

STB

FD-32760

10-11-00

D

199966



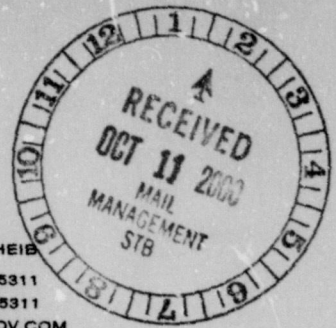
199966

## COVINGTON & BURLING

1201 PENNSYLVANIA AVENUE NW  
WASHINGTON, DC 20004-2401  
TEL 202.662.6000  
FAX 202.662.6291  
WWW.COV.COM

WASHINGTON  
NEW YORK  
LONDON  
BRUSSELS  
SAN FRANCISCO

JOHN M. SCHEIB  
TEL 202.662.5311  
FAX 202.778.5311  
JSCHIB@COV.COM



October 11, 2000

ENTERED  
Office of the Secretary

OCT 11 2000

Part of  
Public Record

### BY HAND DELIVERY

Vernon A. Williams, Secretary  
Surface Transportation Board  
Room 711  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

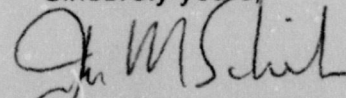
Re: Union Pacific Corporation, Union Pacific Railroad Company  
and Missouri Pacific Railroad Company -- Control and  
Merger -- Southern Pacific Rail Corporation, Southern  
Pacific Transportation Company, St. Louis Southwestern  
Railway Company, SPCSL Corp. and the Denver and Rio  
Grande Western Railroad Company Railroad Company,  
Finance Docket 32760

Dear Mr. Williams:

Enclosed please find the original and twenty-five copies of an errata to filing  
UP/SP 381, Union Pacific's Third Quarter 2000 Progress Report With Respect To  
Merger Conditions. The enclosed page replaces Exhibit B, Trackage Rights Fund.

An extra copy has been provided to be date stamped and returned with our  
messenger. We regret any inconvenience this error may have caused the Board.

Sincerely yours,

  
John M. Scheib

Enclosures

cc: All parties of record (w/encl.)



### TRACKAGE RIGHTS FUNDS

In Section 6 of Applicants' settlement agreement with CMA, Applicants agreed to place trackage rights fees received under the BNSF settlement agreement into two dedicated funds, one with respect to the trackage rights lines in Texas, Louisiana, Arkansas, Missouri and Illinois and one with respect to the trackage rights lines in the Central Corridor and California. Applicants agreed that the money in those funds would be spent on (a) maintenance on those lines, (b) offsetting depreciation of those lines, (c) capital improvements on those lines, and (d) costs for accounting necessary to administer the two funds. The following table provides information regarding the two funds through the quarter ending June 30, 2000, the latest date for which the data have thus far been compiled.

	<u>Texas, Louisiana, Arkansas, Missouri and Illinois</u>	<u>California and Central Corridor</u>
<b>REVENUE</b>		
Trackage Rights Fees	\$71,289,421	\$66,906,755
Capacity Improvement Fees	<u>0</u>	<u>0</u>
Total Revenue	<u>\$71,289,421</u>	<u>\$66,906,755</u>
<b>EXPENSES</b>		
Maintenance	\$134,284,424	\$92,232,522
Depreciation	128,149,905	97,107,360
Capital Expenditures	(Not reported)	(Not reported)
Accounting Expenses	<u>83,244</u>	<u>83,244</u>
Total Expenses	<u>\$262,517,573</u>	<u>\$189,423,126</u>

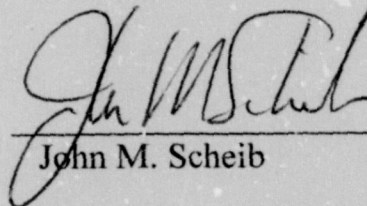


CERTIFICATE OF SERVICE

I, John M. Scheib, certify that, on this 11th day of October, 2000,  
I caused a copy of the foregoing document to be served by first-class mail,  
postage prepaid, or by a more expeditious manner of delivery on parties of  
record 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



John M. Scheib

STB

FD-32760

4-3-00

D

197970

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

UNION PACIFIC'S FIRST QUARTER 2000 PROGRESS  
REPORT WITH RESPECT TO MERGER CONDITIONS

CARL W. VON BERNUTH  
Union Pacific Corporation  
1416 Dodge Street  
Room 1230  
Omaha, Nebraska 68179  
(402) 271-5777

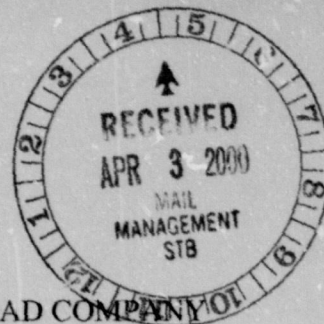
JAMES V. DOLAN  
LAWRENCE E. WZOREK  
Law Department  
Union Pacific Railroad Company  
1416 Dodge Street  
Omaha, Nebraska 68179  
(402) 271-5000

J. MICHAEL HEMMER  
MICHAEL L. ROSENTHAL  
JOHN M. SCHEIB  
Covington & Burling  
1201 Pennsylvania Avenue, N.W.  
Washington, D.C. 20004-2401  
(202) 662-5578

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

ENTERED  
Office of the Secretary  
APR 04 2000  
Part of  
Public Record

197970  
UP/SP-376



April 3, 2000



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

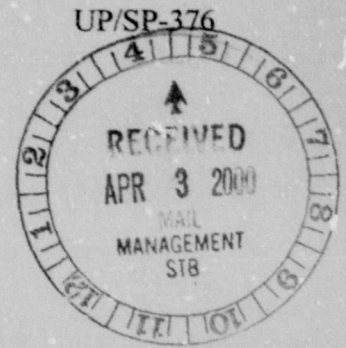
UNION PACIFIC'S FIRST QUARTER 2000 PROGRESS  
REPORT WITH RESPECT TO MERGER CONDITIONS

UPC, UPRR and SPR<sup>1/</sup> hereby submit their first quarter 2000 progress report with respect to the conditions imposed on the Board's approval of the UP/SP merger in Decision No. 44, served August 12, 1996. Submission of this progress report was required by ordering paragraph 10 of Decision No. 44. See also id., p. 146 ("We require as a condition that applicants submit on or before October 1, 1996, a progress report and implementing plan regarding their compliance with the conditions to this merger, and further progress reports on a quarterly basis."); Finance Docket No. 32760 (Sub-No. 21), Decision served Nov. 29, 1999, p. 10 ("UP and BNSF shall continue to report quarterly . . .").

As in our prior quarterly reports, items are included only if there have been developments since the prior report, and the information contained in this report is more

---

<sup>1/</sup> Acronyms used herein are the same as those in Appendix B of Decision No. 44.



abbreviated in nature than the more comprehensive presentation that we filed on July 1, 1999.

I. BNSF, TEX MEX AND UTAH RAILWAY CONDITIONS

A. BNSF

BNSF Trackage Rights and Haulage. BNSF continues to use its trackage rights to handle substantial volumes of traffic. As shown in Charts #1, #2 and #3 in Appendix A, BNSF averaged 761 trackage rights trains per month in December, January and February, compared with 795 in the prior three months.<sup>2/</sup> The monthly tonnage handled on those trains averaged more than 4.2 million tons in December, January and February, compared with 4.2 million in the prior three months. And monthly loaded and empty cars on BNSF through trackage rights trains averaged 52,885 in December, January and February, compared with 53,355 in the prior three months. BNSF continued to operate at least daily through trackage rights train service in all major corridors.

BNSF and UTAH operated 615 local trains in December, January and February, handling 13,357 loaded and empty cars and 1.07 tons of freight, compared with the previous three months' totals of 608 trains, 14,338 cars and 1.3 million tons of freight. The local tonnage volume shifted downward this past quarter because BNSF is now using through trains to handle traffic that had been moving in local service

---

<sup>2/</sup> In the past quarter, UP/SP began monitoring both BNSF and Tex Mex trackage rights traffic using information obtained from UP/SP's AEI scanners, as well as information provided by BNSF and Tex Mex. UP/SP previously relied largely on data provided by the trackage rights tenants, and it believes the new data will be more accurate. As a result of this change in data collection methodology, the data presented in this report are not directly comparable with the data previously provided by UP/SP, although UP/SP believes that any differences should be minor.



UP's expenditures on the lines over which BNSF has trackage rights have continued to exceed substantially the fees received from BNSF. The latest available data, through December 31, 1999, are presented in Appendix B.

Implementation Steps. The UP-BNSF Joint Service Committee met most recently on March 17, 2000. UP and BNSF discussed trackage rights train performance data and the development of additional train performance measurements. Several of the additional performance measures are scheduled to be put in place this month. UP and BNSF continued to discuss issues regarding BNSF's use of former SP Gulf Coast SIT facilities.

Since the last quarterly progress report, UP and BNSF have resolved billing issues that had led to problems with haulage service in the Sacramento area.

Since the Board issued its recent decision in Ex Parte No. 582, Public Views on Major Rail Consolidations, the cooperative relationship between BNSF and UP appears to be deteriorating, and BNSF appears to have been gathering information to support a new round of complaints to the Board. We hope that we are wrong in this assessment and that the spirit of cooperation will continue.. The proposed BNSF/CN merger should not be allowed to influence implementation of the UP/SP merger conditions and should not prompt another round of accusations between the railroads.

Line Sales. All of the UP/SP line sales to BNSF provided for in the merger settlement agreement have closed. UP and BNSF continue to finalize their New Orleans line sale, under which BNSF and UP will exchange 50% undivided interests in BNSF's Iowa Junction-Avondale line and UP's line between Iowa Junction and Dawes, Texas.



Connections. UP work on connections to facilitate BNSF trackage rights operations is complete at all locations.

Definition of "2-to-1" Points and Opening 50% of Contract Traffic at "2-to-1" Points to BNSF. UP continues to respond in a timely fashion to BNSF inquiries in accordance with the applicable protocol, and UP continues to be in compliance with the contract reopener condition, as clarified in Decision No. 57, served Nov. 20, 1996. On January 19, 2000, AmerenUE filed a petition with the Board seeking clarification and enforcement of this merger condition. AmerenUE and UP completed briefing that petition.

New Facilities and Transloading Condition. UP continues to be in compliance with this condition.

Build-In/Build-Out Condition. On September 20, 1999, Entergy filed a petition in the UP/SP merger docket seeking a determination from the Board that Entergy would have the right to obtain BNSF service upon completion of its proposed build-out. UP filed a response on October 12, 1999. On March 21, 2000, the Board served Opinion No. 88, which held that "[b]ecause the petitioner has demonstrated that it had a build-out option before the merger, that option will be preserved with appropriate trackage rights." Id. at 1.

B. Tex Mex

Tex Mex has continued to use its trackage rights to handle significant volumes of traffic, as shown in the charts in Appendix A. As can be seen in Charts #4 through #9, traffic levels reflect strong, effective competition by Tex Mex.<sup>3/</sup> Tex Mex averaged 65 through trains per month in December, January and February, compared with 63

---

<sup>3/</sup> See note, 2 supra.

in the prior three months. The monthly tonnage handled on those trains averaged 287,909 tons in December, January and February, compared with 314,316 tons in the prior three months. Monthly loaded and empty cars on Tex Mex through trackage rights trains averaged 4,184 in December, January and February, compared with 4,470 in the prior three months.

On November 16, 1999, UP entered into a Memorandum of Understanding with Tex Mex and KCS concerning the sale of UP's Victoria-Rosenberg line and the grant of related trackage rights to Tex Mex. The parties have selected a neutral appraiser and are proceeding under the MOU.

C. Utah Railway

As already discussed, UTAH has moved substantial volumes of local trains as BNSF's agent in the Utah Valley area. In addition, potential UTAH-BNSF coal routings continue to act as a check on UP rates.

II. ABANDONMENTS

There have been no significant merger-related abandonment activities during the past quarter.

III. LABOR PROTECTIVE CONDITIONS

The Los Angeles hub agreement was implemented on January 16, 2000. Negotiations with BLE and UTU are continuing on the second phase of the Portland hub, which is the final new hub to be completed.

An implementing agreement was reached covering the consolidation of yardmaster work at Avondale, La. Negotiations are ongoing with BMWE and IAM



involving work equipment mechanics. Negotiations are in process with BMW and Sheet Metal Workers International Association covering water service employees. As previously reported, most agreements for all other crafts are in place.

#### IV. ENVIRONMENTAL MITIGATION CONDITIONS

The following is a report on steps taken, and plans for future steps, in regard to the environmental mitigation conditions, which are addressed in the order they are listed in Appendix G to Decision No. 11:

##### A. System-wide Mitigation

1-9. These conditions have been satisfied as previously reported.

10. Security Forces. As previously reported, UP has extended to SP territory its policy of zero tolerance of vagrancy and trespassing on railroad property. UP is participating in a new nation-wide initiative by Operation Lifesaver to reduce trespassing on railroad property. UP met with the Reno Police Department regarding a zero tolerance program in late June of 1997; these discussions are on hold pending a City of Reno legal determination.

11-13. These conditions have been satisfied as previously reported.

##### B. Corridor Mitigation

14. EPA Emissions Standards. EPA's national locomotive emissions rule was published in the Federal Register on April 16, 1998. Since no appeals were filed by the June 15, 1998 deadline, the rule is now final. UP is working with locomotive industry suppliers to develop its compliance plan.

15. Consultations With Air Quality Officials. UP has held detailed discussions with environmental officials in the states of Arizona, Colorado, Illinois, Nevada, Oregon, Texas, Washington and Wyoming. Dialogue between UP and California officials continues to address ongoing improvement in UP/California air quality issues.

16. Noise Impacts. UP implemented a noise comment hotline and re-notified each affected county and requested comments in the first part of 1999. UP monitors the noise hotline and will compile and analyze data to determine if a noise abatement plan is required. Through March 21, 2000 there were no calls to the noise monitoring hot line in the fourth quarter.

17. Use of Two-Way-End-of-Train Devices. This condition has been satisfied, as previously reported.

C. Rail Line Segment Mitigation

18. Priority List for Upgrading Grade Crossing Signals. UP provides train density information to states on a regular basis, which they use to prioritize their grade crossing improvements. UP provides the states of Arizona, California, Kansas, Nevada, Oregon, Texas and Colorado with train density data for approximately 500 individual crossing improvements annually.

19. East Bay Regional Park District MOU. The MOU is being implemented in accordance with its specifications. UP is reviewing the Crockett Trail Feasibility Study and is awaiting property descriptions from the District for all trails.

20. Town of Truckee MOU. The MOU is being implemented in accordance with its specifications. UP has completed construction of its portion of the



bridge at the I-80 Central Truckee off ramp and is working with the city on roadway approaches. The railroad continues to work with local and federal agencies in the development of a Truckee River hazardous material spill response plan.

21. Placer County MOU. The MOU is being implemented in accordance with its specifications. UP continues to meet and work with the City of Roseville. UP has installed train control mechanisms to facilitate passenger operations. Several improvement projects specified in the MOU have been completed while others have been deferred or canceled at the request of the county and/or city involved. UP has conveyed, and is in the process of conveying or leasing other properties as specified in the MOU.

22. City of Reno. The MOU between UP and Reno is being implemented in accordance with its terms.

23. City of Wichita/Sedgwick County. The MOU between UP and City of Wichita/Sedgwick County is being implemented in accordance with its terms.

D. Rail Yards and Intermodal Facilities

24. Noise Abatement Plans for Rail Yards. Before UP undertakes any rail yard construction at the specified locations, UP will contact appropriate state and local officials and will report to SEA on the results of those consultations. No construction is planned for these facilities at this time.

25. Intermodal Facilities. Before any changes are made at the specified intermodal facilities, UP will contact appropriate state and local air quality officials in the states of California and Illinois and will report to SEA on the results of those consultations.

A permit application for East LA is in progress. No construction or operating changes are planned for the Chicago facilities at this time.

E. Abandonments

26-61. As abandonments are carried out, UP will comply with all conditions.

UP has developed a process to ensure that contractors and railroad personnel comply with all general conditions. Progress on specific abandonment conditions is reported below.

40. This work still being enacted. Contractor currently operating on property.

41. This condition has been satisfied, as previously reported.

42. This work still being enacted. Contractor currently operating on property

43. This condition has been satisfied, as previously reported.

44. This condition has been satisfied, as previously reported.

47. This condition has been satisfied, as previously reported.

48. This condition has been satisfied, as previously reported.

49. This condition has been satisfied, as previously reported.

50. This condition has been satisfied. There is no bridge at this location.

The line has been sold to Norfolk Southern.

51. New connection in place at Girard. NHPA work will follow.

52. This condition has been satisfied, as previously reported.

55. This condition has been satisfied, as previously reported.

57. This condition has been satisfied, as previously reported.



58. Suman-Benchley, TX. UP has decided to retain this line. The Board vacated the abandonment exemption for the line on June 12, 1998. This condition is no longer applicable.

59. This condition has been satisfied, as previously reported.

60. This condition has been satisfied, as previously reported.

61. This condition has been satisfied, as previously reported.

F. Construction Projects

62-108. As construction projects are carried out, UP will comply with all listed conditions. UP has developed a process to ensure that contractors and railroad personnel comply with all general conditions. Progress on specific construction provisions is reported below.

70. This condition has been satisfied, as previously reported.

78. This condition has been satisfied, as previously reported.

79. This condition has been satisfied, as previously reported.

80. This condition has been satisfied, as previously reported.

81. This condition has been satisfied, as previously reported.

83. This condition has been satisfied, as previously reported.

84. This condition has been satisfied, as previously reported.

88. This condition has been satisfied.

89. This condition has been satisfied.

92. This condition has been satisfied, as previously reported.

97. This condition has been satisfied, as previously reported.

- 98. This condition has been satisfied.
- 99. This condition has been satisfied.
- 100. This condition has been satisfied.
- 101. This condition has been satisfied, as previously reported.
- 107. This condition has been satisfied, as previously reported.
- 108. This condition has been satisfied, as previously reported.

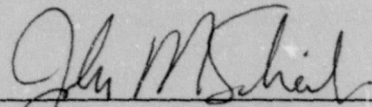


- 12 -

Respectfully submitted,

CARL W. VON BERNUTH  
Union Pacific Corporation  
1416 Dodge Street  
Room 1230  
Omaha, Nebraska 68179  
(402) 271-5777

JAMES V. DOLAN  
LAWRENCE E. WZOREK  
Law Department  
Union Pacific Railroad Company  
1416 Dodge Street  
Omaha, Nebraska 68179  
(402) 271-5000



J. MICHAEL HEMMER  
MICHAEL L. ROSENTHAL  
JOHN M. SCHEIB  
Covington & Burling  
1201 Pennsylvania Avenue, N.W.  
Washington, D.C. 20004-2401  
(202) 662-5578

Attorneys for Union Pacific Corporation,  
Union Pacific Railroad Company and  
Southern Pacific Rail Corporation

April 3, 2000

**EXHIBIT A**



Chart #1  
**BNSF Trackage Rights**  
**Number of Through Trains**

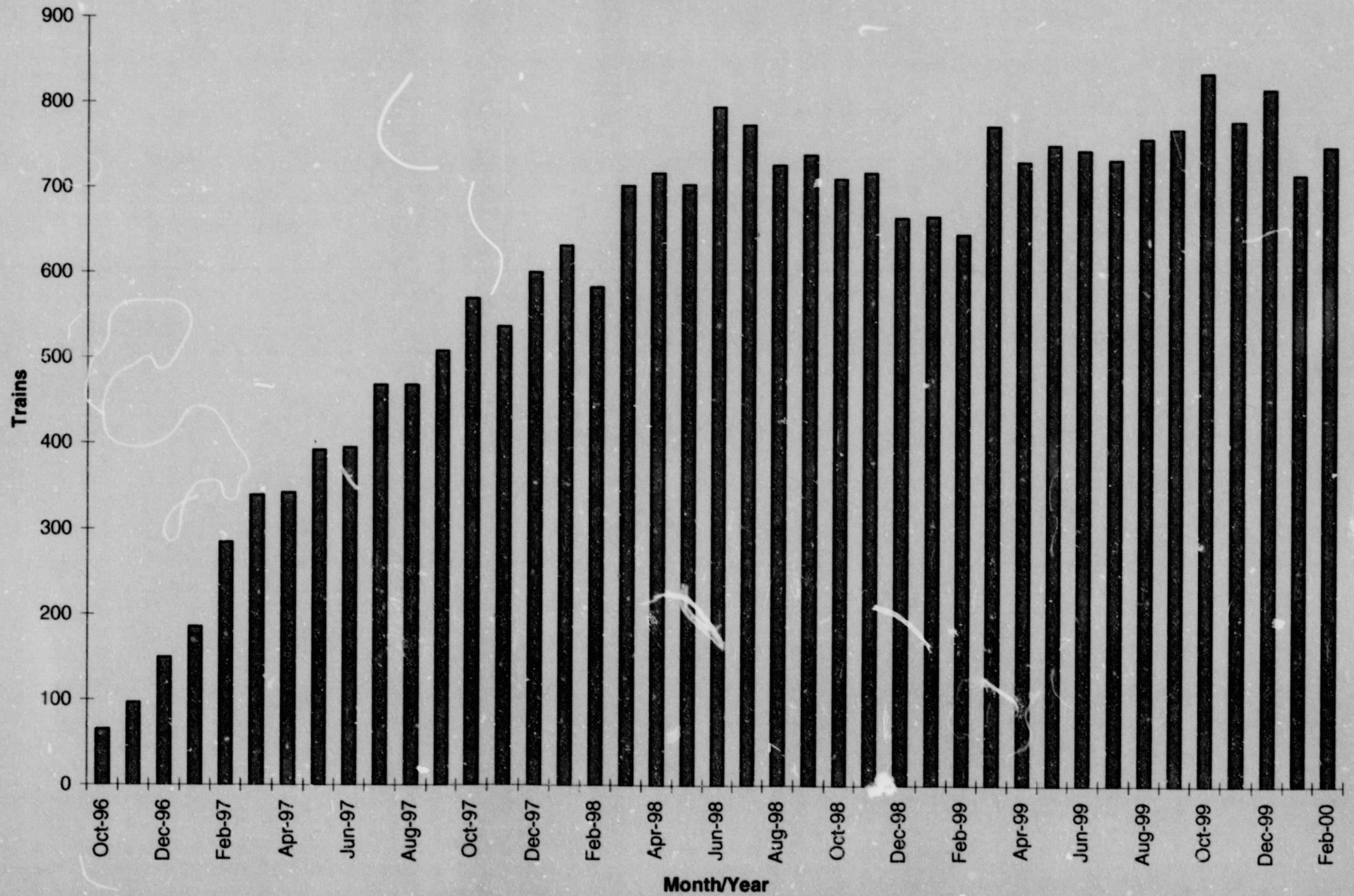


Chart #2  
**BNSF Trackage Rights**  
**Number of Cars (Through Trains)**

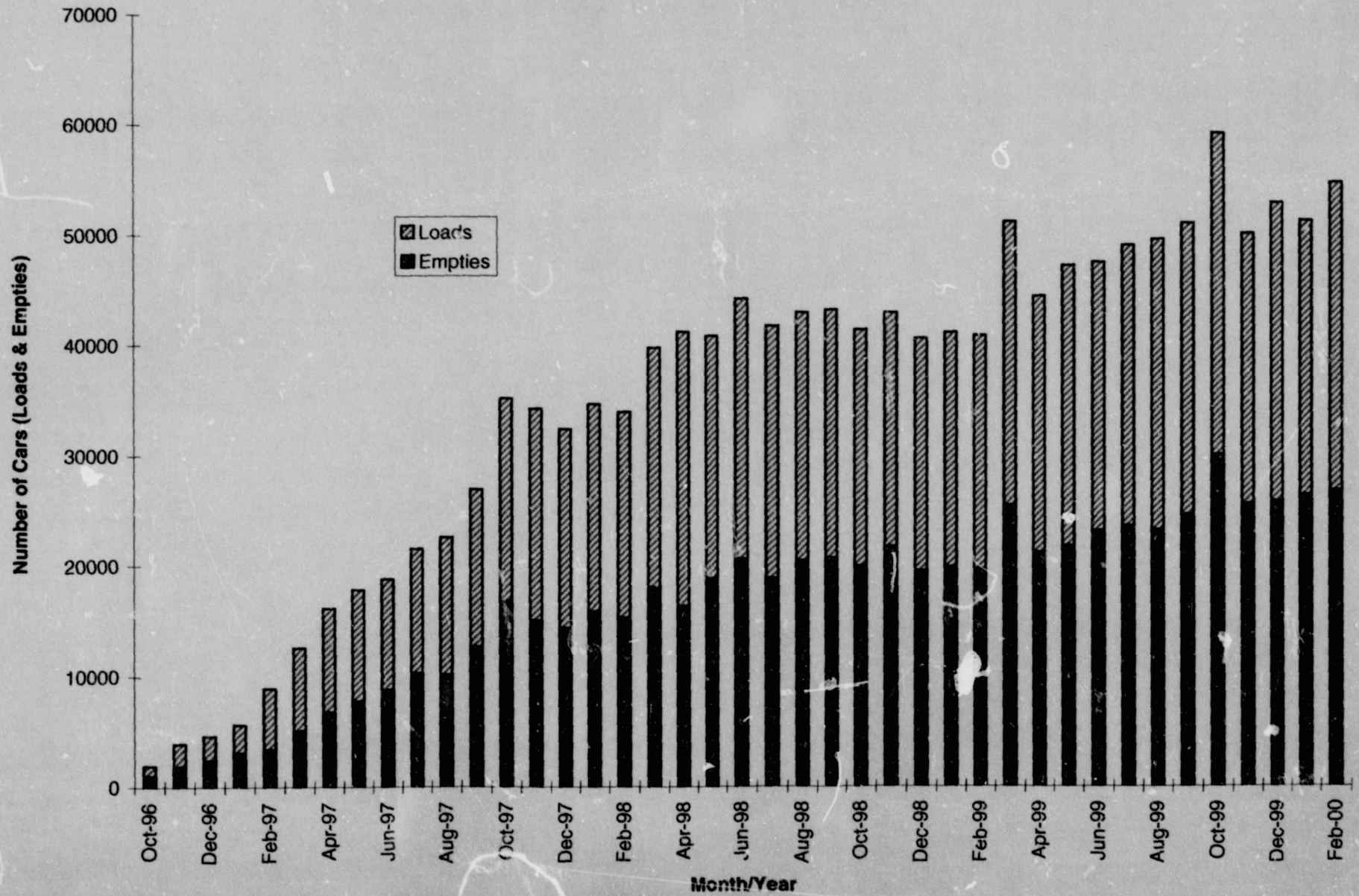




Chart #3  
**BNSF Trackage Rights**  
**Gross Tons (Through Trains)**

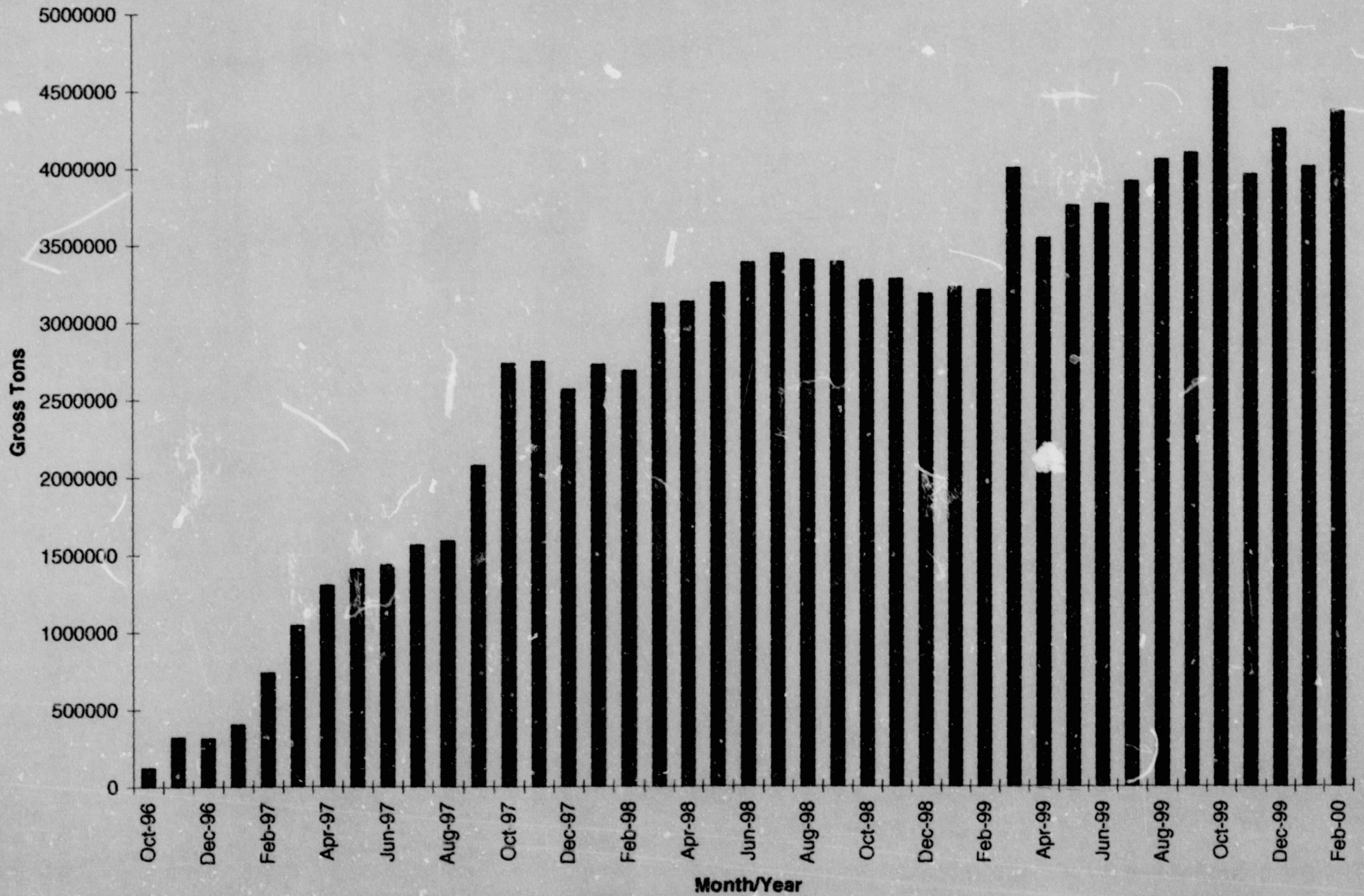


Chart #4  
**Tex Mex Trackage Rights**  
**Number of Through Trains**  
(All Traffic Included)

