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Item No. _____

Page Count 1

Feb 21 369

February 21, 1996

OF ALL

PROCEEDINGS



Office of the Secretary
Surface Transportation Board
12th Street and Constitution Avenue NW
Washington, D.C. 20423

RE: UP/SP MERGER

FD 32760

Dear Sir:

I am writing this letter to let you know of my strong opposition to the proposed Union Pacific/Southern Pacific Railroad merger. This merger, if approved, would have grave consequences for many employees of the two railroads. The loss of jobs, transfers and other hardships on workers would disrupt many families. This is not fair to the workers that have worked hard to make these respective railroads what they are today.

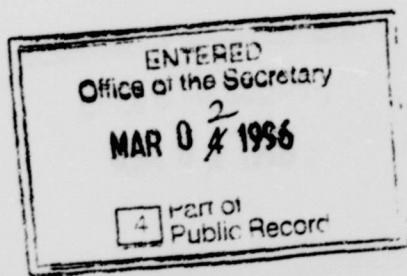
Another concern I have is that if this merger is approved, it would create a railroad monopoly in the Western portion of the country, and the State of Texas. This is not right to allow one railroad to be so dominant.

Again I am asking that a fair hearing be given to this merger. Thank you.

Cordially,

Thomas J. Hayes, Jr.

Thomas J. Hayes, Jr.
3688 Sainsbury Ct..
St. Charles, MO 63303-3199



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2-29-96

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Item No. _____

Page Count 2

Feb 28 368

EL CO., Inc.

ARK, ILLINOIS 60160

708-345-8180 FAX 708-345-0230

800-323-0745 TELEX 254 808-KRHR UR

February 23, 1996

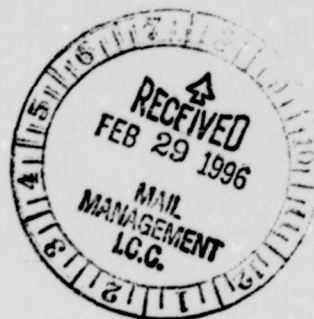
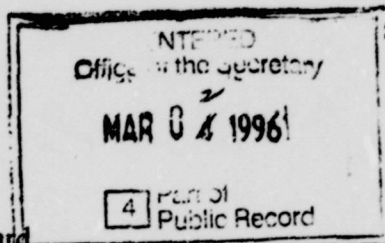
Mr. Vernon A. Williams

Secretary

Surface Transportation Board

12th & Constitution Avenue, NW

Washington, D.C. 20423



RE: F.D.32760; The Texas Mexican Railway Co. - Operating Authority over the Union Pacific-Southern Pacific RR lines to Houston, TX and Beaumont, TX.

Dear Mr. Williams:

I am the Traffic Manager of Kreher Steel Co. and have held that position for the past two years. I am responsible for the movement of 50,000 net tons of steel bars and billets annually by rail, truck, and water transport.

Kreher Steel Co. is a Service Center of steel bars and billets. We own warehouses in Melrose Park, IL and Houston, TX and own a distribution yard in Midlothian, TX. In addition we maintain inventories in publicly-owned warehouses in Ambridge, PA, Cleveland, OH, Wayne, MI, Laredo, TX, Fontana, CA, Portland, OR, and Fort Smith, AR. Inventories are also maintained at various processors located within the United States. We utilize the rail services of numerous Class I railroads, including the Norfolk Southern, the Burlington Northern Santa Fe, the Southern Pacific, and Conrail. In addition to the rail service, we have been able to utilize the rail-truck delivery and truck-rail delivery services now offered by many of the railroads. Most of our rail movements originate at our steel suppliers or ports of New Orleans, LA and Houston, TX for movement into our warehouses.

We strongly support the Texas Mexican Railway's application for trackage rights over the Union Pacific-Southern Pacific Railroads into the Houston switch district. Our public warehouse in Laredo, TX is served by the Texas-Mexican Railroad. With the purchase of the Southern Pacific RR by the Union Pacific, a reduction in competitive service from this southwestern market will develop. Permission to allow the Texas Mexican Railway to serve this market will preserve competition and will enable us to more efficiently serve our Midwestern customers.

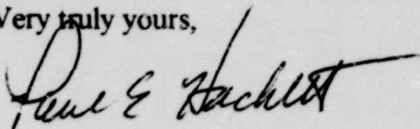
ADVISE OF ALL
PROCEEDINGS



Prior to the establishment of our warehouse on the Texas Mexican Railway, numerous requests for rates, service, and car supply went unanswered by the Union Pacific RR. With the interchange between the Tex-Mex and the SP at Corpus Christi, we were permitted the opportunity to establish a competitive shipping point to serve our Midwestern market. We are fearful that the purchase of the SP by the UP could end our ability to supply NAFTA-produced products to our customers at competitively-priced transportation.

For these reasons, I believe the Texas Mexican Railway should be given authority to operate into Houston switch district over the UP-SP trackage. We strongly support this action.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Paul E. Hackett", with a long, sweeping horizontal stroke extending to the right.

Paul E. Hackett
Traffic Manager

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Item No. _____

Page Count 2

Feb # 367

E COUNTY COMMISSION

thouse, 47 South Main, Tooele, Utah 84074

Phone: (801) 882-9150

TOOELE



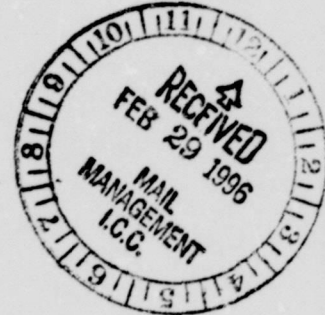
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ENTERED
Office of the Secretary

MAR 04 1996

4 Part of
Public Record

February 14, 1996



Vernon A. Williams, Secretary
Surface Transportation Board
Room 1324
Twelfth Street & Constitution Avenue N.W.
Washington, D.C. 20423

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

Dear Secretary Williams:

We, the Tooele County Commission of Tooele, Utah, are writing to strongly urge support and prompt approval for the proposed merger between Union Pacific Railroad Company and Southern Pacific Transportation Company.

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

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

ADVISE OF ALL

PROCEEDINGS

Commissioners: Terry Hunsaker, Chairman; Gary M. Griffith, Lois E. McArthur,

Administrative Assistant: Cheryl Adams

"The Best of Both Worlds"

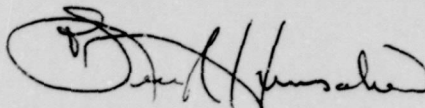
February 14, 1996

Page 2

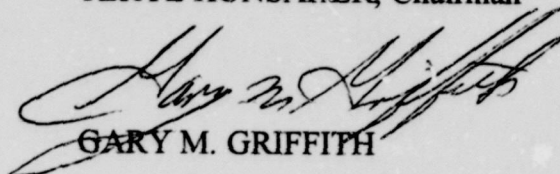
In summary, the proposed UP/SP merger will dramatically improve rail services within the State of Utah. Competition will be strengthened with entry of BN/SF to serve Utah points now jointly served by UP and SP. Future concerns regarding SP service, finances and capital constraints will be overcome, and SP customers will have the assurance of long-term, top-quality service from a financially strong railroad. We urge your approval of the proposed merger.

Sincerely,

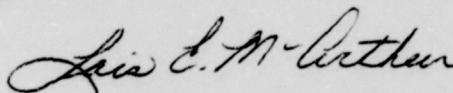
TOOELE COUNTY COMMISSION



TERYL HUNSAKER, Chairman



GARY M. GRIFFITH



LOIS E. McARTHUR

DJA:rw

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2-29-96

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Item No. _____

Page Count 2File # 332**SCHOOL DISTRICT #355**

Moving to Excellence

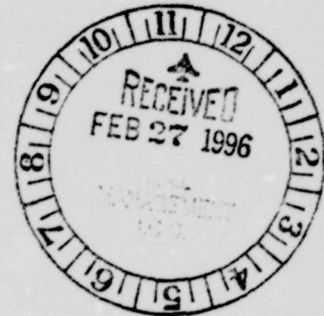
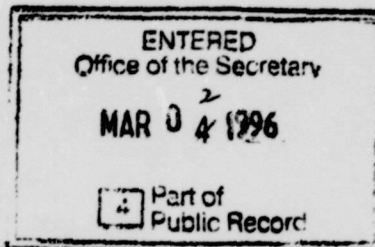
215 E. 3rd

Ellinwood, Kansas 67526-0368

(316) 564-3226 Fax (316) 564-3003

Terry McGreevy,
Superintendent

February 22, 1996

Lloyd Kurtz,
Business Manager/Clerk

Vern Williams
Secretary
Surface Transportation Board
12th and Constitution, N.W.
Washington, D. C. 20423-001

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

Dear Vern Williams:

I am Terry McGreevy, Superintendent of Ellinwood Unified School District #355. Ellinwood USD adjoins the Hoisington USD # 431 and Claflin USD # 354, on the south. We are all three members of the Area Resource Center of Central Kansas, the Barton County Special Education Co-op, and are working together to incorporate an Instructional Television Network with Barton County Community College and the area schools. Through the years we have developed many shared educational programs that benefit all of our students and patrons. Due to this close relationship and the direct and indirect negative impact of the proposed Union Pacific-Southern Pacific merger on my school district, I must oppose the merger.

Although only three families work directly for the railroad, the loss of their children would result in a \$30,000 deficit to my district's General Fund Budget. Further, the loss of students in the other Barton County schools would in effect raise my contribution to the Service Center, Special Education Co-op, Head Start Program and ITV Network. The net negative impact would likely exceed \$50,000. This will have a negative impact on every student in my school and every tax payer in my district.

I understand there is a more equitable and efficient way to render a decision, and I unequivocally oppose the proposed merger and endorse the Mountain - Plains Communities & Shippers Coalition position for divestiture of the Missouri Pacific, Western Pacific, Denver and Rio Grande, Southern Pacific and Union Pacific Railroad, from St. Louis to Kansas City (Missouri Pacific Line), from Kansas City to Pueblo

ADVISE OF ALL PROCEEDINGS

BOARD OF EDUCATION

Michael Brauer, President
Sherry DeWerff, Vice President
Alan Schneweis
Blaine Ammeter

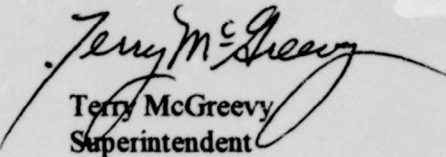
Karen Sessler
Randy Haddon
Nova Bowman

(Missouri Pacific Line) from Pueblo to Dotsero (Denver and Rio Grande Line) and from Dotsero to the West Coast on all combined entities existing prior to the 1982 merger of Union Pacific - Missouri Pacific/Western Pacific ICC Docket 30,000 Oct. 1982.

This action would allow for another or combination of Class I Rail Carriers to offer a true 3rd Carrier opportunity to shippers and manufacturers along this line, that otherwise would have approximately 455 miles of the transcontinental central corridor abandoned or scheduled for abandonment with this proposed merger.

Thank you for your consideration in resolving this matter in the best interest of the children in the public schools of Kansas as well as the needs of the Railroads, that are so necessary to those of us who choose to live in the Great Plains.

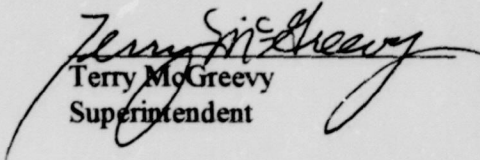
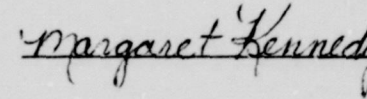
Sincerely,


Terry McGreevy
Superintendent

VERIFICATION

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

Executed on February 22, 1996

  Witness
Terry McGreevy
Superintendent

cc: Randy Evans, Hoisington Superintendent of Schools
Robert Glynn, Hoisington Chamber Director

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Board of Supervisors

61499
County of Lassen



District 1
CLAUDE R. NEFF
District 2
JIM CHAPMAN
District 3
JEAN P. LOUI
District 4
GARY H. LER
District 5
LYLE L. LOUGH

Item No. _____

Page Count 1

Feb II 362

WILLIAM D. BIXBY, Administrative Officer
Lassen County Administration Building
707 Nevada Street
Susanville, CA 96130

(916) 251-8333
FAX: (916) 257-4898

February 16, 1996

Interstate Commerce Commission
1201 Constitution Avenue
N.W. Washington D. C. 20423

Attn: Finance Docket # 32760 Notice of Participation



The purpose of this letter is to request that the County of Lassen be allowed to participate in the proposed Southern Pacific Transportation Company merger application process that would permit the abandonment of an approximately 85.5 mile line of railroad between Alturas and Wendel, in Lassen and Modoc Counties.

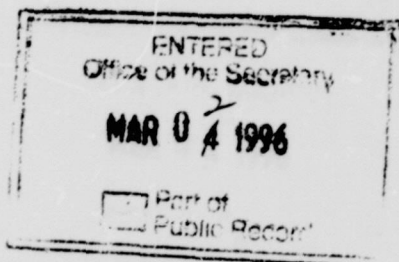
It is recognized that this notice of participation is being filed late, however, no individual or entity would be harmed by the County's participation in this process and it may significantly impact Lassen County. Please advise me as soon as possible of your consideration of this request.

Sincerely,

Lyle L. Lough
Supervisor, District 5

LLL:re

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**ADVISE OF ALL
PROCEEDINGS**

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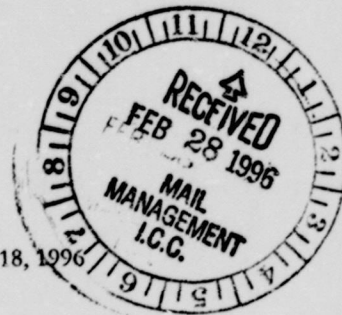
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FD 32760
Item No. _____ OF THE SECRETARY

Page Count 1

Feb # 357



February 18, 1996

12TH STREET AND CONSTITUTION AVE. NW
WASHINGTON, DC 20423

Dear MR. SECRETARY

My name is Gary Mang. I'm a citizen of good and moral stature. I come from what you would call a middle class income family. For the last sixteen years I have been working for Union Pacific RR as a track inspector. As every job has it's moments of good and bad, even when things are not going my way, I still keep a positive attitude and try to be a positive role model for my children and co-workers. Back in 1980, I hired on with Union Pacific RR thinking that it would be a good job for a high school student who just graduated and who was looking for his big independence from mom and dad. I was told that the railroad would be a good start. It had fair wages, benefits, and most of all a good retirement.

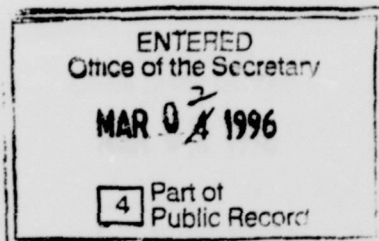
As of lately, what was mentioned above about all the good things about working for Union Pacific RR has been over taken by what we call greed. Their business behavior has been unethical. They run this company by budgets and not safety. They have down sized so much that just going to work in the morning makes you think **WILL I MAKE IT HOME TONIGHT SAFELY TO SEE MY FAMILY AGAIN?**

Now I have been informed that Union Pacific RR and Southern Pacific want to merge. As a person who has a business background and first hand knowledge of the railroad industry, I could only see this merger as a ploy to monopolize the Western half of the United States. If this merger is approved it will be devastating !!! It will mean jobs lost for thousands of employees. It will raise prices for the small businesses who want to use rail service, and most of all it will endanger all of the communities who work or live near the poorly maintain railroad tracks!!! Just look at this last week, derailments in California, St. Paul Minnesota, and Maryland. The only reason communities are taking notice is that the media is giving coverage, due to the fact the fatalities are in high numbers. If they really investigated they would find out that this is a weekly occurrence for railroad employees being killed on the job. If you approve this merger, then you are saying that it is OK to kill innocent people and destroy there families.

SIR, I ENCOURAGE YOU TO TAKE A STAND AGAINST THIS MERGER AND LET THESE GREEDY CORPORATE GIANTS EARN THEIR MONEY BY COMPETING AGAINST EACH OTHER THE AMERICAN WAY.

IN ALL, THE U.P.R.R. AND S.P.R.R MERGER IS BAD FOR OUR COUNTRY, AND SHOULD BE REJECTED.

If you have any questions about this merger and the effects it will have, please feel free to call me. Also if you would like to witness this first hand please come out and work with me for a day.



Thank you
Gary Mang
35242 AVE. H
Yucaipa Calif. 92399
(909) 795-5745

ADVISE OF ALL
PROCEEDINGS

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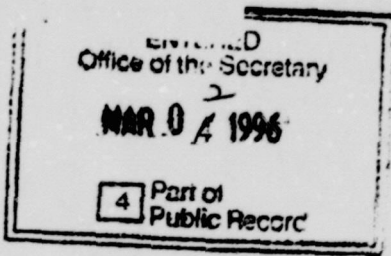
Item No. _____

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Amerifreigh Page Count 2
5151 S. Lawnd Feb II 356
Summit, IL 60



February 26, 1996



Mr. Vernon Williams
Surface Transportation Board
Room 3315
12th and Constitution, N.W.
Washington, D.C. 20423-0001

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

Dear Mr. Williams:

My name is Richard Oye. I am the Pricing Manager at Amerifreight. Our address is 5151 S. Lawndale, Summit, IL, 60501. I have been with Amerifreight for three years and have been involved in intermodal transportation for eight years.

Our company ships soap and candy from Chicago and St. Louis to various locations including Mexico. On an annual basis, we move between 300-400 intermodal trailers over Laredo, TX to destinations in Mexico.

Our company has a strong interest in competitive rail transportation between the United States and Mexico. The Laredo/ Nuevo Laredo gateway is the primary route for shipments between the two countries for our traffic. This gateway possesses the strongest infrastructure of customs brokers. It also provides the shortest routing for moving fertilizers from our facilities to Mexico.

Our company depends on competition to keep prices down and to spur improvements in products and services. For a number of years, Union Pacific and Southern Pacific have competed for our traffic via Laredo, resulting in cost savings. TexMex has been Southern Pacific's partner in reaching Laredo in competition with Union Pacific, as Southern Pacific does not reach Laredo directly.

A merger of Union Pacific and Southern Pacific most likely will eliminate our competitive alternatives via the Laredo gateway. Although these railroads have recently agreed to give certain trackage rights to the new Burlington Northern Santa Fe Railroad, we do not believe the BNSF, as the only other major rail system remaining in the Western United States, will be an effective competitive replacement for an independent Southern Pacific on this important route.

I understand there is an alternative that will preserve effective competition for my traffic. TexMex has indicated a willingness to operate over trackage rights from Corpus Christi (or purchase trackage where possible) to connect with other rail carriers to provide

ALL INFORMATION CONTAINED HEREIN IS UNCLASSIFIED

Amerifreight

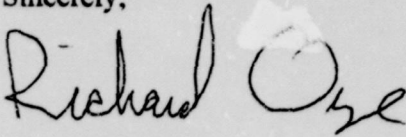
5151 S. Lawndale Ave.

Summit, IL 60501

efficient competitive routes. Trackage rights operating in such a way as to allow TexMex to be truly competitive are essential to maintain competition at Laredo that would otherwise be lost in the merger. Thus I urge the Commissioners to correct this loss of competition by conditioning this merger with a grant of trackage rights via efficient routes between Corpus Christi and these connecting railroads.

Economical access to international trade routes should not be jeopardized when the future prosperity of both countries depends so strongly on international trade.

Sincerely,

A handwritten signature in cursive script that reads "Richard Oye". The signature is written in dark ink and is positioned to the right of the word "Sincerely,".

Richard Oye
Pricing Manager

RAO/mat

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Item No. _____

Page Count 2

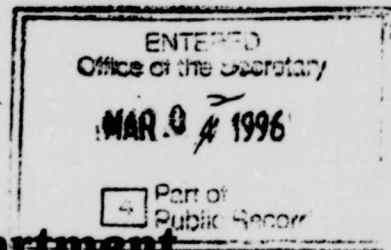
FEB # 355



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OF NEW MEXICO

Economic Development Department



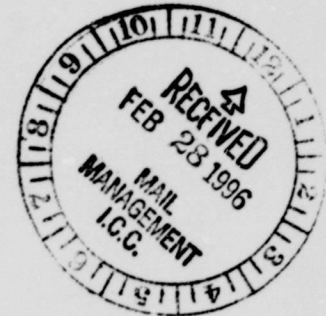
Gary E. Johnson
Governor

Joseph M. Montoya Building
P.O. Box 20003
Santa Fe, New Mexico 87504-5003
Phone: (505) 827-0300

Gary D. Bratcher
Cabinet Secretary

February 20, 1996

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Room 2215
Twelfth Street and Constitution Avenue, NW
Washington, D.C.



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

Dear Secretary Williams:

As Cabinet Secretary for Economic Development here in New Mexico, I know how important our total transportation system is to the economic well being of our State. I am writing to urge your agency's approval for the proposed merger between Union Pacific Railroad and Southern Pacific Railroad companies. I am convinced that this merger will provide significant economic benefits not only to the companies involved, but to the State of New Mexico and the western United States as well.

For Southern Pacific customers in New Mexico, the UP/SP merger should provide an assurance that they will receive high quality rail service from a financially strong railroad. They will gain the advantage of dealing with a merged railroad with a broad route structure that will provide fast, more reliable service, particularly for time sensitive intermodal freight. The expanded route structure will open up important new rail markets for our shippers and receivers in the Pacific Northwest and the Midwest. New Mexico shippers and receivers will obtain better access to distant markets and will benefit from having their products and supplies move on a single railroad system rather than being handed off from one railroad to another.

Importantly, the merged railroad will have the financial resources needed to invest in capacity, technology and service improvements. After the merger, the combined UP/SP plans to upgrade the Tucumcari route and to add needed capacity to SP's southern corridor route, which traverses the southern part of our state. We also look forward to working with the merged company on industrial development ventures to create new opportunities for New Mexico shippers and receivers who need an effective and highly efficient rail system in order to participate in the new increasingly global marketplace.

ADVISE OF ALL
PROCEEDINGS

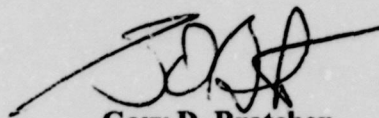
The Honorable Vernon A. Williams

February 20, 1996

Page 2

Additionally, the North American Free Trade Agreement (NAFTA) and the Intermodal Surface Transportation Efficiency Act (ISTEA) have opened up new possibilities for states, like New Mexico, wishing to promote international trade and commerce utilizing rail. Most importantly, reliable rail service between adjacent states and the Republic of Mexico will be fundamental to the success of the Camino Real Intermodal Port-of-Entry at Santa Teresa.

Sincerely,

A handwritten signature in black ink, appearing to read 'GDB', with a long horizontal line extending to the left.

**Gary D. Bratcher
Cabinet Secretary**

GDB/msw

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2-28-96

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Item No. _____

Page Count 1

File # 354

61491

William E. Lewis, Esq.
A Professional Law Corporation

United Bank & Trust Bldg.
2714 Canal Street, Suite 407
New Orleans, LA 70119

February 22, 1996

Phone: 504-822-0220
Fax: 504-822-0255

Office of the Secretary
Surface Transportation Board
1201 Constitution Avenue, N.W.
Washington, D.C. 20423



Re: Finance Docket No. 32760, Union Pacific Corporation, Union Pacific Railroad Company and Missouri Pacific Railroad Company -- Control and Merger -- Southern Pacific Rail Corporation, Southern Pacific Transportation Company, et al; Our File No.: 95-C-018

Dear Sir/Madam:

This correspondence is regarding the above captioned matter. Please be advised that our dispute with Southern Pacific Rail Corporation has been resolved.

Accordingly, on behalf of my client, Life Center Full Gospel Baptist Church, please remove my name from your mail listing, as a party of record.

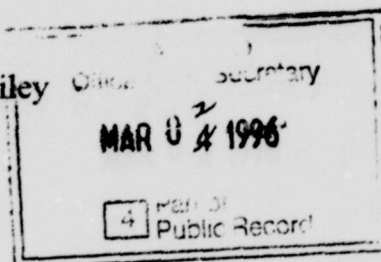
Thank you in advance for your cooperation.

Sincerely,

William E. Lewis, Esq.

WEL/gmj

cc: Bishop J. Douglas Wiley



ADVISE OF ALL
PROCEEDINGS

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2-28-96

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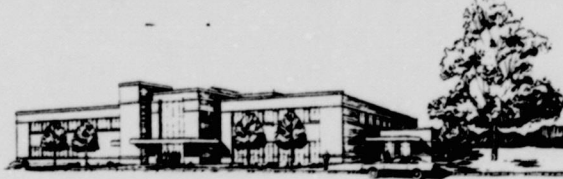
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Page Count _____

Page 353

City of McHenry

333 South Green Street



McHenry, Illinois 60050-5642

February 19, 1996



Clerk's Office and
Administration
(815) 363-2100
FAX: (815) 363-2119

Public Works,
Building and Zoning
(815) 363-2170
FAX: (815) 363-2173

Parks and
Recreation
(815) 363-2160

Police
(Emergency)
(815) 363-2200
FAX: (815) 363-2149

Mr. Vernon Williams
Secretary
Surface Transportation Board
12th Street and Constitution Avenue, NW
Washington, DC 20423

RE: Finance Docket 32760 - Union Pacific/Southern Pacific

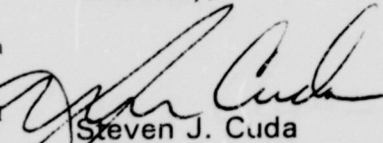
Dear Mr. Williams:

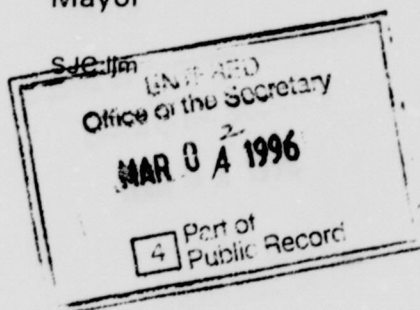
My name is Steven Cuda. I am the Mayor of the City of McHenry, Illinois.

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

I support this acquisition because the service improvements and strengthened competition emanating from this merger will result in greater economic development in McHenry County, Illinois, as well as the surrounding areas which the UP/SP routes will service. Furthermore, Union Pacific Railroad has always been very accommodating to the City of McHenry. They have served the City well in connection with property which the City owns at the train depot in McHenry, Illinois (Main Street Station).

Sincerely,


Steven J. Cuda
Mayor



**ADVISE OF ALL
PROCEEDINGS**

Mayor
Steven J. Cuda
City Clerk
Pamela J. Althoff

Treasurer
Lillian Cairns

Aldermen

WARD 1
William J. Bolger

WARD 2
Terence W. Locke

WARD 3
Gregory C. Bates

WARD 4
David T. Lawson

WARD 5
William V. Baird

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2-28-96

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FEBRUARY 23, 1996

OFFICE OF THE SECRETARY
SURFACE TRANSPORTATION BOARD
12TH STREET AND CONSTITUTION AVE
N.W. WASHINGTON, DC 20423

Item No. _____

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Feb # 352

FD 32760

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GENTLEMEN:

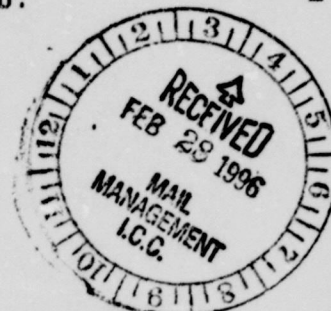
THE UNION PACIFIC AND SOUTHERN PACIFIC RAILROAD MERGER IS FAR MORE ANTI-COMPETITIVE THAN THE SANTA FE-SOUTHERN PACIFIC MERGER REJECTED IN 1988. PLEASE, PLEASE STOP THE DECIMATION OF OUR JOBS SO GREEDY OWNERS CAN GET RICHER.

THIS MERGER IS BAD FOR OUR COUNTRY. IT SHOULD BE REJECTED.

