 US</td>
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<td>Bruce B. Wilson</td>
<td>Consolidated Rail Corp.</td>
<td>2001 Market Street, Philadelphia PA 19101-1417 US</td>
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<td>Eric M Hocky</td>
<td>Gollatz Griffin &amp; Ewing</td>
<td>P O Box 796, 213 West Miner Street, West Chester PA 19381-0796 US</td>
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<td>Paul K. Biba, House Counsel</td>
<td>Formosa Plastics Corp.</td>
<td>9 Peach Tree Hill Road, Livingston NJ 07039 US</td>
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<tr>
<td>Tina Masington, Plan. Anal.</td>
<td>&quot;K&quot; Line America, Inc.</td>
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<td>George J. Francisko, Jr.</td>
<td>Ellipse Shipping Center</td>
<td>4201 Church Road - Suite 7, Mt Laurel NJ 08054 US</td>
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<td>R J Henefeld</td>
<td>PPG Industries Inc</td>
<td>One PPG Place, Pittsburgh PA 15272 US</td>
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<td>Arco Chemical Company</td>
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<td>Jonathan M Broder</td>
<td>Consolidated Rail Corp</td>
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<td>John L Abbott</td>
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<td>1735 Market Street, Philadelphia PA 19103 US</td>
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<td>Alexander H. Jordan</td>
<td>Western Shippers Coalition</td>
<td>3 North Hampshire Court, Greenville DE 19807 US</td>
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<td>Keller &amp; Heckman LLP</td>
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<td>Leslie E. Silverman</td>
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</table>
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10/03/2001 Standing selected: 'POR'
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<td>CONSTANCE H. PIERCE</td>
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<td>Las Animas CO 81054 US</td>
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<td>Janet Palmer</td>
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<td>Charles Wait</td>
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<td>Springfield CO 81073-1548 US</td>
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<td>Stephen D'Alfers</td>
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<td>Mayor Lester Williams</td>
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<td>Bernice Tuttle</td>
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By joint petition (designated BNSF-95/ESI-34) filed September 28, 2001, The Burlington Northern and Santa Fe Railway Company (BNSF) and Entergy Services, Inc., and Entergy Arkansas, Inc. (referred to collectively as Entergy) seek an “order of enforcement” directing Union Pacific Railroad Company (UP) to permit BNSF to connect at Jonesboro, AR, and Hoxie, AR, between BNSF’s Memphis-Kansas City line and UP’s Memphis-Valley Junction lines (over which BNSF has trackage rights) in order to provide rail service to Entergy’s coal-fired electric generating station at White Bluff, AR. UP replied to the joint petition in a letter (undesignated) filed October 5, 2001.

Although the BNSF-95/ESI-34 joint petition seeks relief in the nature of a mandatory injunction, the joint petition makes clear that BNSF and Entergy really seek expedited resolution of their dispute with UP concerning two restrictions (the entry/exit restriction and the Texas/Louisiana restriction) that UP claims are applicable to the Houston-Memphis-St. Louis corridor trackage rights that BNSF acquired in connection with the 1996 UP/SP merger. As the joint petition notes, the details regarding that dispute have been briefed, and the related requests for relief have been made, in pleadings filed in the STB Finance Docket No. 32760 (Sub-No. 21) UP/SP “general oversight” proceeding.

BNSF and Entergy indicate that expedition is required for three reasons. First, BNSF and Entergy indicate that, if the Board finds (as UP contends) that BNSF must route Entergy’s traffic via Memphis, BNSF will either have to construct an interchange at Bridge Junction in West Memphis or rehabilitate and upgrade its West Memphis Branch. BNSF and Entergy add that, although BNSF could handle Entergy’s traffic via Memphis even prior to completion of the necessary interchange connections, this would cause congestion on the single-track bridge across the Mississippi River, and, therefore, work on facilitating the interchange at West Memphis.
would need to commence as soon as possible. And, BNSF and Entergy add, either of the two alternative interchange projects will require substantial lead time (it is estimated that the construction of an interchange between BNSF and UP at Bridge Junction would take up to 6 to 9 months to complete, and that the rehabilitation and upgrading of BNSF’s West Memphis branch would require as much as 9 to 12 months).

Second, BNSF and Entergy indicate that, even if the Board finds that BNSF can route Entergy’s traffic via connections with the trackage rights lines at Jonesboro and Hoxie, BNSF will still need to make the arrangements for those connections. A connection between the UP and BNSF lines at Hoxie, BNSF and Entergy indicate, will require upgrade and other work and could take up to 2 months to complete. And, BNSF and Entergy add, because BNSF must also, regardless of the route, develop and design the specific operating and service plans for the service to Entergy’s White Bluff Station, BNSF needs to know as soon as possible which route its unit trains to White Bluff will take so that, to the extent possible, the necessary preparatory work can be completed before the anticipated commencement of service on January 1, 2002.

Third, BNSF and Entergy indicate that Entergy, under its coal transportation agreement with UP, must provide certain notices in advance of each calendar year regarding its intended coal shipments; that, in this regard, Entergy must factor into its notice to UP the tonnage that it intends to ship to White Bluff via BNSF; that, under the coal transportation agreement with UP, Entergy must make its nomination for 2002 by November 1, 2001; and that, if the routing issue before the Board is not resolved by that time, Entergy “may be forced to forgo BNSF service for much or all of 2002.”

In view of the reasons underlying the request for expedited resolution of the dispute concerning the two restrictions that UP claims are applicable to BNSF’s Houston-Memphis-St. Louis corridor trackage rights, we will issue a decision resolving this dispute at the earliest possible date. Because the pleadings addressing this dispute were filed in the STB Finance Docket No. 32760 (Sub-No. 21) UP/SP “general oversight” docket, the decision resolving this dispute will be issued in that docket. It is unlikely, however, that we will issue that decision before November 1, 2001, in view of the complexity of the issues, and the fact that the pleading requesting expedited action was filed only a month ago. If not issued by November 1, the decision will be issued as soon after that date as possible.

Because the dispute concerning the two restrictions that UP claims are applicable to BNSF’s Houston-Memphis-St. Louis corridor trackage rights will be resolved by the decision

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1 In this regard, the Board would only note that petitioners’ need for expedition appears to have been known by them for quite some time prior to their September 28th filing.
that the Board plans to issue in the STB Finance Docket No. 32760 (Sub-No. 21) UP/SP "general oversight" docket, and because the Board expects that, unless and until that decision is either stayed or overturned (either by the Board or by a court of competent jurisdiction), UP will comply with that decision, the BNSF-95/ESI-34 petition for an "order of enforcement" will be denied. Relief in the nature of a mandatory injunction is unnecessary when relief in the nature of a declaratory order will suffice.

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-95/ESI-34 joint petition is denied.

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

By the Board, Chairman Morgan, Vice Chairman Clyburn, and Commissioner Burkes.