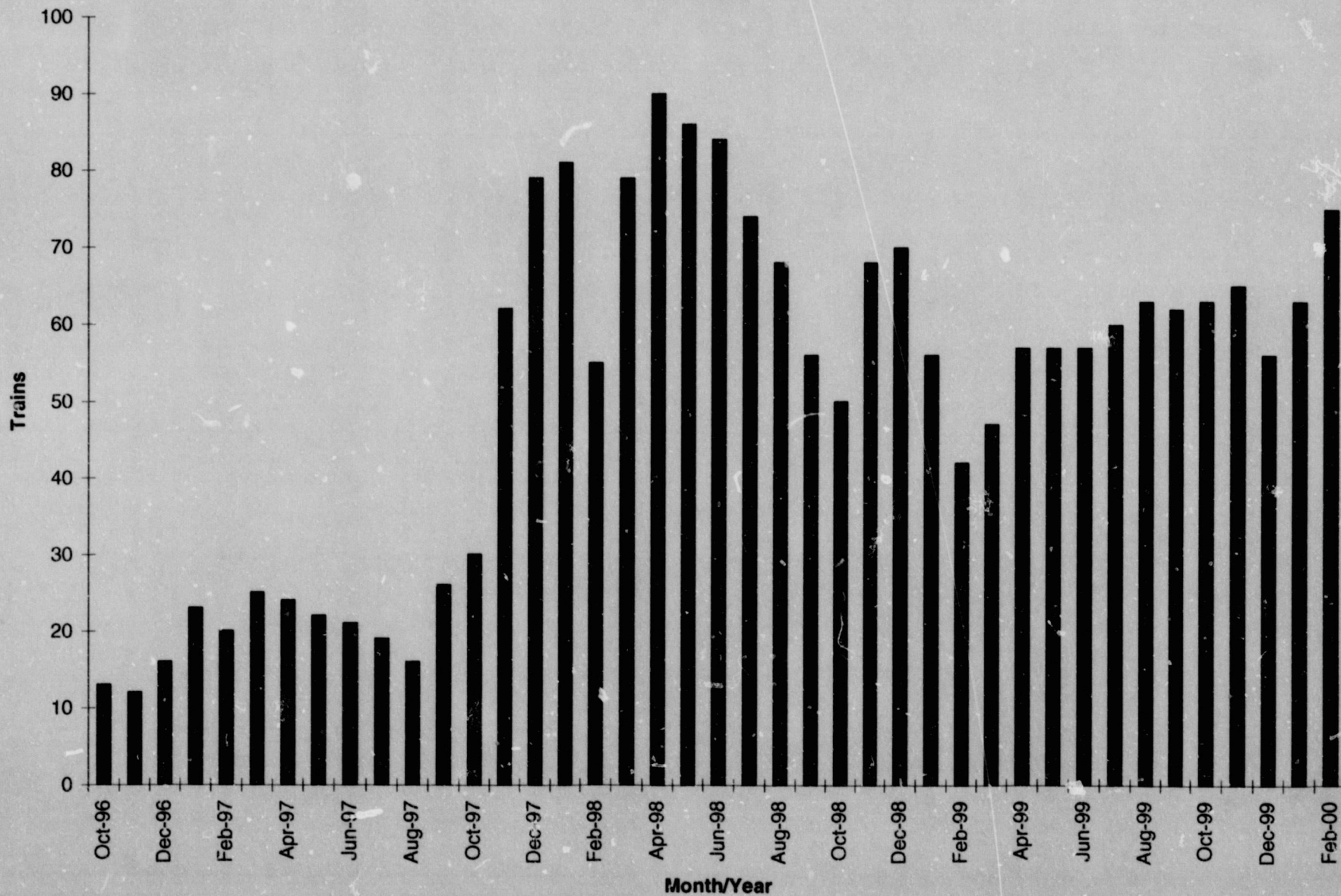




Chart #5  
**Tex Mex Trackage Rights**  
**Number of Cars (Through Trains)**  
 (All Traffic Included)

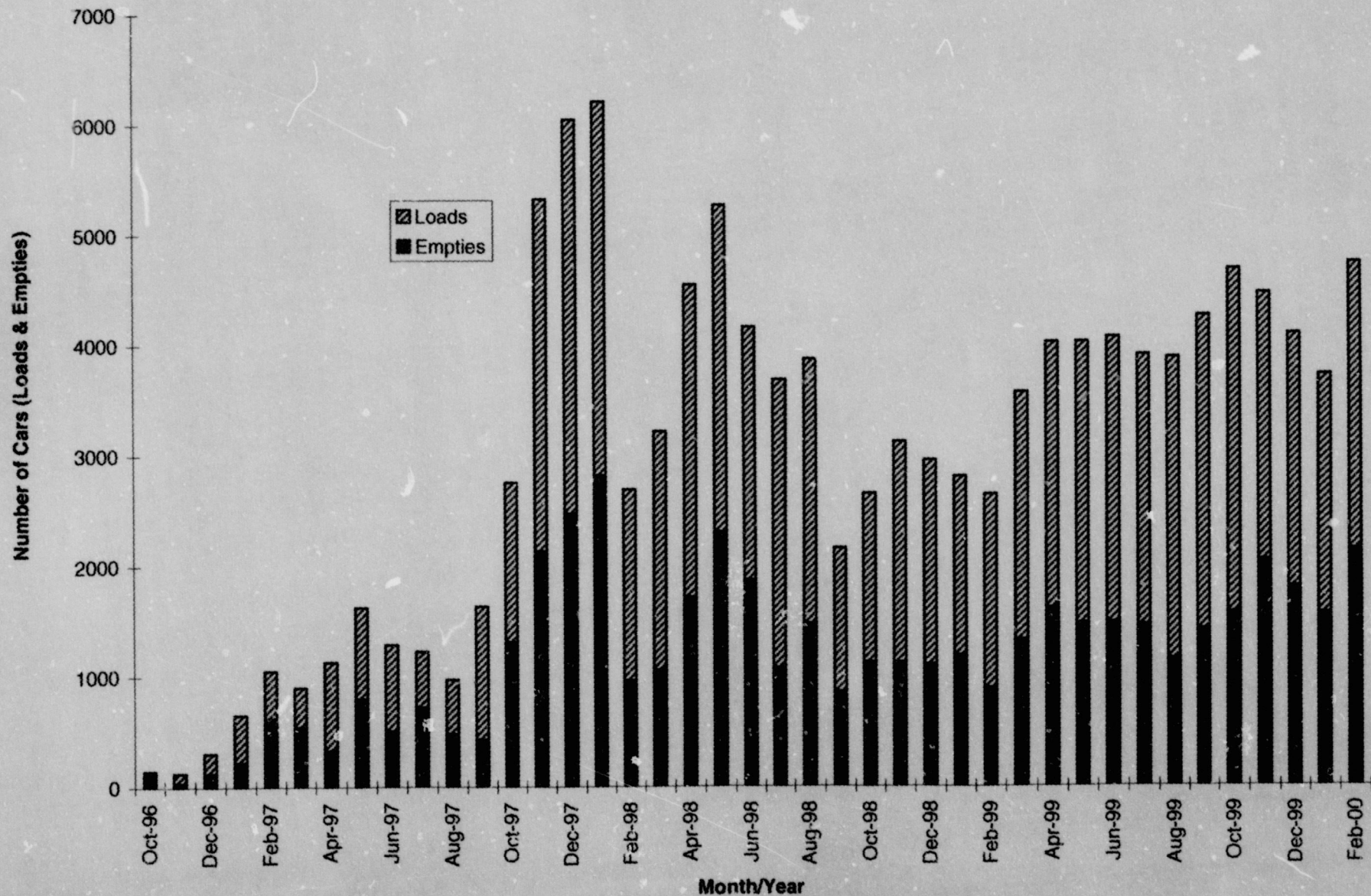


Chart #6  
**Tex Mex Trackage Rights**  
**Gross Tons (Through Trains)**  
(All Traffic Included)

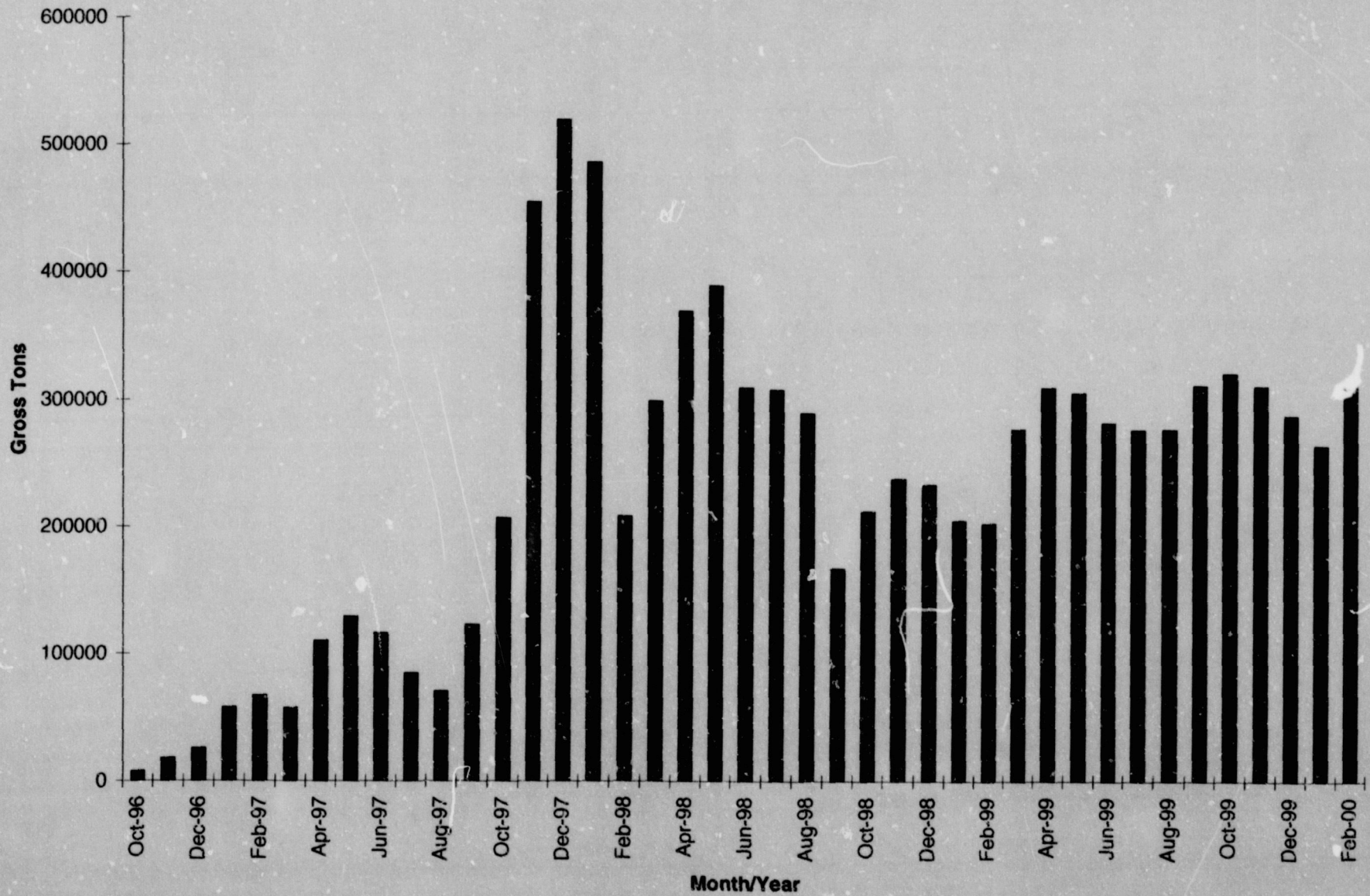




Chart #7

**Tex Mex Trackage Rights**  
**Number of Through Trains**  
(Estimated Service-Order-Related Traffic Excluded)

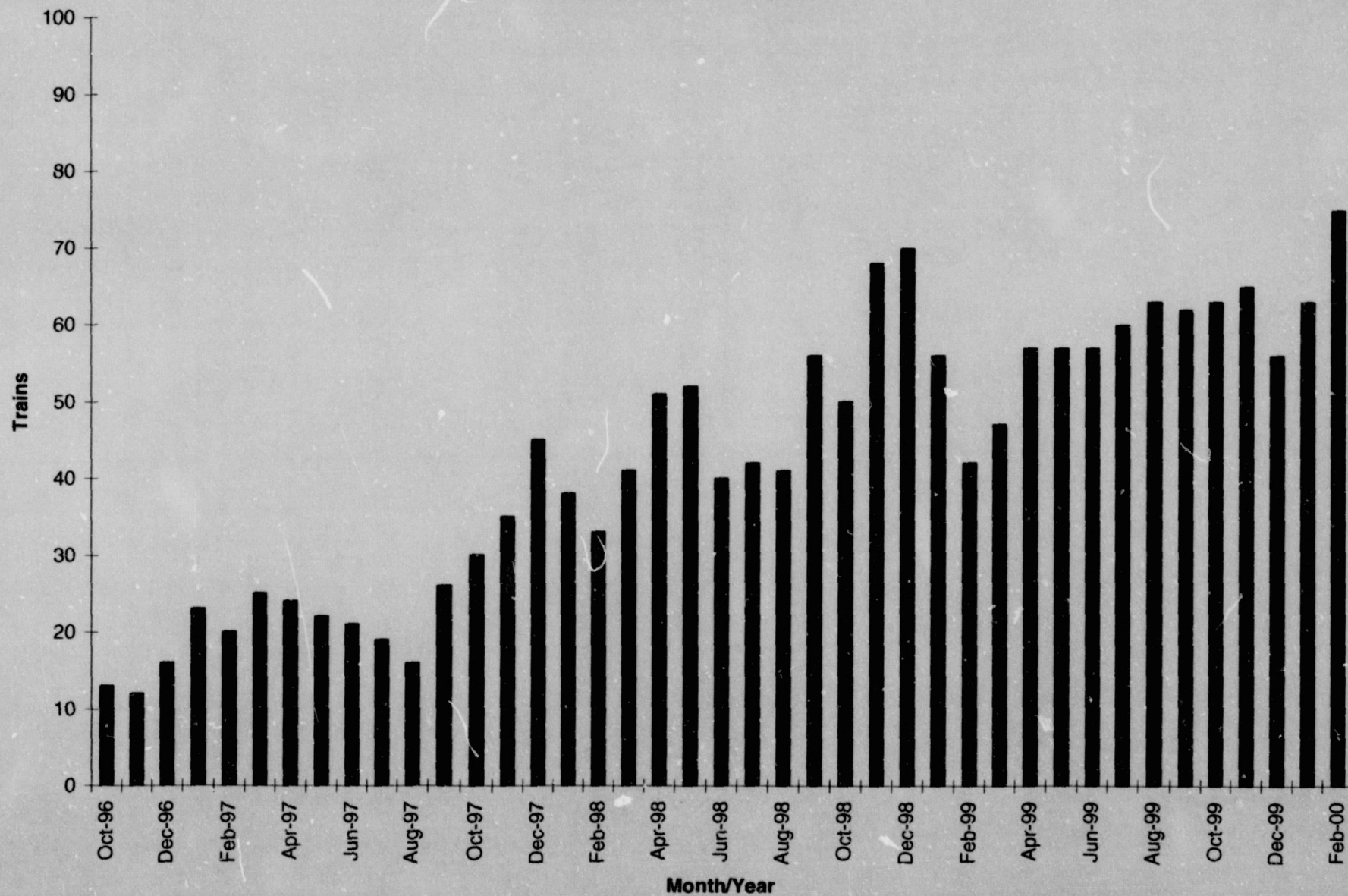


Chart #8

# **Tex Mex Trackage Rights** **Number of Cars (Through Trains)** (Estimated Service-Order-Related Traffic Excluded)

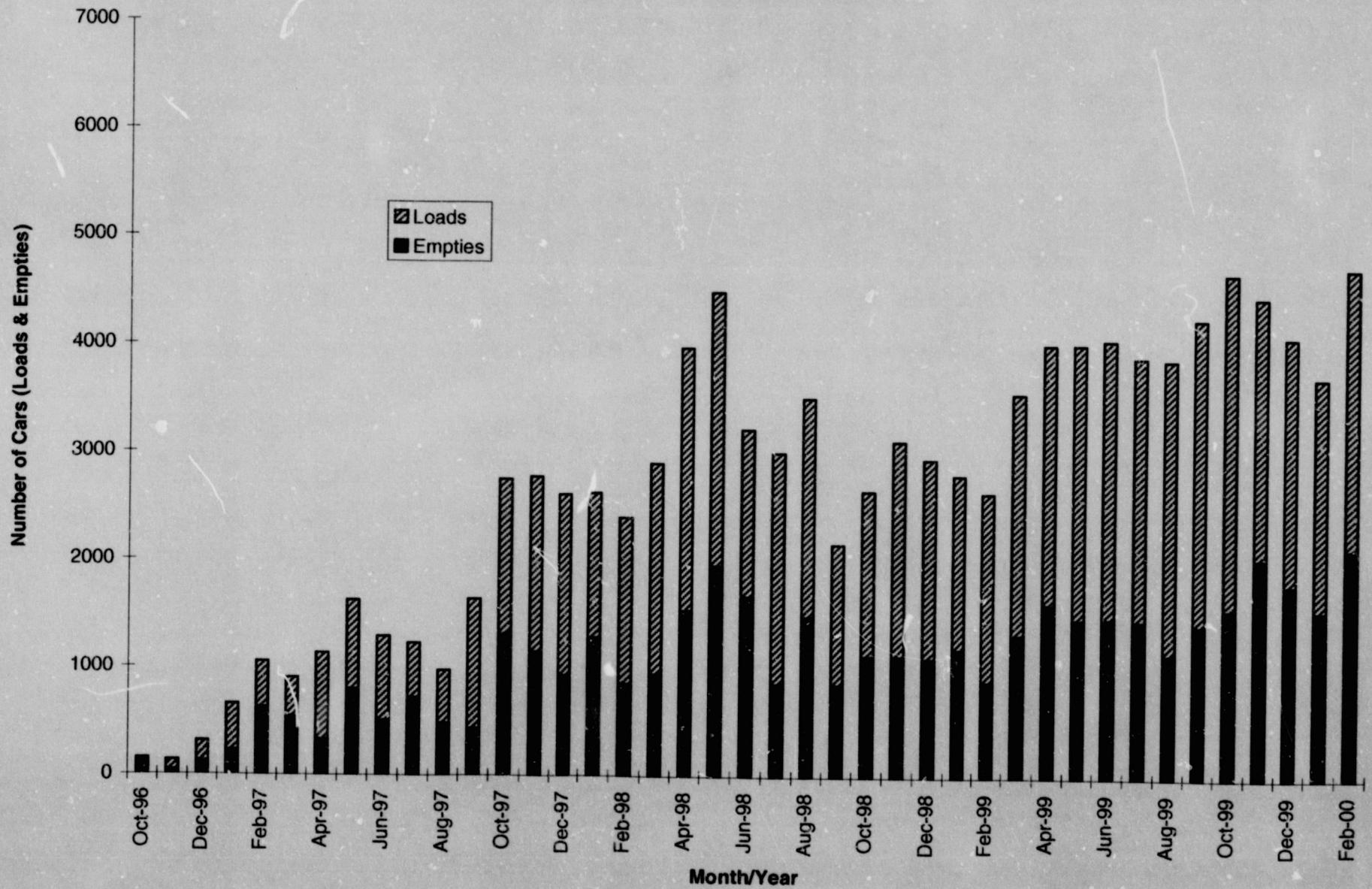




Chart #9  
**Tex Mex Trackage Rights**  
**Gross Tons (Through Trains)**  
(Estimated Service-Order-Related Traffic Excluded)

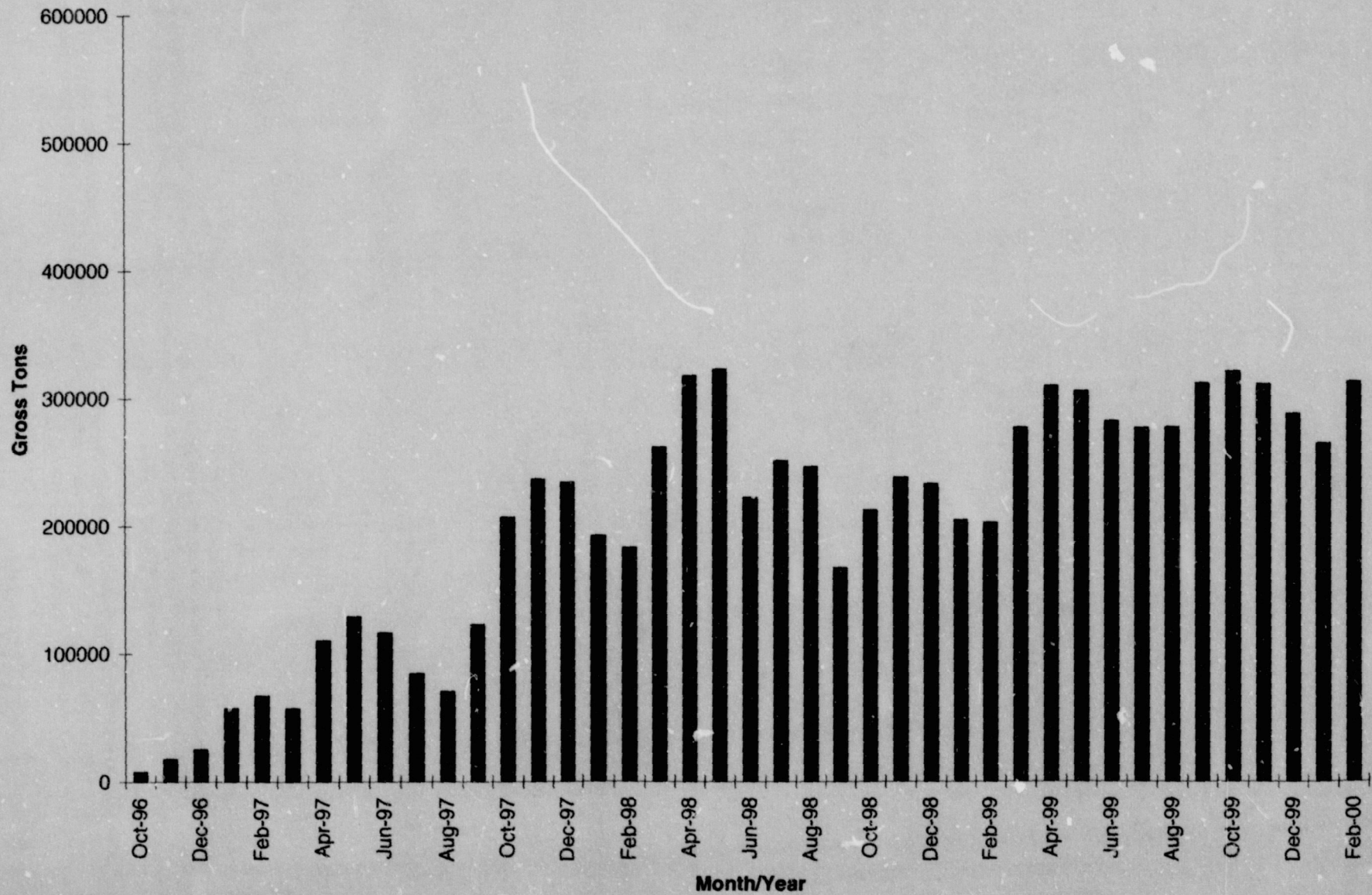


Chart #10  
Tex Mex Laredo Traffic  
(Loaded Cars)