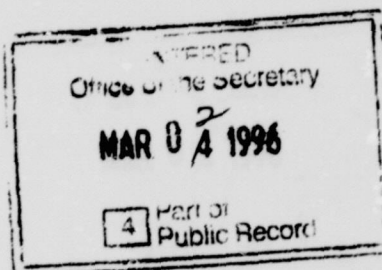
THANKING YOU IN ADVANCE, I REMAIN,

Connie Hakes

CONNIE J. CLARK-HAKES
P. O., BOX 174
HOUSTON, TEXAS 77001-0174
EMPLOYER: SOUTHERN PACIFIC TRANSPORTATION COMPANY



ADVISE OF ALL
PROCEEDINGS



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FEBRUARY 23, 1996

OFFICE OF THE SECRETARY
SURFACE TRANSPORTATION BOARD
12TH STREET AND CONSTITUTION AVE
N WASHINGTON, DC 20423

Item No. _____

Page Count 1

Feb # 351

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GENTLEMEN:

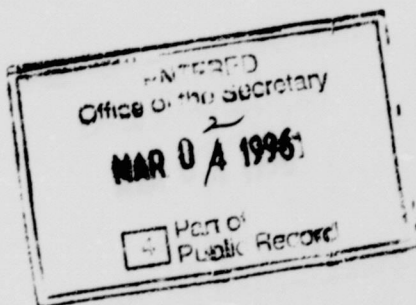
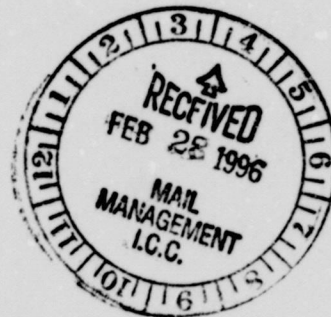
THE UNION PACIFIC AND SOUTHERN PACIFIC RAILROAD MERGER IS FAR MORE ANTI-COMPETITIVE THAN THE SANTA FE-SOUTHERN PACIFIC MERGER REJECTED IN 1988. PLEASE, PLEASE STOP THE DECIMATION OF OUR JOBS SO GREEDY OWNERS CAN GET RICHER.

THIS MERGER IS BAD FOR OUR COUNTRY. IT SHOULD BE REJECTED.

THANKING YOU IN ADVANCE, I REMAIN,

John Hakes

JOHN D. HAKES
P. O., BOX 174
HOUSTON, TEXAS 77001-0174
EMPLOYER: • SOUTHERN PACIFIC TRANSPORTATION COMPANY



**ADVISE OF ALL
PROCEEDINGS**

STB FD 32760

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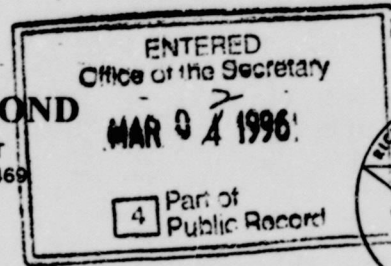
Item No. _____

Page Count 2
Feb 14 350

HILMAR G. A
MAYOR

JIM GONZALES
GEORGE B. WINGATE
COMMISSIONERS

RICHMOND
RTON STREET
D. TEXAS 77469
(713) 342-5456



February 14, 1996

The Honorable Vernon A. Williams, Secretary
Surface Transportation Board
12th Street and Constitutional Avenue
Washington, DC 20423



Re: Finance Docket 32760

Dear Secretary Williams:

I am writing in regard to an application pending before you that seeks approval of a merger between the Union Pacific Railroad Company (UP) and Southern Pacific Lines (SP). I am very concerned that the merger of these two railroads will significantly reduce rail competition in Texas, seriously impacting Texas businesses and our State's economy.

As proposed, the merger would grant UP control over a reported 90% of rail traffic into and out of Mexico, 70% of the petrochemical shipments from the Texas Gulf Coast, and 86% of the plastics storage capacity in the Texas/Louisiana Gulf Region. UP acknowledges that the merger would greatly reduce rail competition and has proposed a trackage rights agreement with the Burlington Northern-Santa Fe (BNSF) as the solution.

A trackage rights agreement, however, simply does not solve the problem. Owners of rail lines have incentives to invest in the track and to work with local communities to attract economic development. Owners have control over the service they provide - its frequency, its reliability, its timeliness. None of these things can be said about railroads that operate on someone else's tracks, subject to someone else's control.

Texas needs another owning railroad, not another merger, to ensure effective rail competition. An owning railroad willing to provide quality service and investment is the best solution for shippers, communities and economic development officials. An owning railroad also offers the best opportunity to retain employment for railroad workers who would otherwise be displaced by the proposed merger.

ADVISE OF ALL
PROCEEDINGS

For all of these reasons I urge the Board to carefully review the proposed UP/SP merger and to recommend an owning railroad as the only means to ensure adequate rail competition in Texas.

Sincerely,

Hilmar G. Moore

Hilmar G. Moore
Mayor

cc: Carole Keeton Rylander, Chairman
Railroad Commission of Texas
1701 North Congress Avenue
P. O. Box 12967
Austin, Texas 78711-2967

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Item No. _____

ST Page Count 1
TE FEB 28 1996

16000 DEAN BLVD., #160
HUNTINGTON BEACH, CA 92647
TELEPHONE (714) 843-4966

**Assembly
California Legislature**

SCOTT BAUGH

ASSEMBLYMAN, 67TH DISTRICT



February 15, 1996

Vernon A. Williams, Secretary
Surface Transportation Board
Room 1324
Twelfth Street and Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Secretary Williams:

Without question, the transportation of goods in America today depends heavily on a healthy and vibrant rail system. To that end, I am writing in support of the proposed merger between Union Pacific Railroad and the Southern Pacific Railroad.

The proposed merger will dramatically improve service to companies that are currently serviced by Southern Pacific, and it will strengthen competition with the Burlington Northern/Santa Fe rail system -- all to the benefit of customers who currently depend on the rail system to move their goods through our streams of commerce. Moreover, Union Pacific will invest nearly 350 million dollars throughout the merged system which will help to create jobs and improve efficiency in rail operations.

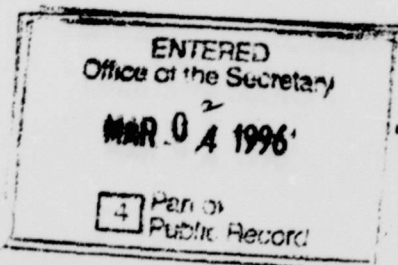
Conversely, if the merger does not go through, the Southern Pacific Railroad has openly acknowledged that the Southern Pacific cannot make it alone in the wake of the Burlington Northern/Santa Fe merger. In addition, the current Southern Pacific customers will continue to suffer due to Southern Pacific's problems with service, finances and capital constraints.

In short, I write to lend my enthusiastic endorsement of the proposed merger. With the anticipated increase in customer service and satisfaction due to increased competition with the Burlington Northern/Santa Fe system, all Americans will be better served by approval of the proposed merger.

If I can be of any further assistance in this matter, feel free to call me at (916) 445-6233.

Sincerely,

Scott R. Baugh
Scott R. Baugh



**ADVISE OF ALL
PROCEEDINGS**

STB FD

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2-28-96

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61485

L.J.K. ALLIANCE GROUP, INC.

61485

Item No. _____

Page Count 1

Feb # 348

February 20, 1996



The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
of the Interstate Commerce Commission
12th Street and Constitution Avenue
Washington, DC 20423

RE: Finance Document 32760

Dear Secretary Williams:

I want to take this means and opportunity to express my opposition to the proposed merger between Union Pacific and Southern Pacific Railroads. If that merger is approved by the ICC, it will leave Arkansas with but one major owning railroad of any consequence in the state. We need more rail competition, not less. This proposed merger is not good for the state of Arkansas or any of our adjoining states.

I am not persuaded that the "trackage rights" agreement that UP and Burlington Northern have announced as part of the merger deal will in fact set aside the concerns that many of us have about the anti-competitive nature of this parallel tracks merger. Rather, I favor the proposal by Conrail, that is the outright purchase of the SP east tracks by a competing railroad.

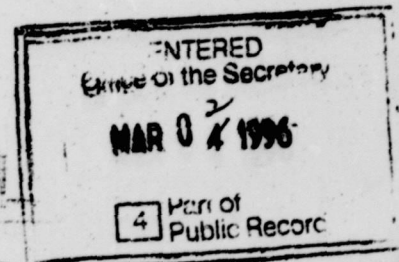
It is our hope that you will consider this totally in regard to the possible problems it would cause companies like ours in Mexico. Presently our firm is representing many companies in the United States with companies in Mexico and transportation cost is a critical part of any negotiations for contracts with Mexican companies. The elimination of any competitive rates between the US and Mexico will cause great consternation and problems for companies like our own here in Arkansas, as well as those in Texas and throughout the country.

For these reasons and others too lengthy to detail in this letter, I urge the ICC to not approve the UP-SP application unless it is conditioned upon UP's agreement to accept Conrail's proposal. Thank you for your consideration of my views.

Sincerely,

Allen Roberts
Allen Roberts

**ADVISE OF ALL
PROCEEDINGS**



STB

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32760

2-28-96

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61484

Item No. 61484
Page Count 3
Feb 28 1996 347



CHICAGO AREA TRANSPORTATION STUDY
300 West Adams Street • Chicago Illinois 60606

February 22, 1996

ANTHONY VACCO
Council Chairman,
Mayor, Village of Evergreen Park

ERNEST F. KOLB
Council Vice-Chairman,
Executive Committee Representative
President, Village of Oak Lawn

EUGENE L. SIEGEL
Council Vice-Chairman,
President, Village of Chicago Ridge

BONNIE STRACK
Executive Committee Representative
Mayor, City of Palos Heights

ARNOLD ANDREWS
President, Village of Alsip

JOHN A. GIFFORD
President, Village of Bedford Park

JOHN A. OREMUS
President, Village of Bridgeview

HARRY KLEIN
Mayor, City of Burbank

ESTER STRANCZEK
Mayor, Village of Crestwood

JACK FADDIS
Mayor, City of Hickory Hills

DONALD ROBERTSON
Mayor, City of Homewood

EDWARD C. RUSCH, JR.
Mayor, Village of Justice

RICHARD KWASNESKI
President, Village of Lemont

DENNIS MAGEE
President, Village of Mertonette Park

KYLE HASTINGS
President, Village of Orland Hills

DANIEL McLAUGHLIN
President, Village of Orland Park

GERALD R. BENNETT
Mayor, City of Palos Hills

DONALD H. JEANES
Mayor, Village of Palos Park

EDWARD FORMENTO
President, Village of Willow Springs

JAMES BILDER
President, Village of Worth

VICTORIA SMITH
Council Liaison

Mr. Vernon Williams
Secretary
Surface Transportation Board
12th Street and Constitution Avenue, NW
Washington, DC 20423

RE: Finance Docket 32760 - Union Pacific/Southern Pacific

Dear Mr. Williams:

The Southwest Council of Mayors is a body of duly elected officials representing twenty communities in southwest suburban Cook County, Illinois with a population in excess of 300,000. Enclosed you will find Southwest Council of Mayors Resolution 96-02: A RESOLUTION SUPPORTING THE MERGER OF THE UNION PACIFIC RAILROAD AND SOUTHERN PACIFIC RAILWAY.

The purpose of this letter is to formally advise you that the Members of the Southwest Council of Mayors support the Union Pacific and Southern Pacific merger.

The Southwest Council of Mayors supports this acquisition for the following reasons:

- * the merger will provide significant service improvements for area shippers and receivers
- * major cost savings will improve efficiency and enable increased investment to expand and improve service
- * the improved service as a result of the merger will help the Chicagoland area remain as the nation's leading rail hub
- * the combined railroads will result in a stronger, more efficient railroad that will provide true competition for other railroads in the area

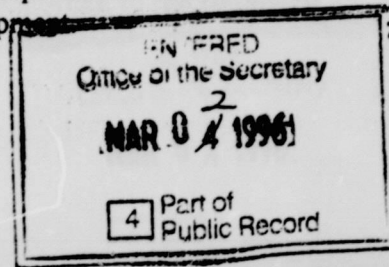
The Southwest Council of Mayors supports the merger of the Union Pacific Railroad and the Southern Pacific Railway. Intermodal business is important to the southwest region. It's a major factor in the region's economic development.

Sincerely,
Victoria A. Smith
Victoria A. Smith
Council Liaison

ADVISE OF ALL PROCEEDINGS

SOUTHWEST COUNCIL OF MAYORS

Southwest Council of Mayors, P.O. Box 128 Bedford Park, Illinois 60604
(708) 458-2067



SOUTHWEST COUNCIL OF MAYORS

RESOLUTION 96-02

A RESOLUTION SUPPORTING THE MERGER OF THE UNION PACIFIC RAILROAD AND SOUTHERN PACIFIC RAILWAY

WHEREAS, the Southwest Council of Mayors is a body of duly elected officials representing twenty communities in southwest suburban Cook County, Illinois with a population in excess of 300,000; and

WHEREAS, the Chicagoland area and the Midwest hold a unique position as the rail transportation hub of the nation; and

WHEREAS, the Southwest Council of Mayors would like to see the Chicagoland area and the Midwest continue as transportation leaders with continued economic growth and more efficient transportation service; and

WHEREAS, the proposed merger of Union Pacific and Southern Pacific will provide significant service improvements for Midwest shippers and receivers, as a result of combining the financial resources and management abilities of Union Pacific with the route system of Southern Pacific; and

WHEREAS, the proposed merger will create shorter, more direct single-line routes to and from the Chicagoland area and the Midwest, and a system with faster schedules, more frequent and reliable service, and improved equipment supply; and

WHEREAS, Southern Pacific has suffered in recent years from lack of financial resources, traffic volume and equipment, with negative effects on service levels for Midwest shippers and receivers; and

WHEREAS, combining Union Pacific and Southern Pacific will create a more efficient, stronger railroad that can offer the Midwest true competitive alternative to the recently merged Burlington Northern/Santa Fe system; and

WHEREAS, the improved service resulting from the merger will help the Midwest to retain its position as the nation's leading rail gateway; and

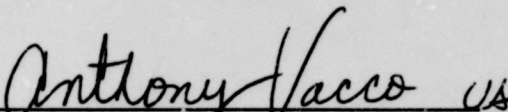
NOW, THEREFORE, BE IT RESOLVED that the Southwest Council of Mayors supports the proposed merger of the Union Pacific Railroad and the Southern Pacific Railway; and

Page Two
SWC Resolution 96-02

BE IT FURTHER RESOLVED that the Southwest Council of Mayors urges the Interstate Commerce Commission to act promptly and favorably to approve the proposed merger of the Union Pacific Railroad and the Southern Pacific Railway; and

BE IT FURTHER RESOLVED that the Southwest Council of Mayors will forward to the Chairperson of the Interstate Commerce Commission a letter of support for the Union Pacific and Southern Pacific merger, accompanied by a copy of this Resolution.

PASSED AND ADOPTED THIS 31ST DAY OF JANUARY, 1996



Anthony Vacco, Chairman

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2-28-96

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61483

Item No. _____

Page Count 1
File # 346

CHICAGO HEIGHTS

61483

OFFICE OF THE MAYOR

Angelo A. Ciambrone

February 20, 1996



Mr. Vernon Williams
Secretary
Surface Transportation Board
12th Street and Constitution Avenue, NW
Washington, DC 20423

RE: Finance Docket 32760 - Union Pacific / Southern Pacific

Dear Mr. Williams:

My name is Angelo Ciambrone. I am Mayor of the City of Chicago Heights, Illinois.

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

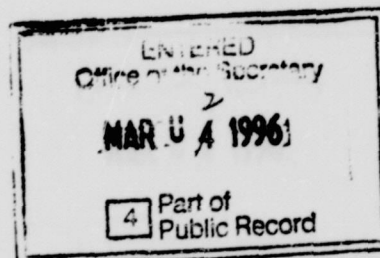
My reason for supporting this acquisition is as follows:

- The new system's routes will be significantly shorter than UP's or SP's routes today in many important corridors, including Chicago.
- UP/SP will have the opportunity to build run-through trains from the Gulf chemical region to Chicago, resulting in improved transit time for Illinois receivers.
- Major cost savings, from reduced overheads, facility consolidations and use of the best systems of each railroad, will improve efficiency and justify increased investment to expand capacity and improve service, all to the benefit of shippers.

Sincerely,

Angelo A. Ciambrone
Angelo A. Ciambrone
Mayor

cc: Thomas Zapler
Special Representative
Union Pacific Railroad
165 N. Canal, 8-N
Chicago, IL



ADVISE OF ALL
PROCEEDINGS

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32760

2-27-96

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61473

Item No. _____

Page Count 13

File # 336

41473

UP/SP-139

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760

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

APPLICANTS' RESPONSES TO WESTERN SHIPPERS' COALITION'S
FIRST SET OF INTERROGATORIES
AND FIRST SET OF REQUESTS FOR PRODUCTION OF DOCUMENTS

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

PAUL A. CUNNINGHAM
RICHARD B. HERZOG
JAMES M. GUINIVAN
Harkins Cunningham
1300 Nineteenth Street, N.W.
Washington, D.C. 20036
(202) 973-7601

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

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

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

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

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

ENTERED
Office of the Secretary

FEB 29 1996

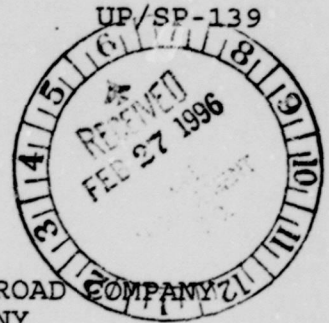
Part of
Public Record

February 27, 1996

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760

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



APPLICANTS' RESPONSES TO WESTERN SHIPPERS' COALITION'S
FIRST SET OF INTERROGATORIES
AND FIRST SET OF REQUESTS FOR PRODUCTION OF DOCUMENTS

UPC, UPRR, MPRR, SPR, SPT, SSW, SPCSL and DRGW,
collectively, "Applicants," hereby respond to Western
Shippers' Coalition's First Set of Interrogatories and
Requests for Production of Documents.^{1/}

GENERAL RESPONSES

The following general responses are made with
respect to all of the interrogatories and document requests.

1. Applicants have conducted a reasonable search
for documents responsive to the interrogatories and document
requests. Except as objections are noted herein,^{2/} all

^{1/} In these responses Applicants use acronyms as they have
defined them in the application. However, subject to General
Objection No. 10, for purposes of interpreting the requests,
Applicants will attempt to observe WSC's definitions where
they differ from Applicants'.

^{2/} Thus, any response that states that responsive documents
are being produced is subject to the General Objections, so
that, for example, any documents subject to attorney-client
privilege (General Objection No. 1) or the work product
doctrine (General Objection No. 2) are not being produced.

responsive documents have been or shortly will be made available for inspection and copying in Applicants' document depository, which is located at the offices of Covington & Burling in Washington, D.C. Applicants will be pleased to assist WSC to locate particular responsive documents to the extent that the index to the depository does not suffice for this purpose. Copies of documents will be supplied upon payment of duplicating costs (including, in the case of computer tapes, costs for programming, tapes and processing time).

2. Production of documents or information does not necessarily imply that they are relevant to this proceeding, and is not to be construed as waiving any objection stated herein.

3. Certain of the documents to be produced contain sensitive shipper-specific and other confidential information. Applicants are producing these documents subject to the protective order that has been entered in this proceeding.

4. In line with past practice in cases of this nature, Applicants have not secured verifications for the answers to interrogatories herein. Applicants are prepared to discuss the matter with WSC if this is of concern with respect to any particular answer.

GENERAL OBJECTIONS

The following objections are made with respect to all of the interrogatories and document requests. Any additional specific objections are stated at the beginning of the response to each interrogatory or document request.

1. Applicants object to production of, and are not producing, documents or information subject to the attorney-client privilege.

2. Applicants object to production of, and are not producing, documents or information subject to the work product doctrine.

3. Applicants object to production of, and are not producing, documents prepared in connection with, or information relating to, possible settlement of this or any other proceeding.

4. Applicants object to production of public documents that are readily available, including but not limited to documents on public file at the Board or the Securities and Exchange Commission or clippings from newspapers or other public media.

5. Applicants object to the production of, and are not producing, draft verified statements and documents related thereto. In prior railroad consolidation proceedings, such documents have been treated by all parties as protected from production.

6. Applicants object to providing information or documents that are as readily obtainable by WSC from its own files.

7. Applicants object to the extent that the interrogatories and document requests seek highly confidential or sensitive commercial information (including inter alia, contracts containing confidentiality clauses prohibiting disclosure of their terms) that is of insufficient relevance to warrant production even under a protective order.

8. Applicants object to the interrogatories and document requests to the extent that they call for the preparation of special studies not already in existence.

9. Applicants object to the interrogatories and document requests as overbroad and unduly burdensome to the extent that they seek information or documents for periods prior to January 1, 1993.

10. Applicants object to the inclusion of Philip F. Anschutz and The Anschutz Corporation in the definition of "Applicants," "you" and "your" as overbroad.

11. Applicants object to the definition of "identify" to the extent that it calls for home telephone numbers and addresses as overbroad.

12. Applicants object to the definition of "relating to" or "related" as unduly vague.

13. Applicants object to Instructions Nos. 1, 2, 4, 5, 6, 7, 8 and 9 to the extent that they seek to impose

requirements that exceed those specified in the applicable discovery rules and guidelines.

14. Applicants object to Instructions Nos. 1, 2, 4, 5, 6, 7 and 9 as unduly burdensome.

SPECIFIC RESPONSES AND ADDITIONAL OBJECTIONS

Interrogatory No. 1

"Is the list on pages 285-86 of Volume 2 of the Application of five projected new marketing opportunities involving coal traffic a complete list of all specific projected new marketing opportunities or projections for coal that have been identified by Applicants?"

Response

Yes. As Mr. Peterson testified in his verified statement and at his deposition, the five opportunities were the only specific ones identified, but there undoubtedly will be other coal new marketing opportunities which it was not feasible to identify.

Interrogatory No. 2

"If the answer to Question No. 1 is anything other than an unqualified yes, please describe in detail any and all other specific new coal market opportunities or projections that have been identified by Applicants."

Response

See Response to Interrogatory No. 1.

Interrogatory No. 3

"Identify and describe Applicants' best estimate of traffic from 1991-95 on the lines of Applicants through the Central Corridor, including but not limited to: (1) the lines of the D&RGW in Utah and Colorado, which run generally from Ogden through Salt Lake City, Utah to Denver or Pueblo, Colorado, as well as ancillary lines; (2) Applicants' lines between Denver and Kansas City, Missouri and Pueblo and Kansas

City; and (3) Applicants lines from Salt Lake City or Ogden to Stockton or Oakland, California."

Response

Applicants object to this interrogatory as unduly vague and unduly burdensome, and overbroad in that it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Without waiving this objection, and subject to the General Objections stated above, Applicants respond as follows:

UP and SP density charts for the lines in question for the years 1991 to 1993 will be produced. Density charts for 1994 can be found in Applicants' document depository.

Interrogatory No. 4

"Identify and describe Applicants' projections for 1996-2000 of traffic on the lines specified in Interrogatory No. 3. If this request is deemed unduly burdensome because any of Applicants employ different time periods, Applicants are instructed to provide estimates for the number of years that have been made."

Response

Applicants object to this interrogatory as unduly vague and unduly burdensome, and overbroad in that it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Without waiving this objection, and subject to the General Objections stated above, Applicants respond as follows:

No such projections exist.

Interrogatory No. 5

"List and provide the information requested in Instruction No. 4 for all documents for which a claim of privilege has been asserted in response to discovery requests from WSC or any other party in this proceeding."

Response

Applicants are in the process of completing a privilege log under the parameters established at the December 20 discovery hearing.

Interrogatory No. 6

"What is the projected or expected effect by Applicants of Applicants' January 30, 1996 agreement with Illinois Central Railroad Company on traffic, including sources, origins, and destinations of traffic, in the Central Corridor?"

Response

Applicants have not performed any such study.

Interrogatory No. 7

"What is the projected or expected effect by Applicants of Applicants' January 17, 1996 agreement with Utah Railway Company on traffic, including sources, origins, and destinations of traffic, in the Central Corridor?"

Response

Applicants have not performed any such study.

Interrogatory No. 8

"What are the territorial boundaries of the current reciprocal switching district or zone in the greater Salt Lake City, Utah area, and who are the carriers participating in that district?"

Response

Responsive information will be placed in Applicants' document depository.

Interrogatory No. 9

"What are the current charges for reciprocal switching in the Greater Salt Lake City territorial boundary as described in your answer to Interrogatory No. 8?"

Response

Applicants object to this interrogatory as unduly burdensome. Without waiving this objection, and subject to the General Objections stated above, Applicants respond as follows:

Responsive information will be placed in Applicants' document depository.

Interrogatory No. 10

"How many cars were switched from UP to SP in the Greater Salt Lake City territorial boundary under the fee described in your response to Interrogatory No. 9 for the last three years?"

Response

Applicants object to this interrogatory as unduly burdensome. Without waiving this objection, and subject to the General Objections stated above, Applicants respond as follows:

Responsive information will be placed in Applicants' document depository.

Interrogatory No. 11

"How many cars were switched from SP to UP in the Greater Salt Lake City territorial boundary under the fee described in your response to Interrogatory No. 9 for the last three years?"

Response

Applicants object to this interrogatory as unduly burdensome. Without waiving this objection, and subject to the General Objections stated above, Applicants respond as follows:

Responsive information will be placed in Applicants' document depository.

Document Request No. 1

"All documents that relate to any of WSC First Set of Interrogatories."

Response

Applicants object to this document request as unduly vague and unduly burdensome, and overbroad in that it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Without waiving this objection, and subject to the General Objections stated above, Applicants respond as follows:

See Responses to Interrogatories Nos. 1-11.

Document Request No. 2

All documents that relate to Applicants' agreement with Utah Railway Company dated January 17, 1996."

Response

Applicants object to this document request as unduly vague and unduly burdensome, and overbroad in that it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible

Respectfully submitted,

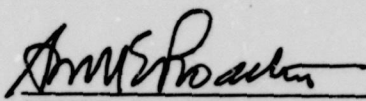
CANNON Y. HARVEY
LOUIS P. WARCHOT
CAROL A. HARRIS
Southern Pacific
Transportation Company
One Market Plaza
San Francisco, California 94105
(415) 541-1000

PAUL A. CUNNINGHAM
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Railway Company, SPCSL Corp. and
The Denver and Rio Grande
Western Railroad Company

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Corporation, Union Pacific
Railroad Company and Missouri
Pacific Railroad Company

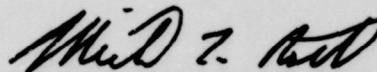
February 27, 1996

CERTIFICATE OF SERVICE

I, Michael L. Rosenthal, certify that, on this 27th day of February, 1996, I caused a copy of the foregoing document to be served by hand on Michael F. McBride, counsel for Western Shippers' Coalition, at LeBoeuf, Lamb, Greene & MacRae, 1875 Connecticut Avenue, N.W., Suite 1200, Washington, D.C. 20009-5728, and by first-class mail, postage prepaid, or by a more expeditious manner of delivery on all parties appearing on the restricted service list established pursuant to paragraph 9 of the Discovery Guidelines in Finance Docket No. 32760, and on

Director of Operations
Antitrust Division
Suite 500
Department of Justice
Washington, D.C. 20530

Premarmer Notification Office
Bureau of Competition
Room 303
Federal Trade Commission
Washington, D.C. 20580



Michael L. Rosenthal

STB FD 32760 2-26-96 D 61411

41411

Item No. _____

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Feb # 3274

JAMES M. BREWER
COMMISSIONER DIST. NO. 1

DR. RICHARD A. MARTINEZ
COMMISSIONER DIST. NO. 2

KATHY FARLEY
COMMISSIONER DIST. NO. 3

DR. RICHARD A. MARTINEZ
CHAIRMAN OF BOARD

GARY L. PETERSON
DIRECTOR, OFFICE OF BUDGET

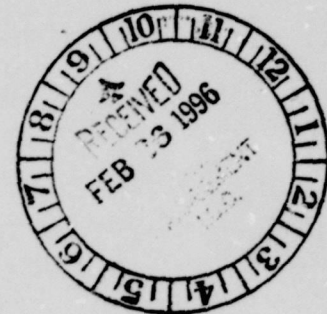
TERRY A. HART
COUNTY ATTORNEY



BOARD OF COUNTY COMMISSIONERS

February 23, 1996

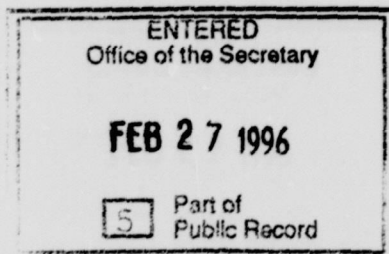
Honorable Vernon A. Williams
Secretary, Room 2215
Surface Transportation Board
Department of Transportation
1201 Constitution Ave., N.W.
Washington, D.C. 20423



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

Dear Secretary Williams:

Enclosed please find one original and five (5) copies of Pueblo County's Certificate of Service. Pueblo County's Notice of Intent to Participate as a Party of Record has been served on all Parties of Record as designated on the most current service list as POR, pursuant to Decision No. 15 of the Surface Transportation Board.