Vernon A. Williams
Secretary
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<td>MICHAEL M BRILEY</td>
<td>SHUMAKER LOOP &amp; KENDRICK</td>
<td>NORTH COURTHOUSE SQUARE - 1000 JACKSON TOLEDO OH 43624-1573 US</td>
</tr>
</tbody>
</table>

10/29/2001 Standing selected: 'ALJ','GOV','MOC','POR'
SERVICE LIST FOR: 29-Oct-2001 ICC FD 32760

UNION PACIFIC CORPORATION, UNION PAC

DANIEL R ELLIOTT III
ASST GENERAL COUNSEL UNITED TRANSPORTATION UNION
14600 DETROIT AVENUE
CLEVELAND OH 44107-4250 US

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

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

RICHARD E KERTH
CHAMPION INTERNATIONAL CORPORATION
101 KNIGHTSBRIDGE DRIVE
HAMILTON OH 45020-0001 US

BRUCE A. KLIMEK
INLAND STEEL
3210 WATLING STREET
EAST CHICAGO IN 46312 US

HON JEFF SMITH
CITY OF KENDALLVILLE
234 S MAIN STREET
KENDALLVILLE IN 46755-1795 US

LARRY B KARNES
MICHIGAN DEPARTMENT OF TRANSPORTATION
PO BOX 30050
425 WEST OTTAWA STREET
LANSING MI 48909 US

THOMAS P JACKSON
IOWA DEPARTMENT OF TRANSPORTATION
800 LINCOLN WAY
AMES IA 50010 US

HONORABLE CHARLES E. GRASSLEY
UNITED STATES SENATE
210 WALNUT STREET
DES MOINES IA 50309-2140 US

EDWIN C JERTSON
INTERSTATE POWER CO
P O BOX 769
1000 MAIN STREET
DUBUQUE IA 52004 US

KENT M RAGSDALE
INTERSTATE POWER CO
PO BOX 769
DUBUQUE IA 52004 US

TOBIN LEE BRITT
IES UTILITIES, INC.
P O BOX 351
200 FIRST ST SE
CEDAR RAPIDS IA 52406-0351 US

PHILIP D. WARD, ET AL.
P O BOX 351
200 FIRST STREET SE
CEDAR RAPIDS IA 52406-0351 US

WILLIAM R. MUDD
ROQUETTE AMERICA, INC.
P O BOX 6647
1417 EXCHANGE STREET
KEOKUK IA 52632-6647 US

ALLEN J VOGEL,
MINNESOTA DEPARTMENT OF TRANSPORTATION
395 JOHN IRELAND BLVD TRANSP BLDG, SUITE 925,
ST PAUL MN 55155 US

RONALD E HUNTER
CARGILL, INCORPORATED
15407 MCGINTY ROAD WEST
WAYZATA MN 55391 US

DOUGLAS M. HEAD
WEINER
120 SOUTH 6TH STREET STE 2400
MINNEAPOLIS MN 55402 US

WAYNE C. SERKLAND, U S REGIONAL COUNSEL
CANADIAN PACIFIC LEG. SER
105 SOUTH FIFTH ST SUITE 1000
MINNEAPOLIS MN 55402 US

ROBERT ZELENKA
FARMERS ELEVATOR ASSOC OF MN
400 4TH ST SUITE 852 852GRAIN EXCHANGE
MINNEAPOLIS MN 55415 US

HON WILLIAM J JANKLOW
GOVERNOR
500 EAST CAPITOL
PIERRE SD 57501-5070 US

TERRY C WHITESIDE
WHITESIDE & ASSOCIATES
3203 3RD AVE N STE 301
BILLINGS MT 59101 US

HONORABLE MARC RACICOT
GOVERNOR STATE OF MONTANA
STATE CAPITOL
HELENA MT 59620 US

10/29/2001 Standing selected: 'ALJ', 'GOV', 'MOC', 'POR'
SERVICE LIST FOR: 29-oct-2001 ICC FD 32760 0

J. FRED SIMPSON, EXECUTIVE VICE PRESIDENT
MONTANA RAIL LINK, INC.
101 INTERNATIONAL WAY
MISSOULA MT 59802 US

JAMES A. SMALL
COMMONWEALTH EDISON CO.
1411 OPUS PL STE 200
DOWNERS GROVE IL 60515-5701 US

THOMAS J LITWILER
FLETCHER & SIPPEL LLC
180 NORTH STETSON AVENUE SUITE 3125 TWO PRUDENTIAL PLAZA
CHICAGO IL 60601-6721 US

THOMAS F MCFARLAND JR
THOMAS F MCFARLAND PC
208 SOUTH LASALLE ST SUITE 1890
CHICAGO IL 60604-1194 US

STEPHEN C HERMAN
MCFARLAND & HERMAN
20 N WACKER DRIVE STE 1330
CHICAGO IL 60606-2902 US

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

CLARENCE R. PONSILER
GENERAL CHAIRMAN, UTU
1400 20TH ST.
GRANITE CITY IL 62040-4607 US

SCOTT A RONEY
ARCHER DANIELS MIDLAND COMPANY
P O BOX 1470
4666 FARIES PARKWAY
DECATUR IL 62525 US

KIRK BROWN
ILLINOIS DEPARTMENT OF TRANSPORTATION
2300 SOUTH DIRKSEN PARKWAY
SPRINGFIELD IL 62764 US

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

D E THOMPSON
GENERAL CHAIRMAN-BLE
818 7TH ST E
SCOTT CITY MO 63780-3023 US

JANET H GILBERT
WISCONSIN CENTRAL SYSTEM
6250 NORTH RIVER ROAD SUITE 9000
ROSEMONT IL 60018 US

CHRISTINE H. ROSSO
IL ASSISTANT ATTORNEY GENERAL
100 W RANDOLPH ST 13TH FLOOR
CHICAGO IL 60601 US

WILLIAM C SIPPEL
FLETCHER & SIPPEL LLC
180 N STETSON AVE STE 3125 TWO PRUDENTIAL PLAZA
CHICAGO IL 60601-6721 US

THOMAS DEGNAN
UNITED STATES GYPSUM CO
125 SOUTH FRANKLIN STREET
CHICAGO IL 60606 US

RONALD A. LANE
ILLINOIS CENTRAL RR
455 N CITYFRONT PLAZA DR 20TH FL
CHICAGO IL 60611 US

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

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

CAROL R DORIS
500 SOUTH SECOND STREET
SPRINGFIELD IL 62706 US

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

CHARLES ARDEN MENNELL, PRESIDENT
LACKLAND WESTERN RR CO
5634 DUCHESNE PARQUE DR
ST LOUIS MO 63128-4178 US

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

10/29/2001 Standing selected: 'ALJ', 'GOV', 'MOC', 'POR'
SERVICE LIST FOR: 29-oct-2001 ICC FD 32760 0

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

ROBERT P ERWIN JR
4800 MAIN ST SUITE 600
KANSAS CITY MO 64112 US

JACK HYNES, ADMINISTRATOR OF RAILROADS
MISSOURI DEPARTMENT OF TRANSPORTATION
PO BOX 270
105 WEST CAPITOL AVENUE
JEFFERSON CITY MO 65102 US

BARRETT HATCHES
8100 COLLEGE BLVD
OVERLAND PARK KS 66210 US

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

TIM NORTON
CITY OF HAYSVILLE
PO BOX
200 WEST GRAND
HAYSVILLE KS 67060 US

HONORABLE SAM BROWNBACK
UNITED STATES SENATE
225 NORTH MARKET, SUITE 120
WICHITA KS 67202 US

JAMES J IRLANDI
1809 N BROADWAY SUITE F
WICHITA KS 67214 US

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

JAMES V DOLAN
UNION PACIFIC RAILROAD COMPANY
1416 DODGE STREET
OMAHA NE 68179 US

LAWRENCE E WZOREK
UNION PACIFIC RAILROAD
1416 DODGE STREET
OMAHA NE 68179 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