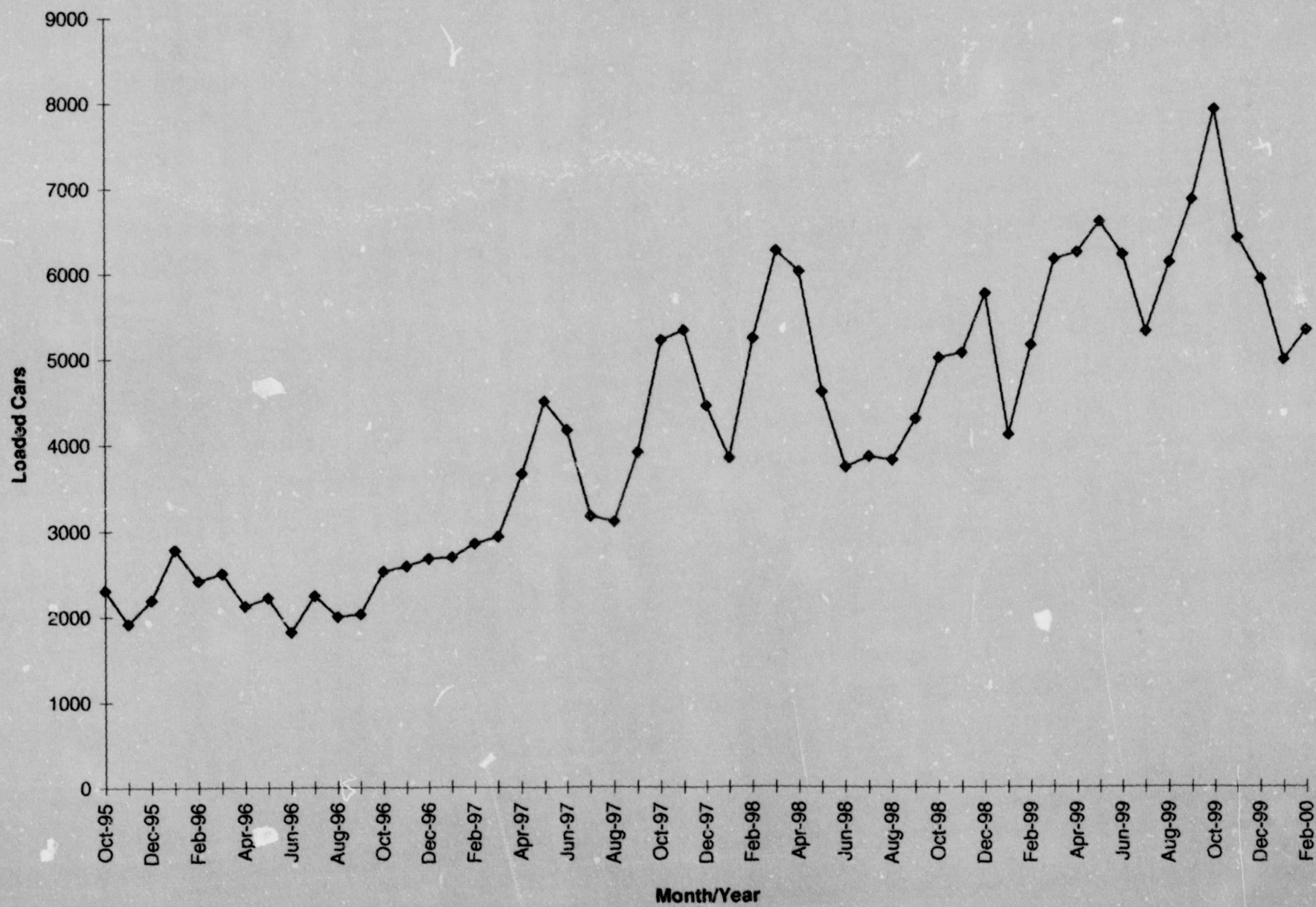
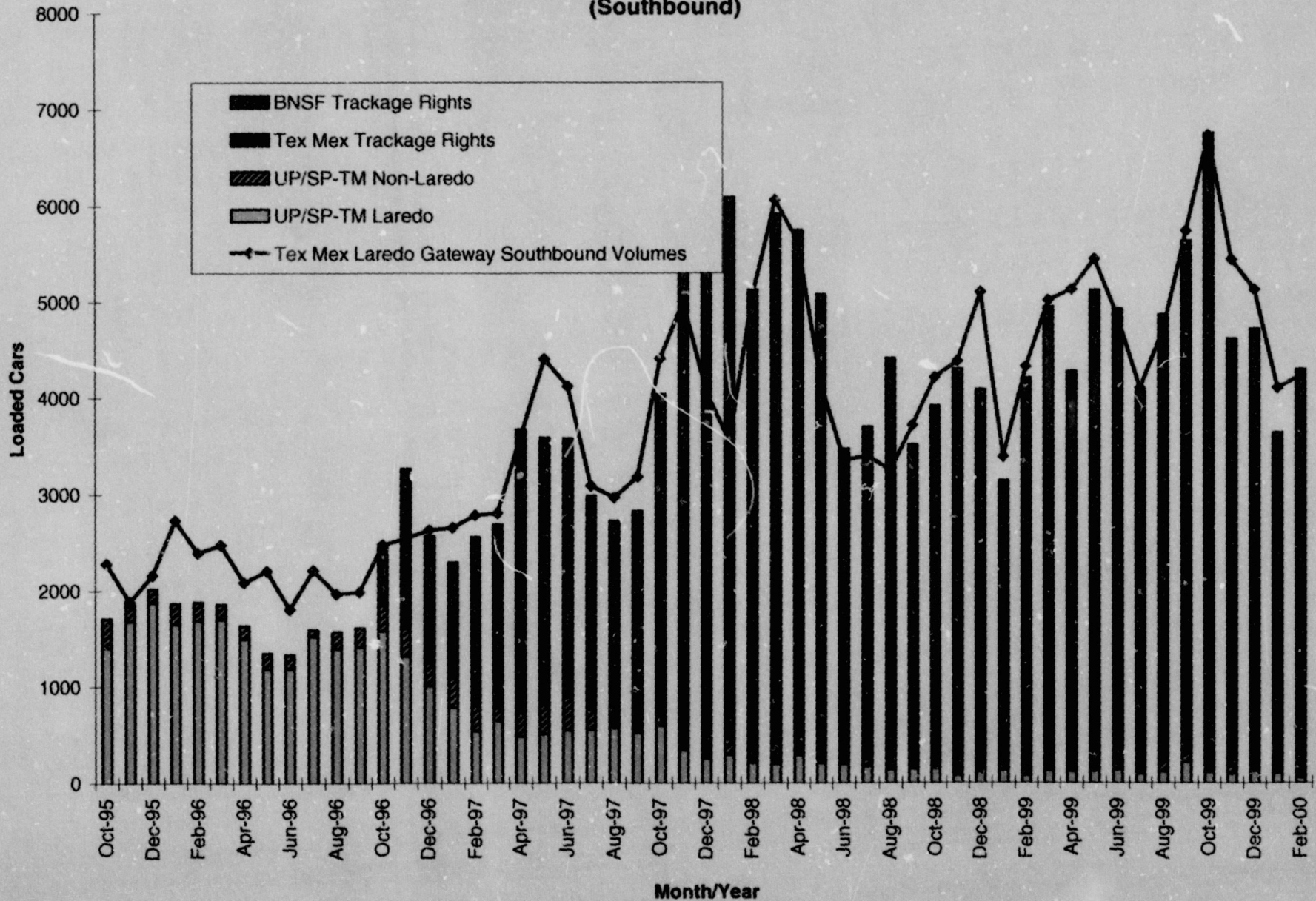




Chart # 11

**Tex Mex and BNSF Trackage Rights Traffic to Corpus Christi/Robstown and UP/SP-Tex Mex Interline Traffic (Southbound)**



**EXHIBIT B**



### TRACKAGE RIGHTS FUNDS

In Section 6 of Applicants' settlement agreement with CMA, Applicants agreed to place trackage rights fees received under the BNSF settlement agreement into two dedicated funds, one with respect to the trackage rights lines in Texas, Louisiana, Arkansas, Missouri and Illinois and one with respect to the trackage rights lines in the Central Corridor and California. Applicants agreed that the money in those funds would be spent on (a) maintenance on those lines, (b) offsetting depreciation of those lines, (c) capital improvements on those lines, and (d) costs for accounting necessary to administer the two funds. The following table provides information regarding the two funds through the quarter ending December 31, 1999, the latest date for which the data have thus far been compiled.

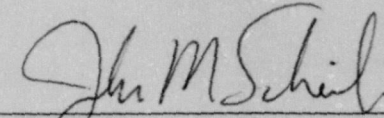
	Texas, Louisiana, Arkansas, Missouri and Illinois	California and Central Corridor
<b>REVENUE</b>		
Trackage Rights Fees	\$57,658,646	\$56,913,556
Capacity Improvement Fees	<u>0</u>	<u>0</u>
Total Revenue	<u>\$57,658,646</u>	<u>\$56,913,556</u>
<b>EXPENSES</b>		
Maintenance	\$115,664,699	\$80,003,879
Depreciation	111,063,251	84,159,712
Capital Expenditures	(Not reported)	(Not reported)
Accounting Expenses	<u>71,352</u>	<u>71,352</u>
Total Expenses	<u>\$226,799,302</u>	<u>\$164,234,943</u>

CERTIFICATE OF SERVICE

I, John M. Scheib, certify that, on this 3rd day of April, 2000, I caused a copy of the foregoing document to be served by first-class mail, postage prepaid, or by a more expeditious manner of delivery on parties of record 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

  
\_\_\_\_\_  
John M. Scheib



STB

FD-32760

4-3-00

D

197971

1

OF

2

197971

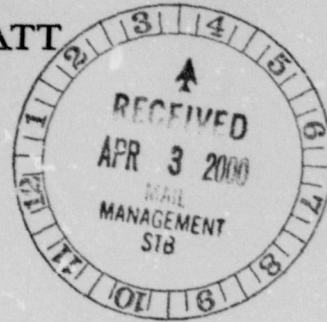
# MAYER, BROWN & PLATT

1909 K STREET, N.W.

WASHINGTON, D.C. 20006-1101

ERIKA Z. JONES

DIRECT DIAL (202) 263-3232  
ejones@mayerbrown.com



MAIN TELEPHONE  
202-263-3000  
MAIN FAX  
202-263-3300

April 3, 2000

## VIA HAND DELIVERY

The Honorable Vernon A. Williams  
Secretary  
The Surface Transportation Board  
1925 K Street NW  
Washington, DC 20423-0001

ENTERED  
Office of the Secretary  
APR 04 2000  
Part of  
Public Record

D

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

Dear Secretary Williams:

Enclosed for filing in the above-captioned proceeding are the original and twenty-five (25) copies of The Burlington Northern and Santa Fe Railway Company's Quarterly Progress Report (BNSF-PR-15). Also enclosed is a 3.5 inch disk, containing the text of the Quarterly Progress Report in WordPerfect 6.1 format.

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

Sincerely,

*Erika Z. Jones* <sup>KEC</sup>

Erika Z. Jones

Enclosures

cc: All Parties of Record

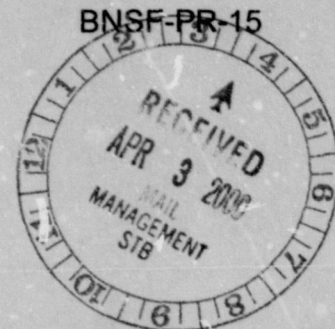
197971

ENTERED  
Office of the Secretary

APR 04 2000

Part of  
Public Record

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

THE BURLINGTON NORTHERN AND  
SANTA FE RAILWAY COMPANY'S  
QUARTERLY PROGRESS REPORT

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

Erika Z. Jones  
Adrian L. Steel, Jr.  
Kelley E. Campbell

The Burlington Northern  
and Santa Fe Railway Company  
2500 Lou Menk Drive  
Third Floor  
Ft. Worth, Texas 76131-0039  
(817) 352-2353 or (817) 352-2368

Mayer, Brown & Platt  
1909 K Street, NW  
Washington, DC 20006  
(202) 263-3000

Attorneys for The Burlington Northern and Santa Fe Railway Company

April 3, 2000



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

---

THE BURLINGTON NORTHERN AND  
SANTA FE RAILWAY COMPANY'S  
QUARTERLY PROGRESS REPORT

Pursuant to the Surface Transportation Board's ("Board") Decision No. 44 in Finance Docket No. 32760, The Burlington Northern and Santa Fe Railway Company ("BNSF") hereby submits its fifteenth Quarterly Progress Report. Union Pacific Corp., et al. -- Control and Merger -- Southern Pacific Rail Corp., et al., Fin. Dkt. No. 32760, Decision No. 44 at 147 (served Aug. 12, 1995).

This Progress Report describes various changes that have occurred in BNSF's operations on its trackage rights lines and purchased lines (the "UP/SP lines") since the filing of BNSF's last Progress Report on January 18, 2000

(BNSF-PR-14). The Report will also address the marketing efforts undertaken by BNSF since the January 18 Progress Report was filed.

As documented by this Report, BNSF has aggressively continued its efforts over the past three months to compete with UP on the UP/SP lines. Generally, BNSF continues to be successful and effective in marketing its services over those lines. With respect specifically to "2-to-1" points, BNSF has established a major presence in handling such traffic.

**I. CHANGES IN BNSF'S OPERATIONS SINCE ITS LAST PROGRESS REPORT**

This section describes changes in BNSF's service over the UP/SP lines which have occurred during the period from January 18, 2000, through March 31, 2000.

**A. Gulf Corridor**

- On February 16, 2000, BNSF commenced operation of 125-car unit coal trains from the Southern Powder River Basin in Wyoming to Entergy/Gulf States, Inc.'s Roy S. Nelson Generating Station near Mossville, LA. These trains utilize trackage rights on the UP between Beaumont, TX and the connection to Entergy's Nelson Spur build-out near Lake Charles, LA.

**B. Central Corridor**

- BNSF continues to operate regularly-scheduled, daily merchandise train service eastbound and westbound on the Central Corridor between Denver, CO and Stockton, CA.



### **C. I-5 Corridor**

- As reported in BNSF's January 18 Progress Report, UP commenced directional operations between Marysville and Stockton, CA, effective January 2, 2000. In anticipation of the planned implementation of these directional operations, UP granted limited overhead trackage rights to BNSF between Roseville, CA, in the vicinity of UP's milepost 106.6 (Valley Subdivision), and Binney Junction, CA in the vicinity of UP's milepost 141.9 (Valley Subdivision). This new operating plan affected the routing of BNSF's southbound trains on the I-5 Corridor and the routing of one westbound BNSF merchandise train per week (H-DENSTO1-A1) on the Central Corridor. The affected BNSF trains previously operated in a bi-directional flow between Oroville and Stockton on UP's Sacramento Subdivision. Under the new directional operating plan, southbound/westbound BNSF trackage rights trains continue to operate in a bi-directional traffic flow over UP's Sacramento Subdivision from Oroville to Binney Junction (Marysville), then with the directional flow of traffic from Binney Junction to Roseville on UP's Valley Subdivision. From Roseville, BNSF's southbound trains operate to Elvas (Sacramento) over UP's Martinez Subdivision. At Elvas, BNSF's southbound trains enter UP's Fresno Line to operate with the directional flow of traffic from Elvas to El Pinal (Stockton). BNSF's northbound trackage rights trains continue to operate over UP's Sacramento Subdivision. The new route for



BNSF's southbound trackage rights trains is approximately 17 miles longer than the former route via the Sacramento Subdivision. The longer route, however, has not impacted the performance of BNSF's trains in light of the reduced potential for delays from trains operating in the opposite direction.

## II. BNSF INVESTMENTS IN TRACKAGE RIGHTS AND PURCHASED LINES

The following is a summary of investments and improvements that BNSF has made during the first quarter on the UP/SP lines.

- *Baytown Branch – Construct Second Main Track, Milepost 0.2 to Milepost 3.8.* Construction continued on the new, second main track between Milepost 0.2 and Milepost 3.8 on the Baytown Branch near Dayton, TX. Grading for this project is 100 percent complete, and track construction is currently in progress. The target date for completion of this project is June 15, 2000. BNSF's estimated portion of the \$5.2 million estimated cost of the project is approximately 26 percent, based on previous usage and subject to recalculation.
- *Baytown Branch – Extend Switching Lead at BNSF Dayton Yard.* BNSF initiated preliminary design work for an extension to the switching lead at BNSF's Dayton Yard. This project will be funded 100 percent by BNSF.
- *Baytown Branch – Construct Interchange Tracks.* BNSF initiated preliminary design work to construct an interchange track in each of the four switching

zones south of the Dayton storage-in-transit facility on the Baytown Branch.

This project will be funded 100 percent by BNSF.

- *Dayton, TX Mainline and Siding Relocation Project.* Construction is in progress to change the UP main line and siding configuration at Dayton, TX so that the main line will be on the north side of the Dayton yard and siding, reducing main line delays for BNSF and UP by separating through road train movements from yard activity. Grading work is 100 percent complete, and track work is 70 percent complete. The target date for completion of this project is April 30, 2000. BNSF and UP have agreed that BNSF will contribute \$1 million cash toward the estimated \$4.3 million cost of this project.
- *Lake Charles, LA Mainline and Siding Relocation Project.* The Lake Charles main line re'ocation project is in progress and 90 percent complete. The project is currently estimated to cost \$11.4 million. BNSF and UP have agreed that any unappropriated monies in the \$25 million capital reserve fund will be applied to this project. BNSF and UP have also agreed that remaining costs not covered by the available, unappropriated balance in the capital reserve fund will be shared equally between BNSF and UP. The remaining cost is estimated to be approximately \$7.4 million, and BNSF's 50 percent share is estimated to be about \$3.7 million.



- *Lafayette Subdivision Rehabilitation and Maintenance Program.* BNSF continued the ongoing maintenance and rehabilitation projects on the jointly-owned former SP Lafayette Subdivision between Avondale and Iowa Junction, LA. During the first quarter, BNSF completed a curve-rail relay project on one curve on the Lafayette Subdivision. During fiscal year 2000, BNSF plans to continue its investments designed to bring the Avondale-Iowa Junction line up to standards, including rebuilding and upgrading ten bridges on the line.
- *Fernley, NV Operating Track.* During the second quarter, BNSF intends to construct a 1,495-foot operating track along its Central Corridor trackage rights at Fernley, NV. This operating track will support BNSF's service to customers in the Fernley-Sparks NV area, including Quebecor Printing, Valley Joist Corporation, and BNSF's Quality Distribution Facility at Sparks, NV. During the first quarter, BNSF worked with UP to secure the necessary property and track leases to advance this project. BNSF anticipates that construction of the new operating track will commence in April 2000.

### III. **BNSF'S MARKETING PLANS AND EFFORTS**

#### A. **Recent Activities**

During the first quarter, BNSF continued its intensified marketing activities with respect to a number of points on the UP/SP lines. For example, BNSF and



its agent, Utah Railway, continued their intensive efforts to grow their business on the Central Corridor.

In early-March, BNSF and Utah Railway handled a 59-car unit potash train from IMC at Little Mountain, UT to the Port of Houston, TX. Also, BNSF and Utah Railway recently moved two 50-car coil steel trains for Geneva Steel at Geneva, UT.

BNSF reported to the Board in its January 18 Progress Report that it expected to commence service soon to the Four Star Sugar Company transload facility at El Paso, TX.<sup>1</sup> BNSF successfully handled its first car to this facility on March 17.

#### **B. Traffic Volumes**

BNSF traffic volumes over the lines to which BNSF received access as a result of the UP/SP merger have continued to grow. See the chart attached hereto as Attachment 1. Indeed, during January and February 2000, total loaded units on the UP/SP lines increased as compared to the total loaded units for the same months of 1999. The charts attached hereto as Attachments 2 to

---

<sup>1</sup> UP initially denied BNSF's request for access to Four Star Sugar, a new facility constructed in 1998 along BNSF's trackage rights on the former SP line between El Paso and Sierra Blanca, TX. However, in response to a Petition for Clarification filed by BNSF relating to access to Four Star Sugar, the Board ruled that BNSF has access to facilities located adjacent to a mainline, spur, industrial track, and/or yard. See Union Pacific Corp. et al. -- Control and Merger -- Southern Pacific Rail Corp. et al., Fin. Dkt. No. 32760, Decision No. 86 (issued July 12, 1999). Given this clarification of the merger condition, UP agreed that BNSF has access to Four Star Sugar.

11 reflect the volumes of traffic for each of the major traffic lanes to which BNSF received access. Attachment 12 shows the breakdown by general commodity groups of this traffic.

**C. Customer Identification And Access Pursuant To Merger Conditions**

BNSF has continued its efforts to identify all UP/SP customer facilities to which it received access as a result of the UP/SP merger. These facilities include access to "2-to-1" customers and transload facilities on its trackage rights lines and facilities which can be served by the seventeen "2-to-1" shortlines to which it received access. Current listings of all such known facilities are attached as Attachment 13.

BNSF progressed the process of confirming BNSF access to three additional customers at "2-to-1" points during the first quarter:

- Sygma Network, Inc. at the Great Southwest Industrial Park, Arlington, Texas;
- Bulkmatic at the Freeport Center, Clearfield, Utah; and
- Union Electric Company (d/b/a Ameren UE) at Labadie, Missouri.

UP confirmed BNSF's request for access to Sygma Network, Inc. on January 18, and to Bulkmatic on March 31.

On January 20, BNSF wrote to UP to request that a coal-burning power generating facility owned and operated by Union Electric Company (d/b/a Ameren UE) at Labadie, MO be added to the list of "2-to-1" customers accessible



to BNSF under the terms of the Settlement Agreement and conditions imposed by the Board in its decision approving the UP/SP merger. In a January 26 response, UP stated that it was filing a reply to Ameren UE's "Petition for Clarification and Enforcement of Merger Conditions" concerning BNSF's access to the Labadie facility, and that UP would "hold BNSF's request in abeyance" until the matter was resolved by the Board. In a reply to UP dated February 2, BNSF informed UP that its decision to hold BNSF's request "in abeyance" violated the "2-to-1 Point Identification Protocol" agreed to by UP and BNSF and approved by the Board because the terms of the Protocol provide only two options: approval or denial. BNSF requested that UP either approve BNSF's access request, or deny the request and provide a statement of UP's reasons for and the specific evidence supporting its decision to deny access.

In its February 7 reply to BNSF, UP stated that the "2-to-1 Point Identification Protocol" is not applicable to Union Electric's Labadie facility due to the existence of an alleged "settlement agreement" between UP and Union Electric. Furthermore, UP denied BNSF's request for access on the basis that "all of the interested parties reached an agreement on a competitive option for the Labadie plant which satisfies the conditions established by the STB in the UP/SP proceeding."



The matter of the UP-Union Electric "settlement agreement" is now before the Board. BNSF stands ready to provide direct service to the Labadie facility when BNSF's right to provide that service is confirmed.

In a March 16 letter from UP reconfirming BNSF's access to a "2-to-1" customer located in the Freeport Center at Clearfield, UT, UP stated that only the customers located at the Freeport Center -- and not all customers located at Clearfield -- were "2-to-1" customers. In fact, Clearfield was clearly identified as a "2-to-1" point in Exhibit A to the Settlement Agreement imposed by the Board as a condition of the UP/SP merger. In a March 16 letter, BNSF advised UP of this fact, but UP has not replied to BNSF's response.

With respect to the development of new facilities along BNSF's trackage rights lines, BNSF is working with a number of customers and has achieved several additional successes during the first quarter. At the conclusion of the first quarter, nearly 40 industrial development projects involving new customer facilities at "2-to-1" points and along trackage rights lines were in various stages of discussion, planning, or implementation.

On March 21, the Board issued a decision resolving a dispute between UP and Entergy Services, Inc. The Board's decision affirmed the applicability of the "general build-out" condition, negotiated in an agreement between UP, SP, BNSF and the Chemical Manufacturers' Association and imposed as a condition on the UP/SP merger, to a planner's build-out at Entergy's coal-burning White

Bluff power plant near Redfield, AR, and required that UP grant trackage rights to BNSF to access the proposed build-out. BNSF stands ready to work with UP and Entergy to implement the Board's decision in order to ensure that Entergy fully realizes the competitive benefits of the Board's UP/SP merger conditions.

#### **IV. ISSUES AFFECTING BNSF'S IMPLEMENTATION OF TRackage RIGHTS**

##### **A. BNSF-UP Joint Service Committee**

The BNSF-UP Joint Service Committee met in Fort Worth on March 17 to review a variety of service and operational issues involving BNSF operations over its trackage rights lines, as well as projects of mutual interest to BNSF and UP. Among the items discussed at the March 17 meeting were train performance measurements, data integrity issues for Automatic Equipment Identification and Electronic Data Interchange transactions, handling of reciprocal switch traffic by BNSF and UP at various locations, status of current projects in the Joint Capital Expansion Program, and development of the new capital project approval process.

##### **B. International Paper - Pine Bluff, AR**

On February 7, BNSF and UP successfully resolved the terms for BNSF's use of switching facilities at International Paper Company's ("IP") plant in Pine Bluff, AR, and the sharing of expenses for such use. BNSF and UP agreed after the UP/SP merger was approved that BNSF would furnish UP with loaded car counts for shipments originated or terminated by BNSF at IP's facility



commencing December 16, 1996. BNSF and UP also agreed that BNSF would pay UP the standard reciprocal switch fee for the period from December 16, 1996, through March 10, 1998. BNSF and UP further agreed that, based on the number of BNSF cars compared to the total number of cars, BNSF would pay UP (i) a percentage of the track maintenance expenses for the IP yard at the Pine Bluff plant from March 11, 1998, forward; and (ii) the BNSF portion of the costs for the third-party switcher at the IP yard.

**C. Broken Arrow Environmental – Argonite, UT**

As previously reported in BNSF's quarterly progress reports, BNSF has been working with Broken Arrow Environmental to locate a new transload facility at Argonite, UT on BNSF's Central Corridor trackage rights line. On February 9, BNSF received UP's reply to BNSF's Proposed Rail Service Plan No. 20, relating to BNSF's intent to provide direct rail service to Broken Arrow's transload facility. This reply was received three months after BNSF had initially filed its proposed rail service plan, and only after several attempts by BNSF to ascertain UP's position concerning the proposal. Pursuant to the terms of the trackage rights agreement between BNSF and UP governing BNSF's use of the line, UP is required to notify BNSF of its approval or disapproval of BNSF's construction plans within 30 days of its receipt of those plans. Unfortunately, UP's apparent inability to review the plans and provide a substantive response within the agreed-upon timeframe subjects BNSF and its customers to unnecessary



frustration and delays. These concerns notwithstanding, UP's reply did seek to clarify questions concerning the proposed track layout and design and BNSF's proposed operating plan for serving the facility. BNSF is now attempting to work with UP's Operating and Engineering departments to resolve these issues, and BNSF expects that these issues will be resolved in early-April.

**D. Southdown California Cement – Polk, CA**

On January 5, BNSF submitted to UP its Proposed Rail Service Plan No. 21 and proposed operating plan, covering establishment of BNSF direct rail service to Southdown California Cement's new bulk cement terminal at Polk, CA. On January 17, UP replied that BNSF's request for access was being reviewed, and that BNSF would be informed of UP's decision as soon as possible. After seventy-five days, however, BNSF still had not received a reply or any comments from UP regarding BNSF's proposal. Therefore, on March 20, BNSF wrote to UP to request UP's response to the Proposed Rail Service Plan. On March 29, one day after Southdown ordered its first cars to the new facility, and following numerous contacts by BNSF to various levels of UP to confirm BNSF's access to this facility, UP responded that it was approving BNSF's plans and that Southdown's facility would be open to BNSF.<sup>2</sup>

---

<sup>2</sup> In its March 27 reply, UP indicated that it had not received BNSF's proposed operating plan until the week of March 20. BNSF had, however, provided UP with this plan at the same time that it submitted its Proposed Rail Service Plan No. 21.

(Applicable agreements and conditions on the UP/SP merger require BNSF to provide UP a specific request, including a proposed rail service plan, in order for BNSF to provide rail service to any new shipper facilities at "2-to-1" points and along trackage rights lines, and for UP to respond with approval or disapproval of the plan within 30 days). This example of UP's eleventh-hour responsiveness -- a day after Southdown ordered the first cars for movement to the new facility and eighty-three days after BNSF's initial request to UP -- is an example of how close customers can come to not being able to use their rail carrier of choice and fully realize the competitive benefits assured by the UP/SP merger conditions.

In view of the recent confusion or apparent miscommunication on the Southdown project, and on other new facility projects, BNSF will be communicating to UP a request that UP reconsider developing a formal "new facilities protocol," similar in structure and content to the existing "2-to-1 Point Identification Protocol." This "new facilities protocol" will clearly specify the information required to progress a new facility project at "2-to-1" points or on trackage rights lines, to whom the information and subsequent response should be directed, the timelines for providing responses, and a clear process for resolving disputes concerning BNSF's proposed construction plans or its service election.



**E. Capital Metropolitan Transportation Authority – Longhorn, TX**

On March 8, the Capital Metropolitan Transportation Authority ("CMTA") of Austin, TX canceled its contract with Longhorn Railway Company ("LHRR"), a "2-to-1" shortline railroad which BNSF currently connects with at Elgin, TX, for operation of CMTA's line of railroad between Giddings and Llano TX. CMTA also announced that it had secured the services of Trans-Global Solutions, Inc. to provide continued rail service on a six-month interim basis until the contract for operation of the line can be re-bid. BNSF understands that LHRR will cease its operation of the line on March 31, and that following a two-day transition period, Trans-Global Solutions will commence its operation of the line on April 3.

Throughout this process, BNSF has been actively engaged in discussions with CMTA, LHRR, Trans-Global Solutions, UP, and LHRR shippers that may be impacted by the transition. These discussions have been directed to two objectives: (i) ensuring an orderly transition that minimizes service impacts to the customers, and (ii) ensuring that the transition does not affect the existing agreement between BNSF, UP, CMTA, and LHRR to allow BNSF to interchange with LHRR at McNeil, TX.