Sincerely,

Terry A. Hart
Pueblo County Attorney's Office
Tami J. Yellico, 019417
Terry A Hart, 9762
215 West 10th Street
Pueblo, Colorado 81003
Telephone: (719) 583-6630

PUEBLO COUNTY COURT HOUSE
215 W. 10TH ST., PUEBLO, CO 81003-2992
(719) 583-6000
FAX. (719) 583-6549

Before The
INTERSTATE COMMERCE COMMISSION

Finance Docket No. 32760



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

--CONTROL AND MERGER--

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

NOTICE OF INTENT TO PARTICIPATE AS A PARTY OF RECORD

Pueblo County, Colorado, by and through its undersigned counsel, pursuant to Interstate Commerce Commission Decision No. 6 in the above referenced Docket (60 Fed. Reg. 54384) hereby furnishes Notice of Intent to Participate as a Party of Record in the above referenced Docket. In support hereof, Pueblo County states as follows:

1. Pueblo County is a County of the State of Colorado.
2. Pueblo County intends to participate in the entire UP/SP consolidation proceeding in ICC Docket No. 32760 as well as in the following related abandonment/discontinuance proceedings: Docket No. AB-3 (Sub-No. 130), Docket No. AB-8 (Sub-No. 38), Docket No. AB-8 (Sub-No. 36x), Docket No. AB-12 (Sub-No. 189x), Docket No. AB-8 (Sub-No. 39) and Docket No. AB-12 (Sub-No. 183).
3. Pueblo County will be affected or aggrieved by the action of the Commission in this proceeding.

4. Notices and copies of all comments, protests, exhibits, briefs and other documents required to be served on parties to the proceeding should be served upon the following representative of Pueblo County:

Mr. Terry Hart, Esq.
Pueblo County Attorney
Pueblo County Courthouse, 3rd Floor
215 West 10th Street
Pueblo, Colorado 81003

Dated this 12th day of January, 1996

Respectfully submitted,
Office of the Pueblo County Attorney

By: 

TAMI J. YELLICO

Registration No. 019417

Chief Assistant Pueblo County Attorney

215 West 10th Street

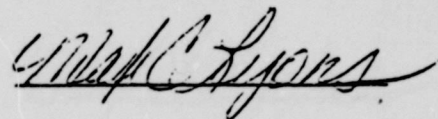
Pueblo, Colorado 81003

Telephone: (719)583-6630

CERTIFICATE OF FILING AND SERVICE

I hereby certify that I have this day filed an original and 20 copies of the foregoing Notice of Intent to Participate as a Party, together with a 3.5" diskette containing same, with the Commission and served the foregoing document upon Applicant's Representative, Robert T. Opal, General Attorney, 1416 Dodge Street, Omaha, Nebraska 68179-0830, by prepaid, first-class, Certified Return Receipt Requested, United States Postal Service.

Dated at Pueblo, Colorado, this 12th day of January, 1996.



CERTIFICATE OF SERVICE

I, Maxi C. Lyons, hereby certify that I have this day of February 23, 1996, submitted an original and 5 copies of the this Certificate of Service to the Secretary, Surface Transportation Board and caused a copy of the foregoing Notice of Intent to Participate as a Party to be served by prepaid, first-class, United States Mail on all parties of record as follows:

[FOR] STEVEN A BRIGANCE
LEBOEUF, LAMB, ET AL
4025 WOODLAND PARK BLVD., STE 160
ARLINGTON TX 76013

[FOR] PATRICIA BRITTON
KENNECOTT ENERGY COMPANY
CHIEF LEGAL OFFICER
505 SOUTH GILLETTE AVENUE
GILLETTE WY 82716

[FOR] JONATHAN M BRODER
CONSOLIDATED RAIL CORP
P.O. BOX 41416
2001 MARKET STREET, 16-A
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[MOC] HON. HANK BROWN
UNITED STATES SENATE
5TH & MAIN ST., 411 THATCHER BLDG
PUEBLO CO 81003-3140

[MOC] HON. HANK BROWN
UNITED STATES SENATE
WASHINGTON DC 20510-0604
Represents: HON HANK BROWN

[FOR] KIRK BROWN
2300 SOUTH DIRKSEN PARKWAY
SPRINGFIELD IL 62764
Represents: ILLINOIS DOT

[FOR] ROBERT M. BRUSKIN, ESQ.
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WASHINGTON DC 20004

[MOC] HONORABLE RICHARD BRYAN
UNITED STATES SENATE
WASHINGTON DC 20510
Represents: HON. RICHARD H. BRYAN

[MOC] HON. JOHN BRYANT
US HOUSE OF REP.
WASHINGTON DC 20515

[FOR] EDMUND W. BURKE
BURLINGTON NORTHERN RR CO
3800 CONTINENTAL PLAZA
777 MAIN STREET
FT. WORTH TX 76102

[FOR] RICHARD CASANILLA
IMPERIAL COUNTY
PLANNING DEPARTMENT
939 MAIN STREET
EL CENTRO CA 92243-2856

[MOC] HON. BEN N. CAMPBELL
UNITED STATES SENATE
1129 PENNSYLVANIA STREET
DENVER CO 80203

[MOC] HON. BEN N CAMPBELL
UNITED STATES SENATE
WASHINGTON DC 20510-0605
Represents: HON. BEN NIGHTHORSE CAMPBELL

[FOR] RUTH H. CARTER, MAYOR
CITY OF CANON CITY
P.O. BOX 1460
ATTN: STEVE THACKER, CITY ADMIN.
CANON CITY CO 81215
Represents: CITY OF CANON

[FOR] W. F. CARTER
ALBEMARLE CORPORATION
451 FLORIDA STREET
BATON ROUGE LA 70801
Represents: ALBEMARLE CORP

[FOR] E. CALVIN CASSELL
EASTMAN CHEMICAL COMPANY
P.O. BOX 1990
KINGSFORD TN 37662
Represents: EASTMAN CHEMICAL CO

[FOR] EDWARD S. CHRISTENBURY
400 WEST SUMMIT HILL DRIVE
KNOXVILLE TN 37902
Represents: TENNESSEE VALLEY AUTHORITY

[FOR] BETTY JO CHRISTIAN
STEEPTOE & JOHNSON
1330 CONNECTICUT AVE., N.W.
WASHINGTON DC 20036-1793

[MOC] HONORABLE THAD COCHRAN
UNITED STATES SENATE
WASHINGTON DC 20510

[MOC] SENATOR WILLIAM COHEN
UNITED STATES SENATE
WASHINGTON DC 20510

[FOR] PAUL A. CONLEY, JR.
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LAW DEPARTMENT
1416 DODGE STREET
OMAHA NE 68179

[FOR] HON. JOHN R. COOK, TX HOUSE OF REP.
P.O. BOX 2910
AUSTIN TX 78768
Represents: STATE OF TEXAS

[FOR] ROBERT J. COONEY
NORFOLK SOUTHERN CORP.
LAW DEPARTMENT
THREE COMMERCIAL PLACE
NORFOLK VA 23510-2191
Represents: NORFOLK SOUTHERN Rwy

[FOR] WILLIAM F. COTTRELL
ASST. ATTORNEY GENERAL
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CHICAGO IL 60601
Represents: ILLINOIS ATTORNEY GENERAL

[FOR] JAMES R. CRAIG
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DALLAS TX 75205
Represents: TRL COMPANY, INC., ET AL

[FOR] PAUL A. CUNNINGHAM
HARKINS CUNNINGHAM
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WASHINGTON DC 20036

[FOR] ROBERT A. CUSHING, JR.
UNITED TRANS. UNION
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EL PASO TX 79938
Represents: UNITED TRANS. UNION

[FOR] JOHN M. CUTLER, JR.
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WASHINGTON DC 20006
Represents: UNION ELECTRIC CO

[MOC] HON. KIKI DE LA GARZA
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WASHINGTON DC 20515
Represents: HON. KIKI DE LA GARZA



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Represents: TENNESSEE VALLEY AUTHORITY

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NORFOLK VA 23510-2191
Represents: NORFOLK SOUTHERN RWY

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Represents: ILLINOIS ATTORNEY GENERAL

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WASHINGTON DC 20006-3939
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HASWELL CO 81045-0206
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[POR] REBECCA FISHER
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AUSTIN TX 78711-2548
Represents: STATE OF TEXAS

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127 THATCHER BUILDING
PUEBLO CO 81003
Represents: CITY OF PUEBLO, CO, ET AL.

[POR] ROGER W. FONES
US DEPT. OF JUSTICE
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WASHINGTON DC 20001
Represents: U S DEPT OF JUSTICE

[POR] JOE D. FORRESTER
C/O CO MTN COLLEGE
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Represents: LEADVILLE COALITION

[POR] JEANNE M FOSTER
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SALIDA CO 81201

[POR] THOMAS W. FOSTER, CHAIRMAN
COM. TO PRESERVE PROPERTY
P.O. BOX 681
SALIDA CO 81201
Represents: COMMITTEE TO PRESERV PROPERTY

[POR] JAMES R FRITZE
EAGLE COUNTY ATTORNEY
P.O. BOX 850
EAGLE CO 81631

STB

FD

32760

2-26-96

D

61409

Item No. _____

Page Count 14

Feb # 289

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760

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

APPLICANTS' FIRST SET OF INTERROGATORIES
AND REQUESTS FOR PRODUCTION OF DOCUMENTS
TO THE COALITION FOR COMPETITIVE RAIL COMPETITION

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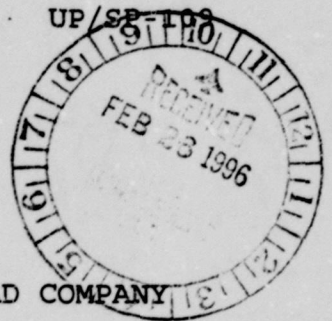
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Attorneys for Union Pacific
Corporation, Union Pacific
Railroad Company and Missouri
Pacific Railroad Company

February 26, 1996

61409



BEFORE THE
SURFACE TRANSPORTATION BOARD

UP/SP-109



Finance Docket No. 2760

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

APPLICANTS' FIRST SET OF INTERROGATORIES
AND REQUESTS FOR PRODUCTION OF DOCUMENTS
TO THE COALITION FOR COMPETITIVE RAIL COMPETITION

Pursuant to 49 C.F.R. §§ 1114.26 and 1114.30, and
the Discovery Guidelines entered in this proceeding on
December 7, 1995, Applicants UPC, UPRR, MPRR, SPR, SPT, SSW,
SPCSL and DRGW direct the following interrogatories and
document requests to the Coalition for Competitive Rail
Competition ("CCRT").

Responses should be served as soon as possible, and
in no event later than 15 days from the date of service
hereof. CCRT is requested to contact the undersigned promptly
to discuss any objections or questions regarding these
requests with a view to resolving any disputes or issues of
interpretation informally and expeditiously.

DEFINITIONS AND INSTRUCTIONS

I. "Applicants" means UPC, UPRR, MPRR, SPR, SPT,
SSW, SPCSL and DRGW.

II. "Board" means the Surface Transportation Board.

III. "BN/Santa Fe" means the Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company.

IV. "The BN/Santa Fe Settlement Agreement" means the agreement between UP and SP and BN/Santa Fe dated September 25, 1994, as supplemented by the November 18, 1995 agreement between those parties.

V. "The BN/Santa Fe Settlement Agreement Lines" means the lines that BN/Santa Fe will receive trackage rights over or purchase under the BN/Santa Fe Settlement Agreement.

VI. "CCRT" means the Coalition for Competitive Rail Competition.

VII. "CNW" means Chicago and North Western Railway Company.

VIII. "DRGW" means The Denver and Rio Grande Western Railroad Company.

IX. "Document" means any writing or other compilation of information, whether printed, typed, handwritten, recorded, or produced or reproduced by any other process, including but not limited to intra-company communications, correspondence, telegrams, memoranda, contracts, instruments, studies, projections, forecasts, summaries or records of conversations or interviews, minutes or records of conferences or meetings, records or reports of negotiations, diaries, calendars, photographs, maps, tape

recordings, computer tapes, computer disks, other computer storage devices, computer programs, computer printouts, models, statistical statements, graphs, charts, diagrams, plans, drawings, brochures, pamphlets, advertisements, circulars, trade letters, press releases, invoices, receipts, financial statements, accounting records, worksheets, drafts, revisions of drafts, and original or preliminary notes.

Further, the term "document" includes

- (a) both basic records and summaries of such records (including computer runs);
- (b) both original versions and copies that differ in any respect from original versions; and
- (c) both documents in the possession, custody or control of CCRT and documents in the possession, custody or control of consultants or others who have assisted CCRT in connection with this proceeding.

X. "The IC Settlement Agreement" means the agreement between UP and SP and Illinois Central Railroad Company dated January 30, 1996.

XI. "Identify," when used in relation to an individual, corporation, partnership or other entity, means to state the name, address and telephone number thereof.

"Identify," when used in relation to a document, means to

- (a) state the nature of the document (e.g., letter, memorandum, etc.);
- (b) state the author, each addressee, each recipient, date, number of pages, and title of the document; and
- (c) provide a brief description of the contents of the document.

XII. "MPRR" means Missouri Pacific Railroad Company.

XIII. "Produce" means to make legible, complete and exact copies of responsive documents and send them by expedited delivery to the undersigned counsel. The originals of responsive documents should be retained in the files of CCRT, its counsel, or the consultants or others who have assisted CCRT in connection with this proceeding and have documents in their possession, and made available if requested. Applicants will pay all reasonable costs for duplication and expedited delivery of documents to their attorneys.

XIV. "Relating to" a subject means referring to, discussing, describing, dealing with, consisting of, or constituting, in whole or in part, the subject.

XV. "SP" means SPT, SSW, SPCSL and DRGW.

XVI. "SPCSL" means SPCSL Corp.

XVII. "SPR" means Southern Pacific Rail Corporation.

XVIII. "SPT" means Southern Pacific Transportation Company.

XIX. "SSW" means St. Louis Southwestern Railway Company.

XX. "Shipper" means any user of rail services, including but not limited to a consignor, a consignee, and a receiver.

XXI. "Southern Pacific" means SPR and SP.

XXII. "This proceeding" means Finance Docket No. 32760 and all subdockets and related dockets.

XXIII. "UP" means UPRR and MPRR, including the former CNW.

XXIV. "UPC" means Union Pacific Corporation.

XXV. "UPRR" means Union Pacific Railroad Company.

XXVI. "The UP/SP merger" means the transactions proposed in this proceeding, including all related applications.

XXVII. "Union Pacific" means UP and UPC.

XXVIII. "The Utah Railway Settlement Agreement" means the agreement between UP and SP and Utah Railway Company dated January 17, 1996.

XXIX. Discovery responses should be supplemented when a supplemental response is required pursuant to 49 C.F.R. § 1114.29.

XXX. Documents need not be produced if they have been produced by Applicants in this proceeding.

XXXI. Produce a privilege log in accordance with the guidelines established at the December 20, 1995 discovery conference (Tr., pp. 313-14).

XXXII. References to railroads, shippers, consultants or companies (including CCRT) include affiliates, subsidiaries, officers, directors, employees, attorneys, agents and representatives thereof.

XXXIII. All uses of the conjunctive include the disjunctive and vice versa. Words in the singular include the plural and vice versa.

XXXIV. Unless otherwise specified, these requests cover the period January 1, 1993 and thereafter.

INTERROGATORIES

1. Identify and describe in detail any agreements that CCRT or its members have with any other party to this proceeding regarding positions or actions to be taken in this proceeding. Routine procedural agreements, such as agreements concerning the order of questioning at depositions or the avoidance of duplicative discovery, need not be identified.

If CCRT contends that any such agreement is privileged, state the parties to, date of, and general subject of the agreement.

2. Identify all members of CCRT.
3. Identify all persons or entities that have asked for their names to be removed from lists of members of CCRT.
4. Identify the financial contributors to CCRT and the amounts contributed.

DOCUMENT REQUESTS

1. Produce no later than April 1, 1996 (a) all workpapers underlying any submission that CCRT makes on or about March 29, 1996 in this proceeding, and (b) all publications, written testimony and transcripts, without limitation as to date, of any witnesses presenting testimony for CCRT on or about March 29, 1996 in this proceeding.
2. Produce all documents in the possession of CCRT or its members relating to benefits or efficiencies that will result from the UP/SP merger.
3. Produce all documents in the possession of CCRT or its members relating to potential traffic impacts of the UP/SP merger.
4. Produce all documents in the possession of CCRT or its members relating to competitive impacts of the UP/SP merger, including, but not limited to effects on (a) market

shares, (b) source or destination competition, (c) transloading options, or (d) build-in options.

5. Produce all documents in the possession of CCRT or its members relating to the BN/Santa Fe Settlement Agreement.

6. Produce all documents in the possession of CCRT or its members relating to the IC Settlement Agreement.

7. Produce all documents in the possession of CCRT or its members relating to the Utah Railway Settlement Agreement.

8. Produce all documents in the possession of CCRT or its members relating to conditions that might be imposed on approval of the UP/SP merger.

9. Produce all studies, reports or analyses in the possession of CCRT or its members relating to actual or potential competition between UP and SP.

10. Produce all studies, reports or analyses in the possession of CCRT or its members relating to competition between single-line and interline rail transportation.

11. Produce all studies, reports or analyses in the possession of CCRT or its members relating to the benefits of any prior rail merger or rail mergers generally.

12. Produce all studies, reports or analyses in the possession of CCRT or its members relating to the financial position or prospects of SP.

13. Produce all communications between CCRT or its members and other parties to this proceeding relating to the UP/SP merger or the BN/Santa Fe Settlement Agreement, and all documents relating to such communications. This request excludes documents already served on Applicants.

14. Produce all presentations, solicitation packages, form verified statements, or other materials used by CCRT or its members to seek support from shippers, public officials, railroads or others for the position of CCRT or any other party in this proceeding.

15. Produce all presentations, letters, memoranda, white papers or other documents sent or given by CCRT or its members to DOJ, DOT, any state Governor's, Attorney General's or Public Utilities Commission's (or similar agency's) office, any Mexican government official, any other government official, any security analyst, any bond rating agency, any consultant, any financial advisor or analyst, any investment banker, any chamber of commerce, or any shipper or trade organization relating to the UP/SP merger.

16. Produce notes of, or memoranda relating to, any meetings of CCRT or its members with DOJ, DOT, any state Governor's, Attorney General's or Public Utilities Commission's (or similar agency's) office, any Mexican government official, any other government official, any security analyst, any bond rating agency, any consultant, any

financial advisor or analyst, any investment banker, any chamber of commerce, or any shipper or trade relating to the UP/SP merger.

17. Produce all documents relating to shipper surveys or interviews concerning (a) the UP/SP merger or any possible conditions to approval of the merger, or (b) the quality of service or competitiveness of any railroad.

18. Produce all documents in the possession of CCRT or its members relating to the price to be paid for, or the value of, any UP or SP lines that might be sold as a condition to approval of, or otherwise in connection with, the UP/SP merger.

19. Produce all documents relating to trackage rights compensation for any of the BN/Santa Fe Settlement Agreement Lines or any other line of UP or SP that might be the subject of a proposed trackage rights condition in this proceeding.

20. Produce all documents relating to actual or estimated maintenance-and-operating costs, taxes and return-to-capital costs with respect to any of the BN/Santa Fe Settlement Agreement Lines or any other line of UP or SP that might be the subject of a proposed trackage rights condition in this proceeding.

21. Produce all documents in the possession of CCRT or its members relating to any agreement or understanding that

CCRT or its members have with any other party to this proceeding regarding positions or actions to be taken in this proceeding. Documents relating to routine procedural agreements, such as agreements concerning the order of questioning at depositions or the avoidance of duplicative discovery, need not be produced.

22. Produce all presentations to, and minutes of, the boards of directors (or other governing bodies) of CCRT or its members relating to the UP/SP merger or conditions to be sought by any party in this proceeding.

23. Produce all CCRT publications.

Respectfully submitted,

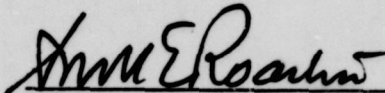
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Attorneys for Union Pacific
Corporation, Union Pacific
Railroad Company and Missouri
Pacific Railroad Company

February 26, 1996

CERTIFICATE OF SERVICE

I, Michael L. Rosenthal, certify that, on this 26th day of February, 1996, I caused a copy of the foregoing document to be served by overnight mail on John T. Estes, Executive Director, Coalition for Competitive Rail Competition, at 1029 North Royal Street, Suite 400, Alexandria, Virginia 22314, and by first-class mail, postage prepaid, or by a more expeditious manner of delivery on all parties appearing on the restricted service list established pursuant to paragraph 9 of the Discovery Guidelines in Finance Docket No. 32760, and on

Director of Operations
Antitrust Division
Suite 500
Department of Justice
Washington, D.C. 20530

Premerger Notification Office
Bureau of Competition
Room 303
Federal Trade Commission
Washington, D.C. 20580



Michael L. Rosenthal

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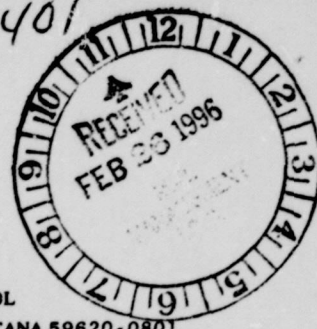
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OFFICE OF THE GOVERNOR
STATE OF MONTANA

Item No. _____

Page Count 2Feb # 264STATE CAPITOL
HELENA, MONTANA 59620-0801VERIFIED STATEMENTOFMarc Racicot
Governor of Montana

Montana's economy and commerce are largely dependent upon agricultural products, timber, and minerals that require transport by rail in order to reach markets for their ultimate use. Maintaining strong, efficient and competitive rail transportation is critical to our economic health. The proposed merger between the Union Pacific Railroad (UP) and Southern Pacific Lines (SP), while contributing to the consolidation of railroads in the West, promises that the resulting combined UP/SP company will be a strong and effective competitor.

The importance of maintaining competitive rail alternatives with Union Pacific Railroad service to Montana was recognized by the Interstate Commerce Commission when it designated the UP as a competitive component in Montana's rail system in the Northern Lines Merger in 1970. Albeit limited, the competitive presence of the UP has been extremely important to Montana, especially as the Burlington Northern Railroad (BN) gained market dominance through the Milwaukee Railroad failure in 1980.

As Governor of the State of Montana, I support the merger of the Union Pacific Railroad and the Southern Pacific Lines as it appears that the combination will provide for a railroad capable of providing competitive service to Montana shippers. However, to insure that Montana shippers continue to enjoy a reasonable degree of competition, Montana requests that the following conditions be incorporated in the UP/SP - BN/SF premerger agreement:

1. The UP should guarantee the continuing integrity of the Butte-Pocatello line. The merger necessitates the assurance of guaranteed continuation of service with ongoing maintenance and upgrades without the potential or eventual threat of abandonment.
2. Butte/Silver Bow should be designated a gateway in order for the UP to utilize effectively the proportional rate portion of the premerger agreement and to further ensure the continuation of UP service from Butte/Silver Bow.

PROCEEDINGS

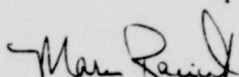
MONTANA GOVERNOR

3. The Proportional Rate Agreement should include all of Montana and not be limited to the western half of the state.
4. The Proportional Rate Agreement should apply to all commodities whose shipment originates in Montana with UP/SP access for movement capability to Portland and Butte.

The mergers of the BN/SF and UP/SP establish a compelling public interest by the Western states to ensure competitive rail access in Montana, Northern Idaho and Washington equivalent to that being established in Utah, Nevada and California. UP/SP trackage rights, in concert with the development of competitive rate agreements throughout the northern territory through the use of proportional rates, should provide competitive rail transportation alternatives to our shippers as well as enhance your opportunities for market access. This principle, of maintaining competition, was established by the UP/SP and the BN/SF in the consummation of your pre-agreement.

Montana is not an inconsequential market for owners of railroads. The provisions recommended in this letter are ones that will provide for marketplace competition which will protect our shippers and provide access to profitable routes for your new combined railroad.

I hope you will consider these recommendations seriously and favorably.

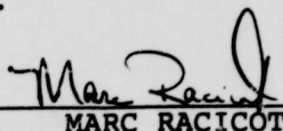


MARC RACICOT
Governor of Montana

VERIFICATION

STATE OF MONTANA)
) ss.
County of Lewis and Clark)

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



MARC RACICOT

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

Karen A. Fred
Notary Public for the State of
Montana
Residing at Helena, Montana
My Commission Expires 1-12-98

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Item No. _____

Page Count 7

File # 269

BEFORE THE
TRANSPORTATION BOARD

UP/SP-98



Finance Docket No. 32760

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

-- CONTROL AND MERGER --

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

APPLICANTS' OBJECTIONS TO IBT'S
SECOND SET OF INTERROGATORIES AND
REQUESTS FOR PRODUCTION OF DOCUMENTS

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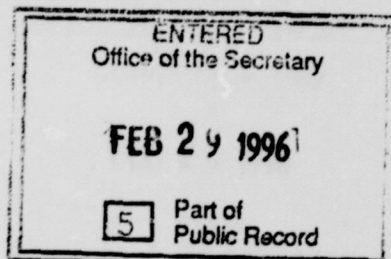
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Southern Pacific Transportation
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Railway Company, SPCSL Corp. and
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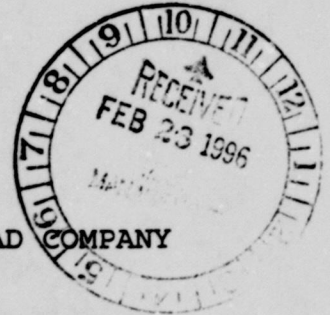


February 26, 1996

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760

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



APPLICANTS' OBJECTIONS TO IBT'S
SECOND SET OF INTERROGATORIES AND
REQUESTS FOR PRODUCTION OF DOCUMENTS

Applicants UPC, UPRR, MPRR, SPR, SPT, SSW, SPCSL and DRGW submit the following objections to the discovery requests served by International Brotherhood of Teamsters on February 16, 1996. These objections are made pursuant to paragraph 1 of the Discovery Guidelines applicable to this proceeding, which provides that objections to discovery requests shall be made "by means of a written objection containing a general statement of the basis for the objection."

Applicants intend to file written responses to the discovery requests. It is necessary and appropriate at this stage, however, for Applicants to preserve their right to assert permissible objections.

GENERAL OBJECTIONS

The following objections are made with respect to IBT's second set of interrogatories and requests for documents.

1. Applicants object to production of documents or information subject to the attorney-client privilege.

2. Applicants object to production of documents or information subject to the work product doctrine.

3. Applicants object to production of documents prepared in connection with, or information relating to, possible settlement of this or any other proceeding.

4. Applicants object to production of public documents that are readily available, including but not limited to documents on public file at the Board or the Securities and Exchange Commission or clippings from newspapers or other public media.

5. Applicants object to the production of draft verified statements and documents related thereto. In prior railroad consolidation proceedings, such documents have been treated by all parties as protected from production.