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

NORMAN G MANLEY
CITY ATTORNEY, ANOVER CITY HALL
909 NORTH ANDOVER ROAD
ANDOVER KS 67002 US

DWAYNE H SHANNON
PO BOX 1138
WICHITA KS 67201 US

ALAN R. POST
2021 N BROADMOOR AVE, APT. 601
WICHITA KS 67206-1096 US

JUNIOR STRECKER, CHAIRMAN
MOUNTAIN-PLAINS COMMUNITIES & SHIPPERS COALIT
123 NORTH MAIN ST
HOISINGTON KS 67544 US

JOHN F LARKIN
4814 DOUGLAS ST
OMAHA NE 68132-0850 US

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

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

10/29/2001 Standing selected: 'ALJ','GOV','MOC','POR'
SERVICE LIST FOR: 29-oct-2001 ICC FD 32760 0 UNION PACIFIC CORPORATION, UNION PAC

JAMES P. GATLIN
UNION PACIFIC RAILROAD COMPANY
1416 DODGE STREET ROOM 830
OMAHA NE 68179-0830 US

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

SCOTT MANATT
P. O. BOX 473
CORNING AR 72422 US

HONORABLE PHIL GRAMM
UNITED STATES SENATE
2323 BRYAN STREET, #2150
DALLAS TX 75201 US

JOEL T WILLIAMS III
STE 350, LB-126
4809 COLE AVENUE
DALLAS TX 75205 US

JEFFREY R. MORELAND
THE BURLINGTON NORTHERN AND SANTA FE RAILWAY
2500 LOU MENK DRIVE 3RD FLOOR
FORT WORTH TX 76131-0039 US

RICHARD J. SCHIEFELBEIN
WOODHARBOR ASSOCIATES
7801 WOODHARBOR DRIVE
FORT WORTH TX 76179-3047 US

JOHN D. BURKE
GREATER HOUSTON PORT BUREAU, INC
111 EAST LOOP NORTH
HOUSTON TX 77029 US

MICHAEL P. FERRO
MILLENNIUM PETROCHEMICALS, INC.
P. O. BOX 2583
1221 MCKINNEY STREET SUITE 1600
HOUSTON TX 77252-2583 US

GEN. COMMITTEE OF ADJUSTER. GO-895
UNITED TRANS. UNION
400 RANDAL WAY STE 102
SPRING TX 77388-8908 US

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

DAN ROSENTHAL, PUBLIC, TRANSP. ENGINEER
NEBRASKA DEPT. OF ROADS
P. O. BOX 94759
LINCOLN NE 68509-4759 US

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

JOE N. HAMPTON
OKLAHOMA GRAIN & FEED ASSOCIATION
2309 NORTH TENTH, SUITE E
ENID OK 73701 US

THOMAS R. JACOBSEN
TU ELECTRIC
1601 BRYAN STREET STE 11-060
DALLAS TX 75201-3411 US

STEVEN A BRIGANCE
LEBOEUF, LAMB, ET AL
3715 PERKINS RD
ARLINGTON TX 76016-2609 US

MICHAEL E. ROPER
BURLINGTON NORTHERN AND SANTA FE RAILWAY COMN
P. O. BOX 961039
2500 LOU MENK DRIVE
FT WORTH TX 76161-0039 US

ERIC W. TIBBETTS
CHEVRON CHEMICAL COMPANY LLC
1301 MCKINNEY STREET
HOUSTON TX 77010-3029 US

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

JEFFREY G. HERNDON
ENTERGY SERVICES INC
10055 GROGAN'S MILL ROAD SUITE 300
WOODLANDS TX 77380 US

ROBERT J. ROSSI
UNITED TRANSPORTATION UNION
400 RANDAL WAY STE 102
SPRING TX 77388-8908 US

JOHN P. LARUE, EXECUTIVE DIRECTOR
THE PORT OF CORPUS CHRISTI
P. O. BOX 1541
222 POWER STREET
CORPUS CHRISTI TX 78403 US

10/29/2001  Standing selected: 'ALJ','GOV','MOC','POR'
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<thead>
<tr>
<th>Name</th>
<th>Address</th>
<th>City, State, Zip</th>
</tr>
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<tbody>
<tr>
<td>THOMAS A GRIEBEL</td>
<td>125 E 11TH ST, AUSTIN TX 78701 US</td>
<td></td>
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<tr>
<td>JAMES V WOODRICK</td>
<td>1402 NUECES STREET, AUSTIN TX 78701-1586 US</td>
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<tr>
<td>DONALD T CHEATHAM</td>
<td>PO BOX 81566, AUSTIN TX 78708-1566 US</td>
<td></td>
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<tr>
<td>JERRY L. MARTIN</td>
<td>RR COMM OF TEXAS, 1701 N CONGRESS, AUSTIN TX 78711 US</td>
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<tr>
<td>JAMES -V WOODRICK</td>
<td>14:2 NUECES STREET, AUSTIN TX 78701-1586 US</td>
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<td>LINDIL C FOWLER</td>
<td>GENERAL COUNSEL, RAILROAD COMMISSION OF TEXAS</td>
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<td>AUSTIN TX 78711-2967 US</td>
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<td>HON. JOHN R. COOK</td>
<td>TX HOUSE OF REPRESENTATIVES, AUSTIN TX 78768 US</td>
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<td>ROBERT A. CUSHING, JR.</td>
<td>UNITED TRANS. UNION, 12401 HIDDEN SUN COURT</td>
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<tr>
<td>HON. BEN N. CAMPBELL</td>
<td>UNITED STATES SENATE, 6950 E BELLEVIEW AVE. STE 200</td>
<td></td>
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<tr>
<td>DARRELL L HANAVAN, EXECUTIVE DIRECTOR</td>
<td>COLORADO WHEAT ADMIN</td>
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<td>AUSTIN TX 78768 US</td>
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</tr>
<tr>
<td>PATRICIA T. SMITH, SR. VICE PRESIDENT</td>
<td>PUBLIC SERVICE COMPANY</td>
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<tr>
<td>AUSTIN TX 78768 US</td>
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<tr>
<td>NANCY MANGONE, ENFORCEMENT ATTORNEY</td>
<td>U. S. EPA REGION VIII</td>
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<tr>
<td>JANE T. FELDMAN, ASST. ATTORNEY GENERAL</td>
<td>STATE OF COLORADO</td>
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<tr>
<td>SUE BALLIKEN, PHYSICAL RESOURCES</td>
<td>USDA Forest Service</td>
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<tr>
<td>JOE D. FORRESTER</td>
<td>C/O CO MTN COLLEGE, TIMBERLINE CAMPUS</td>
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</tr>
<tr>
<td>Name</td>
<td>Title/Position</td>
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</tr>
<tr>
<td>Cardon G. Berry</td>
<td>Kiowa Co. Commissioners</td>
<td>PO Box 591, 1305 Goff, Eads CO 81036 US</td>
</tr>
<tr>
<td>Hon Delcarl Eickenberg</td>
<td>Town of Haswell</td>
<td>PO Box 206, Haswell CO 81045-0206 US</td>
</tr>
<tr>
<td>John R Stulp</td>
<td>Seced</td>
<td>PO Box 1600, Lamar CO 81052 US</td>
</tr>
<tr>
<td>John Roesch</td>
<td>Bent County</td>
<td>PO Box 350, Las Animas CO 81054 US</td>
</tr>
<tr>
<td>Janet Palmer</td>
<td></td>
<td>PO Box 1268, 13997 County Road 71, Sheridan Lake CO 81071 US</td>
</tr>
<tr>
<td>Charles Wait</td>
<td>Baca County</td>
<td>741 Main St, Springfield CO 81073-1548 US</td>
</tr>
<tr>
<td>Frank C McMurry</td>
<td></td>
<td>PO Box 699, Salida CO 81201 US</td>
</tr>
<tr>
<td>E W Wotipka</td>
<td></td>
<td>6388 Terrace Lane, Salida CO 81201 US</td>
</tr>
<tr>
<td>Ruth H. Carter, Mayor</td>
<td>City of Canon City Attn: Steve Thacker</td>
<td>PO Box 1460, Canon City CO 81215 US</td>
</tr>
<tr>
<td>Judy Lohnes</td>
<td>UAAOG</td>
<td>PO Box 510, Canon City CO 81215-0510 US</td>
</tr>
<tr>
<td>Steve Tucker</td>
<td>D&amp;RG West. Employees</td>
<td>2048 J Road, Fruita CO 81521-9342 US</td>
</tr>
<tr>
<td>Mayor Lester Williams</td>
<td>Town of Eads</td>
<td>PO Box 8, 110 W 13th St, Eads CO 81036 US</td>
</tr>
<tr>
<td>Leroy E. Mauch</td>
<td>Board of County Commissioners</td>
<td>PO Box 1046, Lamar CO 81052 US</td>
</tr>
<tr>
<td>Clede Widener</td>
<td>Board of County Commissioners</td>
<td>PO Box 1046, Lamar CO 81052 US</td>
</tr>
<tr>
<td>Blaine Arbuthnot</td>
<td>Crowley County</td>
<td>601 Main St, Ordway CO 81063 US</td>
</tr>
<tr>
<td>Bernice Tuttle</td>
<td>Kiowa County Wife, Chapter #124</td>
<td>13775 CR785, Towner CO 81071-9619 US</td>
</tr>
<tr>
<td>Thomas W. Foster, Chairman</td>
<td>Com. To Preserve Property</td>
<td>PO Box 681, Salida CO 81201 US</td>
</tr>
<tr>
<td>Hon. Nancy Sanger, Mayor</td>
<td>City of Salida</td>
<td>PO Box 417, 124 E Street, Salida CO 81201 US</td>
</tr>
<tr>
<td>Myron F. Smith</td>
<td>Fremont County Comm.</td>
<td>615 Macon Ave Room #102, Canon City CO 81212 US</td>
</tr>
<tr>
<td>Greg Tabuteau</td>
<td>Royal Gorge Scenic Ry</td>
<td>PO Box 1387, Canon City CO 81215 US</td>
</tr>
<tr>
<td>Steven G. Rabe, City Manager</td>
<td>City of Florence</td>
<td>300 W Main Street, Florence CO 81226 US</td>
</tr>
<tr>
<td>James R. Fritze</td>
<td>Eagle County Attorney</td>
<td>PO Box 850, Eagle CO 81631 US</td>
</tr>
</tbody>
</table>