BNSF met with CMTA and UP on March 22 to clarify the process and timeline for completing the McNeil interchange track and placing it in service. Prior to this meeting, UP indicated that an interim interchange would not be allowed at McNeil, and that LHRR's customers would have to wait until the



interchange track was constructed and placed in service before interchange could occur at McNeil.<sup>3</sup> A definitive timeline was not, however, provided for completion of the McNeil interchange. It was proposed that the new operator of the line store the cars for UP on the Austin-Elgin line and agree to switch cars out for UP at no charge. This proposal would free capacity in UP's existing siding at McNeil and allow it to be used as an interchange track on an interim basis, until the new interchange track is completed. All parties agreed to take this proposal under consideration.

**F. Sacramento-Lodi, CA Customers**

BNSF has previously reported to the Board concerning service problems experienced by BNSF's customers in the Sacramento-Lodi, CA area. BNSF and UP have continued to work to resolve these issues. During the first quarter, BNSF noticed improvements in UP's handling of BNSF shipments in this area. BNSF intends to continue to monitor service at this and other locations where UP provides haulage service and/or reciprocal switching for BNSF shipments, and will continue to work with UP through the established resolution process to address any systematic or recurring service issues that may arise.

---

<sup>3</sup> UP stated that there is no room at McNeil to accommodate interchange between BNSF and LHRR (or the new operator of the line) at UP's existing siding on an interim basis because it is used to store cars.

#### **G. Champion International Distribution Center -- Ontario, CA**

BNSF also has previously reported to the Board regarding UP's refusal to grant BNSF access to the Champion International Distribution Center in the Vintage Industrial Park at Ontario, CA, located on BNSF's trackage rights line between Riverside, CA and Ontario, CA. UP asserts that this is not a "new facility."

On February 7, Champion International wrote to the Board's Office of Compliance and Enforcement ("OCE") to request assistance in receiving access to BNSF as envisioned by the Board's conditions approving the UP/SP merger. After receiving statements from both BNSF and UP on the matter, the OCE responded to Champion International on March 29, suggesting that there are other mechanisms for resolving the dispute between BNSF and UP.

BNSF will continue to strive to resolve this issue and other disputed matters directly with UP. If these efforts are unsuccessful, however, BNSF will, working with the involved shippers, pursue appropriate remedies and act to ensure that shippers are afforded the full competitive and service benefits due under the UP/SP merger conditions.

#### **V. CONCLUSION**

Throughout the first quarter, BNSF has continued its efforts to provide reliable, dependable and consistent service over its trackage rights lines. BNSF's capabilities and business are growing steadily as a result of BNSF's proactive



approach in resolving problems, its commitment to infrastructure and operational improvements to provide better service, and the continuing support of its customers. As a result of these efforts, many customers are benefiting from BNSF's new access. BNSF remains fully committed to securing new business and additional business from its customers in the future.

Respectfully submitted,

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

The Burlington Northern  
and Santa Fe Railway Company  
2500 Lou Menk Drive  
Third Floor  
Ft. Worth, Texas 76131-0039  
(817) 352-2353 or (817) 352-2368

Erika Z. Jones <sup>cc</sup>  
Erika Z. Jones  
Adrian L. Steel, Jr.  
Kelley E. Campbell

Mayer, Brown & Platt  
1909 K Street, NW  
Washington, DC 20006  
(202) 263-3000

Attorneys for The Burlington Northern and Santa Fe Railway Company

April 3, 2000



**CERTIFICATE OF SERVICE**

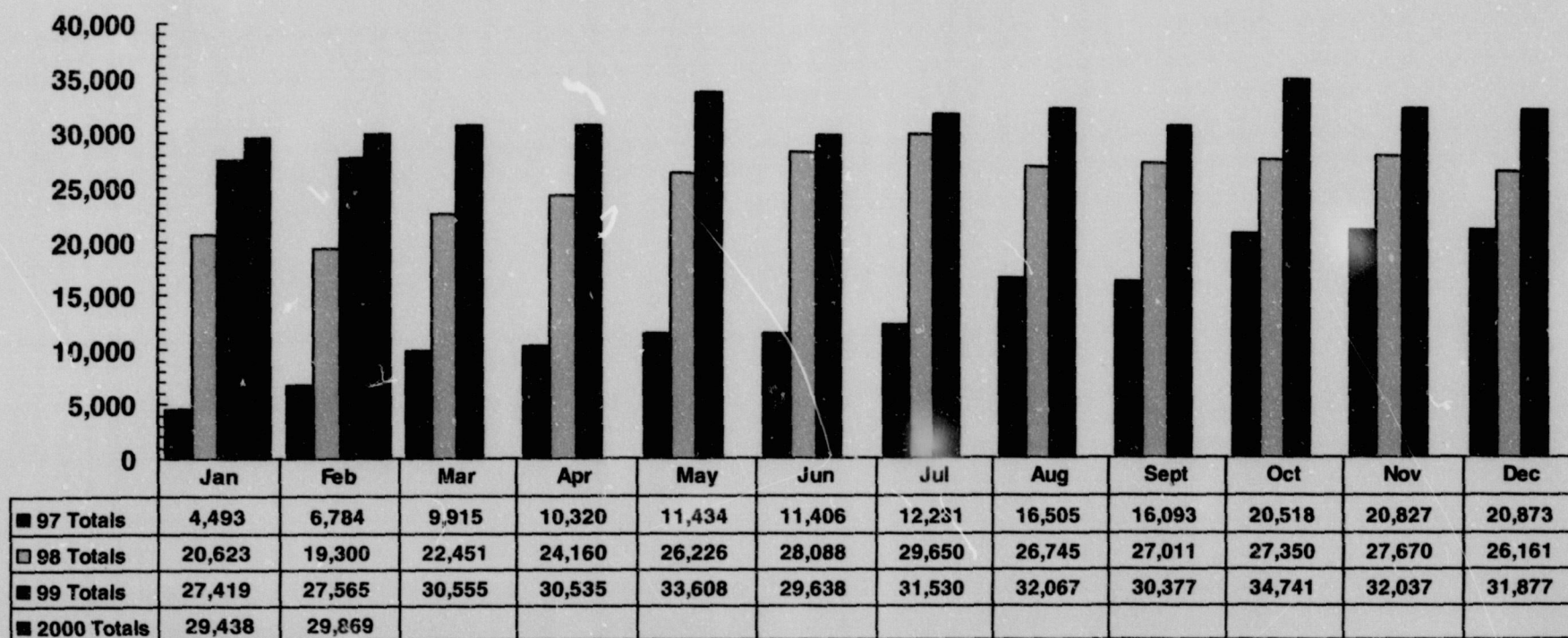
I do hereby certify that copies of The Burlington Northern and Santa Fe Railway Company's Quarterly Progress Report (BNSF-PR-15) are being served on all parties of record.