6. Applicants object to providing information or documents that are as readily obtainable by IBT from its own files.

7. Applicants object to the extent that the interrogatories and document requests seek highly confidential or sensitive commercial information (including inter alia, contracts containing confidentiality clauses prohibiting disclosure of their terms) that is of insufficient relevance to warrant production even under a protective order.

8. Applicants object to the interrogatories and document requests to the extent that they call for the preparation of special studies not already in existence.

9. Applicants incorporate by reference their prior objections to the definitions and instructions set forth in IBT's first set of interrogatories and document requests.

ADDITIONAL OBJECTIONS TO THE
INTERROGATORIES AND DOCUMENT REQUESTS

In addition to the General Objections, Applicants make the following objections to the second set of interrogatories and requests for documents.

Interrogatory No. 68: "Identify all documents relating to the possibility that United Parcel Service will divert over the road truck traffic to intermodal rail service provided by a merged UP/SP."

Additional Objections: Applicants object to this interrogatory as unduly vague and unduly burdensome, and overbroad in that it includes documents that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Interrogatory No. 69: "Identify all communications between UP or SP personnel and representatives of United Parcel Service concerning the increased use of rail intermodal service by United Parcel Service following approval of the UP/SP merger application. Identify all documents relating to such communications."

Additional Objections: Applicants object to this interrogatory as unduly vague and unduly burdensome, and overbroad in that it includes documents that are neither

relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Interrogatory No. 70: "Identify all communications between UP or SP personnel and representatives of any motor carrier concerning the increased use of rail intermodal service by any motor carrier following approval of the UP/SP merger application. Identify all documents relating to such communications."

Additional Objections: Applicants object to this interrogatory as unduly vague and unduly burdensome, and overbroad in that it includes documents that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Document Request No. 15: "Produce all documents identified in response to Interrogatory No. 68."

Additional Objections: See objections to Interrogatory No. 68.

Document Request No. 16: "Produce all documents identified in response to Interrogatory No. 69."

Additional Objections: See objections to Interrogatory No. 69.

Document Request No. 17: "Produce all documents identified in response to Interrogatory No. 70."

Additional Objections: See objections to Interrogatory No. 70.

Respectfully submitted,

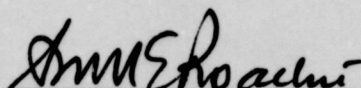
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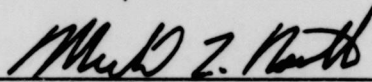
February 26, 1996

CERTIFICATE OF SERVICE

I, Michael L. Rosenthal, certify that, on this 26th February, 1996, I caused a copy of the foregoing document to be served by facsimile and first-class mail on Marc J. Fink, counsel for Teamsters, at Sher & Blackwell, 2000 L Street, N.W., Suite 612, Washington, D.C. 20036, and by first-class mail, postage prepaid, or by a more expeditious manner of delivery on all parties appearing on the restricted service list established pursuant to paragraph 9 of the Discovery Guidelines in Finance Docket No. 32760, and on

Director of Operations
Antitrust Division
Suite 500
Department of Justice
Washington, D.C. 20530

Premarmer Notification Office
Bureau of Competition
Room 303
Federal Trade Commission
Washington, D.C. 20580



Michael L. Rosenthal

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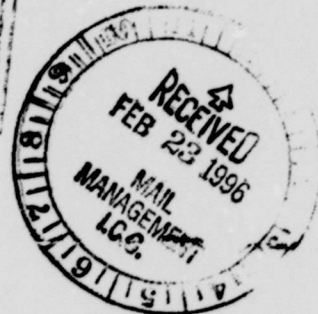
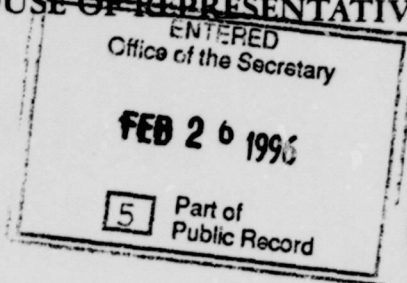


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JEFFERSON 101-6806
(314) 751-4670

COMMITTEES
INTERSTATE COOPERATION - CHAIR
FEES AND SALARIES - VICE-CHAIR
APPROPRIATIONS - NATURAL AND
ECONOMIC RESOURCES
GOVERNMENTAL ORGANIZATION
AND REVIEW
LABOR
WORKERS' COMPENSATION

MISSOURI
~~HOUSE OF REPRESENTATIVES~~

February 19, 1996



The Honorable Vernon A. Williams, Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, NW
Washington, DC 20423

Dear Mr. Williams:

I am writing to strongly support the pending merger between the Union Pacific and Southern Pacific Railroads. The Missouri Pacific Railroad, as predecessor to today's Union Pacific Railroad, has a long history and presence in our state, and has contributed greatly to our state's economic development. The merger of the Union Pacific and Southern Pacific Railroads will continue that tradition by strengthening competition with the recently-merged Burlington Northern Santa Fe Railroad.

Missouri shippers will benefit from faster, more reliable intermodal service to and from California, saving hundreds of miles over current routes. New single-line service to northern California, the Intermountain region and the Pacific Northwest will also provide greater speed, reliability and frequency for Missouri carload shippers.

Three hundred and sixty million dollars will be spent to upgrade the lines between Kansas City and southern California to increase capacity and improve service. Sixteen million, seven hundred thousand dollars will be spent to develop a new intermodal terminal in the Kansas City area. Almost \$38 million will be spent to expand UP's Dupo intermodal terminal.

Increased traffic as a result of the merger should result in increased jobs for Missouri.

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

**ADVISE OF ALL
PROCEEDINGS**

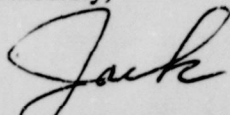
The Honorable Vernon A. Williams

Page 2

February 19, 1996

I strongly urge approval of the merger of Union Pacific and Southern Pacific Railroads.

Sincerely,

A handwritten signature in cursive script, appearing to read "Jack", written in dark ink.

John J. Hickey

JJH:jw

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32760

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Item No. _____

Page Count 1

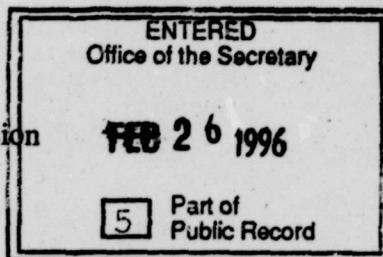
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ALLIANCE GROUP, INC.

61340

February 20, 1996

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
of the Interstate Commerce Commission
12th Street and Constitution Avenue
Washington, DC 20423



RE: Finance Document 32760

Dear Secretary Williams:

I want to take this means and opportunity to express my opposition to the proposed merger between Union Pacific and Southern Pacific Railroads. If that merger is approved by the ICC, it will leave Arkansas with but one major owning railroad of any consequence in the state. We need more rail competition, not less. This proposed merger is not good for the state of Arkansas or any of our adjoining states.

I am not persuaded that the "trackage rights" agreement that UP and Burlington Northern have announced as part of the merger deal will in fact set aside the concerns that many of us have about the anti-competitive nature of this parallel tracks merger. Rather, I favor the proposal by Conrail, that is the outright purchase of the SP east tracks by a competing railroad.

It is our hope that you will consider this totally in regard to the possible problems it would cause companies like ours in Mexico. Presently our firm is representing many companies in the United States with companies in Mexico and transportation cost is a critical part of any negotiations for contracts with Mexican companies. The elimination of any competitive rates between the US and Mexico will cause great consternation and problems for companies like our own here in Arkansas, as well as those in Texas and throughout the country.

For these reasons and others too lengthy to detail in this letter, I urge the ICC to not approve the UP-SP application unless it is conditioned upon UP's agreement to accept Conrail's proposal. Thank you for your consideration of my views.

Sincerely,

Linn J. Kempner

Linn J. Kempner

**ADVISE OF ALL
PROCEEDINGS**

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Item No. _____

Page Count 1

Feb # 200

61339



Superior

There's More To Our Shore!

Office of the Mayor
1407 Hammond Avenue
Superior, WI 54880

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Fax: (715) 394-0590

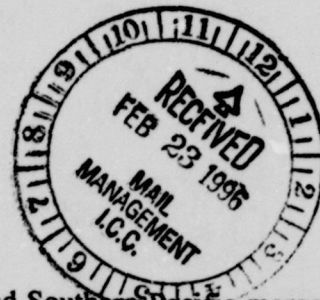
TDD: (715) 394-0521

February 19, 1996

Mr. Vernon Williams, Secretary
Surface Transportation Board
12th Street and Constitution Avenue, NW
Washington, DC 20423

RE: *Finance Docket 32760 - Union Pacific/Southern Pacific*

Dear Mr. Williams:

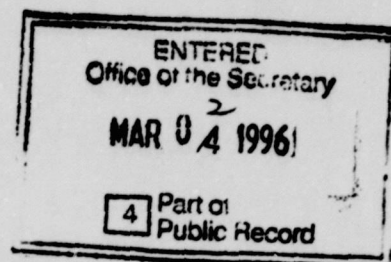


This is to formally advise you that I support the Union Pacific and Southern Pacific merger. I support this acquisition because of the greater capacity for distribution throughout our country.

Should you have any further questions or concerns, please do not hesitate to contact me.

Sincerely,

Margaret Ciccone
Margaret Ciccone
Mayor



rg

c: Thomas Zapler, Special Representative
Union Pacific Railroad
165 N. Canal, 8-N
Chicago, IL 60606

**ADVISE OF ALL
PROCEEDINGS**

STB FD 32760 2-23-96 D

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Item No. _____

Page Count _____

Feb II 1996



STATE OF ARKANSAS
House of Representatives



COMMITTEES

MEMBER
Judiciary
Insurance and Commerce
Rules

Representative

DENNIS YOUNG
P. O. Box 1835
TEXARKANA, AR 75504
501-774-3669 Business
501-773-4139 Residence
501-774-3670 FAX

DISTRICT 21
Part of Miller County

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

Re: Union Pacific/Southern Pacific Merger
CONRAIL Purchase of Southern Pacific

Dear Commission Members:

After studying the proposed merger or the purchase of the Southern Pacific Railroad by CONRAIL, I have come to the conclusion that the merger of Union Pacific and Southern Pacific will best benefit my constituency, my State and my Nation.

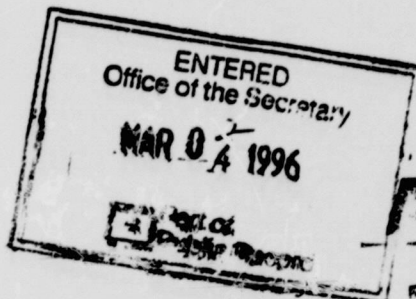
It does appear to me that the merger will allow for certain rate decreases although CONRAIL feels that a monopolistic situation with higher rates will occur. If higher rates do occur, other methods of transportation will be utilized, and I do not believe that would be what Union Pacific would allow to happen. As always, the market will determine the rates being changed.

Union Pacific has indicated what their intentions are after the merger and CONRAIL has only indicated reasons to be against that merger. I like to hear positive things and Union Pacific seems to have a plan and put its money where its mouth is. Please allow the proposed merger of Union Pacific and Southern Pacific to proceed.

Sincerely,

Dennis Young
Dennis Young

DY:mc



**ADVISE OF ALL
PROCEEDINGS**

STB FD

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2-23-96

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Capitol Office
State Capitol - House Post C
Jefferson City, Missouri 65101
(314) 751-0855

Item No. _____

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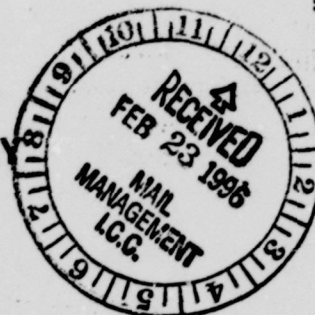
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District Office
3274 Adie Road
St. Ann, MO 63074
(314) 426-2423

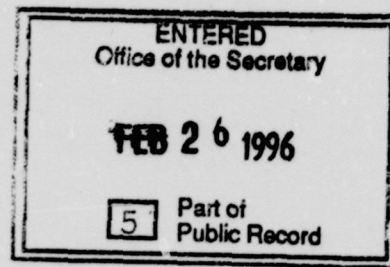
JAMES MICHAEL FOLEY

State Representative
81st District
February 15, 1996



**ADVISE OF ALL
PROCEEDINGS**

The Honorable Vernon A. Williams, Secretary
Interstate Commerce Commission
12th Street and Constitution Ave NW
Washington, DC 20423



Dear Mr. Williams:

I am writing to strongly support the pending merger between the Union Pacific and Southern Pacific Railroads. The Missouri Pacific Railroad, as predecessor to today's Union Pacific Railroad, has a long history and presence in our state, and has contributed greatly to our state's economic development. The merger of the Union Pacific and Southern Pacific Railroads will continue that tradition by strengthening competition with the recently-merged Burlington Northern Santa Fe Railroad.

Missouri shippers will benefit from faster, more reliable intermodal service to and from California, saving hundreds of miles over current routes. New, single-line service to northern California, the Intermountain region and the Pacific Northwest will also provide greater speed, reliability and frequency for Missouri carload shippers.

\$360 million will be spent to upgrade the lines between Kansas City and southern California, to increase capacity and improve service. \$16.7 million will be spent to develop a new intermodal terminal in the Kansas City area. Almost \$38 million will be spent to expand UP's Dupon intermodal terminal.

Increased traffic as a result of the merger should result in increased jobs for Missouri.

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

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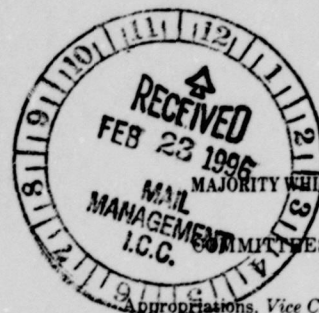
CHUCK GIPP
STATE REPRESENTATIVE
Thirty-First District
Statehouse: (515) 281-3221

HOME ADDRESS
1517 185th Street
Decorah, Iowa 52101
Home: (319) 382-5419



House of Representatives

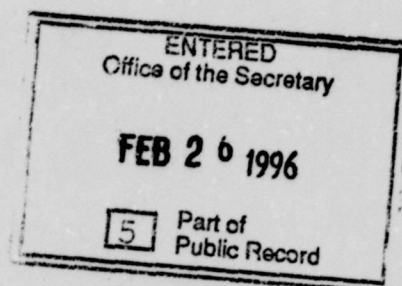
STATE OF IOWA
Seventy-Sixth General Assembly
STATEHOUSE
Des Moines, Iowa 50319



Appropriations, Vice Chair
Administration and Rules
State Government
Environmental Protection
SUBCOMMITTEE
Administration and Regulation

February 19, 1996

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



RE: Finance Docket 32760

Dear Ms. Morgan:

I am writing to request your approval of the Union Pacific and Southern Pacific railroads merger proceedings. As an Iowa farmer and Majority Whip in the Iowa House of Representatives, I believe the merger will produce a railroad that will be stronger financially, more efficient, and better able to meet the demands of Iowa shippers. Also, Iowa will benefit from a merged UP/SP line that will be more competitive with the new BN/Santa Fe line.

I believe that a merged railroad will greatly benefit the UP-served Iowa shippers and receivers who will enjoy new single-line access to the SP-served points in the west and southwest. A merged railroad also can provide the increased investments necessary to expand capacity which will benefit many shippers and receivers.

For all of these reasons, I encourage you to approve the Union Pacific and Southern Pacific merger application. Thank you for your consideration.

Sincerely,

Chuck Gipp
State Representative

CG:nb
cc: Mr. Vernon Williams ✓

**ADVISE OF ALL
PROCEEDINGS**

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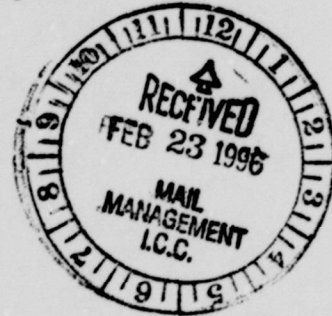
Item No. _____

Page Count 1

Feb 19 1996

February 16, 1996

The Honorable Vernon A. Williams, Secretary
Surface Transportation Board
12th Street and Constitutional Avenue
Washington, D.C. 204233



RE: Finance Docket 32760

Dear Secretary Williams:

Having read the letter you received from Fort Bend County Judge Michael D. Rozell, I feel this subject needs to be studied very carefully. Therefore, I would like to reiterate his letter.

I am writing in regard to an application pending before you that seeks approval of a merger between the Union Pacific Railroad Company (UP) and Southern Pacific Lines (SP). I am very concerned that the merger of these two railroads will significantly reduce rail competition in Texas, seriously impacting Texas businesses and our State's economy.

As proposed, the merger would grant UP control over a reported 90% of rail traffic into and out of Mexico, 70% of the petrochemical shipments from the Texas Gulf Coast, and 86% of the plastics storage capacity in the Texas/Louisiana Gulf Region. UP acknowledges that the merger would greatly reduce rail competition and has proposed a trackage rights agreement with the Burlington Northern-Santa Fe (BNSF) as the solution.

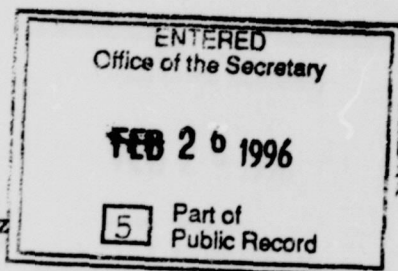
A trackage rights agreements, however, simply does not solve the problem. Owners of rail lines have incentives to invest in the track and to work with local communities to attract economic development. Owners have control over the service they provide - its frequency, its reliability, its timeliness. None of these things can be said about railroads that operate on someone else's tracks, subject to someone else's control.

Texas needs another owning railroad, not another merger, to ensure effective rail competition. An owning railroad willing to provide quality service and investment is the best solution for shippers, communities and economic development officials. An owning railroad also offers the best opportunity to retain employment for railroad workers who would otherwise be displaced by the proposed merger.

For all of these reasons I urge the Board to carefully review the proposed UP/SP merger and to recommend an owning railroad as the only means to ensure adequate rail competition in Texas.

Sincerely,

Joe M. Gurecky



JMG/nz

**ADVISE OF ALL
PROCEEDINGS**

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Item No. _____

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BROWN & PLATT

PENNSYLVANIA AVENUE, N.W.

WASHINGTON, D.C. 20006-1882

CHICAGO
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MEXICO CITY CORRESPONDENT
JAUREGUI, NAVARRETE, NADER Y ROJAS

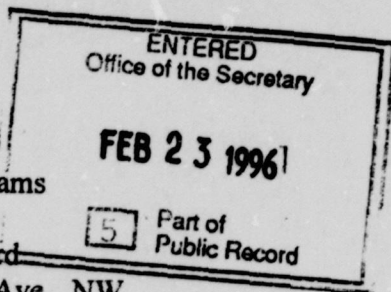
202-463-2000
TELEX 852603
FACSIMILE
202-861-0473

February 22, 1996

KELLEY E. O'BRIEN
MEMBER OF THE VIRGINIA BAR
NOT ADMITTED IN THE DISTRICT OF COLUMBIA
202-778-0607

BY HAND

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
12th Street & Constitution Ave., NW
Room 2215
Washington, DC 20423



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

Dear Secretary Williams:

Enclosed for filing in the above-captioned docket are the original and twenty (20) copies of the Responses and Objections of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company to Consolidated Rail Corporation's Third Request to BNSF Corporation for the Production of Documents (BN/SF-26). Also enclosed is 3.5-inch disk containing the text of BN/SF-26 in Wordperfect 5.1 format.

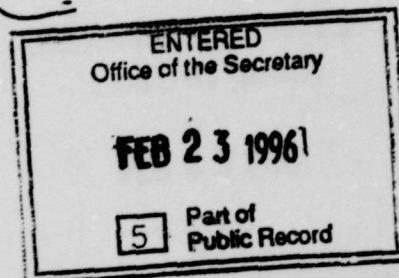
I would appreciate it if you would date-stamp the enclosed extra copy and return it to the messenger for our files.

Sincerely,

Kelley E. O'Brien

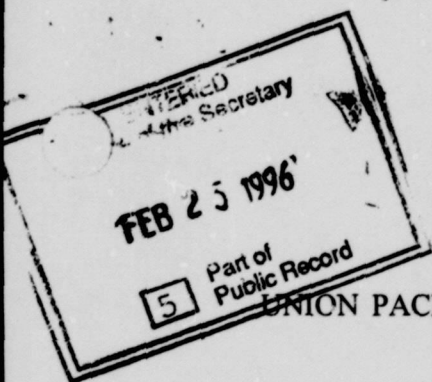
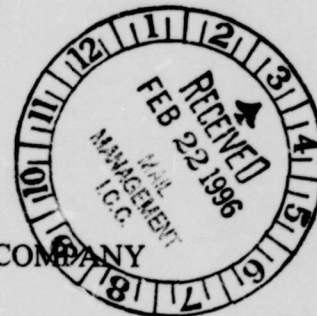
Kelley E. O'Brien

Enclosure



BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760



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

-- CONTROL AND MERGER --

SOUTHERN PACIFIC RAIL CORPORATION, SOUTHERN PACIFIC
TRANSPORTATION COMPANY, ST. LOUIS SOUTHWESTERN RAILWAY
COMPANY, SPCSL CORP. AND THE DENVER AND
RIC GRANDE WESTERN RAILROAD COMPANY

RESPONSES AND OBJECTIONS OF BURLINGTON NORTHERN RAILROAD
COMPANY AND THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY
TO CONSOLIDATED RAIL CORPORATION'S THIRD REQUEST TO
BNSF CORPORATION FOR THE PRODUCTION OF DOCUMENTS

Jeffrey R. Moreland
Richard E. Weicher
Janice G. Barber
Michael E. Roper
Sidney L. Strickland, Jr.

Erika Z. Jones
Adrian L. Steel, Jr.
Roy T. Englert, Jr.
Kathryn A. Kusske

Burlington Northern
Railroad Company
3800 Continental Plaza
777 Main Street
Ft. Worth, Texas 76102-5384
(817) 333-7954

Mayer, Brown & Platt
2000 Pennsylvania Avenue, N.W.
Washington, D.C. 20006
(202) 463-2000

and

The Atchison, Topeka and Santa Fe
Railway Company
1700 East Golf Road
Schaumburg, Illinois 60173
(708) 995-6887

Attorneys for Burlington Northern Railroad Company
and The Atchison, Topeka and Santa Fe Railway Company

February 22, 1996

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760

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

-- CONTROL AND MERGER --

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

RESPONSES AND OBJECTIONS OF BURLINGTON NORTHERN RAILROAD
COMPANY AND THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY
TO CONSOLIDATED RAIL CORPORATION'S THIRD REQUEST TO
BNSF CORPORATION FOR THE PRODUCTION OF DOCUMENTS

Burlington Northern Railroad Company ("BN") and The Atchison, Topeka and Santa Fe Railway Company ("Santa Fe") (collectively "BN/Santa Fe") answer and object as follows to Consolidated Rail Corporation's ("Conrail") "Third Request to BNSF Corporation For the Production of Documents." These responses and objections are being served pursuant to the Discovery Guidelines Order entered by the Administrative Law Judge in this proceeding on December 5, 1995 ("Discovery Guidelines").

Subject to the objections set forth below, BN/Santa Fe will produce non-privileged documents responsive to Consolidated Rail Corporation's Third Request to BNSF

Corporation For the Production of Documents. If necessary, BN/Santa Fe is prepared to meet with counsel for Conrail at a mutually convenient time and place to discuss informally resolving these objections.

GENERAL OBJECTIONS

BN/Santa Fe objects to Conrail's Third Request For Production of Documents on the following grounds:

1. Parties. BN/Santa Fe objects to Conrail's Third Request For Production of Documents to the extent that it is directed to BNSF Corporation (now, Burlington Northern Santa Fe Corporation) rather than BN and Santa Fe. Burlington Northern Santa Fe Corporation is not a party to and has not appeared or intervened in this proceeding. Notwithstanding this objection, BN/Santa Fe will include as a part of its responses to Conrail's Third Request For Production of Documents documents in the possession of Burlington Northern Santa Fe Corporation.

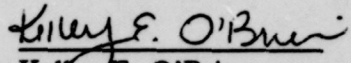
2. Privilege. BN/Santa Fe objects to Conrail's Third Request For Production of Documents to the extent that it calls for information or documents subject to the attorney work product doctrine, the attorney-client privilege or any other legal privilege.

3. Relevance/Burden. BN/Santa Fe objects to Conrail's Third Request For Production of Documents to the extent that it seeks information or documents that are not directly relevant to this proceeding and to the extent that a response would impose an unreasonable burden on BN/Santa Fe.

4. Settlement Negotiations. BN/Santa Fe objects to Conrail's Third Request For Production of Documents to the extent that it seeks information or documents prepared in

CERTIFICATE OF SERVICE

I hereby certify that copies of Responses and Objections of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company to Consolidated Rail Corporation's Third Request to BNSF Corporation for the Production of Documents (BN/SF-26) have been served this 22nd day of February, 1996, by fax and by first-class mail, postage prepaid on all persons on the Restricted Service List in Finance Docket No. 32760 and by hand-delivery on counsel for Consolidated Rail Corporation.


Kelley E. O'Brien
Mayer, Brown & Platt
2000 Pennsylvania Avenue, N.W.
Suite 6500
Washington, D.C. 20006
(202) 778-0607

STB

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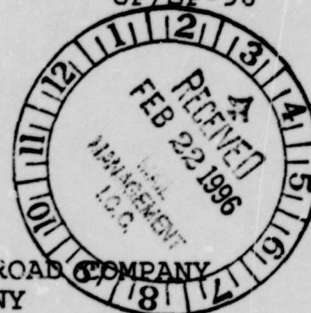
Item No. _____

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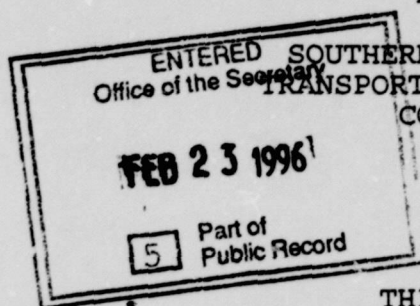
BEFORE THE
TRANSPORTATION BOARD

UP/SP-96



Finance Docket No. 32760

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



APPLICANTS' RESPONSE TO CONRAIL'S
THIRD REQUEST FOR PRODUCTION OF DOCUMENTS

CANNON Y. HARVEY
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CAROL A. HARRIS
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RICHARD B. HERZOG
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1300 Nineteenth Street, N.W.
Washington, D.C. 20036
(202) 973-7601

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

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

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

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

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

February 22, 1996

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760

UNION PACIFIC CORPORATION, UNION PACIFIC RAILROAD
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



APPLICANTS' RESPONSE TO CONRAIL'S
THIRD REQUEST FOR PRODUCTION OF DOCUMENTS

UPC, UPRR, MPRR, SPR, SPT, SSW, SPCSL and DRGW,
collectively, "Applicants," hereby respond to Conrail's Third
Request for Production of Documents.^{1/}

GENERAL RESPONSES

The following general responses are made with
respect to all of the interrogatories and document requests.

1. Applicants have conducted a reasonable search
for documents responsive to the interrogatories and document
requests. Except as objections are noted herein,^{2/} all

^{1/} In these responses Applicants use acronyms as they have
defined them in the application. However, subject to
Applicants' prior objections to Conrail's definitions, for
purposes of interpreting the requests, Applicants will attempt
to observe Conrail's definitions where they differ from
Applicants' (for example, Conrail's definitions of "UP" and
"SP," unlike Applicants', include UPC and SPR, respectively).

^{2/} Thus, any response that states that responsive documents
are being produced is subject to the General Objections, so
that, for example, any documents subject to attorney-client
privilege (General Objection No. 1) or the work product
doctrine (General Objection No. 2) are not being produced.

responsive documents have been or shortly will be made available for inspection and copying in Applicants' document depository, which is located at the offices of Covington & Burling in Washington, D.C. Applicants will be pleased to assist Conrail to locate particular responsive documents to the extent that the index to the depository does not suffice for this purpose. Copies of documents will be supplied upon payment of duplicating costs (including, in the case of computer tapes, costs for programming, tapes and processing time).