10/29/2001 Standing selected: 'ALJ', 'GOV', 'MOC', 'POR'
SERVICE LIST FOR: 29-Oct-2001 ICC FD 32760 0 UNION PACIFIC CORPORATION, UNION PAC

PATRICIA BRITTON, CHIEF LEGAL OFFICER
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

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

Christopher E. Bramhall
451 SOUTH STATE ST, ROOM 505
SALT LAKE CITY UT 84111 US

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

Reed M. Richards
STATE OF UTAH
236 STATE CAPITOL
SALT LAKE CITY UT 84114 US

Lynette W. Thirkill, LOGISTICS MANAGER
GR. SALT LAKE MINERALS
P O BOX 1190
OGDEN UT 84402 US

Kenneth C. Johnsen, V PRES & GEN COUNSEL
GENEVA STEEL COMPANY
P O BOX 2500
PROVO UT 84603 US

Carol Heathington
1300 W WASHINGTON
PHOENIX AZ 85007 US

Frank E. Hanson, JR
MAGMA METALS COMPANY
7400 NORTH ORACLE ROAD, SUITE 200
TUCSON AZ 85704 US

Gary L. McFarlen,, DIRECTOR-TRANSP
KENNECOTT ENERGY COMPANY
BOX 3009
505 SOUTH GILLETTE AVENUE
GILLETTE WY 82716 US

Jerry R Kress
ID, WHEAT COMMISSION
1109 MAIN ST STE 310
BOISE ID 83702-5642 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

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

Honorable Michael O. Leavitt
ATTN: ROBIN L. RIGGS, GC TO GOVERNOR
210 STATE CAPITOL
SALT LAKE CITY UT 84114 US

P. Mark Hansen
431 N 1300 W
SALT LAKE CITY UT 84116-2630 US

William Blansett
UTAH CENTRAL RAILWAY COMPANY
PO BOX 10402
OGDEN UT 84409 US

Ralph Rupp
PO BOX 2500
PROVO UT 84603 US

Honorable Bob Stump
U.S. HOUSE OF REPRESENTATIVES
230 N. 1ST AVE., VOOM 2001
PHOENIX AZ 85025 US

Cara Brown
FITZGERALDS GAMING CORPORATION
P O BOX 7600
301 FREMONT STREET
LAS VEGAS NV 89101 US

10/29/2001  Standing selected: 'ALJ','GOV','MOC','POR'
SERVICE LIST FOR: 29-oct-2001 ICC FD 32760 0 UNION PACIFIC CORPORATION, UNION PAC

O. KENT MAHER
33 WEST FOURTH ST
PO BOX 351
WINNEMUCCA NV 89446 US

MICHAEL E. HALLEY
CITY OF RENO
P O BOX 1900
RENO NV 89505 US

STEVE VARELA
PO BOX 1900
RENO NV 89505 US

BILL STAAB
RP DONNELLEY & SONS CO
1000 LEAR BOULEVARD
RENO NV 89506 US

SCOTT HUTCHERSON
EAGLE-PICHER MINERALS INC
6110 PLUMAS ST
RENO NV 89509 US

JEFFERY W. HILL
SIERRA PACIFIC POWER CO.
P O BOX 10100
6100 NEIL ROAD
RENO NV 89520 US

THOMAS J. FRONAPFEL
NEVADA, DEPT. OF TRANSPORTATION
1263 S STEWART STREET
CARSON CITY NV 89712 US

RICHARD CABANILLA, PLANNING DEPARTMENT
IMPERIAL COUNTY
939 MAIN STREET
EL CENTRO CA 92243-2856 US

JAMES T QUINN
CALIFORNIA PUBLIC UTILITIES COMMISSION
505 VAN NESS AVENUE
SAN FRANCISCO CA 94102-3298 US

LYNNE FILSON
CITY HALL
708 THIRD STREET
BRENTWOOD CA 94513-1396 US

R. MICHAEL MCCORMICK
HUMBOLDT COUNTY DA
P O BOX 909
50 WEST FIFTH STREET
WINNEMUCCA NV 89446 US

CHARLES E. MCNEELY
CITY OF RENO
P. O. BOX 1900
RENO NV 89505 US

JOHN FRANKOVICH
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Records: 409
In this decision concerning UP/SP merger conditions, we are denying a petition for reconsideration of our June 1, 2000 decision finding that the “contract modification” condition does not apply.

BACKGROUND

In our prior decision, we found that AmerenUE’s plant at Labadie, MO is a 2-to-1 shipper facility entitled to the services of The Burlington Northern and Santa Fe Railway Company (BNSF) under the omnibus clause of the BNSF settlement agreement that was imposed as a condition to our approval of the UP/SP merger in 1996. We also found that a particular contract that was significantly modified by agreement between AmerenUE and Union Pacific Railroad Company (UP) in April 1999 was no longer subject to the contract modification condition that permits shippers to modify contracts that were in effect when the merger was consummated (September 11, 1996) so as to make 50% of their traffic immediately available to BNSF. This condition was imposed not to protect shippers whose traffic was under contract with UP or SP but to “help ensure that BNSF has immediate access to a traffic base sufficient to support effective trackage rights operations.” Merger Decision No. 44, 1 S.T.B. at 420. In Decision No. 89, we held that the AmerenUE contract, as amended, “should not be regarded, for contract modification condition purposes, as the contract that was in effect at the time the UP/SP merger was consummated.” Merger Decision No. 89, slip op. at 9-10. This means that whatever traffic AmerenUE has dedicated under contract to UP will not be available to BNSF until the contract expires at the end of 2001. AmerenUE filed a petition for reconsideration on June 21, 2000, and UP filed a reply on July 11, 2000.
DISCUSSION AND CONCLUSIONS

Having carefully examined the record and the arguments of AmerenUE, we continue to believe that the amended contract is in essence a new contract and that it does not qualify for the contract modification provision.