Kelley E. Campbell  
Kelley E. Campbell

ATTACHMENT 1

# Total 1997-00 BNSF Loaded Units On UPSP Merger Condition Lines

## Loads



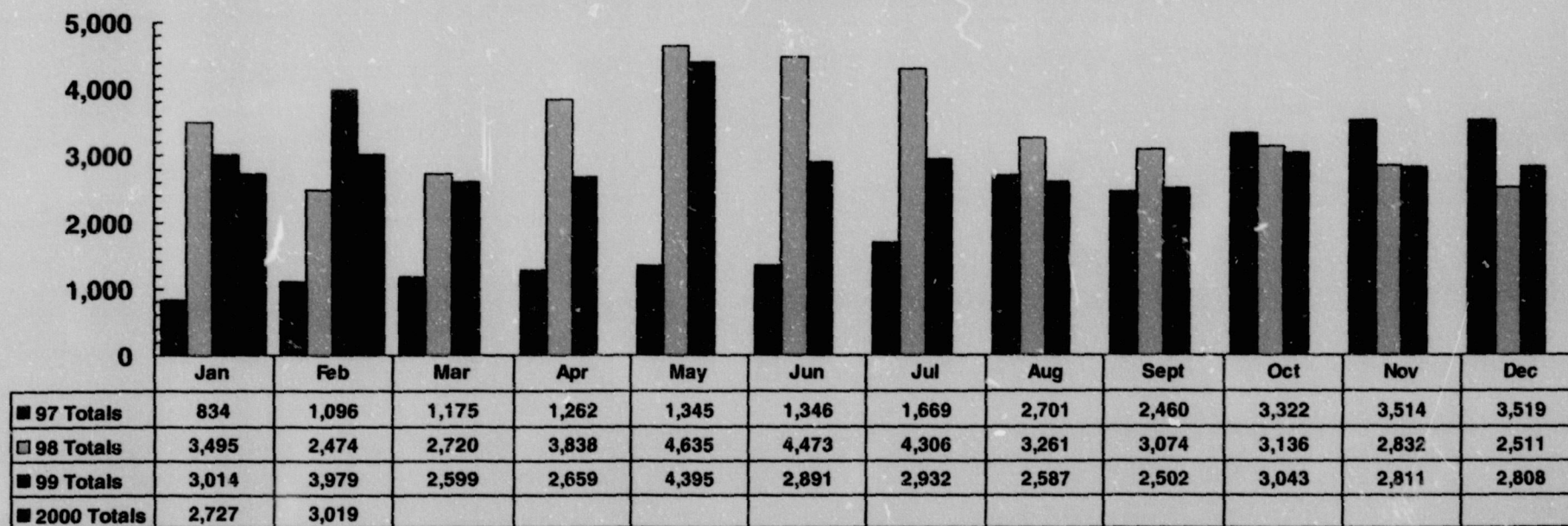
03/29/2000



ATTACHMENT 2

# 1997-00 BNSF Loaded Units In UP/SP Trackage Rights Corridors Central Corridor

Units

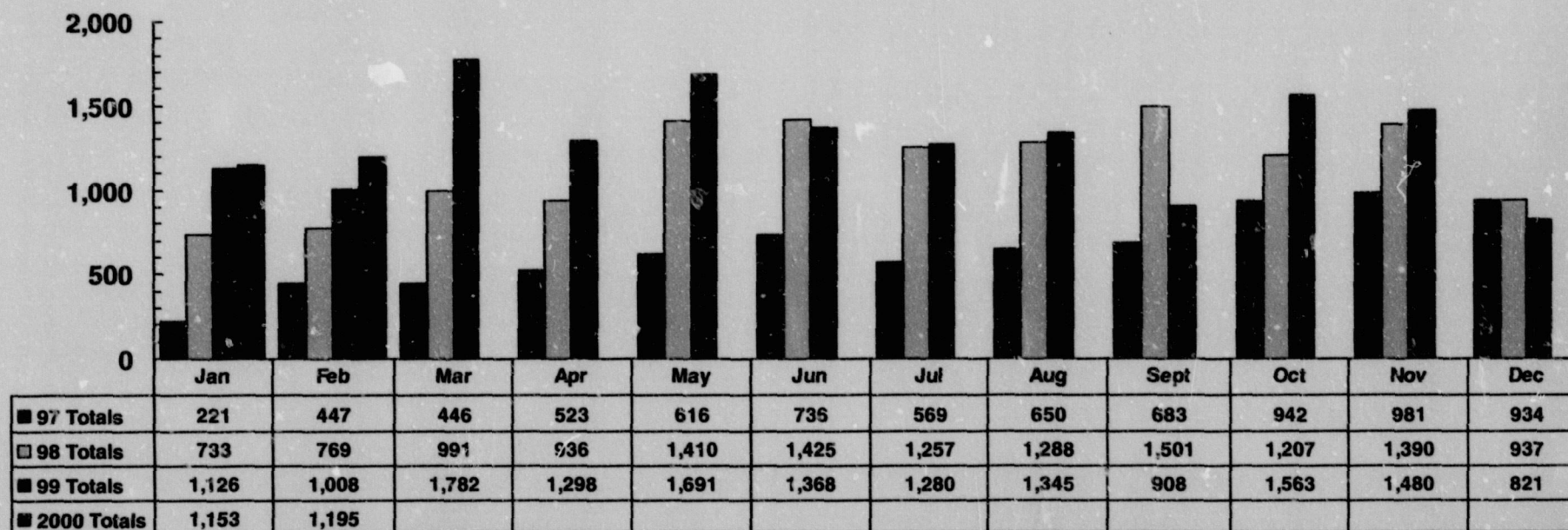


ATTACHMENT 3



# 1997-00 BNSF Loaded Units In UP/SP Trackage Rights Corridors Central Texas Corridor

Units



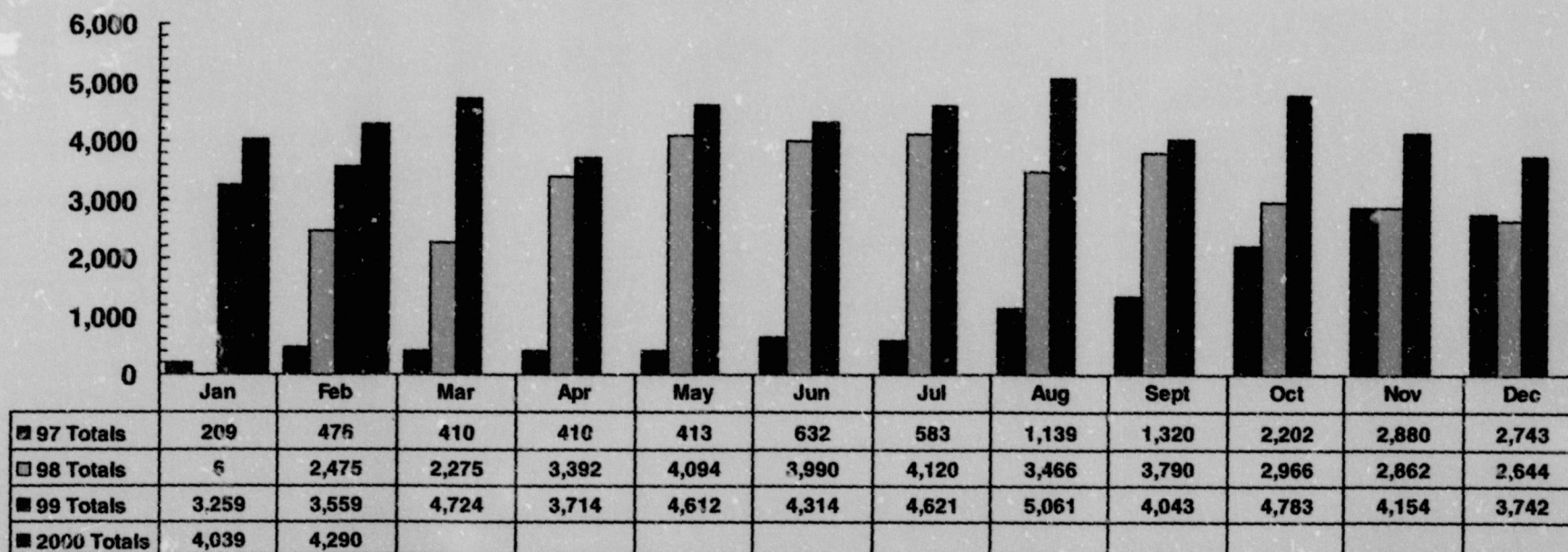
03/29/2000

ATTACHMENT 4



# 1997-00 BNSF Loaded Units In UP/SP Trackage Rights Corridors Eagle Pass Corridor

Units



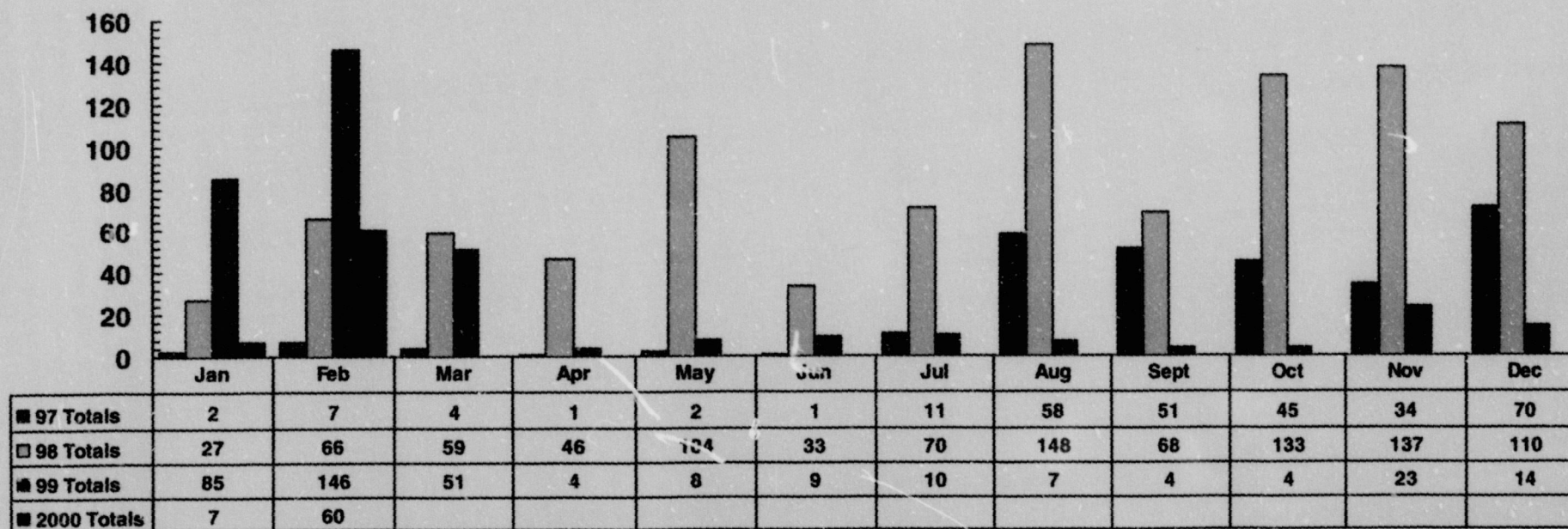
03/29/2000



ATTACHMENT 5

# 1997-00 BNSF Loaded Units In UP/SP Trackage Rights Corridors El Paso Corridor

Units



03/29/2000

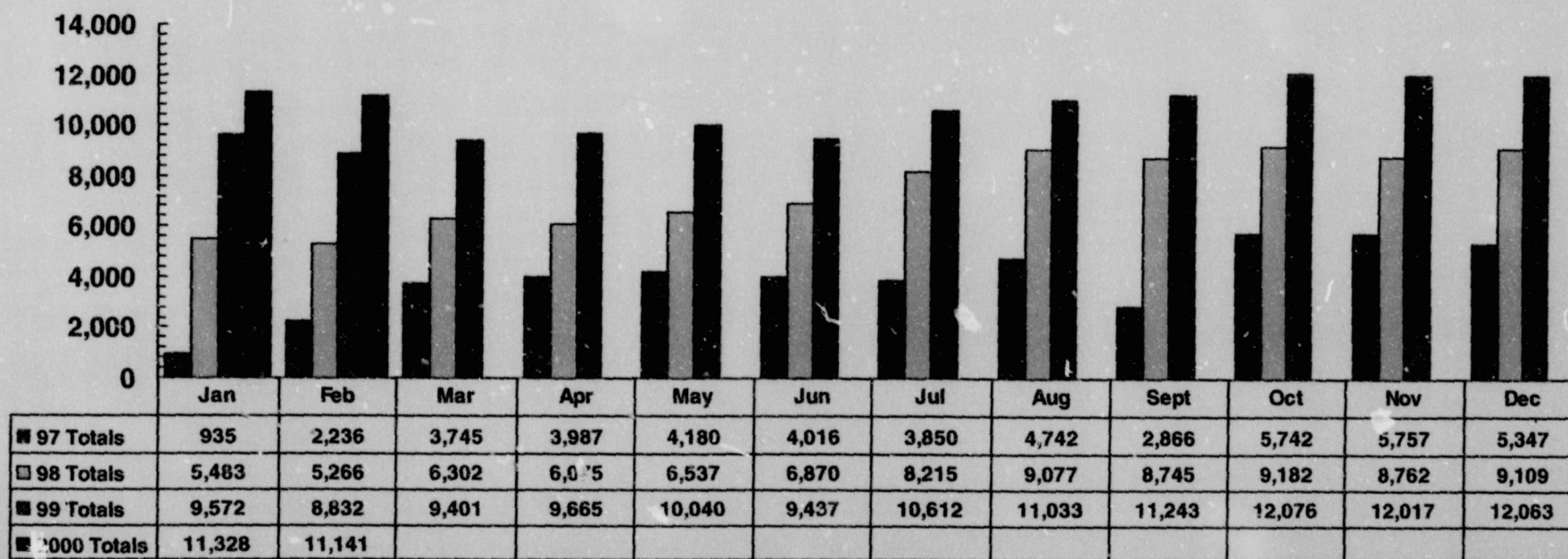


ATTACHMENT 6



# 1997-00 BNSF Loaded Units In UP/SP Trackage Rights Corridors Gulf East Corridor

Units



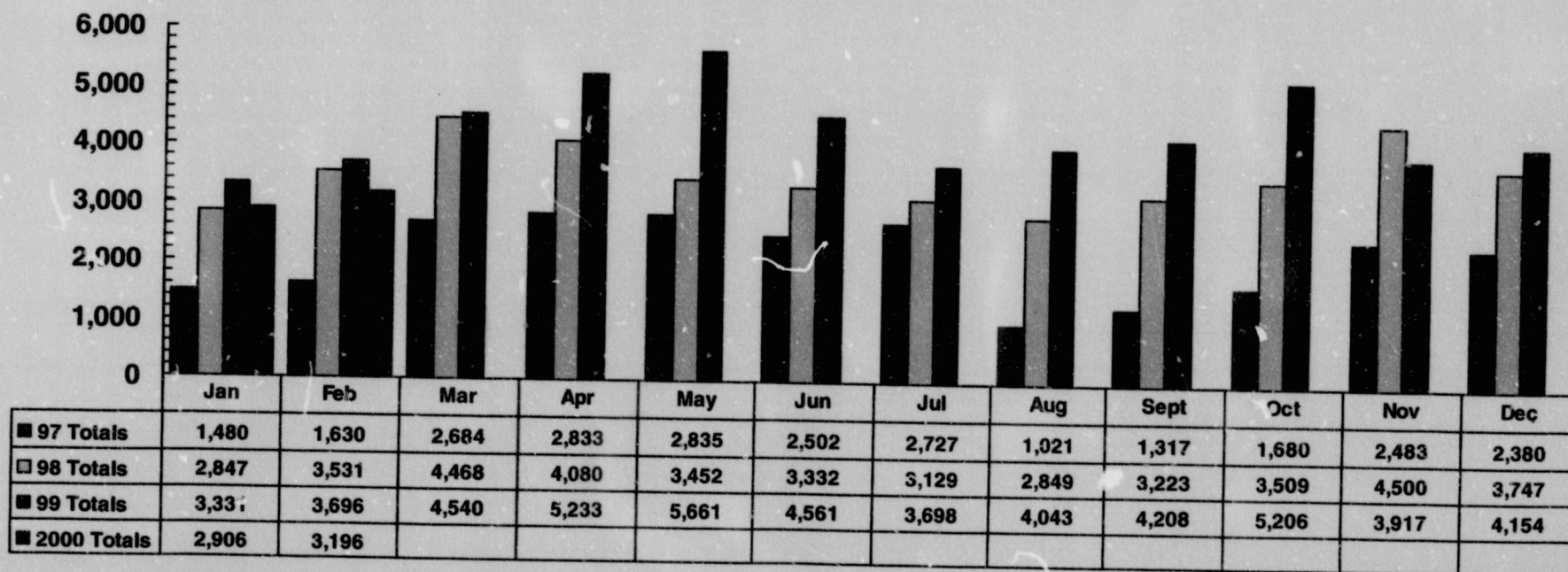
ATTACHMENT 7

**ATTACHMENT 8**



# 1997-00 BNSF Loaded Units In UP/SP Trackage Rights Corridors Gulf South Corridor

Units

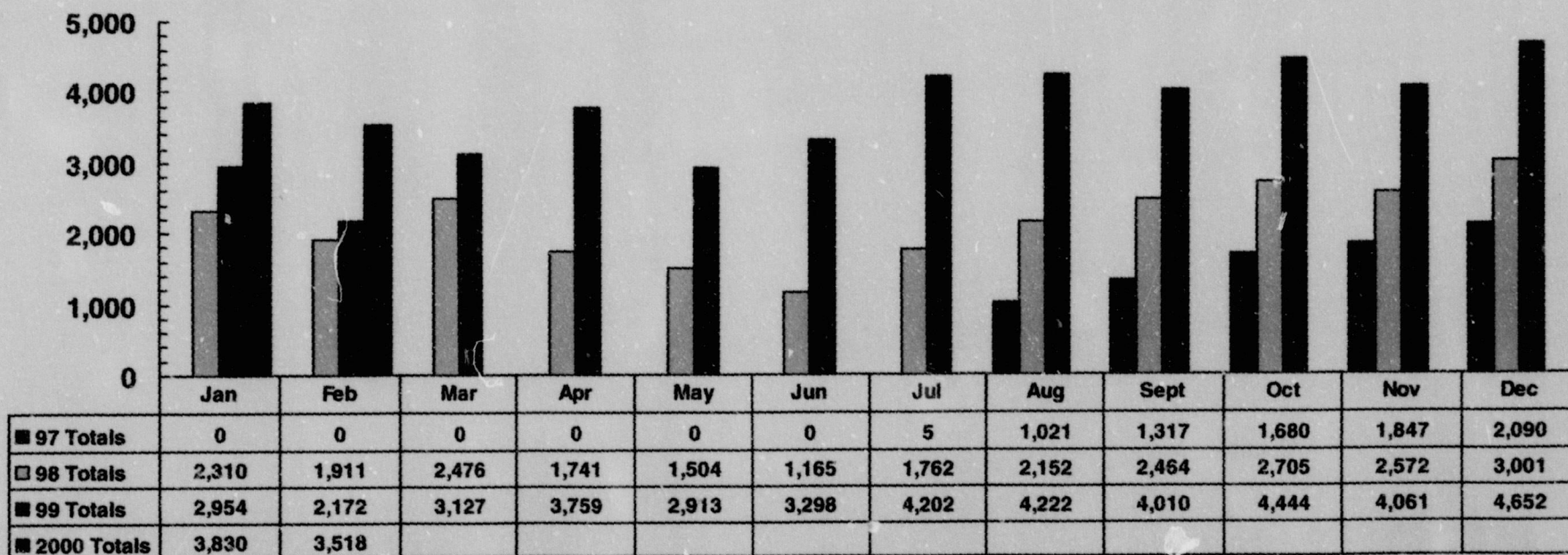


ATTACHMENT 9



# 1997-00 BNSF Loaded Units In UP/SP Trackage Rights Corridors I-5 Corridor

Units

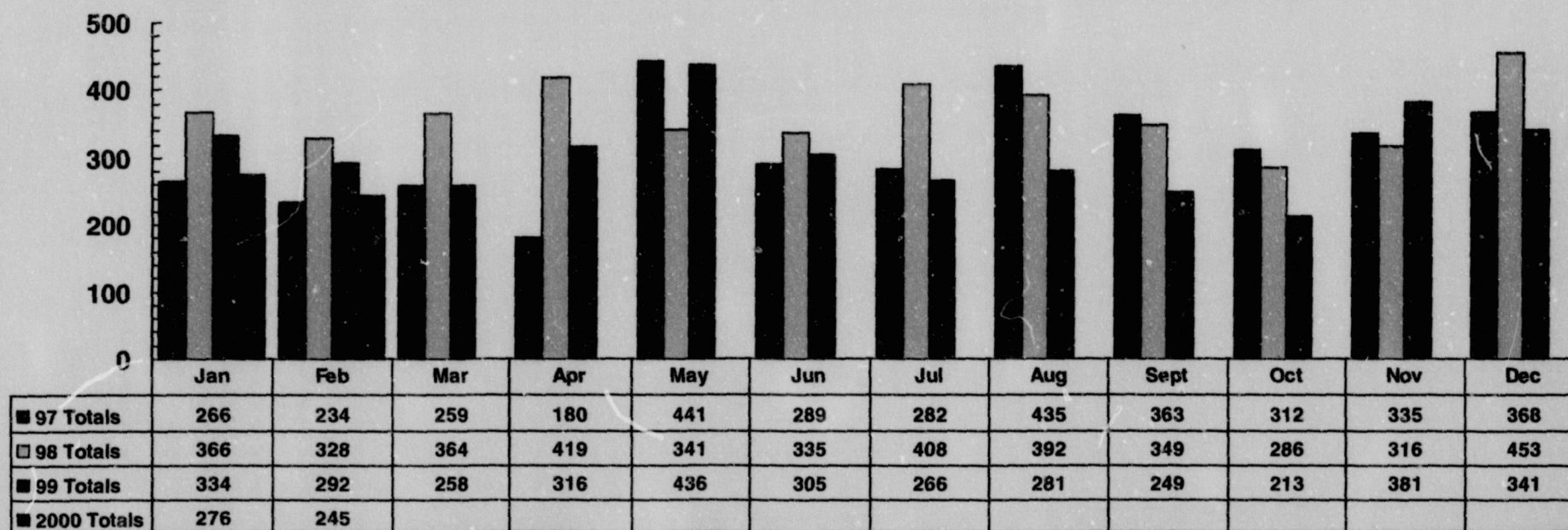




**ATTACHMENT 10**

# 1997-00 BNSF Loaded Units In UP/SP Trackage Rights Corridors Southern California Corridor

Units

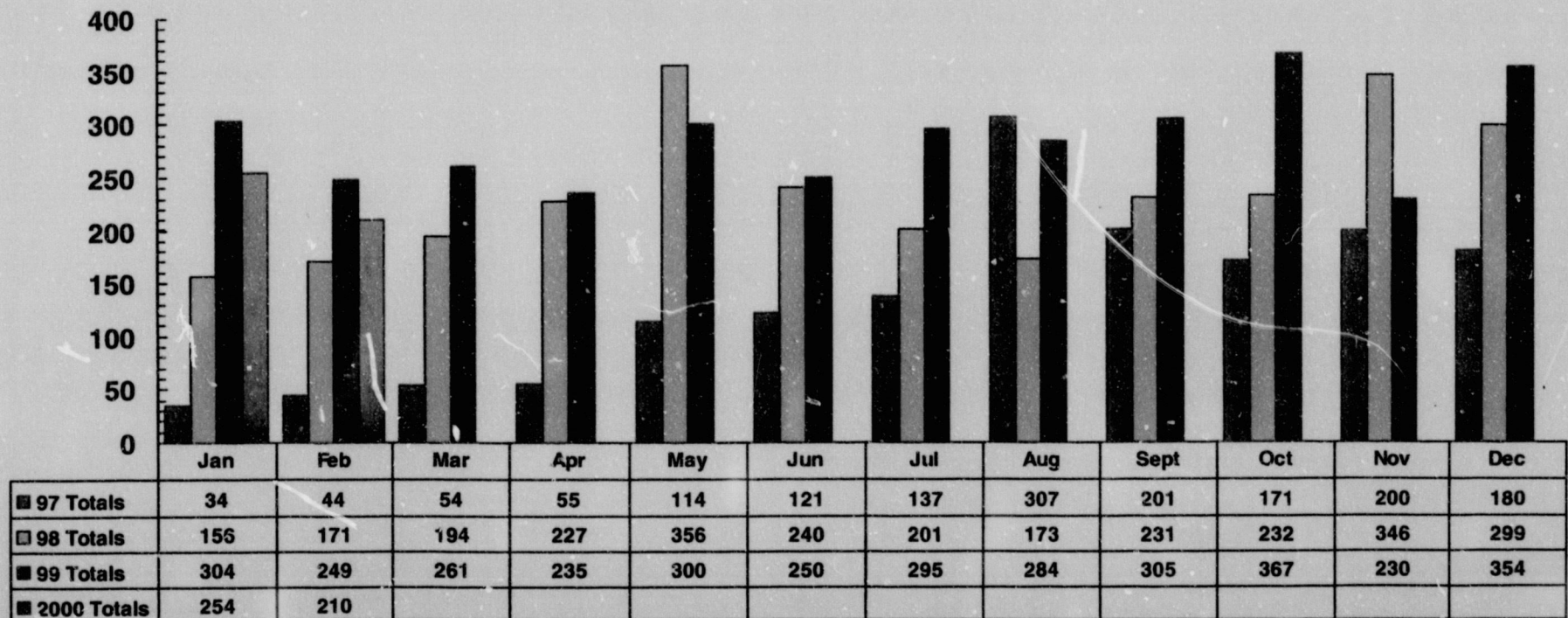




ATTACHMENT 11

# 1997-00 BNSF Loaded Units On UP/SP Merger Condition Lines By Corridor Bay Area

Units

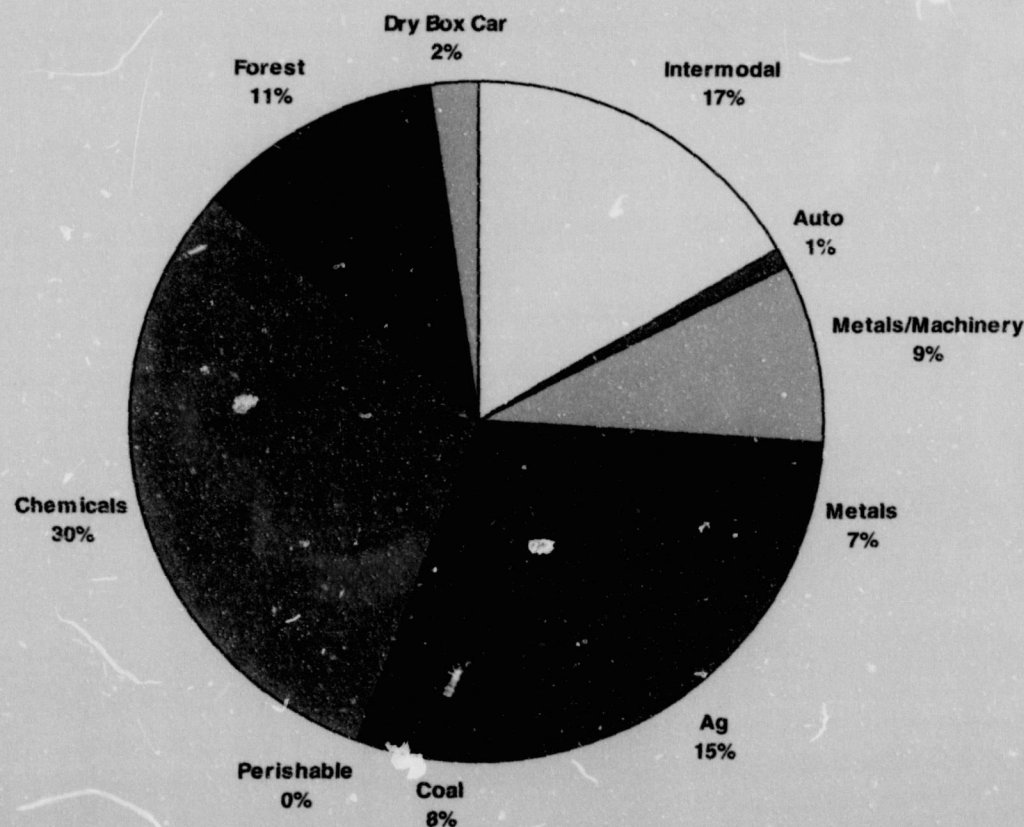


03/29/2000

ATTACHMENT 12



# Commodities Handled To/From and Via UP/SP Merger Condition Lines All Loaded Units January-February 2000



03/29/2000

ATTACHMENT 13



UP/SP Served Facilities Accessed By BNSF  
Other Than As A Result Of "50/50 Line" '98 Agreement

Customer	Station	State	Status
Gilchrist Bag	Camden	AR	2:1
International Paper Bag Pak	Camden	AR	2:1
Intl Paper Southern Kraft	Camden	AR	2:1
Riceland Foods	Fair Oaks	AR	2:1
Planters Cotton Oil Mill Inc	Forrest City	AR	2:1
3M Industrial Mineral Prod (3M Arch St)	Little Rock	AR	2:1
3M Industrial Mineral Prod (3M Road)	Little Rock	AR	2:1
ADM Processing	Little Rock	AR	2:1
AFCO Steel Bond Street Plant	Little Rock	AR	2:1
AFCO Steel South Shop	Little Rock	AR	2:1
AFCO Steel Thomas Street Shop	Little Rock	AR	2:1
Alman, Sol Co	Little Rock	AR	2:1
Arkansas Power & Light	Little Rock	AR	2:1
Asphalt Products	Little Rock	AR	2:1
Barrett Hamilton	Little Rock	AR	2:1
Choctaw Inc	Little Rock	AR	2:1
Colonial Baking, Earth Grains Div (Facility Vacant)	Little Rock	AR	2:1
Darragh Co	Little Rock	AR	2:1
Georgia Pacific Corp	Little Rock	AR	2:1
Goff Distribution Warehouse	Little Rock	AR	Transload
Grobmyer Lumber	Little Rock	AR	2:1
Kaufman Lumber Whse (7th St)	Little Rock	AR	2:1
Northwest Hardwoods	Little Rock	AR	2:1
Sears Roebuck & Co	Little Rock	AR	2:1
Smith Fiberglass Prod Inc	Little Rock	AR	2:1
Smurfit Stone Container Corp	Little Rock	AR	2:1
Sterling Paint Inc (6th St)	Little Rock	AR	2:1
Sysco Food Svcs of Arkansas	Little Rock	AR	2:1
Thibault Milling	Little Rock	AR	2:1
Unisource	Little Rock	AR	2:1
Winburn Tile Mfg Co	Little Rock	AR	2:1
Central Terminal Distributing Centers, Inc	North Little Rock	AR	2:1
Koppers Industries Inc.	North Little Rock	AR	2:1
Mid South Seeds	North Little Rock	AR	2:1
Mountaire Feeds Inc	North Little Rock	AR	2:1
Oakley Bruce Co	North Little Rock	AR	2:1
Onesource Home Building Center	North Little Rock	AR	2:1
PGI Nonwovens Polymer Group, Inc. Chicopee Div, Plant 1	North Little Rock	AR	2:1
PGI Nonwovens Polymer Group, Inc. Chicopee Div, Plant 2	North Little Rock	AR	2:1
S F Services Inc	North Little Rock	AR	2:1
S F Services Inc (Cooperative Mills Inc)	North Little Rock	AR	2:1
S F Services Inc (S F Svcs Fertilizer)	North Little Rock	AR	2:1
Southern Cotton Oil Co Div of ADM	North Little Rock	AR	2:1
Tenenbaum, A Co	North Little Rock	AR	2:1
Zeneca Agricultural Prod	North Little Rock	AR	2:1
ACF Industries	Paragould	AR	2:1
Ameri Steel (Florida Steel)	Paragould	AR	2:1
Century Tube Corporation	Pine Bluff	AR	2:1
Cloud Oak Flooring	Pine Bluff	AR	2:1
Gaylord Container Paper	Pine Bluff	AR	2:1



UP/SP Served Facilities Accessed By BNSF  
Other Than As A Result Of "50/50 Line" '98 Agreement

Customer	Station	State	Status
General Chemical Corp	Pine Bluff	AR	2:1
Global Materials Svcs LLC (GMSFOUR)	Pine Bluff	AR	2:1
Global Materials Svcs LLC (GMSMAIN)	Pine Bluff	AR	2:1
Global Materials Svcs LLC (GMSONE)	Pine Bluff	AR	2:1
Hixson Lumber Sales	Pine Bluff	AR	2:1
Hixson Lumber Sales	Pine Bluff	AR	2:1
Hoover Treated Wood Prod	Pine Bluff	AR	2:1
International Paper Mill	Pine Bluff	AR	2:1
Johnson Metal Recyclers	Pine Bluff	AR	2:1
Mid America Packaging Inc. - Div of Gaylord	Pine Bluff	AR	2:1
Pine Bluff Arsenal	Pine Bluff	AR	2:1
Planters Cotton Oil Mill	Pine Bluff	AR	2:1
Planters Cotton Seed	Pine Bluff	AR	2:1
Southern Bag	Pine Bluff	AR	2:1
Southern Compress Whse	Pine Bluff	AR	2:1
Strong Company Inc.	Pine Bluff	AR	2:1
Sun Grove Horticulture	Pine Bluff	AR	2:1
T W Pelton & Co	Pine Bluff	AR	2:1
Terra International Inc	Pine Bluff	AR	2:1
Tyson Foods Feedmill	Pine Bluff	AR	2:1
Tyson Foods Protein Blend Plant	Pine Bluff	AR	2:1
Viking Bag	Pine Bluff	AR	2:1
Commercial Stg & Distribution Corp	Texarkana	AR	Agreement
Cooper Tire & Rubber Corp	Texarkana	AR	Agreement
General Electric Railcar Repair	Texarkana	AR	Agreement
Tri State Iron & Metal Corp	Texarkana	AR	Agreement
California Cereal (Nabisco Brands)	Elmhurst	CA	2:1
Fleenor Packing	Elmhurst	CA	2:1
Fleischman's Yeast	Elmhurst	CA	2:1
Longview Fibre Co	Elmhurst	CA	2:1
Pacific America Whse	Elmhurst	CA	2:1
General Motors	Fremont	CA	2:1
New United Motor Manufacturing	Fremont	CA	2:1
Toyota Logistics Svcs	Fremont	CA	2:1
Toyota Logistics Svcs	Fremont	CA	2:1
Truck Rail Handling	Fremont	CA	2:1
Truck Rail Handling	Fremont	CA	Transload
United States Gypsum	Fremont	CA	Transload
Cargill Inc. (Refinery)	Fremont	CA	2:1
Hunt Wesson (Bldgs 18, 22 & 28)	Fullerton	CA	2:1
U S Army, Sierra Army Depot	Fullerton	CA	2:1
Standard Iron & Metals Co	Herlong	CA	2:1
Sunshine Biscuit - Vacant Bldg	Kohler	CA	2:1
Christian Salveson Inc. (CSI)	Kohler	CA	2:1
Lucky Sav-On Distribution Center	La Habra	CA	2:1
Vacant (Lucky Food Stores)	La Habra	CA	2:1
U S Army, Sharpe Depot	La Habra	CA	2:1
Brown Strauss Steel	Lathrop	CA	2:1
G S Roofing Products	Livermore	CA	2:1
Gaylord Graphics	Livermore	CA	2:1
Livermore Whse	Livermore	CA	2:1
Salinas Reinforcing Inc	Livermore	CA	2:1

UP/SP Served Facilities Accessed By BNSF  
Other Than As A Result Of "50/50 Line" '98 Agreement

Customer	Station	State	Status
Mid-City Iron & Metal Corp	Los Angeles	CA	2:1
American Brass & Iron (ABI)	Melrose	CA	2:1
Armour Equipment Sales	Melrose	CA	2:1
Mother Cake & Cookies	Melrose	CA	2:1
Nabisco Brands	Oakland	CA	2:1
Kruse (O H) Grain & Milling Co	Ontario	CA	2:1
Intermod Industries	Ortega	CA	2:1
Kaiser Sand Gravel	Pleasanton	CA	2:1
California Builders Supply Co	Sacramento	CA	2:1
Capitol Plywood	Sacramento	CA	2:1
Continental Chemical Co	Sacramento	CA	2:1
Sacramento Bee (McClatchy Newspaper)	Sacramento	CA	2:1
Burke Flooring Products, Div Burke Industries	San Jose	CA	2:1
Coors Distributing Co of Santa Clara	San Jose	CA	2:1
De! Monte Corp, Plant #3	San Jose	CA	2:1
Ecolab Inc	San Jose	CA	2:1
Floor Service Supply	San Jose	CA	2:1
Frank Lin Distillers Products Ltd	San Jose	CA	2:1
Frito Lay	San Jose	CA	2:1
International Paper Bag Pak Div	San Jose	CA	2:1
Markovits & Fox	San Jose	CA	2:1
Northern California Fertilizer	San Jose	CA	2:1
Red Wing Co Inc (National Preserve)	San Jose	CA	2:1
Safety Kleen Corp	San Jose	CA	2:1
San Jose Distribution Services	San Jose	CA	2:1
Stapleton-Spence Packing	San Jose	CA	2:1
Sun Garden Packing Co	San Jose	CA	2:1
U S Pollution Control	San Jose	CA	2:1
Western Beverage Co	San Jose	CA	2:1
Chem-World Supply Inc	South Gate	CA	2:1
EKA Chemicals/EKA Nobel	South Gate	CA	2:1
Los Angeles Chemical Co (LACCO)	South Gate	CA	2:1
P Q Corporation	South Gate	CA	2:1
Titan Terminal & Transport	South Gate	CA	2:1
Hardwoods Inc	Trevarno	CA	2:1
Trans Western Polymers	Trevarno	CA	2:1
A L Gilbert	Turlock	CA	2:1
Americold Plant 1	Turlock	CA	2:1
Facility vacant/for lease (Snider Lbr)	Turlock	CA	2:1
Feedstuffs Processing Co.	Turlock	CA	2:1
International Paper	Turlock	CA	2:1
Purina Mills Inc	Turlock	CA	2:1
Rogers Food (Div Universal Focus)	Turlock	CA	2:1
Tab Products Co	Turlock	CA	2:1
Turlock Fruit	Turlock	CA	2:1
Capital City Warehouse	West Sacramento	CA	2:1
Capital Coors	West Sacramento	CA	2:1
Cargill	West Sacramento	CA	2:1
Crum & Crum Enterprises Inc	West Sacramento	CA	Transload
Farmers Rice Coop	West Sacramento	CA	2:1
Karrolton Envelope	West Sacramento	CA	2:1
Montgomery Ward & Co Distr Ctr	West Sacramento	CA	2:1



UP/SP Served Facilities Accessed By BNSF  
Other Than As A Result Of "50/50 Line" '98 Agreement

Customer	Station	State	Status
PFX Pet Supply	West Sacramento	CA	2:1
Port Of Sacramento (Yolo Port Dist)	West Sacramento	CA	2:1
The Ink Company	West Sacramento	CA	2:1
Treasure Chest	West Sacramento	CA	2:1
Unocal	West Sacramento	CA	2:1
American Metals Corp	Yolo Port	CA	2:1
California Distribution Center	Yolo Port	CA	2:1
Weyerhaeuser Lumber	Yolo Port	CA	2:1
Conoco Inc	Durham	CO	New Facility
Total Petroleum	Durham	CO	New Facility
American Soda, L.L.P.	Parachute	CO	New Facility
Agri Producers	Herington	KS	2:1
Cairo Coop Equity Exchange	Preston	KS	2:1
Crowley American Transport	Harbor	LA	2:1
Farmers Rice Milling Co Inc	Harbor	LA	2:1
Lake Charles Carbon Co, Div Reynolds Metals	Harbor	LA	2:1
Lake Charles Stevedores	Harbor	LA	2:1
M I Drilling Fluids	Harbor	LA	2:1
Calcasieu Steel & Pipe Inc	Lake Charles	LA	Agreement
Lake Charles American Press	Lake Charles	LA	Agreement
Lake Charles Harbor Terminal	Lake Charles	LA	Agreement
Lake Charles Public Elevator	Lake Charles	LA	Agreement
Allen Millwork Inc	Shreveport	LA	Agreement
Bell Industries	Shreveport	LA	Agreement
Custom Bilt Cabinet & Supply #1	Shreveport	LA	Agreement
G S Roofing Products Co Inc	Shreveport	LA	Agreement
Georgia Pacific Corp	Shreveport	LA	Agreement
Hart Lumber Co Inc	Shreveport	LA	Agreement
Murphy Bonded Whse Inc	Shreveport	LA	Agreement
National Biscuit Co (Nabisco)	Shreveport	LA	Agreement
Purina Mills Inc	Shreveport	LA	Agreement
S F Services Inc	Shreveport	LA	Agreement
Sears Roebuck & Co	Shreveport	LA	Agreement
Southwestern Electric Power Co	Shreveport	LA	Agreement
Conoco (Gulf Coast Lube Plant)	Sulphur	LA	Agreement
Arco Chemical (Olin Corp)	West Lake	LA	Agreement
Condea Vista Co	West Lake	LA	Agreement
Conoco Inc	West Lake	LA	Agreement
Dunham Price Inc	West Lake	LA	Agreement
Excel Paralubes	West Lake	LA	Agreement
Holnam Inc	West Lake	LA	Agreement
Jupiter Chemicals/Jupiter Nash	West Lake	LA	Agreement
M I Drilling Fluids	West Lake	LA	Agreement
Martin Marietta Aggregates	West Lake	LA	Agreement
Montell USA	West Lake	LA	Agreement
PPG Industries Inc	West Lake	LA	Agreement
R E Heidt Construction	West Lake	LA	Agreement
Reagent Chemical & Research	West Lake	LA	Agreement
Tetra Chemicals	West Lake	LA	Agreement
ABB Randall Corp	West Lake Charles	LA	Agreement
Baroid Drilling Fluids	West Lake Charles	LA	Agreement
Baroid Petroleum Services	West Lake Charles	LA	Agreement



UP/SP Served Facilities Accessed By BNSF  
Other Than As A Result Of "50/50 Line" '98 Agreement

Customer	Station	State	Status
Cit Con Oil	West Lake Charles	LA	Agreement
Citgo Petroleum Corp	West Lake Charles	LA	Agreement
Conoco Inc, Coke Termi	West Lake Charles	LA	Agreement
Equistar Chemicals LP	West Lake Charles	LA	Agreement
Firestone Synthetic Rubber & Latex	West Lake Charles	LA	Agreement
Grace Davison (W R Grace)	West Lake Charles	LA	Agreement
Southern Ionics Inc	West Lake Charles	LA	Agreement
Venco Conoco, Calcining Plant	West Lake Charles	LA	Agreement
West Lake Petrochemicals	West Lake Charles	LA	Agreement
West Lake Polymers	West Lake Charles	LA	Agreement
West Lake Styrene	West Lake Charles	LA	Agreement
Ag Processing	Dexter	MO	2:1
Cargill	Dexter	MO	2:1
Hudson Foods	Dexter	MO	2:1
Monarch Feed Mills	Dexter	MO	2:1
Baker Hughes Inteq	Argenta	NV	2:1
Saga Exploration Co	Barth	NV	2:1
Atlas Towing Co	Battle Mountain	NV	New Facility
M I Drilling Fluids	Battle Mountain	NV	2:1
Sierra Chemical NV	Battle Mountain	NV	2:1
Cortez Gold Mines	Becwawe	NV	2:1
Fleischli Oil Corp	Beowawe	NV	2:1
SS Supply	Beowawe	NV	2:1
Union Pacific Fuels Inc	Beowawe	NV	2:1
Anschutz Marketing Transport	Carlin	NV	2:1
Continental Lime	Carlin	NV	2:1
Dust Chemical	Carlin	NV	2:1
Kilborn International	Carlin	NV	2:1
Thatcher Chemical Co - Nevada	Carlin	NV	2:1
Turner Gas	Carlin	NV	2:1
Baroid Drilling Fluids	Dunphy	NV	2:1
Kennecott Utah Copper	Dunphy	NV	2:1
Mine Service & Supply	Dunphy	NV	2:1
Newmont Gold Company Inc.	Dunphy	NV	New Facility
Alpark Petroleum	Elko	NV	2:1
Ash Grove Cement Co	Elko	NV	2:1
Blach Distributing	Elko	NV	2:1
Cashman Equipment	Elko	NV	2:1
Franklin Lumber Bldg Supply	Elko	NV	2:1
Nevada Freeport	Elko	NV	2:1
Nevada Ice & Cold Storage	Elko	NV	2:1
Par Gas	Elko	NV	2:1
Petro Source	Elko	NV	2:1
Petro Source Asphalt Terminal	Elko	NV	2:1
Tricon Metals & Services, Inc.	Elko	NV	2:1
Quebecor Printing Nevada Inc	Fernley	NV	New Facility
Valley Joist Corp	Fernley	NV	New Facility
Continental Lime	Golconda	NV	2:1
Diamond Plastics Co	Golconda	NV	2:1
U S Barium	Golconda	NV	2:1
Kennecott Utah Copper	Jayhawk	NV	2:1
Transwood Inc	Jayhawk	NV	2:1

UP/SP Served Facilities Accessed By BNSF  
Other Than As A Result Of "50/50 Line" '98 Agreement

Customer	Station	State	Status
Kennecott Utah Copper	Redhouse	NV	2:1
Transwood Inc	Redhouse	NV	2:1
Coastal Chemical	Rennox	NV	2:1
Sierra Chemical Of Nevada	Rennox	NV	2:1
BNSF Nevada Quality Distr Center (QDC)	Sparks	NV	New Facility
Sierra Pacific Power	Valmy	NV	2:1
Dupont	Vivian	NV	2:1
Van Waters Rogers	Vivian	NV	2:1
Mobil Chemical	Amelia	TX	2:1
Econo Rail Corp	Baytown	TX	2:1
Exxon Chemical Americas	Baytown	TX	Agreement
Exxon Chemical Plastics	Baytown	TX	Agreement
Exxon Company USA	Baytown	TX	Agreement
Jindal United Steel Corp	Baytown	TX	2:1
Rhodia	Baytown	TX	2:1
SAW Pipes USA Inc	Baytown	TX	2:1
Seapac Inc	Baytown	TX	2:1
United States Steel/USX	Baytown	TX	2:1
Thompson Consumer Electronics (RCA)	Belen	TX	New Facility
City Of Brownsville	Brownsville	TX	2:1
Milwhite	Brownsville	TX	2:1
Premier Services Corp	Brownsville	TX	2:1
Tex Mex Cold Storage	Brownsville	TX	2:1
Farstad Oil	Buford	TX	2:1
Lopez Scrap Metal	Buford	TX	2:1
El Paso Valley Cotton Assn	Clint	TX	2:1
T & R Chemicals Inc	Clint	TX	2:1
Valley Feed Mills	Clint	TX	2:1
Citgo Petroleum East Plant	Corpus Christi	TX	2:1
Citgo Petroleum West Plant	Corpus Christi	TX	2:1
Coastal Refining & Marketing	Corpus Christi	TX	2:1
Elementis Chromium	Corpus Christi	TX	2:1
Encycle Texas Inc.	Corpus Christi	TX	2:1
ESCO Distributors Inc	Corpus Christi	TX	2:1
Koch Refining Company, East Plant	Corpus Christi	TX	2:1
Nueces Grain Company	Corpus Christi	TX	2:1
US Interstate Grain Corp., Port Terminal	Corpus Christi	TX	2:1
Zarsky Lumber Co.	Corpus Christi	TX	2:1
Defense Distribution Depot	Defense	TX	2:1
Penreco	Dickinson	TX	2:1
Gulf States Asphalt	Dumont	TX	2:1
Houston L&P #1	Dumont	TX	2:1
Houston L&P #3	Dumont	TX	2:1
South Houston Lumber	Dumont	TX	2:1
General Tire	East Waco	TX	2:1
Four Star Sugars	El Paso	TX	New Facility
Amoco Chemical	Eldon	TX	Agreement
Bayer Chemical	Eldon	TX	Agreement
Borden Chemical	Eldon	TX	2:1
Chevron Chemical	Eldon	TX	Agreement
City Public Service Board of San Antonio	Elmendorf	TX	2:1
Richard Bills Feedlot	Fabens	TX	2:1



UP/SP Served Facilities Accessed By BNSF  
Other Than As A Result Of "50/50 Line" '98 Agreement