2. Production of documents or information does not necessarily imply that they are relevant to this proceeding, and is not to be construed as waiving any objection stated herein.

3. Certain of the documents to be produced contain sensitive shipper-specific and other confidential information. Applicants are producing these documents subject to the protective order that has been entered in this proceeding.

4. In line with past practice in cases of this nature, Applicants have not secured verifications for the answers to interrogatories herein. Applicants are prepared to discuss the matter with Conrail if this is of concern with respect to any particular answer.

GENERAL OBJECTIONS

The following objections are made with respect to all of the interrogatories and document requests. Any additional specific objections are stated at the beginning of the response to each interrogatory or document request.

1. Applicants object to production of, and are not producing, documents or information subject to the attorney-client privilege.

2. Applicants object to production of, and are not producing, documents or information subject to the work product doctrine.

3. Applicants object to production of, and are not producing, documents prepared in connection with, or information relating to, possible settlement of this or any other proceeding.

4. Applicants object to production of public documents that are readily available, including but not limited to documents on public file at the Board or the Securities and Exchange Commission or clippings from newspapers or other public media.

5. Applicants object to the production of, and are not producing, draft verified statements and documents related thereto. In prior railroad consolidation proceedings, such documents have been treated by all parties as protected from production.

6. Applicants object to providing information or documents that are as readily obtainable by Conrail from its own files.

7. Applicants object to the extent that the interrogatories and document requests seek highly confidential or sensitive commercial information (including inter alia, contracts containing confidentiality clauses prohibiting disclosure of their terms) that is of insufficient relevance to warrant production even under a protective order.

8. Applicants object to the interrogatories and document requests to the extent that they call for the preparation of special studies not already in existence.

9. Applicants incorporate by reference their prior objections to the definitions set forth in Conrail's prior sets of discovery requests.

SPECIFIC RESPONSES AND ADDITIONAL OBJECTIONS

Document Request No. 1

"Provide all SP timesheets for the month of October 1995 (or any other representative consecutive four week period identified by agreement between counsel for Conrail and counsel for the Applicants) for SP's route between Houston and Memphis."

Response

Applicants object to this document request as unduly vague and unduly burdensome, and overbroad in that it includes documents that are neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Respectfully submitted,

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

PAUL A. CUNNINGHAM
RICHARD B. HERZOG
JAMES M. GUINIVAN
Harkins Cunningham
1300 Nineteenth Street, N.W.
Washington, D.C. 20036
(202) 973-7601

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

CARL W. VON BERNUTH
RICHARD J. RESSLER
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JAMES V. DOLAN
PAUL A. CONLEY, JR.
LOUISE A. RINN
Law Department
Union Pacific Railroad Company
Missouri Pacific Railroad Company
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Arvid E. Roach II

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MICHAEL L. ROSENTHAL
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P.O. Box 7566
Washington, D.C. 20044-7566
(202) 662-5388

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

February 22, 1996

CERTIFICATE OF SERVICE

I, Michael L. Rosenthal, certify that, on this 22nd day of February, 1996, I caused a copy of the foregoing document to be served by hand on Daniel K. Mayers, counsel for Consolidated Rail Corporation, at Wilmer, Cutler & Pickering, 2445 M Street, N.W., Washington, D.C. 20005-3934, and by first-class mail, postage prepaid, or by a more expeditious manner of delivery on all parties appearing on the restricted service list established pursuant to paragraph 9 of the Discovery Guidelines in Finance Docket No. 32760, and on

Director of Operations
Antitrust Division
Suite 500
Department of Justice
Washington, D.C. 20530

Premarmer Notification Office
Bureau of Competition
Room 303
Federal Trade Commission
Washington, D.C. 20580



Michael L. Rosenthal

STB FD 32760 2-21-96 D 61321

61321

Item No. _____

□ Sacramento Add
State Capitol
Sacramento, CA: _____
(916) 445-851
District Address: _____
State Building,
2550 Mariposa, Room 5006
Fresno, CA 93721
(209) 445-5532

Page Count 1
Feb # 182

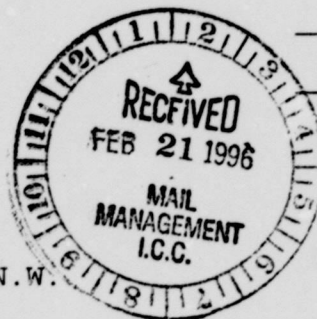
Assembly
Legislature

CRUZ M. BUSTAMANTE
MEMBER OF THE ASSEMBLY
THIRTY-FIRST DISTRICT

Committees:
Agriculture
Agriculture Education
Subcommittee
Housing and Community
Development
Water, Parks and Wildlife
Elections, Reapportionment
and Constitutional
Amendments, Vice Chair
Select Committee on
Restructuring Government
Select Committee on
California Wine Production
and Economy

February 6, 1996

FD 32760



Vernon A. Williams
Secretary
Surface Transportation Board
Room 1324
Twelfth Street and Constitution Avenue, N.W.
Washington D.C. 20423

Dear Secretary Williams:

I am writing to lend my support for your favorable consideration of the proposed merger between Union Pacific Railroad and Southern Pacific Railroad.

As a representative of the Fresno area, I am extremely interested in improving the region's transportation system. The UP/SP merger will greatly strengthen the current rail system, which in turn, benefits the agricultural community. The significant improvement of the merged UP/SP system will allow Central California to more efficiently distribute its agricultural riches throughout the nation. More importantly, we will have rails that are interchangeable.

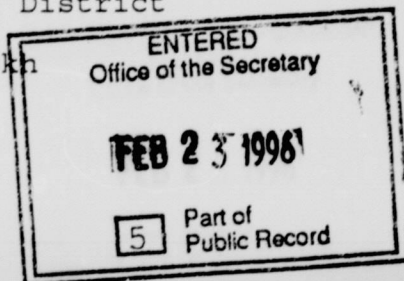
The ability to more efficiently and expediently distribute perishable items, as well as receive a wide variety of goods from throughout the nation, is essential to the vitality of the Central Valley economy. I trust that your staff will appreciate the significance of a vital economy when considering the proposed UP/SP merger.

Thank you for the consideration of this request.

Sincerely,

Cruz M. Bustamante
Member of the Assembly
31st District

CMB/rh



**ADVISE OF ALL
PROCEEDINGS**

STB FD 32760 2-21-96 D 61320

Item No. _____
Page Count 1
FEB 18 1996

EDWARD S. CORTEZ
MAYOR

February 7, 1996

Vernon A. Williams, Secretary
Surface Transportation Board
Room 1324
Twelfth Street & Constitution Ave. N.W.
Washington, DC 20423

RE: **SUPPORT OF THE SOUTHERN PACIFIC & UNION PACIFIC
RAILROAD MERGER**

Dear Mr. Williams:

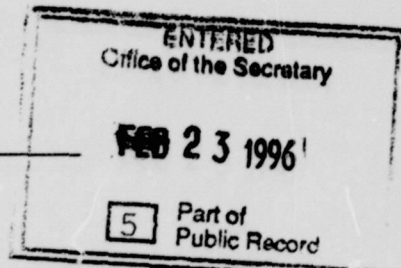
The purpose of this memo is to express the City's support of the Southern Pacific and Union Pacific Railroad merger. Overall, the merger will allow much greater flexibility for the railway systems to deal with routing issues in our area, as well as improved rail service, for both passenger and freight trains.

In particular, we understand that Metrolink has already inquired concerning possible use of Southern Pacific's main line between Pomona and LAUPT which would provide much greater flexibility in their current and future operations. This is significant for Pomona, since we are in the process of constructing a Regional Transit Center which offers Metrolink service.

Again, we sincerely express our support for the proposed merger and look forward to working with you on future aspects involving the merger affecting our community.

Sincerely,

Edward S. Cortez
Edward Cortez
Mayor

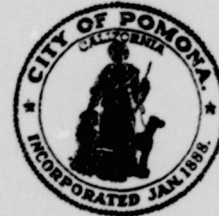
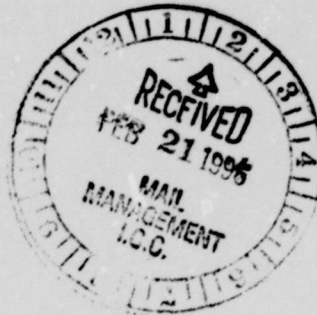


cc: Mr. Larry Wzorek, Union Pacific Railroad

EMISCMEMO

**ADVISE OF ALL
PROCEEDINGS**

61320
OFFICE
OF THE
MAYOR



STB

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• 32760

2-21-96

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• 61319

Item No. _____

Page Count 2

FEB 180

Louisiana

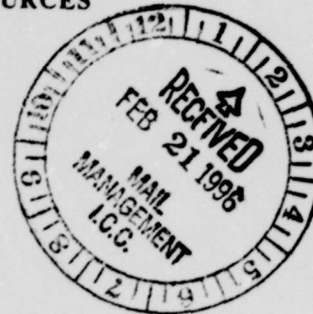


M.J. "MIKE" FOSTER, JR.
GOVERNOR

JACK C. CALDWELL
SECRETARY

DEPARTMENT OF NATURAL RESOURCES

February 15, 1996



Ms. Elaine K. Kaiser
UP/SP Environmental Project Director
Section of Environmental Analysis
Surface Transportation Board
12th and Constitution Avenue, Room 3219
Washington, D.C. 20423-0001

RE: P960181, Solicitation of Views Request for Environmental Comments.
Finance Docket No. 32760
Control and Merger Application between the Union Pacific and Southern Pacific Railroads.

Dear Ms. Kaiser:

We have received a Solicitation of Views for the above referenced proposed merger of the Union and Pacific Railroads and the 25 new rail line connection construction projects. Although it appears that the majority of the work will be located outside of the Louisiana Coastal Zone, it will be necessary for the applicant to submit a Coastal Use Permit Application for the portion of work that will occur in the Louisiana Coastal Zone.

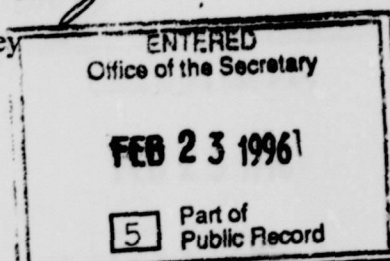
If you or the applicant have any questions, please contact Rocky Hinds or Bill Pittman, of my staff, at (504) 342-7591.

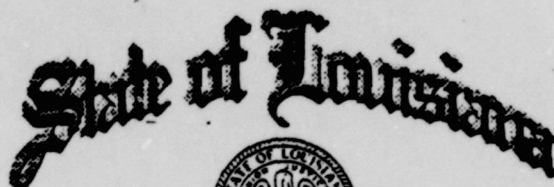
Sincerely,

Terry W. Howey

Terry W. Howey
Administrator

**ADVISE OF ALL
PROCEEDINGS**





M.J. "MIKE" FOSTER, JR.
GOVERNOR

JACK C. CALDWELL
SECRETARY

DEPARTMENT OF NATURAL RESOURCES

February 8, 1996

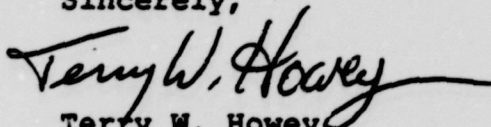
Mr. Thomas E. Greenland
Union Pacific Railroad Law Department
Room 830, 1416 Dodge Street
Omaha NE 68179

RE: C950130, Coastal Zone Consistency
Union Pacific Railroad
Interstate Commerce Commission
Federal License or Permit, Solicitation of Views
Environmental Report; Union Pacific Corp, Southern Pacific
Corp, Merger: Finance Docket No. 32760
Statewide, Louisiana

Dear Mr. Greenland:

The above referenced project has been received by this office and has been found to be consistent with the Louisiana Coastal Resources Program as required in Section 307(c)(3)(A) of the Coastal Zone Management Act of 1972 as amended. Please be aware that in addition to submission of a Coastal Use Permit (CUP) application for the Avondale construction projects, the Farmers Louisiana project may also require a Coastal Use Permit. A CUP application package is being mailed to your office. If you have any questions concerning this determination please contact Jon Truxillo, Consistency Analyst at (504) 342-3394.

Sincerely,


Terry W. Howey
Administrator

TWH/JDH/jt

cc: Section of Environmental Analysis, ICC

STB

FD

32760

2-21-96

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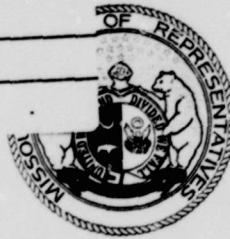
Item No. _____

HOME ADDR

PO Box 198
Nixa, MO 657
417-443-304

Page Count 2

FEB II 1978



COMMITTEES

Wetlands, Chairman

Agri-Business, Vice Chairman

Elementary & Secondary Education

Energy & Environment

Transportation

STATE OFFICE

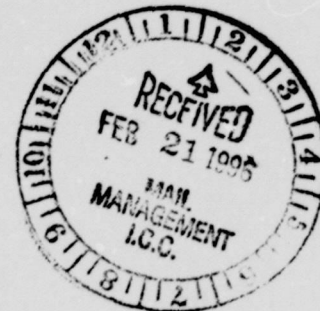
State Capitol • Room 114A
Jefferson City, MO 65101-6806
314-751-2956

JIM KREIDER

STATE REPRESENTATIVE DISTRICT 142

February 13, 1996

The Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
12th Street & Constitution Ave NW
Washington, DC 20423



Dear Mr. Williams:

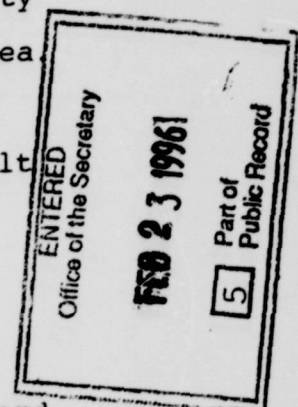
I am writing to strongly support the pending merger between the Union Pacific and Southern Pacific Railroads. The Missouri Pacific Railroad, as predecessor to today's Union Pacific Railroad, has a long history and presence in our state, and has contributed greatly to our state's economic development. The merger of the Union Pacific and Southern Pacific Railroads will continue that tradition by strengthening competition with the recently-merged Burlington Northern Santa Fe Railroad.

Missouri shippers will benefit from faster, more reliable intermodal service to and from California, saving hundreds of miles over current routes. New, single-line service to northern California, the Intermountain region and the Pacific Northwest will also provide greater speed, reliability and frequency for Missouri carload shippers.

\$360 million will be spent to upgrade the lines between Kansas City and southern California, to increase capacity and improve service. \$16.7 million will be spent to develop a new intermodal terminal in the Kansas City area. Almost \$38 million will be spent to expand UP's Dupo intermodal terminal.

Increased traffic as a result of the merger should result in increased jobs for Missouri.


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



**ADVISE OF ALL
PROCEEDINGS**

I strongly urge approval of the merger of Union Pacific
and Southern Pacific Railroads.

Sincerely,

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

Jim Kreider
State Representative
District 142

• JK:cb

STB

FD

32760

2-21-96

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DISTRICT ADDRESS:
MAILING ADDRESS: Item NO. _____

826 SOUTH M
SOUTHTOWNE
COLLINSVILLE
618/345-217

Page Count 2
Feb # 177

HAYES MALLC
COMMUNITY

216 CRANE Trm No
EDWARDSVILLE, ILLINOIS 62025
618/656-3810

CAPITOL ADDRESS:

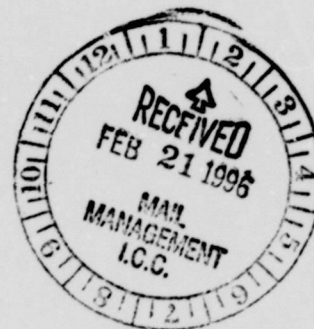
2073-L STRATTON BUILDING
SPRINGFIELD, ILLINOIS 62706
217/782-0515



JAY C. HOFFMAN
STATE REPRESENTATIVE • 112TH DISTRICT

61314

MINORITY FLOOR LEADER
HOUSE COMMITTEES:
JUDICIAL - CRIMINAL -
MINORITY SPOKESMAN
EXECUTIVE
FINANCIAL INSTITUTIONS



February 1, 1996

32760

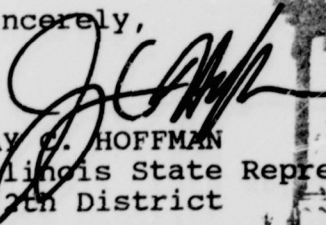
Mr. Vernon Williams
Secretary, Surface Transportation Board
U.S. Department of Transportation
12th & Constitution Avenue, N.W.
Washington, D.C.

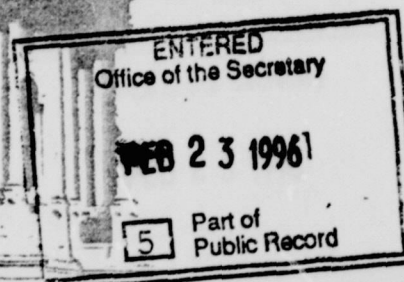
Dear Mr. Williams:

Please find enclosed a copy of a letter I recently received from Stephen W. Baker, Executive Vice-President for Springfield Plastics, Inc., regarding the adverse affect their company would receive as the result of the proposed merger of the Union pacific and Southern Pacific Railroads. I would ask that the Commerce Commission take Mr. Baker's letter into account when ruling on this proposed merger.

As you know, the transportation systems in Illinois provide an engine for economic development. I do not believe that it should be the intention of the interstate Commerce Commission to allow proposed mergers which would have an adverse affect on small businesses. Thank you for your generous time and cooperation. If you should have any questions, please feel free to call.

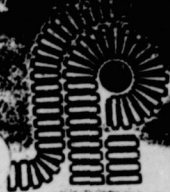
Sincerely,


JAY C. HOFFMAN
Illinois State Representative
112th District



F:\mika\feb96\williams

**ADVISE OF ALL
PROCEEDINGS**



**Springfield
Plastics, Inc.**

RURAL ROUTE 1, AUBURN, ILLINOIS 62615 • TELEPHONE 217-438-6167
TOLL FREE 800 252-3361
FAX # 217 438-6949

November 9, 1995

RECEIVED NOV 15 1995

The Honorable Jay C. Hoffman
826 S. Morrison
Collinsville, IL 62234

Dear Representative Hoffman:

This letter is in regards to the proposed merger of the Union Pacific and Southern Pacific Railroads. As part of this merger the Union Pacific has proposed abandoning a section of their line from Girard, IL to Barr (Athens), IL and from Madison, IL to DeCamp (Livingston), IL. The proposed merger and the abandonment requires the approval of the Interstate Commerce Commission.

The closing of this line will have a significant impact on the operations of Springfield Plastics, Inc. as our plant is located on this line one mile west of Auburn. We receive over ninety percent of our raw material (plastic pellets) via this rail line. We are evaluating other alternatives but all are very costly. Our company has been in a steady growth pattern for the last five years. We are worried that the absorption of additional costs of raw material will make us less competitive and stunt this growth that we have been experiencing.

We are asking for your help in this matter. The impact of this merger not only will be felt by Springfield Plastics, Inc. directly but many other citizens indirectly. This line runs through many small communities in addition to Edwardsville and the edge of Springfield. The loss of this rail service to these communities cannot have any positive effect on the future economic growth of these areas.

We would appreciate anything you can do to assist us in this matter.

Sincerely,

Steve Baker

Stephen W. Baker
Executive Vice-President

SWB:sk

The Supplier for Quality Plastic Products

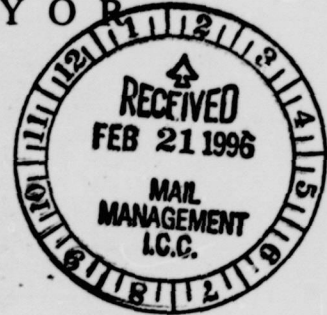
STB FD 32760 2-21-96 D 61318

Item No. _____
Page Count 1
Feb 21 1996



OF THE MAYOR

GORDON D. BUSH
Mayor



February 14, 1996

Mr. Vernon Williams
Secretary
Surface Transportation Board
12th Street and Constitution Avenue, NW
Washington, DC 20423

RE: Finance Docket 32760 - Union Pacific/Southern Pacific

Dear Secretary Williams:

The purpose of this letter is to formally advise you that I support the Union Pacific and Southern Pacific merger. Although there are a number of compelling reasons to support this acquisition my primary reason is the profound economic impact on my city. This merger will be the catalyst for a \$40 million expansion to our intermodal facility in East St. Louis. This will bring several hundred new jobs and help rebuild our eroded tax base in East St. Louis.

Additionally this merger will be a strong signal that UP/SP is not only interested in rebuilding America's railroad infrastructure but they are a major player in the renaissance of one of the greatest "comeback" cities in America - the great city of East St. Louis.

Thank you for your favorable consideration of this request. Please contact my office if I can be of further assistance.

Sincerely,

Gordon D. Bush
Mayor

ADVISE OF ALL
PROCEEDINGS

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Item No. New Mexico State Senate

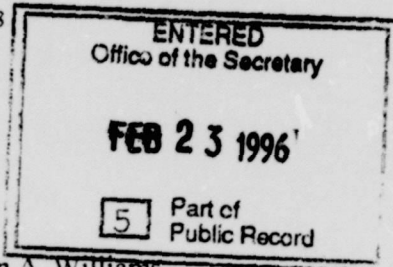
Page Count 2 State Capitol
Feb # 176 Santa Fe

SENATOR DON KIDD

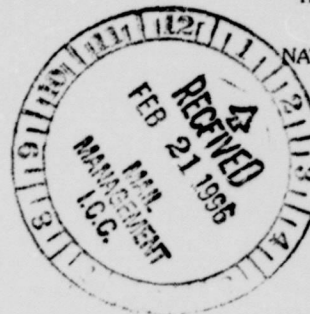
R-Eddy, Lea & Otero-34

Post Office Drawer 1358
Carlsbad, NM 88220

Office: 887-6686
Home: 887-5204



February 15, 1996



COMMITTEES:

MEMBER:

• Finance
• Corporations & Transportation

VICE-CHAIRMAN:

• Select Gaming

INTERIM COMMITTEES:

MEMBER:

• Lottery Oversight Committee
• Integrated Water & Resource
Planning Committee
• Science, Technology, Energy &
Defense Conversion Committee

ADVISORY MEMBER:

• Radioactive & Hazardous
Materials Committee

NATIONAL COMMITTEES:

• The Energy Council:
New Mexico Delegate

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Room 2215
Twelfth Street and Constitution Avenue, NW
Washington, DC

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

Dear Secretary Williams:

I am writing to urge your agency's approval for the proposed merger between Union Pacific Railroad and Southern Pacific Railroad companies. I am convinced that this merger will provide significant economic benefits not only to the companies involved, but to the State of New Mexico and the western United States as well.

For Southern Pacific customers in New Mexico, the UP/SP merger should provide an assurance that they will receive high quality rail service from a financially strong railroad. They will gain the advantage of dealing with a merged railroad with a broad route structure that will provide fast, more reliable service, particularly for time sensitive intermodal freight. The expanded route structure will open up important new rail markets for our shippers and receivers in the Pacific Northwest and the Midwest. New Mexico shippers and receivers will obtain better access to distant markets and will benefit from having their products and supplies move on a single railroad system rather than being handed off from one railroad to another.

Importantly, the merged railroad will have the financial resources needed to invest in capacity, technology and service improvements. After the merger, the combined UP/SP plans to upgrade the Tucumcari route and to add needed capacity to SP's southern corridor route, which traverses the southern part of our state. We also look forward to working with the merged company on industrial development ventures to create new opportunities for New Mexico shippers and receivers who need an effective and highly efficient rail system in order to participate in the new increasingly global marketplace.

**ADVISE OF ALL
PROCEEDINGS**

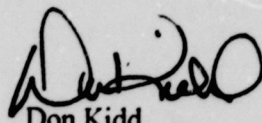
The Honorable Vernon A. Williams
February 15, 1996
Page 2

Additionally, the North American Free Trade Agreement (NAFTA) and the Intermodal Surface Transportation Efficiency Act (ISTEA) have opened up new possibilities for states, like New Mexico, wishing to promote international trade and commerce utilizing rail.

We expect the UP/SP merged system will play an important part in our state's transportation future and we urge the Commission to promptly approve the merger application of these two carriers.

Thank you for your consideration of these comments.

Sincerely,

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

Don Kidd
New Mexico State Senate

STB

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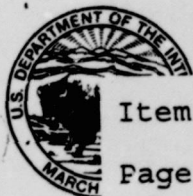
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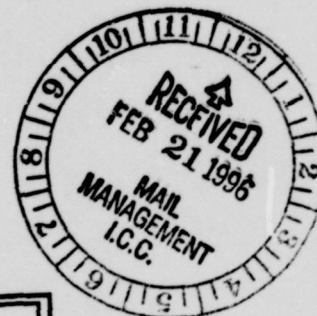


United States Department of the Interior

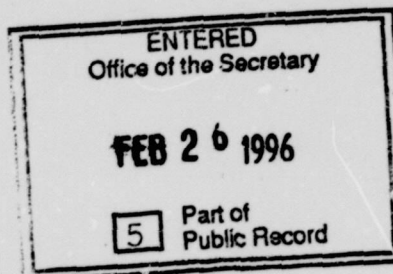
Item No. _____ FD WILDLIFE SERVICE
 Ecological Services
 22 S. Houston, Suite A
 Tulsa, Oklahoma 74127

Page Count 5
Feb 175

February 15, 1996



2-14-95-I-119



Ms. Elaine K. Kaiser
 UP/SP Environmental Project Director
 Section of Environmental Analysis
 Surface Transportation Board
 12th and Constitution Avenue, Room 3219
 Washington, D. C. 20423-0001

Dear Ms. Kaiser:

This responds to the Surface Transportation Board's January 29, 1996, request for comments on the potential environmental impacts of the control and merger application of the Union Pacific and Southern Pacific railroads (Finance Docket No. 32760). We previously responded (copy enclosed) to a request from Dames and Moore for comments on a major portion of the proposed project within the state of Oklahoma; however, we did not review that portion of the project located in Texas County in the Oklahoma panhandle. The following comments concern rail line segments in Texas County only.

The federally-listed endangered and threatened species known to occur in Texas County are:

<u>Species</u>	<u>Classification</u>
Interior least tern	Endangered
Peregrine falcon	Endangered
Whooping crane	Endangered
Bald eagle	Threatened
Piping plover	Threatened

The federally-listed species most likely to be affected by the proposed project is the whooping crane (*Grus americana*). Whooping cranes migrate through the Oklahoma panhandle and occasionally use wetlands or farmed fields as migration stopover habitat. However, the Fish and Wildlife Service (Service) has no specific information concerning use of the project area by whooping cranes.

There are no national wildlife refuges or critical habitats within 5 miles of the subject rail line segments. Optima National Wildlife Refuge is located roughly 13 miles east of Guymon, Oklahoma on the Coldwater Creek arm of Optima Reservoir. The Oklahoma Department of Wildlife Conservation operates a wildlife management area on the Beaver River arm of that reservoir.

ADVISE OF ALL PROCEEDINGS

Surface Transportation Board

2

The Service's National Wetlands Inventory (NWI) maps indicate the presence of an extensive forested and emergent wetlands system along the Beaver River upstream and downstream of the railroad crossing. Western riparian areas such as those supported by the Beaver River function as extremely important wildlife refugia in an otherwise arid landscape. Should additional rail facilities be needed in the vicinity of Beaver River, extreme care should be exercised to ensure that the fragile riparian ecosystem is protected from direct and indirect impacts due to construction, operation and maintenance activities.

NWI maps also show the presence of several farmed and unfarmed isolated wetlands (see enclosed copies of NWI maps with wetlands highlighted in green) adjacent to the existing railroad facility. These wetlands are likely playa lakes. Playa lakes are basins that fill with water during rain events; the ephemeral wetlands support large numbers of migratory birds including ducks, geese, sandhill cranes, shorebirds, and songbirds. Playa wetlands are the most important wintering area for many species of waterfowl in the Central Flyway of the United States. Impacts to playa wetlands should be avoided if future modifications or upgrades to existing facilities become necessary.