Petitioner argues that Addendum Three that was negotiated in April 1999 was merely a technical 3½-page addendum to a 43-page contract, and that UP bargained for and received benefits in this addendum. Petitioner also argues that this would not be construed as a new contract for purposes of Missouri law. It emphasizes boilerplate language included in the addendum indicating that "nothing herein contained shall be construed as amending or modifying the same except as herein specifically provided." AmerenUE claims that this language precludes the addendum from creating a new contract. Petitioner also argues that its contract modification rights cannot be deemed waived in the absence of a specific waiver provision in the contract addendum. Finally, petitioner urges that UP should not be permitted to profit from its failure to inform this shipper of its rights as a 2-to-1 shipper.

We continue to believe that Amendment Three was more than a technical amendment; it was major surgery resulting in a new contract for purposes of the Board’s enforcement of the UP/SP merger conditions. As we noted in our prior decision, most of the relevant details of the addendum have been submitted under seal, and we are reluctant to reveal such details in the public record. Suffice it to say that UP agreed to rate reductions for this traffic, and it also agreed to extend this contract, which otherwise would have expired soon, for an additional year. Further, the parties agreed to modify other material terms of the contract. Although the addendum is only 3½ pages long, it clearly contains sufficient material changes to the prior contract so as to make it a new contract for our purposes.

The fact that UP bargained for and obtained important benefits in this new contract actually supports our finding that the parties reached a new bargain. AmerenUE also bargained for and obtained new benefits. There is no reason that contract renegotiations need to be one-sided in order to result in a new contract. In fact, we would expect such renegotiations to be the exception rather than the rule.

Whether or not the addendum would be construed to result in a new contract for purposes of Missouri law is not relevant for our purposes. This case is governed by the Interstate Commerce Act as amended by the ICC Termination Act of 1995, not by Missouri law. We have

Moreover, it appears to us that petitioner’s view as to Missouri law is unsupported. Recent Missouri cases we have reviewed indicate that the modification of a contract creates a new contract. See Goldstein & Price, L.C. v. Tonkin & Mondl, L.C., 974 S.W.2d 543 (Mo. App. 1998); E.A.U., Inc. v. R. Webbe Corp., 794 S.W.2d 679 (Mo. App. 1990). The two cases cited
exclusive and plenary authority to see that our merger conditions are carried out as the Board intended, and we are exercising that authority here. 49 U.S.C. 11321-27.

The boilerplate language included in the addendum indicating that "nothing herein contained shall be construed as amending or modifying the same except as herein specifically provided" adds nothing to petitioner's case. It plainly does not indicate that the addendum may not be construed as resulting in a new contract. This language merely preserves, for the convenience of the parties, those contract terms that are not amended. This says nothing about whether the terms that were modified are substantial enough so as to constitute a new contract. As discussed above, the modifications clearly were substantial.

AmerenUE claims that its contract modification rights could not be "waived" unless a specific waiver condition was included in the contract addendum, and it would not have waived those rights. But, by the very fact of entering what is in essence a new agreement in April 1999, AmerenUE itself ended its rights to reopen the old contract that had been in effect in 1996 when the merger was consummated. And, whatever general intention petitioner might have had with respect to contracts in existence at the time of merger approval in 1996, it cannot fairly claim that it expected to retain the right to reopen a bargain struck in 1999, years after the merger was consummated.

Finally, we reject the notion that UP failed to adhere to our requirement that it notify AmerenUE of its status as a 2-to-1 shipper. In the Board's Merger Decision No. 57, served November 20, 1996, in this proceeding, we required UP to inform shippers of our Decision No. 57 interpreting the contract modification condition. The Board made clear, however, that "[t]his notification requirement applies only with respect to those shippers that, in UP/SP's opinion, have contracts to which the contract modification condition is applicable." See Merger Decision No. 57, slip op. at 16 n.42. We imposed this requirement to ensure that all 2-to-1 shippers, not just those shippers such as AmerenUE who were parties to the UP/SP merger proceeding, would have notice of this opportunity. As should be clear from our former decision, UP did not believe at the time that AmerenUE was a 2-to-1 shipper for the purposes of this notice. UP had already entered a separate settlement agreement with AmerenUE that UP believed, incorrectly as it turns out, removed that shipper from the reach of the BNSF settlement agreement and the Omnibus Clause. Under these circumstances, we cannot say that UP breached any obligation to inform AmerenUE of its status as a 2-to-1 shipper. Moreover, AmerenUE is a sophisticated commercial

by petitioner are not on point. In the first, Lowther v. Hays, 225 S.W.2d 708 (Mo. 1950), the court merely stated in passing that the parties had modified an existing contract. The court did not explore the legal effect of this modification since the issue of whether this was still the original contract or whether it was a new contract was not posed in that case. The court in the second case, Zumwinkel v. Leggett, 345 S.W.2d 89 (Mo. 1961), did not rule on the question of whether a modification creates a new contract for purposes of Missouri law either. The court merely said that the parties may modify a contract orally, but had not done so in that case.
party represented by counsel, and it surely was aware, or should have been aware, of the Board’s decisions in this proceeding at the time it entered into this new agreement.

It is ordered:

1. AmerenUE’s petition for reconsideration is denied.

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

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

Vernon A. Williams
Secretary

Vice Chairman Burkes, Commenting:

I am voting to deny AmerenUE’s petition for reconsideration of our Merger Decision No. 89. However, I continue to disagree with the conclusion that the contract modification condition does not apply to this contract. Since the contract was in effect when the merger was consummated, this condition should certainly apply to the terms of the original contract. I do not agree with the conclusion that Amendment Three to the contract was “major surgery resulting in a new contract.” The amendment did not change the major terms of the contract, e.g., parties, volume, origin, destination, etc. However, I would agree that there is question as to whether or not the condition should apply to the provision of the amendment which extended the contract period for one year. I also believe that it may be technically difficult to segregate other contract and amendment provisions.
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<td>50010</td>
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</tbody>
</table>

10/27/2000 Standing selected: 'POR'
SERVICE LIST FOR: 27-Oct-2000 ICC FD 32760 0 UNION PACIFIC CORPORATION, UNION PAC

PATRICK C HENDRICKS
STATE LEGISLATIVE DIRECTOR UTU
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IES UTILITIES, INC.
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WEINER
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ROBERT ZELENKA
FARMERS ELEVATOR ASSOC OF MN
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HON WILLIAM J JANKLOW
GOVERNOR
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PIERRE SD 57501-5070 US

TERRY C WHITESIDE
WHITESIDE & ASSOCIATES
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BILLINGS MT 59101 US

HON MARC RACICOT
GOVERNOR STATE OF MONTANA
STATE CAPITOL
HELENA MT 59620 US

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FLETCHER & SIPPEL LLC
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CHICAGO IL 60601-6721 US