Customer	Station	State	Status
Romney Implement	Fabens	TX	2:1
Swig Cotton Compress	Fabens	TX	2:1
Ashland Chemical	Genoa	TX	2:1
Pioneer Concrete Texas	Genoa	TX	2:1
Sunbelt Asphalt Materials	Genoa	TX	2:1
Amc Warehouses	Great Southwest	TX	2:1
Boise Cascade	Great Southwest	TX	2:1
Carry Companies	Great Southwest	TX	2:1
Carry Companies (Imperial Sugar)	Great Southwest	TX	2:1
Champion Recycling	Great Southwest	TX	2:1
Coors Brewing	Great Southwest	TX	2:1
D D Recycling	Great Southwest	TX	2:1
D S Plastics	Great Southwest	TX	2:1
DSC Logistics	Great Southwest	TX	Transload
DSC Logistics (Lever)	Great Southwest	TX	Transload
DSC Logistics (Pillsbury)	Great Southwest	TX	Transload
Frito Lay	Great Southwest	TX	2:1
G E Appliances	Great Southwest	TX	2:1
General Hardwoods	Great Southwest	TX	2:1
Ink	Great Southwest	TX	2:1
Intsel Southwest	Great Southwest	TX	2:1
LMD Warehouse Distribution	Great Southwest	TX	2:1
Mackie Automotive Southwest	Great Southwest	TX	2:1
Matlack Systems	Great Southwest	TX	2:1
McGregor Printing	Great Southwest	TX	2:1
National Gypsum Co	Great Southwest	TX	2:1
National Starch Chemical	Great Southwest	TX	2:1
Packaging Corp of America	Great Southwest	TX	2:1
Pennzoil Prod	Great Southwest	TX	2:1
Pepsi Cola	Great Southwest	TX	2:1
Porter Warner Ind	Great Southwest	TX	2:1
Professional Food Systems	Great Southwest	TX	2:1
Quality Logistics Services	Great Southwest	TX	2:1
Solvay Engineered Polymers (DS Plastics)	Great Southwest	TX	2:1
Sigma Network Inc.	Great Southwest	TX	2:1
Texas Plywood Lumber	Great Southwest	TX	2:1
Tucker Housewares	Great Southwest	TX	2:1
Tulco Oil	Great Southwest	TX	2:1
Uvtec	Great Southwest	TX	2:1
Wainwright Ind	Great Southwest	TX	2:1
Western Reclamation	Great Southwest	TX	2:1
Weyerhaeuser	Great Southwest	TX	2:1
Willamette Industries Bag	Great Southwest	TX	2:1
Willamette Industries Corrug	Great Southwest	TX	2:1
LCRA Plant	Halsted	TX	2:1
Alamo Forest Products Inc.	Harlingen	TX	2:1
Cameron Ashley Building Products	Harlingen	TX	2:1
Earthgrains Co	Harlingen	TX	2:1
Georgia Pacific Corp	Harlingen	TX	2:1
Harlingen Valley Compress Co., Inc.	Harlingen	TX	2:1
Joiner Foodservice Inc.	Harlingen	TX	2:1

UP/SP Served Facilities Accessed By BNSF  
Other Than As A Result Of "50/50 Line" '98 Agreement

Customer	Station	State	Status
Rio Grande Oil Mill	Harlingen	TX	2:1
Valley Compress Co., Inc.	Harlingen	TX	2:1
Valley Coop Oil Mill (Valco Chemical)	Harlingen	TX	2:1
Valley Morning Star	Harlingen	TX	2:1
M G Building Materials	Heafer	TX	2:1
Wheelwright & Associates	League City	TX	2:1
Exxon Chemical Americas	Mont Belvieu	TX	Agreement
Allied Signal	Orange	TX	2:1
Bayer Fibers Additives/Rubber	Orange	TX	2:1
Chevron Chemical	Orange	TX	2:1
Dupont De Nemours, E I	Orange	TX	2:1
Equitable Bag	Orange	TX	2:1
Firestone Syn Rubber Latex	Orange	TX	2:1
Lewis Plastics	Orange	TX	2:1
Neches Inc	Orange	TX	2:1
Orange City Of	Orange	TX	2:1
Orange Port Of	Orange	TX	2:1
Orange Ship Building	Orange	TX	2:1
Precinct One Orange County	Orange	TX	2:1
PrintPak (James River)	Orange	TX	2:1
Rescar Inc	Orange	TX	2:1
Sabine Warehouse	Orange	TX	2:1
Schulman Plant (Burnett St)	Orange	TX	2:1
Schulman Plant (Thomas St)	Orange	TX	2:1
Texas Polymer Services	Orange	TX	2:1
West Orange City Of	Orange	TX	2:1
Wilson Warehouse	Orange	TX	2:1
Alamo Iron Works	San Antonio	TX	2:1
Allen & Allen Co	San Antonio	TX	2:1
BFI (Browning Ferris Industries)	San Antonio	TX	2:1
Big Tex Grain	San Antonio	TX	2:1
Block Distributing, Wine Div	San Antonio	TX	2:1
California Fruit Co	San Antonio	TX	2:1
Crystal Cold Storage	San Antonio	TX	2:1
Dittmar Lumber Corp	San Antonio	TX	2:1
Fiesta Warehousing Distribution	San Antonio	TX	Transload
Fite Distribution Services	San Antonio	TX	2:1
Georgia Pacific Corp	San Antonio	TX	2:1
GLI Distributing	San Antonio	TX	2:1
Halo Distributing	San Antonio	TX	2:1
Hart Lumber	San Antonio	TX	2:1
Hood Clays Vr	San Antonio	TX	2:1
Imperial Bedding	San Antonio	TX	2:1
Lone Star Brewing	San Antonio	TX	2:1
Newell Industries Inc	San Antonio	TX	2:1
Newell Recycling of San Antonio, L.P.	San Antonio	TX	2:1
Pearl Brewing	San Antonio	TX	2:1
Pioneer Flour Mills	San Antonio	TX	2:1
Salt Exchange Inc	San Antonio	TX	2:1
Savage Industries, Industrial Rail Services	San Antonio	TX	Transload
South Texas Liquid Terminal	San Antonio	TX	Transload
Southern Merchandise Stge Co	San Antonio	TX	2:1



STB

FD-32760

4-3-00

D

197971

2

OF

2

UP/SP Served Facilities Accessed By BNSF  
Other Than As A Result Of "50/50 Line" '98 Agreement

Customer	Station	State	Status
Star Seed & Grain	San Antonio	TX	2:1
Superior Tomato-Avacado Co Inc	San Antonio	TX	2:1
Trinity Industries Inc	San Antonio	TX	2:1
Westland Specialty Oil Company Inc	San Antonio	TX	2:1
Wright Oil	San Antonio	TX	2:1
Merco Joint Venture	Sierra Blanca	TX	2:1
San Patricio County Commissioner, Pricinct 1	Sinton	TX	2:1
A E Staley @ Imperial Holly facility	Sugar Land	TX	2:1
Imperial Holly	Sugar Land	TX	2:1
Nalco Exxon Energy Chemicals	Sugar Land	TX	2:1
J J S Distributing	Texarkana	TX	Agreement
Kerr McGee Chemical Corp	Texarkana	TX	Agreement
Miller Bowie County Farmers (Willis St)	Texarkana	TX	Agreement
Texarkana Milling Supply	Texarkana	TX	Agreement
Amrail Services	Tomillo	TX	Transload
Drake Enterprises	Tomillo	TX	2:1
American Plant Food Co	Tyler	TX	2:1
Bonar Packaging	Tyler	TX	2:1
Cameron Ashley Building Products	Tyler	TX	2:1
Jewell Concrete Products	Tyler	TX	2:1
Kelly Springfield Tire	Tyler	TX	2:1
Sunbelt Cement	Tyler	TX	2:1
Transit Mix Concrete Material	Tyler	TX	2:1
Kamin Furniture	Victoria	TX	2:1
Cameron Ashley Building Products	Waco	TX	2:1
Central Forwarding Co	Waco	TX	2:1
Central Texas Iron Works	Waco	TX	2:1
Central Warehouse Co	Waco	TX	2:1
Certainteed	Waco	TX	2:1
Continental General Tire	Waco	TX	2:1
Equalizer	Waco	TX	Transload
Exporters & Traders Compress & Whse Co	Waco	TX	2:1
Fleetwood Homes	Waco	TX	2:1
Fleetwood Trailer Co	Waco	TX	2:1
Gross Yowell Lumber	Waco	TX	2:1
Gulf States Paper	Waco	TX	2:1
Jarvis Paris Murphy	Waco	TX	2:1
Jewel Concrete Products	Waco	TX	2:1
M Lipsitz	Waco	TX	2:1
M M Mars	Waco	TX	2:1
Metro Lumber Industries	Waco	TX	2:1
Mid State Beverage Inc	Waco	TX	2:1
Owens Brockway	Waco	TX	2:1
Tejas Warehouse System	Waco	TX	2:1
Terra Nitrogen Corp (Terra Intl Inc)	Waco	TX	2:1
Vacant Facility (McCoys Bldg Supply Center)	Waco	TX	2:1
Veterans Administration	Waco	TX	2:1
Houston Shell & Concrete	Webster	TX	2:1
McCoys Bldg Supply Center	Webster	TX	2:1
Sunbelt Asphalt Materials	Webster	TX	2:1
Custom House Manuvering Svcs	Ysleta	TX	2:1
Featherlite Building Products Corp	Ysleta	TX	2:1



UP/SP Served Facilities Accessed By BNSF  
Other Than As A Result Of "50/50 Line" '98 Agreement

Customer	Station	State	Status
International Paper, Container Div	Ysleta	TX	2:1
Rhinehart Oil	American Fork	UT	2:1
Alpine Transfer	Clearfield	UT	2:1
Americold	Clearfield	UT	2:1
Ashland Chemical	Clearfield	UT	2:1
Birmingham Bolt	Clearfield	UT	2:1
Bulkmatic Transport	Clearfield	UT	2:1
Del Monte Foods	Clearfield	UT	2:1
DSC Logistics	Clearfield	UT	2:1
Excel Mining	Clearfield	UT	2:1
FABPRO Oriented Polymers inc	Clearfield	UT	2:1
Freeport Center	Clearfield	UT	2:1
Freeport Cold Storage	Clearfield	UT	2:1
Gatx Logistics	Clearfield	UT	2:1
Lifetime Products	Clearfield	UT	2:1
Malnove	Clearfield	UT	2:1
Naptech Inc	Clearfield	UT	2:1
Oborn Transfer & Storage	Clearfield	UT	2:1
Poli Twine	Clearfield	UT	2:1
Quintex	Clearfield	UT	2:1
Ryerson Son J T	Clearfield	UT	2:1
Tech Steel	Clearfield	UT	2:1
Thiokol	Clearfield	UT	2:1
Watkins Shepard	Clearfield	UT	2:1
Geneva Steel	Geneva	UT	2:1
LaRoche Industries	Geneva	UT	2:1
Western Pipe Coaters (c/o Geneva Steel)	Geneva	UT	2:1
Reilly Industries	Ironton	UT	2:1
Great Salt Lake Minerals	Little Mountain	UT	2:1
Kennecott Utah Copper Corp	Magna	UT	2:1
Flying J Inc	North Salt Lake City	UT	2:1
Red Man Pipe & Supply Co	North Salt Lake City	UT	2:1
American Nutrition	Ogden	UT	2:1
Atlas Steel	Ogden	UT	2:1
Cache Commodities DRGW	Ogden	UT	2:1
Cargill Flour Milling	Ogden	UT	2:1
Cargill Nutrena Feeds	Ogden	UT	2:1
Cereal Food Processors	Ogden	UT	2:1
David Grant Trucking Inc	Ogden	UT	Transload
Defense Depot	Ogden	UT	2:1
Durbano Metals	Ogden	UT	2:1
Dyce Chemical Ind	Ogden	UT	2:1
Great Salt Lake Minerals	Ogden	UT	2:1
Harsac	Ogden	UT	2:1
Kimberly Clark	Ogden	UT	2:1
Koch Agri Services West	Ogden	UT	2:1
L Bloom & Sons	Ogden	UT	2:1
McNabb Grain	Ogden	UT	2:1
Nutrena Feed	Ogden	UT	2:1
Wasatch Distributing	Ogden	UT	2:1
Western Gateway Storage	Ogden	UT	2:1
Pipe Fabricating	Pioneer	UT	2:1

UP/SP Served Facilities Accessed By BNSF  
Other Than As A Result Of "50/50 Line" '98 Agreement

Customer	Station	State	Status
A Y Building Supply	Provo	UT	2:1
Atlas Steel	Provo	UT	2:1
Big Four Distributing	Provo	UT	2:1
Pacific States Cast Iron Pipe	Provo	UT	2:1
Pitt Des Moines (PDM)	Provo	UT	2:1
A K Railroad Materials	Salt Lake City	UT	2:1
Alta Industries	Salt Lake City	UT	2:1
American Excelsior	Salt Lake City	UT	2:1
Amerigas Propane Lp	Salt Lake City	UT	2:1
Amoco Oil	Salt Lake City	UT	2:1
Asphalt Systems Inc	Salt Lake City	UT	2:1
Associated Food Stores	Salt Lake City	UT	2:1
Atlas Steel Inc	Salt Lake City	UT	2:1
Baker Hughes Inteq	Salt Lake City	UT	2:1
Bee Hive Brick	Salt Lake City	UT	2:1
Benergy dba Star Carbon Divn	Salt Lake City	UT	2:1
Border Steel	Salt Lake City	UT	2:1
Bruce Transfer & Storage	Salt Lake City	UT	2:1
Capitol Lumber	Salt Lake City	UT	2:1
Cenex Land O Lakes	Salt Lake City	UT	2:1
Cereal Food Processors	Salt Lake City	UT	2:1
Certified Warehouse Transfer	Salt Lake City	UT	2:1
Chevron Products	Salt Lake City	UT	2:1
Chris & Dicks Lbr & Hardware	Salt Lake City	UT	2:1
Church Of Jesus Christ LDS	Salt Lake City	UT	2:1
Conoco Inc	Salt Lake City	UT	2:1
Corp Of The President (LDS Church)	Salt Lake City	UT	2:1
Corporation Of The Presiding	Salt Lake City	UT	2:1
Crawford Door Sales	Salt Lake City	UT	2:1
Crus Distributing	Salt Lake City	UT	2:1
E F Mariani	Salt Lake City	UT	2:1
Eaton Metal Products	Salt Lake City	UT	Transload
Eimco Process Equipment	Salt Lake City	UT	2:1
Engelhard	Salt Lake City	UT	2:1
Farwest Steel	Salt Lake City	UT	2:1
General Distributing	Salt Lake City	UT	2:1
General Felt Industries	Salt Lake City	UT	2:1
Great Western Chemical	Salt Lake City	UT	2:1
Harrington Trucking Inc	Salt Lake City	UT	2:1
Hill Brothers Chemical	Salt Lake City	UT	Transload
Holnam	Salt Lake City	UT	2:1
Liquid Sugars	Salt Lake City	UT	2:1
Mark Steel (W 200)	Salt Lake City	UT	2:1
Marmon Keystone	Salt Lake City	UT	2:1
May Foundry	Salt Lake City	UT	2:1
Metro Group Inc	Salt Lake City	UT	2:1
Mountain Cement	Salt Lake City	UT	2:1
Nalco Chemical	Salt Lake City	UT	2:1
Newspaper Agency	Salt Lake City	UT	2:1
Pacific Steel	Salt Lake City	UT	2:1
Packaging Corp of America	Salt Lake City	UT	2:1
Pax	Salt Lake City	UT	2:1



UP/SP Served Facilities Accessed By BNSF  
Other Than As A Result Of "50/50 Line" '98 Agreement

<u>Customer</u>	<u>Station</u>	<u>State</u>	<u>Status</u>
Peerless Oil	Salt Lake City	UT	2:1
Petrolane	Salt Lake City	UT	2:1
Pioneer Wholesale Supply Inc	Salt Lake City	UT	2:1
Resource Net (aka Western Paper Co)	Salt Lake City	UT	2:1
Salt Lake Auto Auction	Salt Lake City	UT	2:1
Semling Menke	Salt Lake City	UT	2:1
Smurfit Stone Container Corp	Salt Lake City	UT	2:1
Specialized Rail Service	Salt Lake City	UT	Transload
Sport Court	Salt Lake City	UT	2:1
Steelco	Salt Lake City	UT	2:1
Sutherland Lumber	Salt Lake City	UT	2:1
Terminal Freight Handling	Salt Lake City	UT	2:1
Thatcher Company	Salt Lake City	UT	2:1
Transwood	Salt Lake City	UT	Transload
United States Postal Service	Salt Lake City	UT	2:1
United States Welding	Salt Lake City	UT	2:1
Utah Barrel	Salt Lake City	UT	2:1
Utah Metal Works	Salt Lake City	UT	2:1
Utah Paper Box	Salt Lake City	UT	2:1
Valley Steel Processing Inc	Salt Lake City	UT	2:1
Van Water Rogers	Salt Lake City	UT	2:1
Westinghouse Electric Co	Salt Lake City	UT	2:1
Weyerhaeuser (Matl Dist)	Salt Lake City	UT	2:1
Weyerhaeuser (Recycling)	Salt Lake City	UT	2:1
Wholesale Stationers Corp	Salt Lake City	UT	2:1
Wholesale Transfer & Whse	Salt Lake City	UT	2:1
Inland Refining Inc	Woods Cross	UT	2:1
Koch Performance Asphalt Co	Woods Cross	UT	2:1
Peak Profile	Woods Cross	UT	2:1
Phillips 66W	Woods Cross	UT	2:1

"2-To-1" Points Where UP Has Advised BNSF Has Access To "All Customers"

<u>Customer</u>	<u>Station</u>	<u>State</u>	<u>Status</u>
All Customers	Niles Jct	CA	2:1
All Customers	Hearst	CA	2:1
All Customers	Radum	CA	2:1
All Customers	Altamont	CA	2:1
All Customers	Midway	CA	2:1
All Customers	Weso	NV	2:1
All Customers	Golconda	NV	2:1
All Customers	Redhouse	NV	2:1
All Customers	Knight	NV	2:1
All Customers	Ellison	NV	2:1
All Customers	Russells	NV	2:1
All Customers	Rennox	NV	2:1
All Customers	Kampos	NV	2:1
All Customers	Dunphy	NV	2:1
All Customers	Beowawe	NV	2:1
All Customers	Jayhawk	NV	2:1
All Customers	Barth	NV	2:1
All Customers	Carlin	NV	2:1
All Customers	Hunter	NV	2:1
All Customers	Elko	NV	2:1
All Customers	Coin	NV	2:1
All Customers	Ryanon	NV	2:1
All Customers	Pardo	NV	2:1
All Customers	Elburz	NV	2:1
All Customers	Rasid	NV	2:1
All Customers	Deeth	NV	2:1
All Customers	Nardi	NV	2:1
All Customers	Tulasco	NV	2:1
All Customers	Alazon	NV	2:1
All Customers	Livermore	CA	2:1
All Customers	Pleasanton	CA	2:1
All Customers	Trevarno	CA	2:1
All Customers	Dumont	TX	2:1
All Customers	Genoa	TX	2:1
All Customers	McDonough	TX	2:1
All Customers	Olcott	TX	2:1
All Customers	Webster	TX	2:1
All Customers	Fondren	TX	2:1
All Customers	League City	TX	2:1
All Customers	Dickinson	TX	2:1
All Customers	Hulen Park	TX	2:1
All Customers	La Marque	TX	2:1
All Customers	Texas City Jct	TX	2:1
All Customers	Sierra Blanca	TX	2:1
All Customers	Gypsum Spur	TX	2:1



"2-To-1" Points Where UP Has Advised BNSF Has Access To "All Customers"

<u>Customer</u>	<u>Station</u>	<u>State</u>	<u>Status</u>
All Customers	Marly	TX	2:1
All Customers	rt Hancock	TX	2:1
All Customers	iser	TX	2:1
All Customers	Tornillo	TX	2:1
All Customers	Fabens	TX	2:1
All Customers	Clint	TX	2:1
All Customers	Buford	TX	2:1
All Customers	Ysleta	TX	2:1
All Customers	Great Southwest	TX	2:1

Customers Accessed By BNSF Directly  
On Lines Purchased As A Result Of The UP/SP Merger

<u>Customer</u>	<u>Station</u>	<u>State</u>	<u>Status</u>
Baroid Corp	Berwick	LA	Direct
Ico Tubular	Boeuf	LA	Direct
J Ray McDermott	Boeuf	LA	Direct
M I Drilling Fluids	Boeuf	LA	Direct
Pipe Distributors	Boeuf	LA	Direct
Tuboscope Vetco International	Boeuf	LA	Direct
Monsanto Co	Boutte	LA	Direct
Anchor Drilling Fluids USA Inc	Cade	LA	Direct
J & L Cameco Honiron Div	Jeanerette	LA	Direct
Lafayette Power Plant	Lafayette	LA	Direct
Broussard Rice Mill Inc	Mermentau	LA	Direct
Environmental Treatment Team	Morgan City	LA	Direct
Patterson Truck Lines	Morgan City	LA	Direct
Port of Morgan City	Morgan City	LA	Direct
Tenneco	Morgan City	LA	Direct
Tuboscope	Morgan City	LA	Direct
Texaco Inc	Paradis	LA	Direct



Customers Accessed By BNSF Located  
On "2-10-1" Shortlines/Regional Carriers

Customer	Station	State	Serving Carrier	Status
Continental Grain Corp	Danville	AR	LRWN	2:1 SL
Green Bay Pkg Inc Ark Kraft Div	Danville	AR	LRWN	2:1 SL
Wayne Poultry & Feed (Div Continental Grain)	Danville	AR	LRWN	2:1 SL
American Fiber Industries	Little Rock	AR	LRPA	2:1 SL
Ben E Keith of Arkansas	Little Rock	AR	LRPA	2:1 SL
Best Foods Div CPC Intl Inc	Little Rock	AR	LRPA	2:1 SL
Democrat Printing & Lithographing Co	Little Rock	AR	LRPA	2:1 SL
G E Appliances	Little Rock	AR	LRPA	2:1 SL
Interstate Highway Sign Co	Little Rock	AR	LRPA	2:1 SL
Little Rock Distributing	Little Rock	AR	LRPA	2:1 SL
Logistics Services Inc. (LSI)	Little Rock	AR	LRPA	2:1 SL
Logistics Svcs Inc (LSI) (Ryan Walsh Inc)	Little Rock	AR	LRPA	2:1 SL
National By Products	Little Rock	AR	LRPA	2:1 SL
Oneal Steel Inc.	Little Rock	AR	LRPA	2:1 SL
Pind Supply Inc	Little Rock	AR	LRPA	2:1 SL
Recycle America	Little Rock	AR	LRPA	2:1 SL
River Cement	Little Rock	AR	LRPA	2:1 SL
Safety Kleen	Little Rock	AR	LRPA	2:1 SL
Schick Steel	Little Rock	AR	LRPA	2:1 SL
Schueck Steel	Little Rock	AR	LRPA	2:1 SL
Sloane, George Fischer Mfg Co Inc	Little Rock	AR	LRPA	2:1 SL
Southern Bldg Products	Little Rock	AR	LRPA	2:1 SL
Southern Scrap	Little Rock	AR	LRPA	2:1 SL
Southland Products	Little Rock	AR	LRPA	2:1 SL
Vincent Metals Div Rio Algom Inc	Little Rock	AR	LRPA	2:1 SL
Vinyl Building Products	Little Rock	AR	LRPA	2:1 SL
Wheatland Tube - Omega Div	Little Rock	AR	LRPA	2:1 SL
Deltic Timber Corp	Ola	AR	LRWN	2:1 SL
Ameri Gas	Perry	AR	LRWN	2:1 SL
Green Bay Packaging Inc Arkansas Kraft Div	Perry	AR	LRWN	2:1 SL
Collins Pine	Chester	CA	AL	2:1 SL
Riviana Food Inc	Abbeville	LA	LD RR	2:1 SL
Cargill Salt	Baldwin	LA	LD RR	2:1 SL
Morton Salt	Baldwin	LA	LD RR	2:1 SL
Twin Bros Marine	Baldwin	LA	LD RR	2:1 SL
Cabot Corp	Bayou Sale	LA	LD RR	2:1 SL
Columbian Chemicals Co	Bayou Sale	LA	LD RR	2:1 SL
Enterprise Products	Breaux Bridge	LA	LD RR	2:1 SL
Helena Chemical Co	Bunkie	LA	AKDN	2:1 SL
Acadiana Scrap Salvage	Crowley	LA	AKDN	2:1 SL
Falcon Rice Mill	Crowley	LA	AKDN	2:1 SL
Francis Drilling Fluids Ltd	Crowley	LA	AKDN	2:1 SL
G & H Seed	Crowley	LA	AKDN	2:1 SL
Helena Chemical	Crowley	LA	AKDN	2:1 SL
Krielow Bros	Crowley	LA	AKDN	2:1 SL
Liq Quick Fertilizer	Crowley	LA	AKDN	2:1 SL
Riceland Foods (ADM)	Crowley	LA	AKDN	2:1 SL
Southwest Rice Mill	Crowley	LA	AKDN	2:1 SL
Southwest Rice Mill	Crowley	LA	AKDN	2:1 SL
Supreme Rice Mill Inc	Crowley	LA	AKDN	2:1 SL

Customers Accessed By BNSF Located  
On "2-T0-1" Shortlines/Regional Carriers

Customer	Station	State	Serving Carrier	Status
International Paper Co	Elks	LA	LDRR	2:1 SL
C & E Supply	Eunice	LA	AKDN	2:1 SL
Mowata Farm Supply	Eunice	LA	AKDN	2:1 SL
Rice Co of Eunice	Eunice	LA	AKDN	2:1 SL
Miller Brands	Harahan	LA	NOPB	2:1 SL
Ribelin Distribution Inc	Harahan	LA	NOPB	2:1 SL
Lincoln Big Three	Harvey	LA	NOPB	2:1 SL
M I Drilling Fluids Co	Harvey	LA	NOPB	2:1 SL
Shield Coat Inc	Houma	LA	LDRR	2:1 SL
Cajun Distributing	Jefferson	LA	NOPB	2:1 SL
Distron	Jefferson	LA	NOPB	2:1 SL
Liberty Rice	Kaplan	LA	LDRR	2:1 SL
Transoceanic Shipping/ Intl Export Packers of La	Kenner	LA	NOPB	2:1 SL
A & E Scrap Materials Inc	Lafayette	LA	LDRR	2:1 SL
American Manufacturing	Lafayette	LA	LDRR	2:1 SL
Branch Warehouse	Lafayette	LA	LDRR	2:1 SL
Catalyst Recovery	Lafayette	LA	LDRR	2:1 SL
Chastant Brothers Inc	Lafayette	LA	LDRR	2:1 SL
Elks Concrete Products	Lafayette	LA	LDRR	2:1 SL
Halliburton	Lafayette	LA	LDRR	2:1 SL
Lafayette Distributors	Lafayette	LA	LDRR	2:1 SL
Louisiana Sw Scrap & Salvage	Lafayette	LA	LDRR	2:1 SL
Mike Baker Brick Co	Lafayette	LA	LDRR	2:1 SL
Northpark Industrial Park	Lafayette	LA	LDRR	2:1 SL
Oneal Steel Inc	Lafayette	LA	LDRR	2:1 SL
OSCA Inc	Lafayette	LA	LDRR	2:1 SL
Quality Brands Inc	Lafayette	LA	LDRR	2:1 SL
Schilling Distributing Co Inc	Lafayette	LA	LDRR	2:1 SL
Lockport Thermostats	Lockport	LA	LDRR	2:1 SL
Nicolas Paper	Lockport	LA	LDRR	2:1 SL
Olin	Lockport	LA	LDRR	2:1 SL
Raceland Sugar	Lockport	LA	LDRR	2:1 SL
Allen Tank	New Iberia	LA	LDRR	2:1 SL
Ambar Inc	New Iberia	LA	LDRR	2:1 SL
Bayou Pipe Coating	New Iberia	LA	LDRR	2:1 SL
Carbo Ceramics	New Iberia	LA	LDRR	2:1 SL
Coastal Chemical	New Iberia	LA	LDRR	2:1 SL
Coastal Timbers	New Iberia	LA	LDRR	2:1 SL
Creole Fermentation	New Iberia	LA	LDRR	2:1 SL
Degussa Carbon Black Corp	New Iberia	LA	LDRR	2:1 SL
Iberia Sugar	New Iberia	LA	LDRR	2:1 SL
Iberia Threading	New Iberia	LA	LDRR	2:1 SL
Liberty Connell	New Iberia	LA	LDRR	2:1 SL
Olin	New Iberia	LA	LDRR	2:1 SL
Premiere Casing	New Iberia	LA	LDRR	2:1 SL
A To Z Paper Co	New Orleans	LA	NOPB	2:1 SL
Advance Paper Co Janitorial	New Orleans	LA	NOPB	2:1 SL
Baroid Sales Co (NI Ind)	New Orleans	LA	NOPB	2:1 SL
Barriere Construction Co	New Orleans	LA	NOPB	2:1 SL
Better Boxing	New Orleans	LA	NOPB	2:1 SL
Bourg Wilson Lbr & Bldg Inc	New Orleans	LA	NOPB	2:1 SL