We appreciate the opportunity to provide these comments during the early planning stage of the proposed railroad merger. Should you have questions or require additional information, please contact Virginia Brubeck of this office at 918/581-7458, extension 236.

Sincerely,



Jerry J. Brabander
Field Supervisor

Enclosures

cc:

District Engineer, U.S. Army Corps of Engineers, Tulsa, OK

Attn: Regulatory Functions Branch

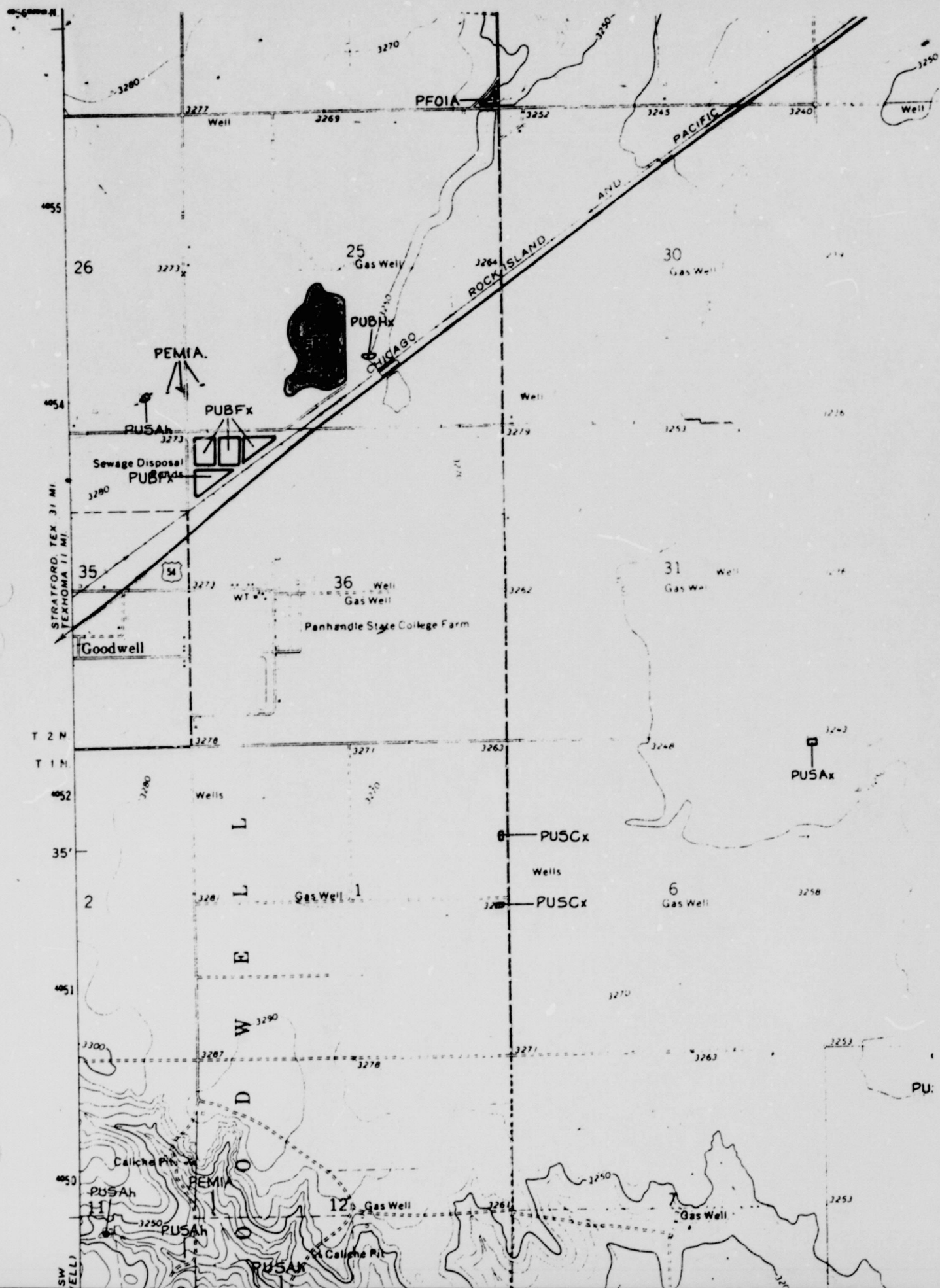
Director, Oklahoma Department of Wildlife Conservation, Oklahoma City, OK

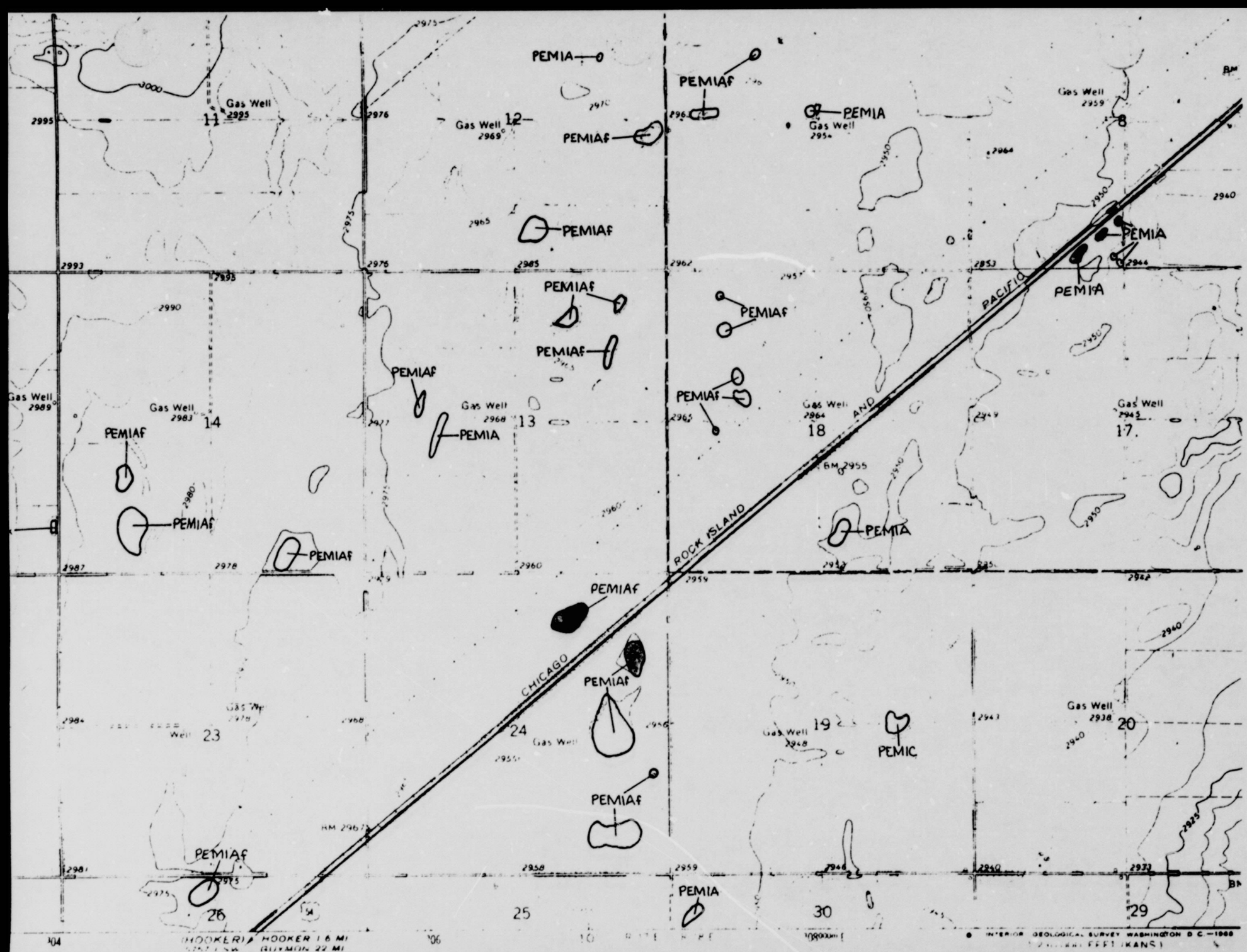
Attn: Natural Resources Section

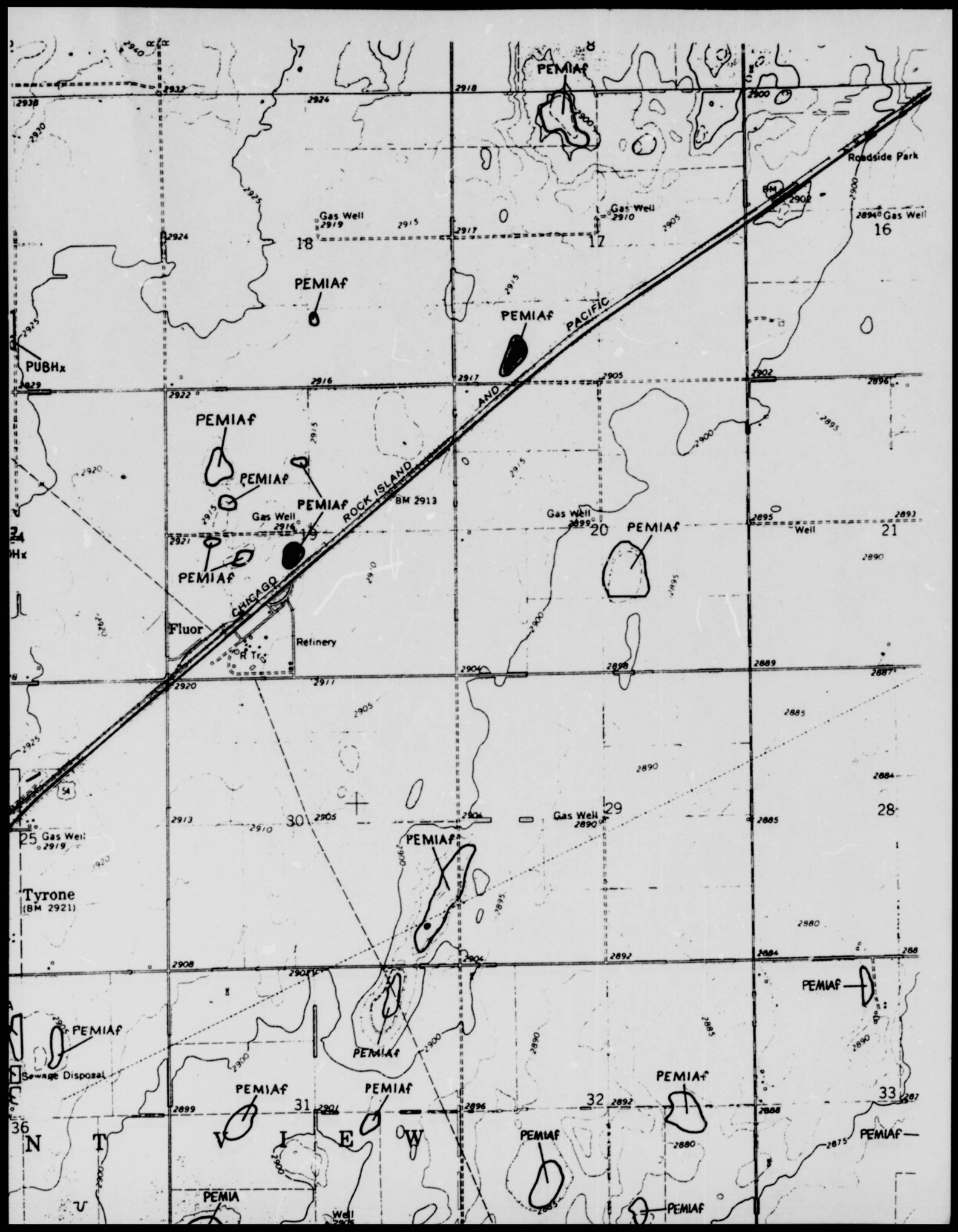
Director, Oklahoma Department of Environmental Quality, Oklahoma City, OK

Attn: Wayne Craney, Water Quality Programs Division 0207

Regional Administrator, Environmental Protection Agency, Dallas TX (6E-FT)







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32760

2021-96

D

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Item No. _____

Page Count 1

STAT Feb 174



HOME ADDRESS

510 N. MAIN
SIKESTON, MO 63801
(314) 471-0550

MISSOURI
HOUSE OF REPRESENTATIVES

February 8, 1996

Joe Heckemeyer
Representative, 160th District

The Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
12th Street and Constitution Ave NW
Washington, DC 20423



Dear Mr. Williams,

FD 32760

I am writing to strongly support the pending merger between the Union Pacific and Southern Pacific Railroads. The Missouri Pacific Railroad, as a predecessor to today's Union Pacific Railroad, has a long history and presence in our state, and has contributed greatly to our state's economic development. The merger of the Union Pacific and Southern Pacific Railroads will continue that tradition by strengthening competition with the recently merged Burlington Northern Santa Fe Railroad.

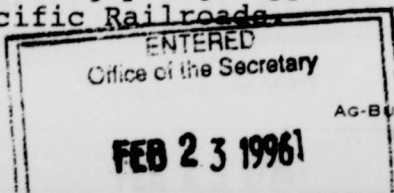
Missouri shippers will benefit from faster, more reliable intermodal service to and from California, saving hundreds of miles over current routes. New, single-line service to northern California, the Intermountain region and the Pacific Northwest will also provide greater speed, reliability and frequency for Missouri carload shippers.

\$360 million will be spent to upgrade the lines between Kansas City and southern California, to increase capacity and improve service service. \$16.7 million will be spent to develop a new intermodal terminal in the Kansas City area. Almost \$38 million will be spent to expand UP's Dupo intermodal terminal.

Increased traffic as a result of the merger should result in increased jobs for Missouri.

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

I strongly urge approval of the merger of Union Pacific and Southern Pacific Railroads.



AG-BUSINESS • EDUCATION • ELEMENTARY AND SECONDARY
ENERGY AND ENVIRONMENT

ADVISE OF ALL
PROCEEDINGS

STB

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2-21-96

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OFFICE OF THE MINORITY WHIP

61312

CAPITOL OFFICE
State Capitol • Room 101E
201 West Capitol
Jefferson City, MO
573 • 751-94

Item No. _____

Page Count 2

Feb II 1996



DISTRICT OF
Route 4, Box
St. Joseph, MO 64501
816 • 233-8090

CHARLES W. SHIELDS

State Representative
District 28

FD 32760

COMMITTEES

Appropriations -
Health & Mental Health

Budget

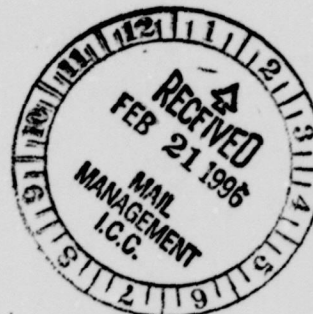
Education • Elementary & Secondary
(Ranking Minority Member)

Education • Higher

Governmental Organization & Review

February 15, 1996

The Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
12th Street and Constitution Ave NW
Washington, DC 20423



Dear Mr. Williams:

I am writing to strongly support the pending merger between the Union Pacific and Southern Pacific Railroads. The Missouri Pacific Railroad, as predecessor to today's Union Pacific Railroad, has a long history and presence in our state, and has contributed greatly to our state's economic development. The merger of the Union Pacific and Southern Pacific Railroads will continue that tradition by strengthening competition with the recently merged Burlington Northern Santa Fe Railroad.

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Increased traffic as a result of the merger should result in increased jobs for Missouri.

Southern Pacific has significant shipper coverage in Missouri, and many of SP's customers are exclusively served by SP. These customers have had to cope with service problems and uncertainties as to SP's finances. The merger

ENTERED
Office of the Secretary
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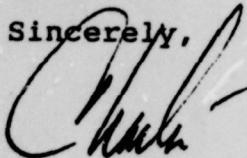
ADVISE OF ALL

PROCEEDINGS

of Union Pacific and Southern Pacific will provide SP shippers with the assurance of top quality service with a financially strong railroad that can afford the capital investments necessary to build new capacity, implement new technology and continue to improve its' operations.

I strongly urge approval of the merger of Union Pacific and Southern Pacific Railroads.

Sincerely,

A handwritten signature in dark ink, appearing to read "Charles W. Shields", written in a cursive style.

Charles W. Shields
CWS/er

STB

FD

32760

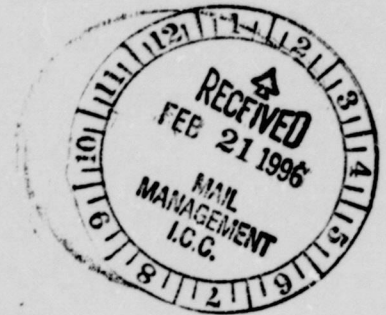
2-21-96

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Item No. _____
Page Count 1
Feb # 172

61311



MR. SECRETARY,

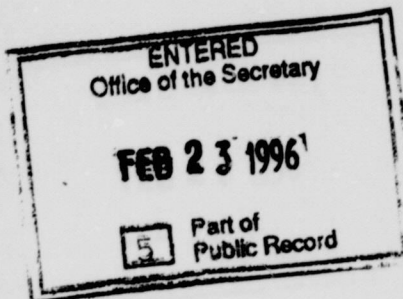
PLEASE HELP SAVE OUR RAILROADS IN PINE BLUFF. MY FATHER-IN-LAW HAS WORKED FOR COTTON BELT FOR 25 YEARS AND WE ARE AFRAID HE LIKE MANY OTHERS WILL LOSE HIS JOB IF THE PROPOSED MERGER GOES THROUGH. UNION PACIFIC HAS ALREADY SAID A FEW JOBS WILL BE LOST. HOW MANY IS A FEW? WE WOULD RATHER HAVE NO JOBS LOST. THERE WILL BE NO COMPETITION BETWEEN RAILROADS BECAUSE U.P. WILL OWN ALL OF THEM AROUND HERE. HOW HIGH WILL FREIGHT PRICES GO AND HOW MUCH OF THIS WILL BE PASSED ON TO THE CONSUMER NATION WIDE BECAUSE OF THIS? THERE IS A LOT AT STAKE HERE, BUT THE MOST IMPORTANT IS THE JOBS. WE DO NOT WANT TO LOSE THEM AND IF THIS MERGER GOES THROUGH WITH U.P. AND S.P. IT WILL HAPPEN! PLEASE MR. SECRETARY, WE ASK THAT YOU STOP THIS MERGER FROM TAKING PLACE. THANK YOU.

2/12/96

FD. 32760

SINCERELY YOURS,

DAVID W. WALLACE
8104 SULPHUR SPRINGS RD.
PINE BLUFF, AR 71603



ADVISE OF ALL
PROCEEDINGS

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32760

2-21-96

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ITEM NO. _____

61510

Page Count 2

FILE 171

Capitol
State Capitol
Jefferson City, Missouri
(314) 750-8864
Office of the Secretary



District Office
5445 Finkman
St. Louis, MO 63109
(314) 353-0864

FEB 23 1996

5 Part of
Public Record

JAMES P. O'TOOLE

State Representative
68th District

FD 32760



February 15, 1996

The Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
12th Street and Constitution Ave NW
Washington, DC 20434

Dear Mr. Williams:

I am writing to strongly support the pending merger between the Union Pacific and Southern Pacific Railroads. The Missouri Pacific Railroad, as predecessor to today's Union Pacific Railroad, has a long history and presence in our state, and has contributed greatly to our state's economic development. The merger of the Union Pacific and Southern Pacific Railroads will continue that tradition by strengthening competition with the recently-merged Burlington Northern Santa Fe Railroad.

Missouri shippers will benefit from faster, more reliable intermodal service to and from California, saving hundreds of miles over current routes. New, single-line service to northern California, the Intermountain region and the Pacific Northwest will also provide greater speed, reliability and frequency for Missouri carload shippers.

\$360 million will be spent to upgrade the lines between Kansas City and southern California, to increase and improve service. \$16.7 million will be spent to develop a new intermodal terminal in the Kansas City area. Almost \$38 million will be spent to expand UP's Dupon intermodal terminal.

Increased traffic as a result of the merger should result in increased jobs for Missouri.

Southern Pacific has significant shipper coverage in Missouri, and many of SP's customers are exclusively served by SP. These customers have had to cope with service problems and uncertainties as to SP's finances. The merger of Union Pacific and Southern Pacific will provide SP shippers with the assurance of top-quality service with a financially strong railroad that can afford the capital investments necessary to build new capacity, implement new

ADVISE OF ALL

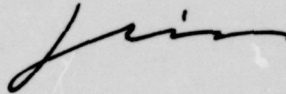
PROCEEDINGS

Page 2 (continued)

technology, and continue to improve its operations.

I strongly urge approval of the merger of Union Pacific and Southern Pacific Railroads.

Sincerely,

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

James O'Toole

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2-21-96

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• 61309

HUEY Item NO. _____

Stat Page Count 1

Feb 170

For _____



State of Texas
House of Representatives
Austin

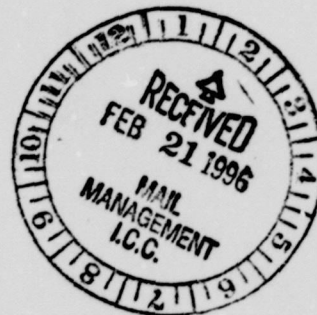
61309

P.O. Box 2910
Austin, Texas 78768-2910
(512) 463-0494
Fax: (512) 463-1403

P.O. Box 670
Richmond, Texas 77406
(713) 342-9500
Fax: (713) 232-8661

February 15, 1996

The Honorable Vernon A. Williams, Secretary
Surface Transportation Board
12th Street and Constitution Avenue
Washington, DC 20423



FD 32760

Dear Secretary Williams,

I am concerned that the merger of the Union Pacific Railroad Company and the Southern Pacific Lines will significantly reduce railroad competition in Texas. We need more competition, not less.

We need another owning railroad, not another merger. An owning railroad willing to provide quality service and investment is the best solution for shippers and communities. An owning railroad also offers the best opportunity to retain employment for railroad workers who would otherwise be displaced by the proposed merger.

I urge the Board to carefully review the proposed Union Pacific/Southern Pacific merger and to recommend an owning railroad as the only means to ensure adequate rail competition in Texas.

Sincerely,

Huey McCoulskey
State Representative - District 27

HM:lb

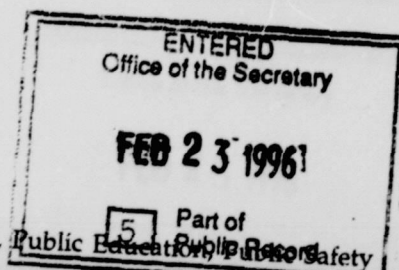
cc: Carole Keeton Rylander, Chairman
Railroad Commission of Texas

Texas State Representative Robert Junell

Texas State Representative John Cook

COMMITTEES: Local & Consent Calendars (Vice-Chairman), Public Education, Public Safety

**ADVISE OF ALL
PROCEEDINGS**



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2-21-96

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ENTERED
of the Secretary
Item No. _____
Page Count 1
JEFFERSON
3147
Feb 21 1996



HOME ADDRESS
P.O. BOX 331
MEMPHIS, MO 63555
(816) 465-7740

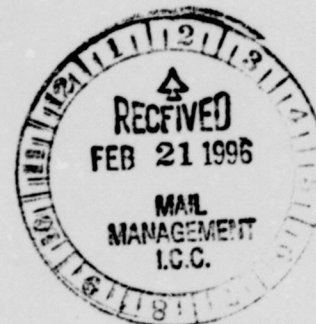
February 8, 1996

MISSOURI
HOUSE OF REPRESENTATIVES

Jim Sears

Representative, 1st District

The Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
12th Street and Constitution Ave NW
Washington, DC 20423



Dear Mr. Williams,

FD 32760

I am writing to strongly support the pending merger between the Union Pacific and Southern Pacific Railroads. The Missouri Pacific Railroad, as a predecessor to today's Union Pacific Railroad, has a long history and presence in our state, and has contributed greatly to our state's economic development. The merger of the Union Pacific and Southern Pacific Railroads will continue that tradition by strengthening competition with the recently merged Burlington Northern Santa Fe Railroad.

Missouri shippers will benefit from faster, more reliable intermodal service to and from California, saving hundreds of miles over current routes. New, single-line service to northern California, the Intermountain region and the Pacific Northwest will also provide greater speed, reliability and frequency for Missouri carload shippers.

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I strongly urge approval of the merger of Union Pacific and Southern Pacific Railroads.

Sincerely,

COMMITTEES

AGRICULTURE • CHILDREN, YOUTH AND FAMILIES
SOCIAL SERVICES, MEDICAID AND THE ELDERLY
APPROPRIATIONS • EDUCATION AND PUBLIC AFFAIRS

ADVISE OF ALL

PROCEEDINGS

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ENTERED
Office of the Secretary

FEB 23 1996

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Public Record

CITY of CARROLL, IOWA

Item No. _____

CITY OFFICES

(712) 792-1000

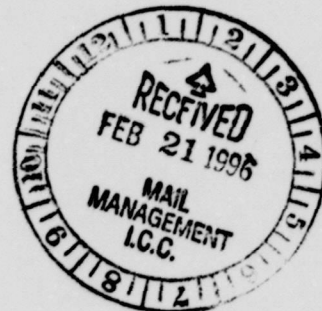
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Page Count 2

Feb # 168

February 14, 1996

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



Dear Mr. Williams:

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

The economic health of Carroll, Iowa, depends on having strong and efficient rail service connecting Carroll with other points throughout North America.

I support the merger of the Union Pacific and Southern Pacific railroads because the merger will sustain the level of rail service enjoyed by Carroll. Iowa shippers will benefit from the fact that the UP/SP will offer the fastest intermodal service between the Midwest and the San Francisco Bay Area. By using a combination of the UP and SP lines, the merged carrier will have a much shorter route than either the SP or UP offers today. UP Iowa grain and grain product producers will gain new single-line access to SP served consumers in the Pacific Southwest. UP Iowa shippers will gain a more direct route for export to Mexico through the El Paso gateway, as well as single-line access to a number of SP served Mexican gateways.

Expanding the efficient use of the unit grain train program will improve covered hopper utilization. As an example, from May to August, feed grains move from UP Midwest origins to SP receivers in Arizona and Southern California and wheat moves from the same Southwest area to the Gulf and Midwest.

UP served Iowa shippers and receivers will enjoy extensive new

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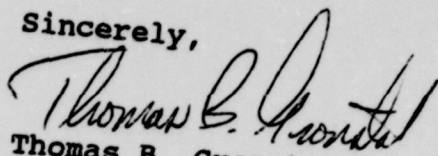
PROCEEDINGS

single-line access to SP served points, including points throughout Texas, Louisiana, New Mexico, Arizona, California, Oregon, Utah and Colorado. Major cost savings, from reduced overheads, facility consolidations and use of the best systems of each railroad, will improve efficiency and justify increased investment to expand capacity and improve service, all to the benefit of shippers.

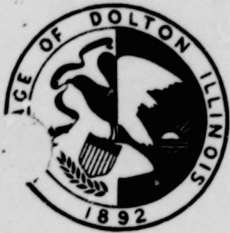
Competition will be strengthened in all markets because competition between a merged UP/SP and the new BN/Santa Fe system will be much stronger than competition between BN/Santa Fe and UP and SP separately. The merger applicants will accept conditions as set out in an agreement with BN/SF ensuring that all shippers that would lose two railroad competition in the merger are served by a second railroad. Because SP has no local service in Iowa, there are no such "2 to 1" situations in the state.

For the above enumerated reasons, I urge the ICC to approve the UP/SP merger as it is in the best interest of the citizens and businesses of Carroll, Iowa.