WILLIAM C SIPPEL
FLETCHER & SIPPEL LLC
180 N STETSON AVE SUITE 3125
CHICAGO IL 60601-6721 US

10/27/2000 Standing selected: 'POR'
<table>
<thead>
<tr>
<th>Name</th>
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<tbody>
<tr>
<td>Barrett Hatches</td>
<td>8300 College Blvd Overland Park KS 66210 US</td>
</tr>
<tr>
<td>John Jay Rosacker</td>
<td>Kansas Dept of Transp 217 SE 4th St 2nd Floor Topeka KS 66603 US</td>
</tr>
<tr>
<td>Tim Norton</td>
<td>City of Haysville PO Box 200 West Grand Haysville KS 67060 US</td>
</tr>
<tr>
<td>James J Irlandi</td>
<td>Skill Transportation Consulting Inc 1809 N Broadway/Suite F Wichita KS 67214 US</td>
</tr>
<tr>
<td>Robert K Glynn</td>
<td>Hoisington Chn of Comm 123 North Main Street Hoisington KS 67544 US</td>
</tr>
<tr>
<td>Junior Strecker</td>
<td>Chairman Mountain-Plains Communities &amp; Shippers Coalition 123 North Main St Hoisington KS 67544 US</td>
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<tr>
<td>Larry Wzorek</td>
<td>Law Department Union Pacific RR Co. 1416 Dodge Street Omaha NE 68179 US</td>
</tr>
<tr>
<td>Louise A. Rinn</td>
<td>Union Pacific RR Co. 1416 Dodge Street Room 830 Omaha NE 68179 US</td>
</tr>
<tr>
<td>Robert T Opal</td>
<td>Union Pacific Railroad Co 1416 Dodge Street RM 830 Omaha NE 68179-0001 US</td>
</tr>
<tr>
<td>Dan Rosenthal</td>
<td>Public, Transp. Engineer Nebraska Dept. of Roads P O Box 94759 Lincoln NE 68509-4759 US</td>
</tr>
<tr>
<td>W. F. Carter</td>
<td>Albermarle Corporation 451 Florida Street Baton Rouge LA 70801 US</td>
</tr>
<tr>
<td>Joe N. Hampton</td>
<td>Oklahoma Grain &amp; Feed Association 2309 North Tenth, Suite E Enid OK 73701 US</td>
</tr>
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</table>

10/27/2000 Standing selected: 'POR'
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B KENNETH TOWSEND JR
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FT WORTH TX 76131 US

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WOODHARBOR ASSOCIATES
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JAMES V WOODRICK
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MAK TOBEY
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SERVICE LIST FOR: 27-oct-2000 ICC FD 32760 0  UNION PACIFIC CORPORATION, UNION PAC

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HON. ROBERT JUNELL
TEXAS HOUSE OF REP.
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EL PASO TX 79938 US

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GOVERNOR
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RESOURCE DATA INT'L
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BOULDER CO 80302 US

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CITY OF PUEBLO
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PUEBLO CO 81003 US

CARDON G. BERRY
KIOWA CO. CCMISSIONERS
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EADS CO 81036 US

JOHN R STULP
SECED
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LAMAR CO 81052 US

LEROY E. MAUCH
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TX HOUSE OF REPRESENTATIVES
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AUSTIN TX 78768 US

ROBERT M. SAUNDERS
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AUSTIN TX 78768-2910 US

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ЕНГЛЕВЮД CO 80112 US

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ALFERS & CARVER
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DENVER CO 80203 US

SUE BALLENSKI, PHYSICAL RESOURCES
USDA FOREST SERVICE
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C/O CO MTN COLLEGE, TIMBERLINE CAMPUS
901 S HWY 24
LEADVILLE CO 80461 US

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

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 ROESCH
BENT COUNTY
PO BOX 350
LAS ANIMAS CO 81054 US

SERVICE LIST FOR: 27-oct-2000 ICC FD 32760 0 UNIO...
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<tr>
<td>RONALD L. RENCHEL</td>
<td>WESTERN SHIPPERS COAL. 136 SOUTH MAIN STREET STE 1000</td>
<td>SALT LAKE CITY</td>
<td>UT</td>
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<tr>
<td>JEFFREY B. GROY</td>
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<tr>
<td>HON. DEEDEE CORRADINI</td>
<td>451 SOUTH STATE STREET, ROOM 306</td>
<td>SALT LAKE CITY</td>
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<td>CHPISTOPHER E. BRAMHALL</td>
<td>451 SOUTH STATE ST, ROOM 505</td>
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<td>HONORABLE MICHAEL O. LEAVITT</td>
<td>ATTN: ROBIN L. RIGGS, GC TO GOVERNOR 210 STATE CAPITOL</td>
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<tr>
<td>REED M. RICHARDS</td>
<td>STATE OF UTAH 236 STATE CAPITOL</td>
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<td>F MARK HANSEN</td>
<td>431 N 1300 W</td>
<td>SALT LAKE CITY</td>
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<td>LYNETTE W. THIRKILL, LOGISTICS MANAGER</td>
<td>GR. SALT LAKE MINERALS P O BOX 1190</td>
<td>OGDEN</td>
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<td>KENNETH C. JOHNSON, V PRES &amp; GEN COUNSEL</td>
<td>GENEVA STEEL COMPANY P O BOX 2500</td>
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<td>PO BOX 2500</td>
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<td>CAROL HEATHINGTON</td>
<td>1300 W WASHINGTON</td>
<td>PHOENIX</td>
<td>AZ</td>
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<td>FRANK E. HANSON, JR</td>
<td>MAGMA METALS COMPANY 7400 NORTH ORACLE ROAD, SUITE 200</td>
<td>TUCSON</td>
<td>AZ</td>
<td>85704 US</td>
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<td>MICHAEL E. HALLEY</td>
<td>CITY OF RENO P O BOX 1900</td>
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<tr>
<td>O. KENT MAHER</td>
<td>33 WEST FOURTH ST P O BOX 351</td>
<td>WINNEMUCCA</td>
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<td>R. MICHAEL MCCORMICK</td>
<td>HUMBOLDT COUNTY DA P O BOX 909</td>
<td>WINNEMUCCA</td>
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<tr>
<td>FRANK D GAUS</td>
<td>805 KUENZIL ST # 149</td>
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<tr>
<td>CHARLES E. MCNEELY</td>
<td>CITY OF RENO P. O. BOX 1900</td>
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<td>STEVE VARELA</td>
<td>PO BOX 1900</td>
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<td>BILL STAAB</td>
<td>RR DONELLEY &amp; SONS CO 14100 LEAR BOULEVARD</td>
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<td>SCOTT HUTCHERSON</td>
<td>EAGLE-PICHER MINERALS INC 6110 PLUMAS ST</td>
<td>RENO</td>
<td>NV</td>
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</table>
SERVICE LIST FOR: 27-oct-2000 ICC FD 32760 0 UNION PACIFIC CORPORATION, UNION PAC

CHARLES A BRACHT
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SEVERSON & WAGONER
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OAKLAND CA 94607 US

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

10/27/2000 Standing selected: 'POR' Page 15
SERVICE LIST FOR: 27-oct-2000 ICC FD 32760 0 UNION PACIFIC CORPORATION, UNION PAC

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P O BOX 1215  
COOS BAY OR 97420 US  

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

ANN DEKOSTER  
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CHARLES H MONTANGE  
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SEATTLE WA 98177 US

ANDREA RINIKER  
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MARCELLA M. SZEI  
CANADIAN PACIFIC RAILWAY COMPANY  
401 9TH AVE SW SUITE 500 GULF CANADIAN SQUARE  
CALGARY AB T2P 4Z4 CD

Records: 336
By pleading filed December 30, 1999, The Burlington Northern and Santa Fe Railway Company (BNSF) has requested a 15-day extension, from January 3, 2000, to January 18, 2000, of the deadline for filing its next quarterly progress report in this proceeding. The request is reasonable and will 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. BNSF has until January 18, 2000, to file its next quarterly progress report in Finance Docket No. 32760.