Customers Accessed By BNSF Located  
on "2-T0-1" Shortlines/Regional Carriers

Customer	Station	State	Serving Carrier	Status
Bubbas Produce	New Orleans	LA	NOPB	2:1 SL
Bulk Materials Transfer	New Orleans	LA	NOPB	2:1 SL
Cargill	New Orleans	LA	NOPB	2:1 SL
Citadel Cement/ Laforest Co	New Orleans	LA	NOPB	2:1 SL
Crown Oil Chemical	New Orleans	LA	NOPB	2:1 SL
Dbi R Equine Feed Supply	New Orleans	LA	NOPB	2:1 SL
Deavo Lime Pellican Divn	New Orleans	LA	NOPB	2:1 SL
Deputy Stg & Fwd	New Orleans	LA	NOPB	2:1 SL
Dravo Basic Materials	New Orleans	LA	NOPB	2:1 SL
Equitable Shipyards	New Orleans	LA	NOPB	2:1 SL
Gats Masc nry	New Orleans	LA	NOPB	2:1 SL
Glazer Steel and Aluminum	New Orleans	LA	NOPB	2:1 SL
Halter Marine	New Orleans	LA	NOPB	2:1 SL
Holnam	New Orleans	LA	NOPB	2:1 SL
Horizon Intl	New Orleans	LA	NOPB	2:1 SL
Hug Condon & Mayflower Moving & Storing	New Orleans	LA	NOPB	2:1 SL
Lane & Co	New Orleans	LA	NOPB	2:1 SL
Lengsfeld Bros - Lengsfeld Pkg	New Orleans	LA	NOPB	2:1 SL
Levitz Furniture	New Orleans	LA	NOPB	2:1 SL
Liquid Sugars Inc	New Orleans	LA	NOPB	2:1 SL
Marzoni & Associates	New Orleans	LA	NOPB	2:1 SL
Missionary Expeditors Inc	New Orleans	LA	NOPB	2:1 SL
Namasco	New Orleans	LA	NOPB	2:1 SL
Neeb Kearney Inc	New Orleans	LA	NOPB	2:1 SL
New Orleans Cold Storage	New Orleans	LA	NOPB	2:1 SL
New Orleans Distribution	New Orleans	LA	NOPB	2:1 SL
New Orleans Marine Cont	New Orleans	LA	NOPB	2:1 SL
New Orleans Metal Works	New Orleans	LA	NOPB	2:1 SL
North Star Steel Co	New Orleans	LA	NOPB	2:1 SL
Orleans Matls Equipment Co	New Orleans	LA	NOPB	2:1 SL
Patent Scaffolding	New Orleans	LA	NOPB	2:1 SL
Paulsen-Weber	New Orleans	LA	NOPB	2:1 SL
Pelican Paper	New Orleans	LA	NOPB	2:1 SL
Pelican Tomato Co	New Orleans	LA	NOPB	2:1 SL
Pennzoil Products	New Orleans	LA	NOPB	2:1 SL
Plymouth Cordage	New Orleans	LA	NOPB	2:1 SL
Plywood Panels	New Orleans	LA	NOPB	2:1 SL
Pontchartrain Matl Corp	New Orleans	LA	NOPB	2:1 SL
Port Cargo Service	New Orleans	LA	NOPB	2:1 SL
Public Bulk Terminal	New Orleans	LA	NOPB	2:1 SL
Puerto Rican Marine Mgt	New Orleans	LA	NOPB	2:1 SL
Reilly Chemical Co	New Orleans	LA	NOPB	2:1 SL
Reilly Wm B - Blue Plate Fine Foods	New Orleans	LA	NOPB	2:1 SL
Ribelen Sales Inc	New Orleans	LA	NOPB	2:1 SL
Rippner Inc	New Orleans	LA	NOPB	2:1 SL
Ryan Timber Co	New Orleans	LA	NOPB	2:1 SL
Sealand	New Orleans	LA	NOPB	2:1 SL
Second Harvester	New Orleans	LA	NOPB	2:1 SL
Sequoia Supply Inc	New Orleans	LA	NOPB	2:1 SL
Sewerage & Water Board of New Orleans	New Orleans	LA	NOPB	2:1 SL
Southeast Recycling	New Orleans	LA	NOPB	2:1 SL

Customers Accessed By PNSF Located  
On "2-T0-1" Shortlines/Regional Carriers

Customer	Station	State	Serving Carrier	Status
Southern Scrap Matl Co	New Orleans	LA	NOPB	2:1 SL
Southern Steel & Aluminum	New Orleans	LA	NOPB	2:1 SL
Standard Coffee	New Orleans	LA	NOPB	2:1 SL
Tri Ro Pa Mills	New Orleans	LA	NOPB	2:1 SL
Triple E Transport Inc	New Orleans	LA	NOPB	2:1 SL
Turner Marine Bulk Inc	New Orleans	LA	NOPB	2:1 SL
US Army Corp of Engineering	New Orleans	LA	NOPB	2:1 SL
US Gypsum Co	New Orleans	LA	NOPB	2:1 SL
W R Grace	New Orleans	LA	NOPB	2:1 SL
Benhard Warehouse	Opelousas	LA	AKDN	2:1 SL
Cal-Chlor Inc	Opelousas	LA	AKDN	2:1 SL
Emick Prejean & Son Inc	Opelousas	LA	AKDN	2:1 SL
FMC	Opelousas	LA	AKDN	2:1 SL
Gaiennie Lumber	Opelousas	LA	AKDN	2:1 SL
James Corp of Opelousas	Opelousas	LA	AKDN	2:1 SL
Lou Ana Foods	Opelousas	LA	AKDN	2:1 SL
PMG Inc	Opelousas	LA	AKDN	2:1 SL
Prairie Construction Co	Opelousas	LA	AKDN	2:1 SL
Southwest Feed & Farm Supply	Opelousas	LA	AKDN	2:1 SL
Southwest Feed Farm	Opelousas	LA	AKDN	2:1 SL
Patout M A & Son Ltd	Patoutville	LA	LDRR	2:1 SL
Dufrene Building Materials Inc	Raceland	LA	LDRR	2:1 SL
Krielow Brothers	Roanoke	LA	AKDN	2:1 SL
Tri-State Delta Inc	Schriever	LA	LDRR	2:1 SL
Cabot Corp	Tate Cove	LA	AKDN	2:1 SL
National Beverage	Thibodaux	LA	LDRR	2:1 SL
Evangeline Farmers Coop	Ville Platte	LA	AKDN	2:1 SL
Union Tank Car	Ville Platte	LA	AKDN	2:1 SL
BHP Copper	Riepetown	NV	BHP	2:1 SL
Agua Dulce Grain Co	Agua Dulce	TX	TM	2:1 SL
Aqua Dulce Co-op	Agua Dulce	TX	TM	2:1 SL
Barr Iron & Metal	Alice	TX	TM	2:1 SL
Bell Processing	Alice	TX	TM	2:1 SL
Dowell Schlumberger Inc	Alice	TX	TM	2:1 SL
Halliburton Energy Svc	Alice	TX	TM	2:1 SL
Hammock Distribution	Alice	TX	TM	2:1 SL
Milchem	Alice	TX	TM	2:1 SL
Santrol	Alice	TX	TM	2:1 SL
Tetra Oil & Gas Svc	Alice	TX	TM	2:1 SL
Tetra Services Inc	Alice	TX	TM	2:1 SL
Titan Services	Alice	TX	TM	2:1 SL
Western	Alice	TX	TM	2:1 SL
ABC Supply	Austin	TX	LHRR	2:1 SL
Acco Waste Paper	Austin	TX	LHRR	2:1 SL
Alar Distribution	Austin	TX	LHRR	2:1 SL
Alliant Foodservice	Austin	TX	LHRR	2:1 SL
Austin Steam Train Assn	Austin	TX	LHRR	2:1 SL
Boonesborough Inc	Austin	TX	LHRR	2:1 SL
Brown Dist	Austin	TX	LHRR	2:1 SL
Capital Beverage	Austin	TX	LHRR	2:1 SL
Foxworth - Galbraith	Austin	TX	LHRR	2:1 SL



Customers Accessed By BNSF Located  
On "2-T0-1" Shortlines/Regional Carriers

Customer	Station	State	Serving Carrier	Status
Huntsman Chemical Corp	Austin	TX	LHRR	2:1 SL
J Pinelli Corp	Austin	TX	LHRR	2:1 SL
Kraft Food Service	Austin	TX	LHRR	2:1 SL
Shiner	Austin	TX	LHRR	2:1 SL
Warren Furniture	Austin	TX	LHRR	2:1 SL
Banquete Co-op	Banquete	TX	TM	2:1 SL
Banquete Grain & Elevator	Banquete	TX	TM	2:1 SL
McCoy Lumber	Belton	TX	GRR	2:1 SL
Amfels Inc	Brownsville	TX	BRG	2:1 SL
Anbel Corporation	Brownsville	TX	BRG	2:1 SL
Best Group Marine	Brownsville	TX	BRG	2:1 SL
Brownsville Navigation	Brownsville	TX	BRG	2:1 SL
Brownsville Refining	Brownsville	TX	BRG	2:1 SL
Carl & Carol Meyer	Brownsville	TX	BRG	2:1 SL
Chem USA Corp	Brownsville	TX	BRG	2:1 SL
Columbia Western Clay	Brownsville	TX	BRG	2:1 SL
Comercializadora Lajunta	Brownsville	TX	BRG	2:1 SL
Dix Industries Inc	Brownsville	TX	BRG	2:1 SL
Duopaper Bag Mfg	Brownsville	TX	BRG	2:1 SL
Elgo Internacional	Brownsville	TX	BRG	2:1 SL
Frontier Services	Brownsville	TX	BRG	2:1 SL
Galbreath Inc	Brownsville	TX	BRG	2:1 SL
Garva Corp	Brownsville	TX	BRG	2:1 SL
Global Stone Lc	Brownsville	TX	BRG	2:1 SL
Groendyke Transport	Brownsville	TX	BRG	2:1 SL
Gulf Facilities Inc	Brownsville	TX	BRG	2:1 SL
Gulf Stream Marine Of Brownsville	Brownsville	TX	BRG	2:1 SL
Gulmar Inc	Brownsville	TX	BRG	2:1 SL
Inter Transfer	Brownsville	TX	BRG	2:1 SL
Interlube Terminals	Brownsville	TX	BRG	2:1 SL
International Shipbreaking	Brownsville	TX	BRG	2:1 SL
International Stainless Steel	Brownsville	TX	BRG	2:1 SL
Itapco Border Termi	Brownsville	TX	BRG	2:1 SL
Itapco Bville Termi	Brownsville	TX	BRG	2:1 SL
Itapco Tejano Termi	Brownsville	TX	BRG	2:1 SL
John Houlihan	Brownsville	TX	BRG	2:1 SL
Liberty Engr Inc	Brownsville	TX	BRG	2:1 SL
Lower Valley Trans	Brownsville	TX	BRG	2:1 SL
Marine Scrap Corp	Brownsville	TX	BRG	2:1 SL
Oglebay Norton	Brownsville	TX	BRG	2:1 SL
Open Sesame Commodity	Brownsville	TX	BRG	2:1 SL
Penn Octane Corp	Brownsville	TX	BRG	2:1 SL
Petroliquids Terminal	Brownsville	TX	BRG	2:1 SL
Plitt Crane & Equipment Inc	Brownsville	TX	BRG	2:1 SL
Port Elevator-Brownsville	Brownsville	TX	BRG	2:1 SL
Port Of Brownsville	Brownsville	TX	BRG	2:1 SL
Quimica Fluor Sa	Brownsville	TX	BRG	2:1 SL
R M Walsdorf Co	Brownsville	TX	BRG	2:1 SL
Rio Plastics Inc	Brownsville	TX	BRG	2:1 SL
Roll & Hold	Brownsville	TX	BRG	2:1 SL
RR Maintenance & Constru	Brownsville	TX	BRG	2:1 SL

Customers Accessed By BNSF Located  
On "2-T0-1" Shortlines/Regional Carriers

Customer	Station	State	Serving Carrier	Status
Sanco International Inc	Brownsville	TX	BRG	2:1 SL
Satellite I Inc	Brownsville	TX	BRG	2:1 SL
South Pacific Plywood Lumber	Brownsville	TX	BRG	2:1 SL
South Texas Grain	Brownsville	TX	BRG	2:1 SL
South Texas Grain (Tip O Tex Elevator)	Brownsville	TX	BRG	2:1 SL
Southwest Grain	Brownsville	TX	BRG	2:1 SL
STG Leasing Co	Brownsville	TX	BRG	2:1 SL
Texas International Ry	Brownsville	TX	BRG	2:1 SL
Transforma Marine	Brownsville	TX	BRG	2:1 SL
TransMontaigne Terminating Inc	Brownsville	TX	BRG	2:1 SL
Trico Technologies Corp	Brownsville	TX	BRG	2:1 SL
Valley Warehousing	Brownsville	TX	BRG	2:1 SL
Hoover Building Supply	Burnet	TX	LHRR	2:1 SL
Pioneer Concrete of Tx Inc	Burnet	TX	LHRR	2:1 SL
Aimcor (Applied Industrial Materials)	Corpus Christi	TX	CCTR	2:1 SL
Alamo Concrete Products Limited	Corpus Christi	TX	TM	2:1 SL
Alford Refrigerated Whse	Corpus Christi	TX	TM	2:1 SL
Andrews Distributing Company Inc	Corpus Christi	TX	TM	2:1 SL
Atlas Iron & Metal Company	Corpus Christi	TX	TM	2:1 SL
Auto Warehousing Co	Corpus Christi	TX	CCTR	2:1 SL
Baker Hughes Inteq	Corpus Christi	TX	TM	2:1 SL
Barnup & Simms of Texas Inc	Corpus Christi	TX	TM	2:1 SL
BFI Waste Systems	Corpus Christi	TX	TM	2:1 SL
Big Three Welding Co	Corpus Christi	TX	TM	2:1 SL
Block Distributing Company	Corpus Christi	TX	TM	2:1 SL
Butt H E Grocery	Corpus Christi	TX	TM	2:1 SL
City Delivery Service & Storage	Corpus Christi	TX	TM	2:1 SL
Clemtex Inc	Corpus Christi	TX	TM	2:1 SL
Coastal Storage Inc	Corpus Christi	TX	TM	2:1 SL
Commercial Metals Company	Corpus Christi	TX	TM	2:1 SL
Coors Distributing Co of Corpus Christi	Corpus Christi	TX	TM	2:1 SL
Corpus Christi Disposal Service	Corpus Christi	TX	TM	2:1 SL
Corpus Christi Grain Co	Corpus Christi	TX	TM	2:1 SL
Corpus Christi Produce Co Inc	Corpus Christi	TX	TM	2:1 SL
Corpus Christi Public Compress	Corpus Christi	TX	CCTR	2:1 SL
Corpus Christi Public Elevator	Corpus Christi	TX	CCTR	2:1 SL
Corpus Christi Wholesale Mart	Corpus Christi	TX	TM	2:1 SL
Delta Steel Inc	Corpus Christi	TX	TM	2:1 SL
Dix-Fairway Terminals	Corpus Christi	TX	CCTR	2:1 SL
Farrell Cooper Mining	Corpus Christi	TX	CCTR	2:1 SL
Featherlite Building Products	Corpus Christi	TX	TM	2:1 SL
G N I Group (Disposal System)	Corpus Christi	TX	TM	2:1 SL
Griffin Industries	Corpus Christi	TX	TM	2:1 SL
Gulf Coast Bearing & Supply Co	Corpus Christi	TX	TM	2:1 SL
Gulf Compress	Corpus Christi	TX	UP/TM	2:1 SL
Gulf Concrete	Corpus Christi	TX	TM	2:1 SL
Gulf Iron Works	Corpus Christi	TX	TM	2:1 SL
Haas Anderson Construction Inc	Corpus Christi	TX	TM	2:1 SL
Hausman, Sam Meat Packer	Corpus Christi	TX	TM	2:1 SL
Hitox Corp	Corpus Christi	TX	CCTR	2:1 SL
Industrial Stainless & Alloys	Corpus Christi	TX	TM	2:1 SL



Customers Accessed By BNSF Located  
On "2-T0-1" Shortlines/Regional Carriers

Customer	Station	State	Serving Carrier	Status
Ingram Readymix Inc	Corpus Christi	TX	TM	2:1 SL
Koch Material Co	Corpus Christi	TX	CCTR	2:1 SL
M G Building Materials Inc.	Corpus Christi	TX	TM	2:1 SL
Milwhite Company Inc	Corpus Christi	TX	CCTR	2:1 SL
Mineral Processing & Marketing	Corpus Christi	TX	TM	2:1 SL
National Sanitary Supply Company (Century Paper)	Corpus Christi	TX	TM	2:1 SL
Naylor Farm & Ranch Supply	Corpus Christi	TX	TM	2:1 SL
Omni Fluids Co	Corpus Christi	TX	TM	2:1 SL
Penland Distributing Co	Corpus Christi	TX	TM	2:1 SL
Port of Corpus Christi Authority	Corpus Christi	TX	CCTR	2:1 SL
Port of Corpus Christi Authority - Bulkmaterials Dock	Corpus Christi	TX	CCTR	2:1 SL
Ray West Warehouses Inc	Corpus Christi	TX	TM	2:1 SL
Safety Kleen Corporation	Corpus Christi	TX	TM	2:1 SL
Scholl Forest Industry Inc.	Corpus Christi	TX	CCTR	2:1 SL
Sears Roebuck & Co	Corpus Christi	TX	TM	2:1 SL
Skips Industrial Salvage	Corpus Christi	TX	TM	2:1 SL
South Texas Recycling Co	Corpus Christi	TX	TM	2:1 SL
Southeastern Public Service Co	Corpus Christi	TX	TM	2:1 SL
Star Fire Port Services Inc	Corpus Christi	TX	CCTR	2:1 SL
Sterett Supply Co	Corpus Christi	TX	TM	2:1 SL
Suniland Furniture Co	Corpus Christi	TX	TM	2:1 SL
Swiff-Train Company	Corpus Christi	TX	TM	2:1 SL
Texas Industries Inc. (TXI)	Corpus Christi	TX	TM	2:1 SL
Texas Lehigh Cement	Corpus Christi	TX	CCTR	2:1 SL
Thorpe Insulation Co (J. T. Thorpe Company)	Corpus Christi	TX	TM	2:1 SL
Timet	Corpus Christi	TX	CCTR	2:1 SL
United Masonry Supply Inc.	Corpus Christi	TX	TM	2:1 SL
Valls Shipping Company	Corpus Christi	TX	CCTR	2:1 SL
Van Waters & Rogers	Corpus Christi	TX	TM	2:1 SL
Vista Trading	Corpus Christi	TX	CCTR	2:1 SL
Wallace Co Inc	Corpus Christi	TX	TM	2:1 SL
Western Steel Co	Corpus Christi	TX	TM	2:1 SL
Wholesalers, Inc.	Corpus Christi	TX	TM	2:1 SL
Wuensche Grain & Elevator	Corpus Christi	TX	TM	2:1 SL
84 Lumber	Decker	TX	LHRR	2:1 SL
Acme Brick	Elgin	TX	LHRR	2:1 SL
Elgin Butler Brick	Elgin	TX	LHRR	2:1 SL
Elgin Warehousing Corp	Elgin	TX	LHRR	2:1 SL
Greenline Chemical Co	Elgin	TX	LHRR	2:1 SL
U S Brick	Elgin	TX	LHRR	2:1 SL
Valcones Recycling	Elgin	TX	LHRR	2:1 SL
Austin Powder Corp	Feld	TX	GRR	2:1 SL
Calcasieu Lumber Co	Feld	TX	GRR	2:1 SL
Dyno Nobel Mid America	Feld	TX	GRR	2:1 SL
Team Track Feld	Feld	TX	GRR	2:1 SL
Austin Marble	Georgetown	TX	GRR	2:1 SL
Hope Lumber Co	Georgetown	TX	GRR	2:1 SL
McCoy Lumber	Georgetown	TX	GRR	2:1 SL
Transit Mix Inc	Georgetown	TX	GRR	2:1 SL
Ambar Inc	Hebbronville	TX	TM	2:1 SL
Baker Hughes Inteq	Hebbronville	TX	TM	2:1 SL

Customers Accessed By BNSF Located  
On "2-T0-1" Shortlines/Regional Carriers

Customer	Station	State	Serving Carrier	Status
M I Drilling Fluids Co	Hebbronville	TX	TM	2:1 SL
Brennan & Co	Laredo	TX	TM	2:1 SL
Caseo Guerra	Laredo	TX	TM	2:1 SL
Chemical Leaman	Laredo	TX	TM	2:1 SL
Continental Exim (G Bolano)	Laredo	TX	TM	2:1 SL
Despachos del Norte	Laredo	TX	TM	2:1 SL
Fernando Garcia Whse	Laredo	TX	TM	2:1 SL
Flores R L	Laredo	TX	TM	2:1 SL
Galveston Paper Inc	Laredo	TX	TM	2:1 SL
Gateway Transfer	Laredo	TX	TM	2:1 SL
J O Alvarez CHB	Laredo	TX	TM	2:1 SL
Laredo Moving & Storage	Laredo	TX	TM	2:1 SL
MB Forwarding	Laredo	TX	TM	2:1 SL
Mesa Processing	Laredo	TX	TM	2:1 SL
Milwhite Inc	Laredo	TX	TM	2:1 SL
Pasquel Hermanos	Laredo	TX	TM	2:1 SL
Texas Intl Forwarding	Laredo	TX	TM	2:1 SL
Cactus Canyon Quarries Inc	Marble Falls	TX	LHRR	2:1 SL
Capitol Aggregates (Delta)	Marble Falls	TX	LHRR	2:1 SL
Chemical Lime	Marble Falls	TX	LHRR	2:1 SL
J M Huber	Marble Falls	TX	LHRR	2:1 SL
Texas Granite	Marble Falls	TX	LHRR	2:1 SL
Abbott Labs	McNeil	TX	LHRR	2:1 SL
Guthrie Lumber	McNeil	TX	LHRR	2:1 SL
J H Supply	McNeil	TX	LHRR	2:1 SL
Anglo Iron & Metal	Port of Brownsville	TX	BRG	2:1 SL
Brownsville Gulfside Warehouse	Port of Brownsville	TX	BRG	2:1 SL
Duro Bag	Port of Brownsville	TX	BRG	2:1 SL
Garva Corp	Port of Brownsville	TX	BRG	2:1 SL
Gulf Facilities Inc	Port of Brownsville	TX	BRG	2:1 SL
Gulmar Inc	Port of Brownsville	TX	BRG	2:1 SL
Schaefer Stevedoring	Port of Brownsville	TX	BRG	2:1 SL
STF Inc	Port of Brownsville	TX	BRG	2:1 SL
Texas Intl Rwy (Rail Transport Svcs)	Port of Brownsville	TX	BRG	2:1 SL
Union Carbide	Port of Brownsville	TX	BRG	2:1 SL
Westway Terminal (Trading)	Port of Brownsville	TX	BRG	2:1 SL
Wright Materials Inc	Rocktown	TX	TM	2:1 SL
Calcasieu Lbr Co	Round Rock	TX	GRR	2:1 SL
Alar Distribution	Scobee	TX	LHRR	2:1 SL
Capital Beverage	Scobee	TX	LHRR	2:1 SL
Foxworth Galbraith	Scobee	TX	LHRR	2:1 SL
McCoy Corp	Scobee	TX	LHRR	2:1 SL
Top Dollar Cement	Weir	TX	GRR	2:1 SL
Boise Cascade	City Limits	UT	SLGW	2:1 SL
Certified Warehouse	City Limits	UT	SLGW	2:1 SL
Comstar International	City Limits	UT	SLGW	2:1 SL
National Distribution	City Limits	UT	SLGW	2:1 SL
Pacific Cold Storage	City Limits	UT	SLGW	2:1 SL
Sauder Woodworking	City Limits	UT	SLGW	2:1 SL
Pacificorp	Gadsby	UT	SLGW	2:1 SL
Western Zirconium (Westinghouse Electric)	Little Mountain	UT	UCRY	2:1 SL



Customers Accessed By BNSF Located  
On "2-T0-1" Shortlines/Regional Carriers

Customer	Station	State	Serving Carrier	Status
Butterfield Bldg Matl (Lumber)	Midvale	UT	SL	2:1 SL
Amalgamated Sugar Co LLC	Ogden	UT	UCRY	2:1 SL
BMC West	Ogden	UT	UCRY	2:1 SL
Infiltrator Systems	Ogden	UT	UCRY	2:1 SL
Intermountain Grain	Ogden	UT	UCRY	2:1 SL
Pioneer Door Sales	Ogden	UT	UCRY	2:1 SL
Centennial Gas Liquids	Ogden Sugar Works	UT	UCRY	2:1 SL
Larkin Cattle Co	Ogden Sugar Works	UT	UCRY	2:1 SL
McFarland Cascade Corp	Ogden Sugar Works	UT	UCRY	2:1 SL
Northwest Trading Co	Ogden Sugar Works	UT	UCRY	2:1 SL
Round Butte Products	Ogden Sugar Works	UT	UCRY	2:1 SL
Trinity Industries Inc	Ogden Sugar Works	UT	UCRY	2:1 SL
Constar International	Salt Lake City	UT	SLGW	2:1 SL
Dunn Oil Company	Salt Lake City	UT	SL	2:1 SL
Georgia Pacific Corp	Salt Lake City	UT	SL	2:1 SL
Henderson Wheel & Whse Supply	Salt Lake City	UT	SL	2:1 SL
Hudson Printing Blaire	Salt Lake City	UT	SL	2:1 SL
Intermountain Furniture	Salt Lake City	UT	SL	2:1 SL
Intermountain Lumber Co	Salt Lake City	UT	SL	2:1 SL
Mountain Fuel Supply	Salt Lake City	UT	SLGW	2:1 SL
Pacific Cold Storage	Salt Lake City	UT	SLGW	2:1 SL
Pacificorp	Salt Lake City	UT	SLGW	2:1 SL
Sears Roebuck & Co	Salt Lake City	UT	SL	2:1 SL
Standard Builders Supply	Salt Lake City	UT	SL	2:1 SL
Utah State Board Education	Salt Lake City	UT	SLGW	2:1 SL
Valley Oil Transportation	Salt Lake City	UT	SLGW	2:1 SL
Wasatch Metal Salvage	Salt Lake City	UT	SL	2:1 SL
Wasatch Shippers	Salt Lake City	UT	SL	2:1 SL

UP/SP Customers Accessed By BNSF As A Result Of  
The '98 "50/50 Line Agreement"