Sincerely,


Thomas B. Gronstal
Mayor

STB FD 32760 2-21-96 D 61306



Item No. _____
Page Count 2
FW # 167

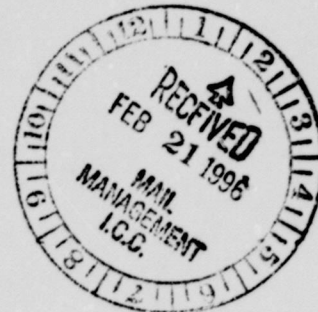
61306
Donald J. Hart President
Edward Handzel Administrator
Judith J. Evans Clerk/Collector
Stanley T. Kusper, Jr. Attorney
Willard Vander Zee Treasurer

TRUSTEES

Mark A. Myers Donald Clayton
Ronnie C. Lewis Mary K. Duggan
Harold Kemp Bert Herzog

VILLAGE OF DOLTON • 14014 Park Avenue • Dolton, Illinois 60419-1098 • Cook County • 708-849-4000 • Fax 708-201-3396

February 15, 1996



Mr. Vernon Williams
Secretary
Surface Transportation Board
12th Street and Constitution Avenue, NW
Washington, DC 20423

RE: Finance Docket 32760-Union Pacific/Southern Pacific

Dear Mr. Williams:

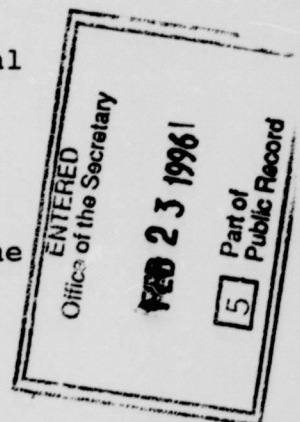
As Mayor of the Village of Dolton, Illinois I am addressing this letter to you to formally advise you that I support the Union Pacific and South Pacific merger.

There are many reasons I could give for supporting this acquisition. Many reasons would be broad in nature, acknowledging the improvement in service and the enhancement of competition that would benefit many users and communities on the merger routes in Illinois and elsewhere.

Specifically the Village of Dolton which is home to a substantial portion of the Union Pacific Chicago Intermodal facility would benefit from:

1. Better Service to local customers.
2. Increased employment potential.
3. An economic boost from the \$12 million expansion of the Chicago Intermodal facility.
4. Environmental and esthetic benefits to the citizens of Dolton and surrounding communities.

The Union Pacific in recent years has taken a pro active stance in its relationship with our Village. It has addressed issues concerning rail crossing delays, noise complaints and is planning upgrades to various crossings.



CALUMET REGION ENTERPRISE

**ADVISE OF ALL
PROCEEDINGS**



It is a pleasure to address this letter of support for our
good industrial citizen, the Union Pacific Railroad.

Very truly yours,

Donald J. Hart

Mayor Donald J. Hart
Village of Dolton

cc: Thomas Zapler, Special Representative, Union Pacific
Jeff Moore, Terminal Operations Manager, Union Pacific

STB FD 32760 2-21-96 D

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Item No. _____

Page Count 1Feb 21 1996

Department of Commerce

Celeste Colgan, Director

THE STATE OF WYOMING

Jim Geringer, Governor

Karyl Robb, Director

Division of Cultural Resources

February 12, 1996



Ms. Elaine K. Kaiser
 Chief, Section of Environmental Analysis
 Surface Transportation Board
 12th and Constitution Avenue, Room 3219
 Washington, D.C. 20434-0001

RE: Union Pacific Corporation and Southern Pacific Rail Corporation merger
 Application (Finance Docket No. ~~32730~~); SHPO #1295TPT018

Dear Ms. Kaiser:

32760

Todd Thibodeau of our staff has received information concerning the
 aforementioned project. Thank you for allowing us the opportunity to comment.

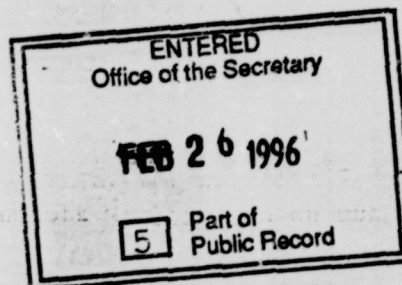
We have reviewed the project documentation and find that it meets the
 Secretary of the Interior's Standards for Archaeology and Historic
 Preservation (44716-42). Provided there are no ground disturbing activities
 or abandonment of active facilities within the state of Wyoming, we concur
 that the proposed merger will result in no effect to significant cultural
 resources within our jurisdiction. We recommend that the Surface
 Transportation Board allow the merger to proceed in accordance with all
 applicable state and federal laws.

Please refer to SHPO project control number #1295TPT018 on any future
 correspondence dealing with this project. If you have any questions contact
 Todd Thibodeau at 307-777-6694 or Judy Wolf, Deputy SHPO, at 307-777-6311.

Sincerely,

John T. Keck
 State Historic Preservation Officer

JTK:TPT:jh



ADVISE OF ALL
 PROCEEDINGS

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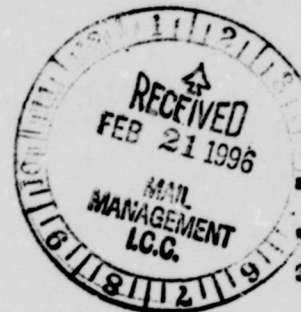
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Feb II / 65



COLORADO HISTORICAL SOCIETY

The Colorado History Museum 1300 Broadway Denver, Colorado 80203-2137

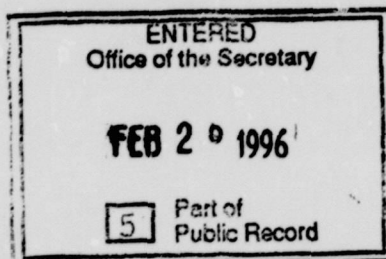


ADVISE OF ALL

PROCEEDINGS

February 9, 1996

Elaine K. Kaiser
UP/SP Environmental Project Director
Section of Environmental Analysis
Surface Transportation Board
12th and Constitution Avenue, Room 3219
Washington, D.C. 20423-0001



Re: Control and Merger Application between the Union Pacific and Southern Pacific Railroads (Finance Docket No. 32760)

Dear Ms. Kaiser:

Thank you for your correspondence dated January 29, 1996, concerning the above project having Surface Transportation Board involvement.

If activities to be carried out as a result of the proposed merger involve or are adjacent properties fifty or more years of age, it will be necessary to consult with our office regarding whether such properties meet the National Register of Historic Places eligibility criteria. Such activities include abandonment of rail lines, bridge and tunnel modifications, expansion or closure of rail yards, expansion, phasing out or constructing new intermodal facilities, removal of associated structures and features and new rail line connection construction/siding extensions.

If subsurface archaeological resources are encountered during ground disturbing activities, it will be necessary to halt the work until such resources can be evaluated in consultation with our office. Ground disturbance of previously undisturbed ground for activities such as new construction connections, siding extensions, abandonment activities outside the existing disturbed ground prism including construction of access roads and movement of heavy equipment, expansion or new construction of intermodal facilities, expansion of rail yards and double tracking may require an archaeological survey. The file search discussed below will be helpful in determining, in consultation with our office whether such surveys would be necessary.

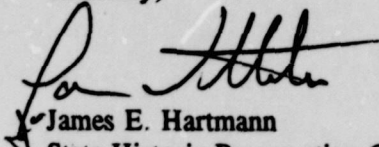
In order to supply your office with information about known historic, archaeological or cultural resources, it will be necessary for you to provide legal locations (township, range and section) and universal transverse mercator (UTM) points for unsectioned areas. This will enable us to provide a computer printout of all known resources along with surveys conducted in those areas and the National

Elaine K. Kaiser
February 9, 1996
Page 2

Register status for the resources for a minimal fee. Please contact Todd McMahon or Mary Sullivan of our office at (303) 866-3395 to arrange for this file search.

If we may be of further assistance, please contact Kaaren Hardy-Hunt, our Technical Services Director, at (303) 866-3398.

Sincerely,


James E. Hartmann
State Historic Preservation Officer

JEH/KKP

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Item No. _____

Council of Governments

Page Count 2

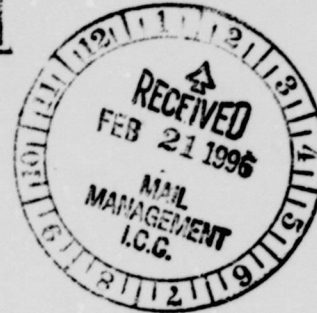
ADMINISTRATIVE
207 NORTH FOURTH AVENUE
KELSO, WA 98626-4195

SECRETARY

PHONE (360) 577-3041
SCAN 562-3041
FAX (360) 425-7760
TDD PHONE (360) 577-3061

FEB 20 1996

5 Part of
Public Record



ADVISE OF ALL
PROCEEDINGS

COWLITZ
COUNTY

CITY OF
LONGVIEW

CITY OF
KELSO

CITY OF
CASTLE ROCK

CITY OF
WOODLAND

CITY OF
KALAMA

TOWN OF
CATHLAMET

PORT OF
LONGVIEW

PORT OF
KALAMA

PORT OF
WOODLAND

COWLITZ
COUNTY
PUD NO. 1

LONGVIEW
SCHOOL
DISTRICT

KELSO
SCHOOL
DISTRICT

WOODLAND
SCHOOL
DISTRICT

CASTLE ROCK
SCHOOL
DISTRICT

BEACON HILL
SEWER DISTRICT

WAHKIAKUM
COUNTY
PORT NO. 1

WAHKIAKUM
COUNTY
PORT NO. 2

WAHKIAKUM
COUNTY
PUD NO. 1

WAHKIAKUM
COUNTY

February 14, 1996

Elaine E. Kaiser
UP/SP Environmental Project Director
Section of Environmental Analysis
Surface Transportation Board
12th and Constitution Avenue, Room 3219
Washington, D.C. 20423-0001

Attention: Finance Docket No. 32760 - Comments

Dear Ms. Kaiser:

We were informed by the Cowlitz County Commissioners of this opportunity to comment on the environmental impacts of the proposed merger of the Union Pacific and Southern Pacific Railroads. The Council of Governments serves as the metropolitan planning organization for the Longview-Kelso-Rainier, Oregon urban area and lead agency for the Southwest Washington Regional Transportation Planning Organization (SWRTPO). The SWRTPO includes Cowlitz and Lewis counties which are traversed by the Burlington Northern/Santa Fe mainline.

The summary material in Attachment 1 indicates the primary impact of the merger upon the rail line segment between Seattle and Portland, Oregon, will be an unspecified increase in traffic. We are presently working with BN/SF and UP on a variety of alternatives to improve rail service off of the mainline into the Port of Longview and nearby industries and businesses. Development proposals in the industrial area may involve the addition of 7,000 foot long unit trains plus overall increases in rail traffic to serve growing production and import/export activities. The BN/SF projects a 10 percent average annual increases in mainline trips. The unspecified increased traffic due to the merger, plus the current projected annual growth and the addition of traffic in the Longview-Kelso-Kalama region demands that this situation be addressed in the upcoming environmental analysis.

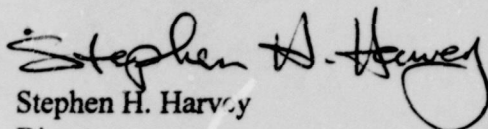
With this level of expected growth in freight traffic and the initiative to increase passenger rail trips, we urge that steps be taken to add capacity to the rail system to accommodate this growth. Item No. 5, Rail Line Construction Projects, however, indicates no construction projects are planned for the state of Washington. The public and private sectors in this region are already working together to address off-system rail transportation and the state Department of Transportation has identified a third freight track between Kalama and Longview-Kelso as the third highest priority in its Cascadia

Elaine Kaiser
February 14, 1996
Page 2

Corridor rail improvements program. We emphasize the need for the merged company to work with state and local public and private interests to see that the track project is accomplished in time to meet growth projections.

Thank you for the opportunity to comment on the environmental effects of the proposed merger. Should you or others have any questions, please contact me or Rosemary Brinson Siipola at (360) 577-3041.

Sincerely yours,


Stephen H. Harvey
Director

SHH:nh

cc: Ireda Grohs, CWCOC Chair
Cowlitz County Commissioners
Jim Slakey, Public Transportation and Rail Division, WSDOT
Rosemary Brinson Siipola

626MERGE.SH2

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Feb II 163



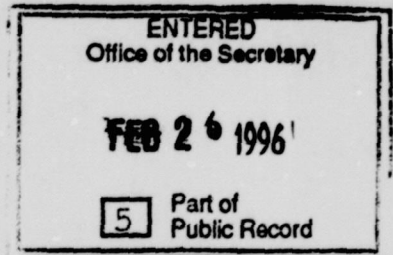
STATE OF WASHINGTON

DEPARTMENT OF COMMUNITY, TRADE AND ECONOMIC DEVELOPMENT

OFFICE OF ARCHAEOLOGY AND HISTORIC PRESERVATION

111 21st Avenue S.W. • P.O. Box 48343 • Olympia, Washington 98504-8343 • (360) 753-4011

February 14, 1996



Ms. Elaine K. Kaiser
UP/SP Environmental Project Director
Section of Environmental Analysis
Surface Transportation Board
12th and Constitution Avenue, Room 3219
Washington, D.C. 20423-0001
Attention: Finance Docket No. 32760-Comments



Log: 121395-27-ICC
Re: Union Pacific/Southern Pacific
Merger Application

FD 32760

Dear Ms. Kaiser:

The Washington State Office of Archaeology and Historic Preservation (OAHP) is in receipt of your letter of January 29, 1996 regarding the above referenced merger of the Union Pacific and Southern Pacific Railroads. Your letter, addressed to Mr. David Nicandri of the Washington State Historical Society, was forwarded to OAHP in view of the fact that OAHP serves as the state historic preservation office for Washington and is therefore responsible for carrying out duties related to Section 106 of the National Historic Preservation Act. Also for your information, OAHP has previously corresponded with Dames & Moore regarding comments on specific merger related actions in Washington state.

In response to your letter, it is my opinion that the proposed merger will not have a direct effect on properties listed in, or eligible for listing in, the National Register of Historic Places in Washington. I note from the Environmental Information Package that no lines are proposed for abandonment nor are new construction projects proposed in Washington. I am aware that there may be increased traffic on lines in Washington and new projects may expand the existing Union Pacific intermodal yard in Seattle.

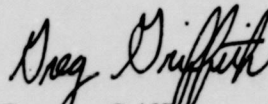
ADVISE OF ALL
PROCEEDINGS

Ms. Elaine Kaiser
February 14, 1996
Page Two

In addition to the opinion stated above, I also recommend that the Surface Transportation Board maintain, and when appropriate, expand its Section 106 responsibilities to consult with OAHP regarding the effect of rail projects on cultural resources. This recommendation relates particularly to future actions such as proposed line abandonments or expansions. Consultation shall address potential effects upon National Register listed or eligible properties and identification of measures to mitigate adverse effects. These effects may include the disposition of historic bridges, trestles, stations, maintenance facilities, and other historic rail related properties in addition to archaeological properties within or adjacent to railroad right of ways. If cultural resources have not been surveyed in the areas of project effect, adequate surveys shall be conducted by qualified cultural resource professionals and results forwarded to OAHP for review.

Thank you for the opportunity to review and comment on this action. Should you have any questions, please feel free to contact me at (360) 753-9116.

Sincerely,



Gregory Griffith
Comprehensive Planning Specialist

GAG:tjt

STB FD 32760 2-21-96 D 61294

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Public Record

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BN/SF-24

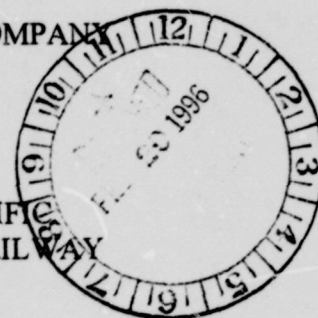
ORIGINAL

Finance Docket No. 32760

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

-- CONTROL AND MERGER --

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



RESPONSES AND OBJECTIONS OF BURLINGTON NORTHERN RAILROAD
COMPANY AND THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY
TO THE SOCIETY OF THE PLASTICS INDUSTRY, INC.'S FIRST SET OF
INTERROGATORIES AND DATA REQUESTS ON BURLINGTON NORTHERN
RAILROAD COMPANY AND THE ATCHISON, TOPEKA, AND SANTA FE
RAILWAY COMPANY

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Attorneys for Burlington Northern Railroad Company
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February 20, 1996

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760



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

CONTROL AND MERGER --

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

RESPONSES AND OBJECTIONS OF BURLINGTON NORTHERN RAILROAD
COMPANY AND THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY
TO THE SOCIETY OF THE PLASTICS INDUSTRY, INC.'S FIRST SET OF
INTERROGATORIES AND DATA REQUESTS ON BURLINGTON NORTHERN
RAILROAD COMPANY AND THE ATCHISON, TOPEKA,
AND SANTA FE RAILWAY COMPANY

Burlington Northern Railroad Company ("BN") and The Atchison, Topeka and Santa Fe Railway Company ("Santa Fe") (collectively "BN/Santa Fe") answer and object as follows to The Society of the Plastics Industry Inc.'s ("SPI") "First Set of Interrogatories and Data Requests on Burlington Northern Railroad Company and The Atchison, Topeka, and Santa Fe Railway Company," as modified by counsel's agreement. These responses and objections are being served pursuant to the Discovery Guidelines Order entered by the

Administrative Law Judge in this proceeding on December 5, 1995 ("Discovery Guidelines").

Subject to the objections set forth below, BN/Santa Fe will produce non-privileged documents responsive to SPI's First Set of Interrogatories and Data Requests. If necessary, BN/Santa Fe is prepared to meet with counsel for SPI at a mutually convenient time and place to discuss informally resolving these objections.

Consistent with prior practice, BN/Santa Fe has not secured verifications for the interrogatory responses herein, but is willing to discuss with counsel for SPI any particular response in this regard.

GENERAL OBJECTIONS

BN/Santa Fe objects to SPI's First Set of Interrogatories and Data Requests on the following grounds:

1. Privilege. BN/Santa Fe objects to SPI's First Set of Interrogatories and Data Requests to the extent that they call for information or documents subject to the attorney work product doctrine, the attorney-client privilege or any other legal privilege.
2. Relevance/Burden. BN/Santa Fe objects to SPI's First Set of Interrogatories and Data Requests to the extent that they seek information or documents that are not directly relevant to this proceeding and to the extent that a response would impose an unreasonable burden on BN/Santa Fe.
3. Settlement Negotiations. BN/Santa Fe objects to SPI's First Set of Interrogatories and Data Requests to the extent that they seek information or documents prepared in connection with, or related to, the negotiations leading to the Agreement

entered into on September 25, 1995, by BN/Santa Fe with Union Pacific and Southern Pacific, as supplemented on November 18, 1995.

4. Scope. BN/Santa Fe objects to SPI's First Set of Interrogatories and Data Requests to the extent that they attempt to impose any obligation on BN/Santa Fe beyond those imposed by the General Rules of Practice of the Interstate Commerce Commission ("Commission"), 49 C.F.R. § 1114.21-31, the Commission's scheduling orders in this proceeding, or the Administrative Law Judge assigned to this case.

6. Definitions. BN/Santa Fe makes the following objections to SPI's definitions:

7. 'Document' means any writing or other compilation of information, whether printed, typed, handwritten, recorded, or produced or reproduced by any other process, including: intracompany communications; electronic mail; correspondence; telegrams; memoranda, contracts; instruments; studies; projections; forecasts; summaries, notes, or records of conversations or interviews; minutes, summaries, notes, or records of conferences or meetings; records or reports of negotiations; diaries; calendars; photographs; maps; tape recordings; computer tapes; computer disks; other computer storage devices; computer programs; computer printouts; models; statistical statements; graphs; charts; diagrams; plans; drawings; brochures; pamphlets; news articles; reports; advertisements; circulars; trade letters; press releases; invoices; receipts; financial statements; accounting records; and workpapers and worksheets. Further, the term 'document' includes:

- a. both basic records and summaries of such records (including computer runs);
- b. both original versions and copies that differ in any respect from original versions, including notes; and
- c. both documents in the possession, custody, or control of Applicants and documents in the possession, custody, or control of consultants or others who have assisted Applicants in connection with the Transaction.

BN/Santa Fe objects to the definition of "Document" as overly broad and unduly burdensome to the extent that (i) it calls for the production of materials and documents that

are as readily, or more readily, available to SPI as to BN/Santa Fe; and (ii) it calls for the production of routine operating and accounting documents such as invoices and receipts.

14. 'Relate to and relating to' have the broadest meaning according to them and include but are not limited to the following: directly or indirectly describing, setting forth, discussing, commenting upon, analyzing, supporting, contradicting, referring to, constituting, concerning or connected in any way with the subject in question or any part thereof.

BN/Santa Fe objects to the definition of "Relate to" or "relating to" in that it requires subjective judgment to determine what is requested and, further, that it potentially calls for the production of documents that are not directly relevant to this proceeding.

Notwithstanding this objection, BN/Santa Fe will, for the purposes of responding to SPI's Requests, construe "Relate to" or "relating to" to mean "make reference to" or "mention".

18. 'Studies, analyses, and reports' include studies, analyses, and reports in whatever form, including letters, memoranda, tabulations, and computer printouts of data selected from a database.

BN/Santa Fe objects to the definition of "Studies, analyses, and reports" in that it requires subjective judgment to determine what is requested and, further, it is overly broad and unduly burdensome. Notwithstanding this objection, BN/Santa Fe will, for the purposes of responding to SPI's requests, construe "Studies, analyses, and reports" to mean analyses, studies or evaluations in whatever form.

RESPONSES AND OBJECTIONS TO INTERROGATORIES AND DATA REQUESTS

1. Identify each and every rail yard currently owned or utilized by BNSF in the state of Texas and/or Louisiana that is capable of being used for the storage of cars transporting plastics resins. For each such yard, provide the following information on a monthly basis:

- a. Total storage capacity;

- b. Amount of storage capacity currently committed to customers;
- c. Amount of storage capacity currently committed to plastics resins producers, by producers.

Response: Subject to and without waiving the General Objections stated above, in particular the relevance, burden and scope objections, BN/Santa Fe objects to Request No. 1 to the extent that it is overly broad and unduly burdensome and would require an unreasonable search of BN/Santa Fe's files. BN/Santa Fe objects to Request No. 1 on the grounds that it contains terms and phrases such as "capacity" and "capable of being used for" that are vague and ambiguous. BN/Santa Fe further objects to Request No. 1 on the grounds that it is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Subject to and without waiving the foregoing objections, as modified by counsel's agreement, BN/Santa Fe will add to the BN/Santa Fe document depository documents containing information responsive to this Interrogatory.

2. As to each yard identified in response to Request No. 1 above, provide the following information on a monthly basis:

- a. Current volume of storage of plastics resins;
- b. The charges, if any, made for use of each yard, broken down by shipper, by plant, per month for the past three years;
- c. Whether any other entity, including any other railroad or any shipper, has authority, currently or in the future, to use any of the yards identified in this Request and if so, describe in detail and with particularity the basis of that authority.

Response: Subject to and without waiving the General Objections stated above, in particular the relevance, burden and scope objections, BN/Santa Fe objects to Request No. 2 to the extent that it is vague, overly broad and unduly burdensome and would require an unreasonable search of BN/Santa Fe's files. BN/Santa Fe objects to Request No. 2 to the

extent that it would require BN/Santa Fe to perform a special study in order to respond to the Request and is thereby overly broad and burdensome. BN/Santa Fe further objects to Request No. 2 on the grounds that it is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Subject to and without waiving the foregoing objections, as modified by counsel's agreement, BN/Santa Fe will add to the BN/Santa Fe document depository documents containing information responsive to this Interrogatory.

3. Describe all studies, analyses, reports and plans, etc. regarding the construction or acquisition of additional storage capacity, including but not limited to discussions with the UP and/or SP and any discussions with the operator of the Dayton, Texas car storage facility.

Response: Subject to and without waiving the General Objections stated above, in particular the relevance, burden, and scope objections, BN/Santa Fe objects to Request No. 3 to the extent that it is overly broad and vague.

Subject to and without waiving the foregoing objections, as modified by counsel's agreement, BN/Santa Fe states that it will produce non-privileged, responsive documents, if any, in accordance with the Discovery Guidelines.

4. Describe any agreement with the UP and/or SP concerning access by BNSF to storage facilities owned or leased by the UP and/or SP if the Agreement and Plan of Merger is approved.

Response: Subject to and without waiving the General Objections stated above, in particular the relevance objection, BN/Santa Fe objects to Request No. 4 on the grounds that it is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Subject to and without waiving the foregoing objections, as modified by counsel's agreement, BN/Santa Fe states that it is unaware of any documents responsive to this Interrogatory.

5. Identify by name and position those marketing personnel with BNSF responsible for plastics producers and/or the plastics industry and describe each such person's responsibilities, including but not limited to, the identity of each company for which he/she is responsible.

Response: Subject to and without waiving the General Objections stated above, in particular the burden, relevance and scope objections, BN/Santa Fe objects to Request No. 5 to the extent that it is vague, overly broad and unduly burdensome. BN/Santa Fe further objects to Request No. 5 on the grounds that it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Subject to and without waiving the foregoing objections, as modified by counsel's agreement, BN/Santa Fe states that Matthew Rose, Vice President - Chemicals and Plastics, is responsible for plastics producers and the plastics industry.

6. Identify each and every plant location of each and every customer of BNSF that ships plastics resins and for each such plant location provide the following information:

- a. Identify and describe each contract entered into in the past five years and for each contract identify any minimum volume requirements;
- b. State each rate for carrying plastics resins for the past three years and the time period that each rate was in effect;
- c. Identify each competitive rail carrier with access to each such plant;
- d. Describe the routes used for shipments by BNSF from each such plant;
- e. Identify all correspondence regarding rates and/or service for plastics resins for each origin and destination pair from January 1, 1990 through and including the date of your response.

Response: Subject to and without waiving the General Objections stated above, in particular the relevance, burden and scope objections, BN/Santa Fe objects to Request No. 6

to the extent that it is overly broad and unduly burdensome and includes terms and phrases such as "capacity;" "competitive rail carrier;" and "minimum volume requirements" that are vague and ambiguous. BN/Santa Fe objects to Request No. 6 on the grounds that it is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. BN/Santa Fe further objects to Request No. 6 to the extent that it requests information that is as readily available to SPI as it is to BN/Santa Fe.

Subject to and without waiving the foregoing objections, as modified by counsel's agreement, BN/Santa Fe states that information responsive to this Interrogatory is contained on the BN and Santa Fe traffic tapes which are in BN/Santa Fe's document depository. BN/Santa Fe further states that it will add to the BN/Santa Fe document depository documents containing additional information responsive to this Interrogatory.

7. Identify each and every analysis, policy and/or comparative market analysis, including, but not limited to, transportation pricing, analyses of rail-to-truck and rail-to-barge transportation competition, and analyses of the traffic diversion resulting from the BNSF Agreement relating to plastics resins and/or plastics resins shipper(s).

Response: Subject to and without waiving the General Objections stated above, BN/Santa Fe responds as follows: Assuming that Request No. 7 seeks information beyond that contained in BN/Santa Fe's Comments on the Primary Application (BN/SF-1), filed December 29, 1995, and in workpapers in BN/Santa Fe's document depository, BN/Santa Fe objects to Request No. 7 to the extent that it is vague, overly broad and unduly burdensome. BN/Santa Fe further objects to Request No. 7 on the grounds that it is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence to the extent that it seeks information and documents not related to the impact of the UP/SP merger or the BNSF Agreement.

Subject to and without waiving the foregoing objections, as modified by counsel's agreement, BN/Santa Fe states that it will produce non-privileged, responsive documents, if any, in accordance with the Discovery Guidelines.

8. Identify all plastics producers or plants not currently served by BNSF which will be available for BNSF service according to the BNSF Agreement and any plans, analyses or shipper contacts with regard to serving those producers.

Response: Subject to and without waiving the General Objections stated above, BN/Santa Fe objects to Request No. 8 to the extent that it is overly broad and unduly burdensome and requests information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. BN/Santa Fe further objects to this Request to the extent that it would require BN/Santa Fe to speculate as to the legal meaning of a document that is readily available to SPI and that speaks for itself.