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

By the Board, Vernon A. Williams, Secretary.

Vernon A. Williams
Secretary
<table>
<thead>
<tr>
<th>Name</th>
<th>Company</th>
<th>Address</th>
</tr>
</thead>
<tbody>
<tr>
<td>Paul K. Biba</td>
<td>House Counsel</td>
<td>Formosa Plastics Corp. 9 Peach Tree Hill Road</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Livingston, NJ 07039 US</td>
</tr>
<tr>
<td>Oscar J. Abello</td>
<td>President</td>
<td>&quot;K&quot; Line America, Inc. 535 Mountain Avenue</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Murray Hill, NJ 07974 US</td>
</tr>
<tr>
<td>George J. Francisco, Jr.</td>
<td></td>
<td>Ellipse Shipping Center 4201 Church Road - Suite 7</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Mt Laurel, NJ 08054 US</td>
</tr>
<tr>
<td>Alexander H. Jordan</td>
<td>Western Shippers Coalition</td>
<td>210 North Ave, New Rochelle, NY 10801-6402 US</td>
</tr>
<tr>
<td>Richard J. Ressler</td>
<td>Union Pacific Corp.</td>
<td>Eighth and Eaton Avenues, Martin Tower, Bethlehem, PA</td>
</tr>
<tr>
<td></td>
<td></td>
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</tr>
<tr>
<td>William E Harvey</td>
<td></td>
<td>3801 West Chester Pike, Newton Square, PA 19073 US</td>
</tr>
<tr>
<td>Anne E Treadway</td>
<td>Consolidated Rail Corp.</td>
<td>PO Box 41416, 2001 Market Street, Philadelphia, PA</td>
</tr>
<tr>
<td></td>
<td></td>
<td>19101-1416 US</td>
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<tr>
<td>Jonathan M Broder</td>
<td>Consolidated Rail Corp.</td>
<td>PO Box 41416, 2001 Market Street 16-A, Philadelphia, PA</td>
</tr>
<tr>
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<tr>
<td>Bruce B. Wilson</td>
<td>Consolidated Rail Corp.</td>
<td>2001 Market Street, Philadelphia, PA 19101-1417 US</td>
</tr>
<tr>
<td>Eric M Hocky</td>
<td></td>
<td>Gollatz Griffin Ewing 213 West Miner Street</td>
</tr>
<tr>
<td></td>
<td></td>
<td>West Chester, PA 19381-0796 US</td>
</tr>
<tr>
<td>Martin W Bercovici</td>
<td></td>
<td>Keller &amp; Heckman, LLP 1001 G St NW Suite 500 West</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Washington, DC 20001 US</td>
</tr>
<tr>
<td>Ken Wilson</td>
<td></td>
<td>282 Baldwin Ave, Hasbrouck Heights, NJ 07604-2304 US</td>
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<tr>
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<td>Murray Hill, NJ 07974 US</td>
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<tr>
<td>John F. McHugh</td>
<td></td>
<td>20 Exchange Place 51st Floor, New York, NY 10005 US</td>
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<tr>
<td>R J Henefeld</td>
<td></td>
<td>PPG Industries, Inc. One PPG Place, Pittsburgh, PA</td>
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<td>Carl W. von Bernuth</td>
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<tr>
<td>Larry T. Jenkins</td>
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<td>Arco Chemical Company 3801 West Chester Pike, Newton</td>
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<td>Square, PA 19073-3280 US</td>
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<td>Edward B. Hymson</td>
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<td>Constance L. Abrams</td>
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<td>HONORABLE GEORGE E BROWN JR</td>
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<td>HON SHERROD BROWN</td>
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<td>HONORABLE TIM HOLDEN</td>
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<td>HONORABLE FRANK MASCARA</td>
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<td>HON MARCY KAPTUR</td>
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<td>HONORABLE LLOYD DOGGETT</td>
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<td>HONORABLE RON LEWIS</td>
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<td>HONORABLE RICHARD J DURBIN</td>
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<td>HONORABLE SAM BROWNBACK</td>
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<td>HONORABLE HARRY REID</td>
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<td>HON ORABLE JOHN HOSTETTLER</td>
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<td>HON TOM DELAY</td>
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<td>HONORABLE EDWARD R. ROYCE</td>
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<td>HONORABLE CHRISTOPHER COX</td>
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<td>HONORABLE BRIAN P. BILBRAY</td>
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<td>HONORABLE RICHARD W. POMBO</td>
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<td>HONORABLE MIKE DOYLE</td>
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<td>HONORABLE NANCY PELOSI</td>
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<td>HON. THOMAS W EWING</td>
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<td>HON. ROBERT A. BORSKI</td>
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<td>HONORABLE KAREN MCCARTHY</td>
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<td>HONORABLE DANA RCHRABACHER</td>
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<td>HONORABLE HOWARD P. BUCK MCKEON</td>
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<td>HONORABLE MARY BONO</td>
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<td>HONORABLE KEN CALVERT</td>
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<td>HONORABLE XAVIER BECERRA</td>
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<td>HONORABLE TOM LANTOS</td>
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<td>HON. MICHAEL OXLEY</td>
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<td>HONORABLE GENE GREEN</td>
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<td>Hon. Thomas C. Sawyer</td>
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<td>Hon. Jay Dickey</td>
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<td>Hon. George Miller</td>
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</table>

01/03/2000  Standing selected: 'ALJ', 'GOV', 'MOC', 'POR'
SERVICE LIST FOR: 03-jan-2000 ICC FD 32760 0 UNION PACIFIC CORPORATION, UNION PAC

PETER J SHUTZ
CSX CORPORATION
901 E CARY ST 1 JAMES CENTER
RICHMOND VA 23211 US

ROBERT S. KORPANTY
MILITARY TRAFFIC MANAGEMENT COMMAND
720 THIMBLE SHOALS BLVD, SUITE 130
NEWPORT NEWS VA 23606 US

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

E. CALVIN CASSELL
EASTMAN CHEMICAL COMPANY
P O BOX 1990
KINGSPORT TN 37662 US

EDWARD S. CHRISTENBURY
400 WEST SUMMIT HILL DRIVE
KNOXVILLE TN 37902 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

RICHARD E KERTH
CHAMPION INTERNATIONAL CORPORATION
101 KNIGHTSBRIDGE DRIVE
HAMILTON OH 45020-0001 US

RONALD P MC LAUGHLIN
BROTHERHOOD OF LOCOMOTIVE ENGINEERS
1370 ONTARIO ST STAN BLDG
Cleveland OH 44113-1702 US

HON JEFF SMITH
CITY OF KENDALLVILLE
234 S MAIN STREET
KENDALLVILLE IN 46755-1795 US

BRUCE A. KLIMEK
INLAND STEEL
3210 WATLING STREET
EAST CHICAGO IN 46312 US

HONORABLE CHARLES E. GRASSLEY
UNITED STATES SENATE
210 WALNUT STREET
DES MOINES IA 50309-2140 US

LARRY B KARNES
TRANSPORTATION BUILDING
PO BOX 30050
425 WEST OTTAWA
LANSING MI 48909 US

HONORABLE CHARLES E. GRASSLEY
UNITED STATES SENATE
210 WALNUT STREET
DES MOINES IA 50309-2140 US

KENT M RAGSDALE
INTERSTATE POWER CO
PO BOX 769
DUBUQUE IA 52004 US

EDWIN C JERTSON
INTERSTATE POWER CO
P O BOX 769
1000 MAIN STREET
DUBUQUE IA 52004 US

PHILIP D. WARD, ET AL.
P O BOX 351
200 FIRST STREET SE
CEDAR RAPIDS IA 52406-0351 US

01/03/2000 Standing selected: 'ALJ', 'GOV', 'MOC', 'POR'
SERVICE LIST FOR: 03-jan-2000 ICC FD 32760 0 UNION PACIFIC CORPORATION, UNION PAC