Subject to and without waiving the foregoing objections, as modified by counsel's agreement, BN/Santa Fe states that it has not identified specific plastics producers or plants that it will gain access to under the BNSF Agreement. The BNSF Agreement identifies in Exhibit A locations at which BN/Santa Fe will gain access to serve any such producers and plants which are presently served (either directly or by reciprocal switch) only by both UP and SP and no other railroad.

9. Identify all studies, analyses and reports prepared in determining the facilities and operations necessary to serve those producers identified in response to Request No. 8 above.

Response: Subject to and without waiving the General Objections stated above, BN/Santa Fe responds as follows: Assuming that Request No. 9 seeks information beyond that contained in BN/Santa Fe's Comments on the Primary Application (BN/SF-1), filed

December 29, 1995, and in workpapers in BN/Santa Fe's document depository, BN/Santa Fe objects to Request No. 9 to the extent that it is overly broad and unduly burdensome and seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. BN/Santa Fe further objects to this Request to the extent that it would require BN/Santa Fe to speculate as to the legal meaning of a document that is readily available to SPI and that speaks for itself.

Subject to and without waiving the foregoing objections, as modified by counsel's agreement, BN/Santa Fe states that other than BN/Santa Fe's Comments on the Primary Application (BN/SF-1), filed December 29, 1995, and in particular the Verified Statements of Carl R. Ice and Neal D. Owen, and in Mr. Ice's related workpapers numbered BN/SF-04000 -- 04427 and in Mr. Owen's related workpapers numbered BN/SF-02500 -- 03238 in BN/Santa Fe's document depository, it has no other information or documents pertaining to the specific facilities and operations necessary to serve the identified producers.

10. Identify each and every complaint and/or concern expressed by BNSF or other railroads possessing trackage rights over any segment of UP or SP track.

Response: Subject to and without waiving the General Objections stated above, in particular the relevance, burden and scope objections, BN/Santa Fe objects to Request No. 10 to the extent that it is vague, overly broad and unduly burdensome. BN/Santa Fe further objects to Request No. 10 on the grounds that it requests information that is neither relevant to this proceeding nor reasonably calculated to lead to the discovery of admissible evidence.

Subject to and without waiving the foregoing objections, as modified by counsel's agreement, BN/Santa Fe states that it is unaware of any responsive information or documents.

11. Identify each and every complaint and/or concern expressed by shippers served by railroads having trackage rights over any segment of UP or SP track.

Response: Subject to and without waiving the General Objections stated above, in particular the relevance, burden and scope objections, BN/Santa Fe objects to Request No. 11 to the extent that it is vague, overly broad and unduly burdensome. BN/Santa Fe further objects to Request No. 11 on the grounds that it requests information that is neither relevant to this proceeding nor reasonably calculated to lead to the discovery of admissible evidence.

Subject to and without waiving the foregoing objections, as modified by counsel's agreement, BN/Santa Fe states that it is unaware of any responsive information or documents.

12. Identify, by shipper, the plastics resins traffic that BNSF has identified it can or should obtain as a result of the BNSF Agreement and include for each shipper identified, the volume of such traffic, the origination and destination points of such traffic, and the STCC code for such traffic.

Response: Subject to and without waiving the General Objections stated above, in particular the relevance, burden and scope objections, BN/Santa Fe objects to Request No. 12 to the extent that it is overly broad and vague and is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. BN/Santa Fe further objects to this Request to the extent that it calls for speculation, and to the extent that it would require BN/Santa Fe to perform a special study in order to respond to the Request and is thereby overly broad and burdensome.

Subject to and without waiving the foregoing objections, as modified by counsel's agreement, BN/Santa Fe states that other than BN/Santa Fe's Comments on the Primary Application (BN/SF-1), filed December 29, 1995, and in particular the Verified Statements

of Neal D. Owen and Larry M. Lawrence, and in Mr. Owen's related workpapers numbered BN/SF-02500 -- 03238 and in Mr. Lawrence's related workpapers numbered BN/SF-00050 -- 01065 in BN/Santa Fe's document depository, it has no other actual figures or concrete estimates as to the volume of plastics resins traffic that BN/Santa Fe expects to gain annually after consummation of the proposed merger as a result of the BNSF Agreement.

13. Identify, by shipper, origination and destination points, and STCC code, any plastics resins traffic as to which BNSF and UP and/or SP have bid against each other since January 1, 1990, including the dates of such bidding and the results thereof, and identify all documents related thereto.

Response: Subject to and without waiving the General Objections stated above, in particular the relevance, burden and scope objections, BN/Santa Fe objects to Request No. 13 to the extent that it is overly broad and would require an unreasonably burdensome search of BN/Santa Fe's files. BN/Santa Fe objects to Request No. 13 to the extent that it seeks information that is more readily available to SPI. BN/Santa Fe further objects to this Request to the extent that it seeks information for events occurring before January 1, 1993, as such information is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Subject to and without waiving the foregoing objections, as modified by counsel's agreement, BN/Santa Fe will, to the extent it would not require BN/Santa Fe to conduct a special study, add to the BN/Santa Fe document depository documents containing information responsive to this Interrogatory.

14. Describe any operating plans of the BNSF to serve plastics resins production points opened to BNSF service by the BNSF Agreement.

Respectfully submitted,

Erika Z. Jones KEO

Erika Z. Jones

Adrian L. Steel, Jr.

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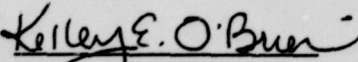
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Attorneys for Burlington Northern Railroad Company
and The Atchison, Topeka and Santa Fe Railway Company

February 20, 1996

CERTIFICATE OF SERVICE

I hereby certify that copies of Responses and Objections of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company to The Society of the Plastics Industry, Inc.'s First Set of Interrogatories and Data Requests on Burlington Northern Railroad Company and The Atchison, Topeka, and Santa Fe Railway Company (BN/SF-24) have been served this 20th day of February, 1996, by fax and by first-class mail, postage prepaid on all persons on the Restricted Service List in Finance Docket No. 32760 and by hand-delivery on counsel for The Society of the Plastics, Inc.


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BN/SF-23

BEFORE THE
TRANSPORTATION BOARD

Item No. _____

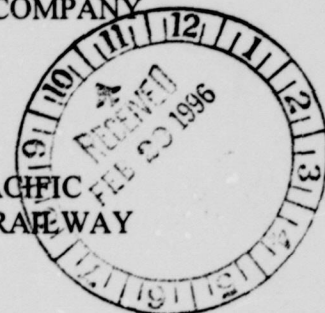
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Case Docket No. 32760

ORIGINAL

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

RESPONSES AND OBJECTIONS OF BURLINGTON NORTHERN RAILROAD
COMPANY AND THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY
TO THE TEXAS MEXICAN RAILWAY COMPANY'S FIRST REQUEST TO
BURLINGTON NORTHERN SANTA FE FOR PRODUCTION OF DOCUMENTS

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Richard E. Weicher
Janice G. Barber
Michael E. Roper
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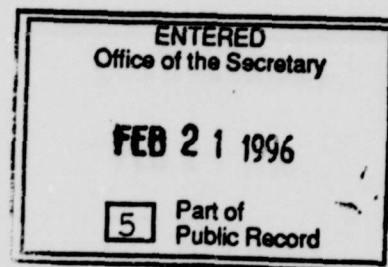
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Attorneys for Burlington Northern Railroad Company
and The Atchison, Topeka and Santa Fe Railway Company

February 20, 1996

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760



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

-- CONTROL AND MERGER --

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

RESPONSES AND OBJECTIONS OF BURLINGTON NORTHERN RAILROAD COMPANY
AND THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY TO
THE TEXAS MEXICAN RAILWAY COMPANY'S FIRST REQUEST TO BURLINGTON
NORTHERN SANTA FE FOR PRODUCTION OF DOCUMENTS

Burlington Northern Railroad Company ("BN") and The Atchison, Topeka and Santa Fe Railway Company ("Santa Fe") (collectively "BN/Santa Fe") answer and object as follows to The Texas Mexican Railway Company's ("Tex Mex") "First Request To Burlington Northern Santa Fe For Production of Documents." These responses and objections are being served pursuant to the Discovery Guidelines Order entered by the Administrative Law Judge in this proceeding on December 5, 1995 ("Discovery Guidelines").

Subject to the objections set forth below, BN/Santa Fe will produce non-privileged documents responsive to The Texas Mexican Railway Company's First Request To Burlington Northern Santa Fe For Production of Documents. If necessary, BN/Santa Fe is prepared to meet with counsel for Tex Mex at a mutually convenient time and place to discuss informally resolving these objections.

GENERAL OBJECTIONS

BN/Santa Fe objects to Tex Mex's First Request for Production of Documents on the following grounds:

1. Parties. BN/Santa Fe objects to Tex Mex's First Request for Production of Documents to the extent that they are directed to BNSF Corporation (now, Burlington Northern Santa Fe Corporation) rather than BN and Santa Fe. Burlington Northern Santa Fe Corporation is not a party to and has not appeared or intervened in this proceeding. Notwithstanding this objection, BN/Santa Fe will include as a part of its responses to Tex Mex's First Request for Production of Documents information and documents in the possession of Burlington Northern Santa Fe Corporation.
2. Privilege. BN/Santa Fe objects to Tex Mex's First Request for Production of Documents to the extent that they call for information or documents subject to the attorney work product doctrine, the attorney-client privilege or any other legal privilege.
3. Relevance/Burden. BN/Santa Fe objects to Tex Mex's First Request for Production of Documents to the extent that they seek information or documents that are not directly relevant to this proceeding and to the extent that a response would impose an unreasonable burden on BN/Santa Fe.

4. Settlement Negotiations. BN/Santa Fe objects to Tex Mex's First Request for Production of Documents to the extent that they seek information or documents prepared in connection with, or related to, the negotiations leading to the Agreement entered into on September 25, 1995, by BN/Santa Fe with Union Pacific and Southern Pacific, as supplemented on November 18, 1995.

5. Scope. BN/Santa Fe objects to Tex Mex's First Request for Production of Documents to the extent that they attempt to impose any obligation on BN/Santa Fe beyond those imposed by the General Rules of Practice of the Interstate Commerce Commission ("Commission"), 49 C.F.R. § 1114.21-31, the Commission's scheduling orders in this proceeding, or the Administrative Law Judge assigned to this case.

6. Definitions. BN/Santa Fe's objections to the definitions stated in Tex Mex's First Interrogatories are incorporated herein by reference.

RESPONSES AND OBJECTIONS TO DOCUMENT REQUESTS

1. Provide every document identified by BNSF in response to Interrogatory Nos. 1-11 of the Texas Mexican Railway Company's First Interrogatories to BNSF (TM-11).

Response: See Responses to Interrogatories Nos. 1-11.

2. Provide every letter, study, analysis, business plan and marketing plan relating to the transportation of goods or anticipated transportation of goods by BNSF originating from or destined to Mexico, including but not limited to documents concerning the routing of goods via different Mexican Railroad Gateways, projections of rail traffic trends, the existence of competition to such transportation, and the effect of the proposed UP/SP merger, the BNSF Agreement or both on such transportation.

Response: Subject to and without waiving the General Objections stated above, in particular the relevance, burden and scope objections, BN/Santa Fe objects to Document Request

No. 2 on the ground that it is vague, overly broad and unduly burdensome and would require an unreasonable search of BN/Santa Fe's files. BN/Santa Fe further objects to Document Request No. 2 on the grounds that it is not relevant to this proceeding nor reasonably calculated to lead to the discovery of admissible evidence.

3. Provide every letter, memorandum, study, analysis, business plan and marketing plan not previously produced relating to past or anticipated transportation of goods by BNSF, BN or ATSF to or from Laredo, TX via Tex Mex.

Response: Subject to and without waiving the General Objections stated above, in particular the relevance, burden and scope objections, BN/Santa Fe objects to Document Request No. 3 on the grounds that it is vague, overly broad and unduly burdensome and would require an unreasonable search of BN/Santa Fe's files. BN/Santa Fe further objects to Document Request No. 3 on the grounds that it is not relevant to this proceeding nor reasonably calculated to lead to the discovery of admissible evidence.

4. Provide every document relating to the possible obtaining of, bidding for or operations over any Mexican Railroad Concession by BNSF, including but not limited to traffic and revenue projections and analyses of the anticipated competition to operations over any Mexican Railroad Concession by BNSF.

Response: Subject to and without waiving the General Objections stated above, in particular the relevance, burden and scope objections, BN/Santa Fe objects to Document Request No. 4 on the grounds that it is vague, overly broad and unduly burdensome and would require an unreasonable search of BN/Santa Fe's files. BN/Santa Fe further objects to Document Request No. 4 on the grounds that it is not relevant to this proceeding nor reasonably calculated to lead to the discovery of admissible evidence.

5. Identify every joint rate tariff and every transportation contract in effect after January 1, 1993 for the through rail transportation of goods by FNM on the one hand and BNSF,

exclusively or in conjunction with other U.S. railroads, on the other hand between points in the United States and points in Mexico.

Response: Subject to and without waiving the General Objections stated above, in particular the relevance, burden and scope objections, BN/Santa Fe objects to Document Request No. 5 on the grounds that it is vague, overly broad and unduly burdensome and would require an unreasonable search of BN/Santa Fe's files. BN/Santa Fe further objects to Document Request No. 5 on the grounds that it is not relevant to this proceeding nor reasonably calculated to lead to the discovery of admissible evidence.

6. Provide any analysis, study or memorandum by or for BNSF relating to truck traffic between the United States and Mexico.

Response: Subject to and without waiving the General Objections stated above, in particular the relevance, burden and scope objections, BN/Santa Fe objects to Document Request No. 6 on the grounds that it is vague, overly broad and unduly burdensome and would require an unreasonable search of BN/Santa Fe's files. BN/Santa Fe further objects to Document Request No. 6 on the grounds that it is not relevant to this proceeding nor reasonably calculated to lead to the discovery of admissible evidence.

7. Provide every document relating to the granting of trackage rights or haulage rights by UP, SP or the Combined System to BNSF over railroad lines in Texas, including but not limited to correspondence between BNSF on the one hand and UP or SP on the other hand, and analyses of the effect of BNSF operations over such trackage or haulage rights on the traffic, revenues or both of BNSF.

Response: Subject to and without waiving the General Objections stated above, in particular the relevance, burden and scope objections, BN/Santa Fe objects to Document Request No. 7 on the grounds that it is vague, overly broad and unduly burdensome and would require an unreasonable search of BN/Santa Fe's files. BN/Santa Fe further objects to Document Request

No. 7 on the grounds that it is not relevant to this proceeding nor reasonably calculated to lead to the discovery of admissible evidence.

8. Provide every study, analysis or other document after January 1, 1995 relating to the operational characteristics, including but not limited to traffic congestion and other operational problems, of the UP line between Alcoa, TX and Brownsville, TX.

Response: Subject to and without waiving the General Objections stated above, in particular the relevance, burden and scope objections, BN/Santa Fe objects to Document Request No. 8 on the grounds that it is vague, overly broad and unduly burdensome and would require an unreasonable search of BN/Santa Fe's files. BN/Santa Fe objects to Document Request No. 8 to the extent that it uses terms such as "operational problems" that are vague and ambiguous.

BN/Santa Fe further objects to Document Request No. 8 on the grounds that it is not relevant to this proceeding nor reasonably calculated to lead to the discovery of admissible evidence.

9. Provide every study, analysis or other document related to BNSF's expected costs of operating trains over the UP line from Alcoa, TX and Brownsville, TX pursuant to the trackage or haulage rights granted under the BNSF Agreement.

Response: Subject to and without waiving the General Objections stated above, in particular the relevance, burden and scope objections, BN/Santa Fe objects to Document Request No. 9 on the grounds that it is vague, overly broad and unduly burdensome and would require an unreasonable search of BN/Santa Fe's files. BN/Santa Fe further objects to Document Request No. 9 on the grounds that it is not relevant to this proceeding nor reasonably calculated to lead to the discovery of admissible evidence.

10. Provide every agreement in effect after January 1, 1995 by which railroads other than UP and SP have provided trackage or haulage rights to BNSF, BN or Santa Fe or both over railroad lines or railroad facilities in Texas.

Response: Subject to and without waiving the General Objections stated above, in particular the relevance objection, BN/Santa Fe objects to Document Request No. 10 on the grounds that it is vague and is neither relevant to this proceeding nor reasonably calculated to lead to the discovery of admissible evidence.

11. Provide every agreement in effect after January 1, 1995 by which BNSF, BN or Santa Fe or both have granted trackage or haulage rights or both to another railroad over railroad lines in Texas.

Response: Subject to and without waiving the General Objections stated above, in particular the relevance objection, BN/Santa Fe objects to Document Request No. 11 on the grounds that it is vague and neither relevant to this proceeding nor reasonably calculated to lead to the discovery of admissible evidence.

12. Provide every bill or invoice issued by BNSF to SP or by SP to BNSF for services performed or rents earned, paid or accrued under the Eagle Pass Haulage Rights Agreement.

Response: Subject to and without waiving the General Objections stated above, in particular the relevance, burden and scope objections, BN/Santa Fe objects to Document Request No. 12 on the grounds that it is vague, overly broad and unduly burdensome and would require an unreasonable search of BN/Santa Fe's files. BN/Santa Fe further objects to Document Request No. 12 on the grounds that it is not relevant to this proceeding nor reasonably calculated to lead to the discovery of admissible evidence.

13. Provide every report, memorandum, letter, analysis, business plan or marketing plan relating to the volume of cargo transported or projected to be transported or the number of train cars used or projected to be used either by SP or by BNSF under the Eagle Pass Haulage Rights Agreement.

Response: Subject to and without waiving the General Objections stated above, in particular the relevance, burden and scope objections, BN/Santa Fe objects to Document Request

No. 13 on the grounds that it is vague, overly broad and unduly burdensome and would require an unreasonable search of BN/Santa Fe's files. BN/Santa Fe further objects to Document Request No. 13 on the grounds that it is not relevant to this proceeding nor reasonably calculated to lead to the discovery of admissible evidence.

14. Provide every study, memorandum or analysis relating to the level of switch charges to be charged by the Combined System to BNSF pursuant to Section 9(h) of the BNSF Agreement.

Response: Subject to and without waiving the General Objections stated above, in particular the relevance, burden and scope objections, BN/Santa Fe objects to Document Request No. 14 on the grounds that it is vague, overly broad and unduly burdensome and would require an unreasonable search of BN/Santa Fe's files. BN/Santa Fe further objects to Document Request No. 14 to the extent that it calls for speculation and to the extent that it requests information that is not reasonably likely to be in the possession of BN/Santa Fe.

15. With reference to the study located in the BNSF document depository beginning at bates stamp number BN/SF 04184, such study having been drafted by ALK Associates, Inc., dated August 24, 1995 and entitled "Preliminary Analysis: Opportunities for Burlington Northern/Santa Fe from the Union Pacific/Southern Pacific Merger", provide Appendix I and all other appendices not previously produced.

Response: Subject to and without waiving the General Objections stated above, in BN/Santa Fe objects to Document Request No. 15 to the extent that it seeks privileged information.

Subject to and without waiving the foregoing objections, BN/Santa Fe states that it will produce copies of the requested documents in accordance with the Discovery Guidelines.

Respectfully submitted,

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February 20, 1996

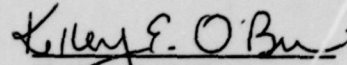
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CERTIFICATE OF SERVICE

I hereby certify that copies of Responses and Objections of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company to The Texas Mexican Railway Company's First Request to Burlington Northern Santa Fe For Production of Documents (BN/SF-23) have been served this 20th day of February, 1996, by fax and by first-class mail, postage prepaid on all persons on the Restricted Service List in Finance Docket No. 32760 and by hand-delivery on counsel for The Texas Mexican Railway Company.



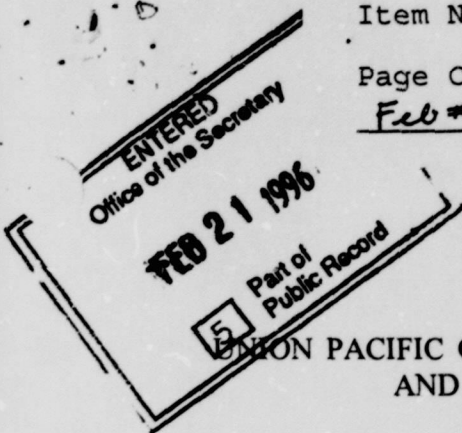
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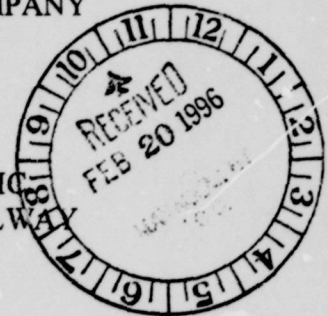
ORIGINAL

Finance Docket No. 32760

SOUTHERN 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



RESPONSES AND OBJECTIONS OF BURLINGTON NORTHERN RAILROAD
COMPANY AND THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY
TO THE SOCIETY OF THE PLASTICS INDUSTRY, INC.'S FIRST REQUEST FOR
ADMISSIONS ON BURLINGTON NORTHERN RAILROAD COMPANY AND THE
ATCHISON, TOPEKA, AND SANTA FE RAILWAY COMPANY

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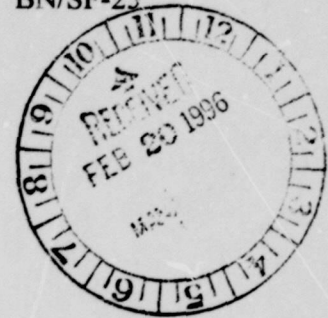
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Attorneys for Burlington Northern Railroad Company
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February 20, 1996

BN/SF-25

BEFORE THE
SURFACE TRANSPORTATION BOARD



Finance Docket No. 32760

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

-- CONTROL AND MERGER --

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

RESPONSES AND OBJECTIONS OF BURLINGTON NORTHERN RAILROAD
COMPANY AND THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY
TO THE SOCIETY OF THE PLASTICS INDUSTRY, INC.'S FIRST REQUEST FOR
ADMISSIONS ON BURLINGTON NORTHERN RAILROAD COMPANY AND THE
ATCHISON, TOPEKA, AND SANTA FE RAILWAY COMPANY

Burlington Northern Railroad Company ("BN") and The Atchison, Topeka and Santa Fe Railway Company ("Santa Fe") (collectively "BN/Santa Fe") answer and object as follows to The Society of the Plastics Industry Inc.'s ("SPI") "First Request for Admissions on Burlington Northern Railroad Company and The Atchison, Topeka, and Santa Fe Railway Company." These responses and objections are being served pursuant to the Discovery Guidelines Order entered by the Administrative Law Judge in this proceeding on December 5, 1995 ("Discovery Guidelines").

Subject to the objections set forth below, BN/Santa Fe will produce non-privileged documents responsive to SPI's First Request for Admissions. If necessary, BN/Santa Fe is prepared to meet with counsel for SPI at a mutually convenient time and place to discuss informally resolving these objections.

Consistent with prior practice, BN/Santa Fe has not secured verifications for the interrogatory responses herein, but is willing to discuss with counsel for SPI any particular response in this regard.

GENERAL OBJECTIONS

BN/Santa Fe objects to SPI's First Request for Admissions on the following grounds:

1. Privilege. BN/Santa Fe objects to SPI's First Request for Admissions to the extent that they call for information subject to the attorney work product doctrine, the attorney-client privilege or any other legal privilege.

2. Relevance/Burden. BN/Santa Fe objects to SPI's First Request for Admissions to the extent that they seek information that is not directly relevant to this proceeding and to the extent that a response would impose an unreasonable burden on BN/Santa Fe.

3. Settlement Negotiations. BN/Santa Fe objects to SPI's First Request for Admissions to the extent that they seek information prepared in connection with, or related to, the negotiations leading to the Agreement entered into on September 25, 1995, by BN/Santa Fe with Union Pacific and Southern Pacific, as supplemented on November 18, 1995.

4. Scope. BN/Santa Fe objects to SPI's First Request for Admissions to the extent that they attempt to impose any obligation on BN/Santa Fe beyond those imposed by the General Rules of Practice of the Interstate Commerce Commission ("Commission"), 49 C.F.R. § 1114.21-31, the Commission's scheduling orders in this proceeding, or the Administrative Law Judge assigned to this case.

6. Definitions. BN/Santa Fe makes the following objections to SPI's definitions:

12. 'Relate to and relating to' have the broadest meaning according to them and include but are not limited to the following: directly or indirectly describing, setting forth, discussing, commenting upon, analyzing, supporting, contradicting, referring to, constituting, concerning or connected in any way with the subject in question or any part thereof.

BN/Santa Fe objects to the definition of "Relate to" or "relating to" in that it requires subjective judgment to determine what is requested and, further, that it potentially calls for the production of documents that are not directly relevant to this proceeding.

Notwithstanding this objection, BN/Santa Fe will, for the purposes of responding to SPI's Request for Admissions, construe "Relate to" or "relating to" to mean "make reference to" or "mention".

16. 'Studies, analyses, and reports' include studies, analyses, and reports in whatever form, including letters, memoranda, tabulations, and computer printouts of data selected from a database.

BN/Santa Fe objects to the definition of "Studies, analyses, and reports" in that it requires subjective judgment to determine what is requested and, further, it is overly broad and unduly burdensome. Notwithstanding this objection, BN/Santa Fe will, for the

purposes of responding to SPI's Request for Admissions, construe "Studies, analyses, and reports" to mean analyses, studies or evaluations in whatever form.

RESPONSES AND OBJECTIONS TO REQUESTED ADMISSIONS

1. That BNSF does not have any studies, analyses, reports or plans regarding the construction or acquisition of additional storage capacity for plastics resins shipments.

Response: Subject to and without waiving the General Objections stated above, BN/Santa Fe objects to Request for Admission No. 1 to the extent that it is vague and would require an unreasonably burdensome search of BN/Santa Fe's files. BN/Santa Fe further objects to Request for Admission No. 1 on the ground that it is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Subject to and without waiving the foregoing objections, BN/Santa Fe admits that, other than as contained in the Verified Statement of Neal D. Owen and in his related workpapers, it has no such specific studies, analyses, reports or plans at this time but that it is currently in the process of developing such plans.

2. That BNSF does not have any studies, analyses, reports or plans relating to facilities and operations necessary to serve plastics producers or plants not currently served by BNSF.

Response: Subject to and without waiving the General Objections stated above, BN/Santa Fe objects to Request for Admission No. 2 to the extent that it is vague and would require an unreasonably burdensome search of BN/Santa Fe's files, BN/Santa Fe further objects to Request for Admission No. 2 on the ground that it is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Subject to and without waiving the foregoing objections, BN/Santa Fe admits that, other than as contained in the Verified Statement of Neal D. Owen and in his related workpapers, it has no such specific studies, analyses, reports or plans at this time but that it is currently in the process of developing such plans.

3. That BNSF does not have any operating plans to serve plastics resins production points opened to BNSF service by the BNSF Agreement.

Response: Subject to and without waiving the General Objections stated above, BN/Santa Fe objects to Request for Admission No. 3 to the extent that it is vague and would require an unreasonably burdensome search of BN/Santa Fe's files. BN/Santa Fe further objects to Request for Admission No. 3 on the ground that it is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Subject to and without waiving the foregoing objections, BN/Santa Fe admits that, other than as contained in the Verified Statement of Neal D. Owen and in his related workpapers, it has no such specific plans at this time but that it is currently in the process of developing such plans.

Respectfully submitted,

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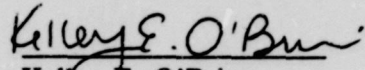
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Attorneys for Burlington Northern Railroad Company
and The Atchison, Topeka and Santa Fe Railway Company

February 20, 1996

CERTIFICATE OF SERVICE

I hereby certify that copies of Responses and Objections of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company to The Society of the Plastics Industry, Inc.'s First Request For Admissions on Burlington Northern Railroad Company and The Atchison, Topeka, and Santa Fe Railway Company (BN/SF-25) have been served this 20th day of February, 1996, by fax and by first-class mail, postage prepaid on all persons on the Restricted Service List in Finance Docket No. 32760 and by hand-delivery on counsel for The Society of the Plastics, Inc.


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