THOMAS F MCFARLAND JR
MCFARLAND & HERMAN
20 NORTH WACKER DRIVE, SUITE 1330
CHICAGO IL 60606-3101 US

RONALD A. LANE
ILLINOIS CENTRAL RR
455 N CITYFRONT PLAZA DR 20TH FL
CHICAGO IL 60611 US

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

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

CLARENCE R. PONSNER
GENERAL CHAIRMAN, UTU
1400 20TH ST.
GRANITE CITY IL 62040-4607 US

SCOTT A RONEY
ARCHER DANIELS MIDLAND COMPANY
P O BOX 1470
4666 FARIES PARKWAY
DECATUR IL 62525 US

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

CAROL R DORIS
500 SOUTH SECOND STREET
SPRINGFIELD IL 62706 US

KIRK BROWN
ILLINOIS DOT, OFFICE OF THE SECRETARY
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

CHARLES ARDEN MENNELL, PRESIDENT
LACKLAND WESTERN RR CO
4712 REAVIS BARRACKS ROAD
ST LOUIS MO 63123-7421 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
KANSAS CITY 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

ROBERT P ERWIN JR
4800 MAIN ST SUITE 600
KANSAS CITY MO 64112 US

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

JACK HYNES, ADMINISTRATOR OF RAILROADS
MISSOURI DEPARTMENT OF TRANSPORTATION
PO BOX 270
105 WEST CAPITOL AVENUE
JEFFERSON CITY MO 65102 US

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

BARRETT HATCHES
8300 COLLEGE BLVD
OVERLAND PARK KS 66210 US
SERVICE LIST FOR: 03-jan-2000 ICC FD 32760 0 UNION PACIFIC CORPORATION, UNION PAC

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

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

TIM NORTON
CITY OF HAYSVILLE
PO BOX
200 WEST GRAND
HAYSVILLE KS 67060 US

ALAN R. POST
1803 STEFKIN STREET
WICHITA KS 67206-1758 US

JUNIOR STRECKER, CHAIRMAN
MOUNTAIN-PLAINS COMMUNITIES & SHIPPERS COALIT
123 NORTH MAIN ST
HOISINGTON KS 67544 US

JOHN F. LARKIN
4814 DOUGLAS ST
OMAHA NE 68132-0850 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

DAN ROSENTHAL, PUBLIC, TRANSP. ENGINEER
NEBRASKA DEPT. OF ROADS
P O BOX 94759
LINCOLN NE 68509-4759 US

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

SCOTT MANATT
P. O. BOX 473
CORNING AR 72422 US

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

NORMAN G MANLEY
CITY ATTORNEY, ANOVER CITY HALL
909 NORTH ANDOVER ROAD
ANDOVER KS 67002 US

DWAYNE H SHANNON
PO BOX 1138
WICHITA KS 67201 US

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

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

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

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

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

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

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

JCE N. HAMPTON
OKLAHOMA GRAIN & FEED ASSOCIATION
2303 NORTH TENTH, SUITE B
ENID OK 73701 US
SERVICE LIST FOR: 03-jan-2000 ICC FD 32760 0

THOMAS R. JACOBSEN
TU ELECTRIC
1601 BRYAN STREET STE 11-060
DALLAS TX 75201-3411 US

STEVEN A BRIGANCE
LEBOEUF, LAMB, ET AL
3715 PERKINS RD
ARLINGTON TX 76016-2609 US

RICHARD J SCHIEFELBEIN
WOODHARBOR ASSOCIATES
P O BOX 137311
7801 WOODHARBOR DRIVE
FORT WORTH TX 76179 US

ROBERT J. ROSSI
UNITED TRANSPORTATION UNION
2040 NORTH LOOP WEST SUITE 310
HOUSTON TX 77018-8112 US

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

MICHAEL P. FERRO
MILLENNIUM PETROCHEMICALS, INC.
P O BOX 2583
1221 MCKINNEY STREET SUITE 1600
HOUSTON TX 77252-2583 US

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

JOHN P. LARUE, EXECUTIVE DIRECTOR
THE PORT OF CORPUS CHRISTI
P O BOX 1541
222 POWER STREET
CORPUS CHRISTI TX 78403 US

JAMES V WOODRICK
1402 NUECES STREET
AUSTIN TX 78751-1586 US

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

LINDIL C FOWLER
GENERAL COUNSEL, RAILROAD COMMISSION OF TEXAS
1701 CONGRESS AVENUE
AUSTIN TX 78711-2967 US

JOEL T WILLIAMS III
STE 350, LB-126
4809 COLE AVENUE
DALLAS TX 75205 US

MICHAEL E ROPER
BURLINGTON NORTHERN SANTA FE CORPORATION
3017 LOU MENK DRIVE
FT WORTH TX 76131 US

GEN. COMMITTEE OF ADJUST. GO-895
UNITED TRANSPORTATION UNION
2040 NORTH LOOP WEST SUITE 310
HOUSTON TX 77018 US

JOHN D. BURKE
GREATER HOUSTON PORT BUREAU, INC
111 EAST LOOP NORTH
HOUSTON TX 77029 US

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

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

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

THOMAS A GRIEBEL
TEXAS DOT
125 E 11TH ST
AUSTIN TX 78701 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
P O BOX 12548
AUSTIN TX 78711-2548 US

DONALD T CHEATHAM
10220-E METROPOLITAN DR
AUSTIN TX 78758 US

01/03/2000 Standing selected: 'ALJ','GOV','MOC','POR'
SERVICE LIST FOR: 03-jan-2000 ICC FD 32760 0  UNION PACIFIC CORPORATION, UNION PAC

WAYNE L. STOCKEBRAND
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

RALPH RUPP
P O BOX 2500
PROVO UT 84603 US

CAROL HEATHINGTON
1300 W WASHINGTON
PHOENIX AZ 85007 US

FRANK E. HANSON, JR
MAGMA METALS COMPANY
7400 NORTH ORACLE ROAD, SUITE 200
TUCSON AZ 85704 US

O. KENT MAHER
33 WEST FOURTH ST
PO BOX 351
WINNEMUCCA NV 89446 US

FRANK D GAUS
805 KUENZIL ST # 149
RENO NV 89502 US

DORI OWEN, SPECIAL PROJECTS MANAGER
REDEVELOP LAND AGENCY
490 S CENTER STREET STE 203
RENO NV 89505 US

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

F MARK HANSEN
404 EAST 4500 SOUTH SUITE B-34
SALT LAKE CITY UT 84107 US

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

HONORABLE MICHAEL O. LEAVITT
ATTN: ROBIN L. Figgs, GC TO GOVERNOR
210 STATE CAPITOL
SALT LAKE CITY UT 84114 US

LYNETTE W. THRICKILL, LOGISTICS MANAGER
GR. SALT LAKE MINERALS
P O BOX 1190
OGDEN UT 84402 US

KENNETH C. JOHNSEN, V PRES & GEN COUNSEL
GENEVA STEEL COMPANY
P O BOX 2500
PROVO UT 84603 US

HONORABLE BOB STUMP
U.S. HOUSE OF REPRESENTATIVES
230 N. 1ST AVE., VOOM 2001
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