Customer	Station	State	Status
National Concrete Products Inc	Beaumont	TX	98 Agreement
Cowboy Concrete	Beaumont	TX	98 Agreement
Inman Service Co	Baytown	TX	98 Agreement
Burriss Transfer & Storage	Beaumont	TX	98 Agreement
Offshore Pipeline	Orange	TX	98 Agreement
Pol-Tex International	Mont Belvieu	TX	98 Agreement
Butcher Distributors Inc	Lake Charles	LA	98 Agreement
Trinity Industries	Orange	TX	98 Agreement
Tek Rap Inc	Houston (Fauna)	TX	98 Agreement
Cargill Steel & Wire	Beaumont	TX	98 Agreement
East Lake Oil Inc/Eastlake Oils	Lake Charles	LA	98 Agreement
Spartech Polycom	Lake Charles	LA	98 Agreement
A to Z Terminal Corp	Crosby	TX	98 Agreement
A & A Tubular Services Inc	Sheldon	TX	98 Agreement
Econo Rail Corp	Chaison	TX	98 Agreement
Venture Trucking	Sheldon	TX	98 Agreement
Arrow Trucking Co	Sheldon	TX	98 Agreement
Chevron Chemical	Beaumont	TX	98 Agreement
B W Services	West Lake	LA	98 Agreement
Baker Hughes Inteq	Sheldon	TX	98 Agreement
Conco Food Distributors	Lafayette	LA	98 Agreement
Milpark Drilling Fluids (Baker Hughes)	Lake Charles	LA	98 Agreement
BASF Co Ag Prod Div	Viterbo	TX	98 Agreement
Baxter Co	Beaumont	TX	98 Agreement
International Group Inc	Baytown	TX	98 Agreement
Beaumont Brick & Stone	Beaumont	TX	98 Agreement
Beaumont Rice Mills Inc	Beaumont	TX	98 Agreement
Betz Dearborn Hydrocarbon	Amelia	TX	98 Agreement
Trailer Marine Transport Corp	Harbor	LA	98 Agreement
Ritter Lumber Co	Beaumont	TX	98 Agreement
Century Steps Inc, Sulphur Div	Sulphur	LA	98 Agreement
Certainfeed Corp	West Lake	LA	98 Agreement
Donohue Industries Inc	Sheldon	TX	98 Agreement
Champion Pipe & Supply	Sheldon	TX	98 Agreement
Donohue Recycling Corp	Sheldon	TX	98 Agreement
Chevron Chemical Co	West Port Arthur	TX	98 Agreement
Clark Refining & Mktg	West Port Arthur	TX	98 Agreement
Port of Beaumont	Beaumont	TX	98 Agreement
Continental Grain Co	Beaumont	TX	98 Agreement
Cypress Creek Pipe	Sheldon	TX	98 Agreement
Delta Tubular Processing	Sheldon	TX	98 Agreement
Duguet Rice Milling Co	Amelia	TX	98 Agreement
Dupont de Nemours, E I (marked whse)	Orange	TX	98 Agreement
E L Farmer & Co	Sheldon	TX	98 Agreement
Eastex Farm & Home	Beaumont	TX	98 Agreement



UP/SP Customers Accessed By BNSF As A Result Of  
The '98 "50/50 Line Agreement"

<u>Customer</u>	<u>Station</u>	<u>State</u>	<u>Status</u>
Enfab Industries Inc	Crosby	TX	98 Agreement
Engineered Carbons (Div of Ameripol Synpol)	Eldon	TX	98 Agreement
Engineered Carbons (Div of Ameripol Synpol)	Echo	TX	98 Agreement
Entergy Inc/Gulf States Utilities	Sulphur	LA	98 Agreement
Enterprise Products	Mont Belvieu	TX	98 Agreement
Equistar (Millennium Petrochemical)	Williams	TX	98 Agreement
Woodard Transportation	Sheldon	TX	98 Agreement
Evans Cooperage Co Inc	Sheldon	TX	98 Agreement
Ferrell North America	Mont Belvieu	TX	98 Agreement
Five Star Transportation	Sheldon	TX	98 Agreement
G & G Enterprise	Francis	TX	98 Agreement
Giglio Distributing Co	Beaumont	TX	98 Agreement
Gilchrist Polymer Center	Beaumont	TX	98 Agreement
Entergy Services	China	TX	98 Agreement
Gulf Maritime Whse Co	West Port Arthur	TX	98 Agreement
Horsehead Resource Development	Korf	TX	98 Agreement
Houston Brick & Tile	Houston	TX	98 Agreement
Houston Light & Power Co	Eldon	TX	98 Agreement
Huntsman Petrochemical Corp	Audrey	TX	98 Agreement
ICO Tubular Services	Sheldon	TX	98 Agreement
J D Fields & Co	Sheldon	TX	98 Agreement
KM Tex/KM Co	West Port Arthur	TX	98 Agreement
KMCO Inc	Crosby	TX	98 Agreement
Koppers Ind	Amelia	TX	98 Agreement
L D Construction	Beaumont	TX	98 Agreement
L & L Oil Co Inc	West Port Arthur	TX	98 Agreement
LA Utilities	Sheldon	TX	98 Agreement
Liberty Forge Inc	Liberty	TX	98 Agreement
County of Jefferson	Viterbo	TX	98 Agreement
Luzenac America	Sheldon	TX	98 Agreement
Mandel Kahn Industries	Sheldon	TX	98 Agreement
Ultramar Diamond Shamrock (Martin Gas)	Mont Belvieu	TX	98 Agreement
Martin Gas Sales Inc	Chaison	TX	98 Agreement
Elf Atochem North America	Chaison	TX	98 Agreement
Mississippi Chemical	Liberty	TX	98 Agreement
Mobil Chemical Specialty (Mobil Oil Corp)	Chaison	TX	98 Agreement
Mobil Chemical, Petrochemical Div	Beaumont	TX	98 Agreement
Wilson Warehouse Co	Beaumont	TX	98 Agreement
Neches Industrial Park	Chaison	TX	98 Agreement
North Star Steel of Houston	Sheldon	TX	98 Agreement
North Star Steel Co	Korf	TX	98 Agreement
Olin Corp	Chaison	TX	98 Agreement
City of Lafayette	Lafayette	LA	98 Agreement
Port of Port Arthur	West Port Arthur	TX	98 Agreement
Star Enterprise	Port Arthur	TX	98 Agreement
Port of Lake Charles Bulk Terminal 1	West Lake Charles	LA	98 Agreement
Gulf States Utilities	Bobsher	TX	98 Agreement

**UP/SP Customers Accessed By BNSF As A Result Of  
The '98 "50/50 Line Agreement"**

<u>Customer</u>	<u>Station</u>	<u>State</u>	<u>Status</u>
Premier Pipe Inc	Sheldon	TX	98 Agreement
Quality Tubing Inc	Sheldon	TX	98 Agreement
Quality Trucking Inc	Sheldon	TX	98 Agreement
Redland Stone Prod	Dayton SIT	TX	98 Agreement
River Cement Co	Echo	TX	98 Agreement
Sampson Steel Corp	Beaumont	TX	98 Agreement
Seaberg Rice Co	Dayton	TX	98 Agreement
Sheldon Pipe Yard	Sheldon	TX	98 Agreement
Equistar Chemicals LP	Beaumont	TX	98 Agreement
Southern Iron & Metal Co	Beaumont	TX	98 Agreement
Motiva Enterprises LLC	Port Arthur	TX	98 Agreement
Sunbelt Works Inc	Audrey	TX	98 Agreement
T K Pipe & Rail Inc	Sheldon	TX	98 Agreement
Transit Mix Concrete & Matl (Dollinger)	Beaumont	TX	98 Agreement
Transit Mix Concrete & Matl (Longhorn Rd)	Beaumont	TX	98 Agreement
Tex Fab Inc	Sheldon	TX	98 Agreement
Texas Steel Compressor	Houston	TX	98 Agreement
Texas Eastern	Mont Belvieu	TX	98 Agreement
Texas Oilfield Pipe Svcs	Sheldon	TX	98 Agreement
Total Pipe Service Inc	Sheldon	TX	98 Agreement
Transit Mix Concrete & Materials	Francis	TX	98 Agreement
Transit Mix Concrete & Matl Co of LA	Lake Charles	LA	98 Agreement
Transit Mix Concrete & Materials	Port Arthur	TX	98 Agreement
Trevor Boyce	Dayton	TX	98 Agreement
Triad Transport Inc	Sheldon	TX	98 Agreement
Trinity Industries Inc	Connell	TX	98 Agreement
Tuboscope Vetco Intl Inc	Sheldon	TX	98 Agreement
Tuboscope Vetco Intl	Houston	TX	98 Agreement
Turner Brothers Trucking Co	Sheldon	TX	98 Agreement
Uni Form Components	Sheldon	TX	98 Agreement
Union Tank Car	Sheldon	TX	98 Agreement
Transit Mix Concrete & Matl (South Plant)	Chaison	TX	98 Agreement
W M Dewey & Son Inc	Sheldon	TX	98 Agreement
Dynegy Inc	Mont Belvieu	TX	98 Agreement
Wedco Inc	China	TX	98 Agreement
Wilson Warehouse Co of Texas	Francis	TX	98 Agreement
X L Systems	Guffey	TX	98 Agreement
R J Gallagher Co	Chaison	TX	98 Agreement
City of Port Arthur	Port Arthur	TX	98 Agreement
Pipe Distributors	Amelia	TX	98 Agreement
Fina Oil & Chemical Co	Dayton SIT	TX	98 Agreement
Chevron Chemical Co	Dayton SIT	TX	98 Agreement
Exxon Chemical Americas	Dayton SIT	TX	98 Agreement
Montell USA Inc	Dayton SIT	TX	98 Agreement
Millennium Petrochemicals Inc	Dayton SIT	TX	98 Agreement
Phillips Chemical	Dayton SIT	TX	98 Agreement
Amoco Chemical Co	Dayton SIT	TX	98 Agreement



UP/SP Customers Accessed By BNSF As A Result Of  
The '98 "50/50 Line Agreement"

<u>Customer</u>	<u>Station</u>	<u>State</u>	<u>Status</u>
Dayton Plastic Storage	Dayton SIT	TX	98 Agreement
A & R Logistics	Houston (Fauna)	TX	98 Agreement
BMA / Sunrise Plastics	Houston (Fauna)	TX	98 Agreement
U S Ink	Eldon	TX	98 Agreement
Chevron	Port Arthur	TX	98 Agreement
Progress Rail Service	Eldon	TX	98 Agreement
Baychem International	Eldon	TX	98 Agreement
A & A Fertilizer	Chaison	TX	98 Agreement
Chemical Waste Management	Chaison	TX	98 Agreement
Poly Glycol (Oxychem)	Chaison	TX	98 Agreement

STB

FD-32760

1-18-00

D

196520

1

OF

3



196520

BNSF-PR-14

ENTERED  
Office of the Secretary

JAN 19 2000

Part of  
Public Record

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

THE BURLINGTON NORTHERN AND  
SANTA FE RAILWAY COMPANY'S  
QUARTERLY PROGRESS REPORT

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

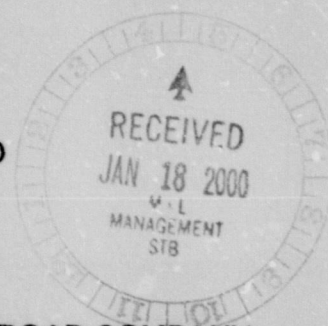
Erika Z. Jones  
Adrian L. Steel, Jr.  
Kelley E. Campbell

The Burlington Northern  
and Santa Fe Railway Company  
2500 Lou Menk Drive  
Third Floor  
Ft. Worth, Texas 76131-0039  
(817) 352-2353 or (817) 352-2368

Mayer, Brown & Platt  
1909 K Street, NW  
Washington, DC 20006  
(202) 263-3000

Attorneys for The Burlington Northern and Santa Fe Railway Company

January 18, 2000



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

---

THE BURLINGTON NORTHERN AND  
SANTA FE RAILWAY COMPANY'S  
QUARTERLY PROGRESS REPORT

Pursuant to the Surface Transportation Board's ("Board") Decision No. 44 in Finance Docket No. 32760, The Burlington Northern and Santa Fe Railway Company ("BNSF") hereby submits its fourteenth Quarterly Progress Report. Union Pacific Corp., et al. -- Control and Merger -- Southern Pacific Rail Corp., et al., Fin. Dkt. No. 32760, Decision No. 44 at 147 (served Aug. 12, 1996).<sup>1/</sup>

---

<sup>1/</sup> The Board granted BNSF's December 30, 1999 request for a 15-day extension to file this Quarterly Progress Report. See Decision No. 87 (served Jan. 3, 2000).



In this Report, BNSF will not only bring the Board up to date on 1999 fourth-quarter activities, but it will also step back and look at the overall effectiveness of the BNSF Settlement Agreement and the conditions imposed by the Board on the UP/SP merger which provided BNSF the opportunity to replace the competition eliminated by the parallel nature of that merger. It must be understood that BNSF's opportunity came in the middle of its own merger implementation process and that BNSF's merger implementation process and its successful assumption of the competitive opportunities presented by the UP/SP merger are connected and in some cases indistinguishable. For that reason, we will include in our analysis BNSF performance since the original BNSF merger was announced in mid-1994.

### **PART ONE**

#### **BNSF HAS AGGRESSIVELY UTILIZED THE RIGHTS ACQUIRED IN THE UP/SP MERGER TO BECOME AN EFFECTIVE COMPETITIVE REPLACEMENT**

This part of the Report updates the STB on several areas covered in prior quarterly progress reports. In 1996, BNSF was granted various rights in connection with the UP/SP merger in order to become the competitive replacement for the loss of competition for various customers. At that time, BNSF represented that it would be an aggressive effective competitor and would grow the traffic associated with its rights from zero to the size and scale of a new Class I railroad. While we plan to grow more in the future through various initiatives and ongoing efforts, we have exceeded that goal.

I. CHANGES IN BNSF'S OPERATIONS SINCE ITS LAST PROGRESS REPORT

BNSF has aggressively continued its efforts over the past three months to compete with UP on its trackage rights lines and purchased lines (the "UP/SP lines"). Generally, BNSF continues to be successful and effective in marketing its services over those lines. With respect specifically to "2-to-1" points, BNSF has established a major presence in handling such traffic. Further, it is clear that BNSF is offering increasingly competitive, efficient and reliable service to its shippers, while continuing to improve its operating safety.

This section describes significant changes in BNSF's services over the UP/SP lines that have occurred during the period from October 1, 1999, through December 31, 1999.

A. Gulf Corridor

- On November 1, 1999, BNSF commenced operation of unit coal trains from Wyoming's Powder River Basin to Texas Utilities Electric Company's ("TUE") Martin Lake Station near Henderson, TX. These trains move on a BNSF-KCS-BNSF joint-line routing via Kansas City and Shreveport, LA.<sup>2/</sup> BNSF delivers the loaded unit trains to KCS at Kansas City, and KCS handles the trains from Kansas City to Shreveport. At Shreveport, BNSF receives the loaded trains from KCS and moves the trains with the directional flow on its UP/SP trackage rights line from Shreveport to Tenaha. The trains move off

---

<sup>2/</sup> The movement of Martin Lake coal trains over this joint-line routing was made possible by the Board's requirement that the BNSF Settlement Agreement be amended to permit KCS and BNSF to interchange TUE coal trains at Shreveport, for movement by BNSF over SP's line between Shreveport and Tenaha, and at Texarkana, for movement by BNSF over UP's line between Texarkana and Longview. See Decision No. 44 at 186.



of the UP/SP trackage rights line at Tenaha for subsequent handling to Martin Lake Station via BNSF's Longview Subdivision. After unloading, the empty trains operate via the reverse route, moving against the directional flow over the UP/SP trackage rights line from Tenaha to Shreveport, where they are delivered back to KCS for subsequent movement to the BNSF interchange at Kansas City. BNSF invested approximately \$210,000 to upgrade its portion of the BNSF-UP connecting track at Tenaha in order to accommodate movement of these unit coal trains.

- Effective November 17, 1999, UP ended the temporary overhead trackage rights that had been granted to BNSF on UP's former SP Caldwell-Flatonia-Placedo line during the service crisis.<sup>3/</sup> The timing of UP's termination of the temporary trackage rights was tied to the completion of a new, jointly-funded passing siding (Glenn Siding) north of Angleton, TX on UP's Algoa-Robstown line, which was completed and placed in service on November 4, 1999. This operational change was made necessary by UP's decision to make adjustments to its directional running program in South Texas. As a result of the change, operation of BNSF's South Texas trains reverted to BNSF's permanent trackage rights via UP's Algoa-Robstown line, and the operation of Tex Mex's trains reverted to Tex Mex's permanent trackage rights via UP's

---

<sup>3/</sup> On November 12, 1997, UP, BNSF and Tex Mex agreed to directional operations between Houston, Flatonia and Bloomington/Placedo, TX to improve service over this route. To implement the agreement, BNSF and UP executed a temporary trackage rights agreement that permitted BNSF to operate southbound between Caldwell and Placedo via Flatonia as long as UP operated directionally in the corridor.

Houston-Flatonia-Placedo route. Train operations in this corridor are dispatched by UP dispatchers from the UP-BNSF Joint Dispatching Center at Spring, TX. BNSF will continue to monitor the performance of its trains on the Algoa-Robstown line, and, pursuant to the Board's ruling in Decision No.10, will request reinstatement of temporary directional trackage rights on the Caldwell-Flatonia-Placedo line if it encounters adverse service impacts due to UP's adjustment of operations.

B. Central Corridor

- On December 13, 1999, BNSF established a new crew change point at Kremmling, CO, between Grand Junction and Denver, CO on BNSF's Central Corridor trackage rights line. Due to adverse mountainous terrain and difficult operating conditions on the 275-mile Denver-Grand Junction route, a high percentage of BNSF's crews had been unable to complete their trips within the federal Hours of Service Law. With assistance from its unions, BNSF implemented the new crew change at Kremmling in an effort to improve quality of life for its crews, to reduce operating costs, and to improve train performance and service consistency on the Central Corridor. Under the new arrangement, the former Grand Junction-to-Denver pool is divided into two segments: a Denver-to-Kremmling pool (105 miles) and a Grand Junction-to-Kremmling pool (172 miles). The new crew change at Kremmling is proving to be an efficient step. During the first two weeks of operation, all crews completed their trips within the Hours of Service Law.



C. I-5 Corridor

- There were no significant changes to BNSF's operations on the I-5 Corridor during the fourth quarter.
- UP provided advance notice to BNSF that it intended to commence directional operations between Marysville and Stockton, CA, effective January 2, 2000. This new operating plan will affect the routing of BNSF's southbound trains on the I-5 Corridor and the routing of one westbound BNSF merchandise train per week (H-DENSTO1-A1) on the Central Corridor. The affected BNSF trains currently operate in a bi-directional flow between Oroville and Stockton on UP's Sacramento Subdivision. Under the new directional operating plan, southbound/westbound BNSF trackage rights trains will continue to operate in a bi-directional traffic flow over UP's Sacramento Subdivision from Oroville to Binney Junction (Marysville), then with the directional flow of traffic from Binney Junction to Roseville on UP's Valley Subdivision. From Roseville, BNSF's southbound trains will operate to Elvas (Sacramento) over UP's Martinez Subdivision. At Elvas, BNSF's southbound trains will enter UP's Fresno Line to operate with the directional flow of traffic from Elvas to El Pinal (Stockton). BNSF's northbound trackage rights trains will continue to operate via their current routing over UP's Sacramento Subdivision. The new route for BNSF's southbound trackage rights trains will be approximately 17 miles longer than the former route via the Sacramento Subdivision. BNSF anticipates, however, that the longer route will not impact the performance of its trains in light of the reduced

potential for delays from opposing trains. In anticipation of the planned implementation of directional operations, UP agreed to grant limited overhead trackage rights to BNSF between Roseville, CA, in the vicinity of UP's milepost 106.6 (Valley Subdivision), and Binney Junction, CA in the vicinity of UP's milepost 141.9 (Valley Subdivision).

D. Other Service Improvements

- BNSF and UP continued a cooperative, joint project to measure and monitor the service performance of BNSF trains operating over UP routes and of UP trains operating over BNSF routes. By the end of the quarter, BNSF and UP had developed and agreed upon measurement procedures and performance standards for over 90 combinations of route, direction and train type, including 46 performance standards applicable to the UP/SP lines. The performance measurements allow side-by-side, month-to-month comparisons of BNSF and UP transit times for similar train types operating in the same direction on a given route. By comparing BNSF and UP train performance and measuring performance against the agreed-upon standards, BNSF and UP management can identify potential areas of concern and develop corrective actions. Development of the measurement procedures and performance standards is an ongoing process, and BNSF and UP have agreed to continue working to resolve data integrity issues and to develop standards for line segments that do not yet have such standards.



## II. BNSF INVESTMENTS IN TRACKAGE RIGHTS AND PURCHASED LINES

The following is a summary of investments and improvements that BNSF has made during the fourth quarter on the UP/SP lines.

- As discussed earlier, BNSF invested approximately \$210,000 to upgrade its portion of the existing BNSF-UP connection at Tenaha, TX to accommodate unit coal trains destined to TUE's Martin Lake Station at Martin Lake, TX.
- Construction resumed on a new, second mainline track between milepost 0.2 and milepost 3.8 on the Baytown Branch. Grading for this project is 50 percent complete. BNSF's portion of the estimated \$9.3 million cost of this jointly-funded capital project is estimated at 26 percent (about \$2.4 million), based on previous usage, and is subject to recalculation.
- BNSF completed the conceptual engineering plan and estimates for an extension to the switching lead at BNSF's Dayton Yard.
- As discussed earlier, BNSF and UP completed construction of the new Glenn Siding north of Angleton, TX, and the siding was placed in service on November 4, 1999. BNSF's share of the estimated \$5.4 million cost of this jointly-funded capital project is estimated at 26 percent (about \$1.4 million), based on previous usage, and is subject to recalculation.
- BNSF continued the ongoing maintenance and rehabilitation projects on the jointly-owned former SP Lafayette Subdivision between Avondale and Iowa Junction, LA. Upon completion of BNSF's fiscal year 1999 maintenance projects on the Avondale-Iowa Junction line, BNSF will have completed curve-rail relays on five curves (approximately 20,400 lineal feet of rail, or

1.93 track miles) and installed approximately 59,000 wood ties between milepost 148.0 and milepost 205.3. During fiscal year 2000, BNSF plans to continue its investments designed to bring the Avondale-Iowa Junction line up to standards, including rebuilding and upgrading ten bridges on the line.

### **III. BNSF'S MARKETING PLANS AND EFFORTS**

#### **A. Recent Activities**

During the fourth quarter of 1999, BNSF continued its intensive marketing activities with respect to "2-to-1" customers and new facilities on UP/SP trackage rights lines. These efforts included field surveys, face-to-face customer contacts, and follow through designed to acquaint customers with BNSF's services and capabilities, as well as to acquaint BNSF with the customers' transportation needs. Further, BNSF continues to issue service updates to its customers that are faxed directly to customer locations and posted on the BNSF Internet site.

For the third consecutive year, BNSF cooperated this past fall with public and private interests in the State of Louisiana, as well as the Louisiana & Delta Railroad ("LDRR"), a "2-to-1" shortline railroad, in the operation of intermodal sugar cane trains. LDRR operated a daily "sugar cane train" over BNSF's route on expedited schedules to ensure product quality. The trains originated in the Lake Charles, LA area, destined to receivers on the LDRR which are accessed via the Iowa Junction-Avondale route. This innovative public-private partnership is designed to deliver both economic and safety benefits to southern Louisiana, by increasing sugar cane production and refining and by removing increasingly large volumes of sugar cane (estimated at over 70,000 trucks per harvest season) from the region's highway system.



## B. Traffic Volumes

BNSF traffic volumes over the UP/SP lines have continued to grow. The attached charts (see Attachments 1 through 12) reflect the volumes of traffic for each of the major traffic lanes to which BNSF received access and show the breakdown by general commodity groups of this traffic.

This growth reflects BNSF's continued success in its efforts to compete for and secure business along the UP/SP lines. As an example of such success, BNSF recently completed the initial inbound movement of pipe for American Soda's pipeline at Parachute, CO, a new customer facility located along BNSF's Central Corridor trackage rights line.

## C. Customer Identification And Access Pursuant To Merger Conditions

BNSF has also continued its efforts to identify all UP/SP customer facilities to which it received access as a result of the UP/SP merger. These facilities include access to "2-to-1" customers and transload facilities on its trackage rights lines and facilities which can be served by the 17 "2-to-1" shortlines to which it received access. Current listings of all such facilities are provided as Attachment 13.

Pursuant to the "2-to-1 Point Identification Protocol," BNSF requested access to two customers during the fourth quarter. BNSF and UP agreed to add one "2-to-1" customer, a transload facility operated by Amrail Services, Inc. at Tornillo, TX, to the list of customers accessible by BNSF as a result of the BNSF Settlement Agreement and merger conditions. BNSF also requested access to Poly-America, Inc.'s rail-served facility located in the Great Southwest Industrial District at Grand Prairie, TX. UP denied BNSF's request for access on the basis that (1) Poly-America is not in the Great Southwest Industrial District, but is instead located at the UP station of Grand Prairie, TX, and (2) Poly-America is now, and

has always been, closed to reciprocal switching. BNSF continues to research the historical underpinnings of its customer access rights at Great Southwest, TX, and will approach UP again if it concludes that UP's decision to deny access to Poly-America was erroneous.

BNSF is continuing to investigate and pursue opportunities for build-ins/build-outs, new facilities, transloads and expansions of existing facilities at "2-to-1" points. BNSF is currently engaged in discussions with a number of interested customers concerning such facilities and expansions. At the conclusion of the fourth quarter, over 50 industrial development projects involving new customer facilities at "2-to-1" points and along trackage rights lines were in various stages of discussion, planning or implementation.

On October 18, 1999, BNSF and UP discussed BNSF's access to the site of Port Container Industries' proposed transload facility on the former SP Cuero Branch in San Antonio, TX, a "2-to-1" point. UP initially denied BNSF's request. However, on November 17, 1999, after receiving a reply from BNSF setting forth the reasons why access should be granted under the terms of the BNSF Settlement Agreement and merger conditions, UP reversed its initial decision and confirmed that the proposed location would be accessible to BNSF via reciprocal switching.

On December 1, 1999, BNSF communicated to UP its proposed operating plan for the Four Star Sugar Company transload facility at El Paso, TX. UP notified BNSF on January 5, 2000, that it concurred with the proposed operating plan. BNSF expects to begin service to the Four Star Sugar transload facility in the near future.

On August 31, 1999, BNSF provided UP with its Proposed Rail Service Plan No. 19 for direct service to the Champion International Distribution Center operated by Caliber



Logistics in the Vintage Industrial Park at Ontario, CA.<sup>4/</sup> UP initially replied that the facility did not qualify for BNSF access on the basis that the facility had been occupied and rail served since at least January 1988, and that Caliber had simply replaced GATX Logistics, the former tenant of the facility. In a December 14, 1999 letter, BNSF provided UP with additional facts regarding the facility; however, on December 30, 1999, UP again rejected BNSF access.

On November 15, 1999, BNSF submitted its Proposed Rail Service Plan No. 20 relating to its intent to provide direct BNSF rail service to Broken Arrow Environmental's new transload facility on BNSF's Central Corridor trackage rights line at Aragonite, UT. UP acknowledged receipt of BNSF's proposed rail service plan on November 19, and BNSF now awaits UP's confirmation of BNSF's access request.

#### **IV. ISSUES AFFECTING BNSF'S IMPLEMENTATION OF TRackage RIGHTS**

This section describes issues relating to BNSF's operations over its UP/SP trackage rights lines and to BNSF's and UP's joint efforts to resolve such issues.

UP notified BNSF that it would terminate a January 12, 1998 Terminal Services Agreement between BNSF and UP and discontinue providing terminal services to BNSF at Ryan's Ruin -- the location of BNSF's Eagle Pass, TX yard facilities. UP made this decision without the prior concurrence of BNSF. As a result of UP's decision, BNSF has trained and installed a contractor to provide terminal services (i.e., mechanical inspections and repairs) at Ryan's Ruin.

---

<sup>4/</sup> Caliber's facility is located along BNSF's trackage rights line between Riverside and Ontario, CA.

BNSF's customers in the Sacramento-Lodi, CA area continued to experience untimely local switching service by UP and sporadic, unplanned movement by UP of BNSF shipments through UP's Roseville, CA yard during the fourth quarter of 1999, resulting in additional transit time and delay to these shipments. Such misrouting and inconsistent service restrict BNSF's ability to grow its business with these customers and for the customers to fully realize the benefits of the merger conditions.

During the quarter, BNSF documented and communicated to the UP, through the agreed-upon problem resolution process, numerous service failures affecting BNSF's customers in the Sacramento-Lodi area. UP attributed certain of these misroutes to (1) holes in its blocking plan, and (2) improper execution of work orders by a switching crew. UP advised BNSF that the blocking plan would be corrected and that its switching crew would be instructed in the proper execution of its work orders. BNSF's Trackage and Haulage Team continues to monitor these situations and to work proactively with UP's National Customer Service Center to resolve shipment-specific problems using the established problem resolution process. In addition, BNSF and UP have created a joint measurement/data team which will identify service issues and delayed cars and develop automated measurement processes and corrective actions.



## PART TWO

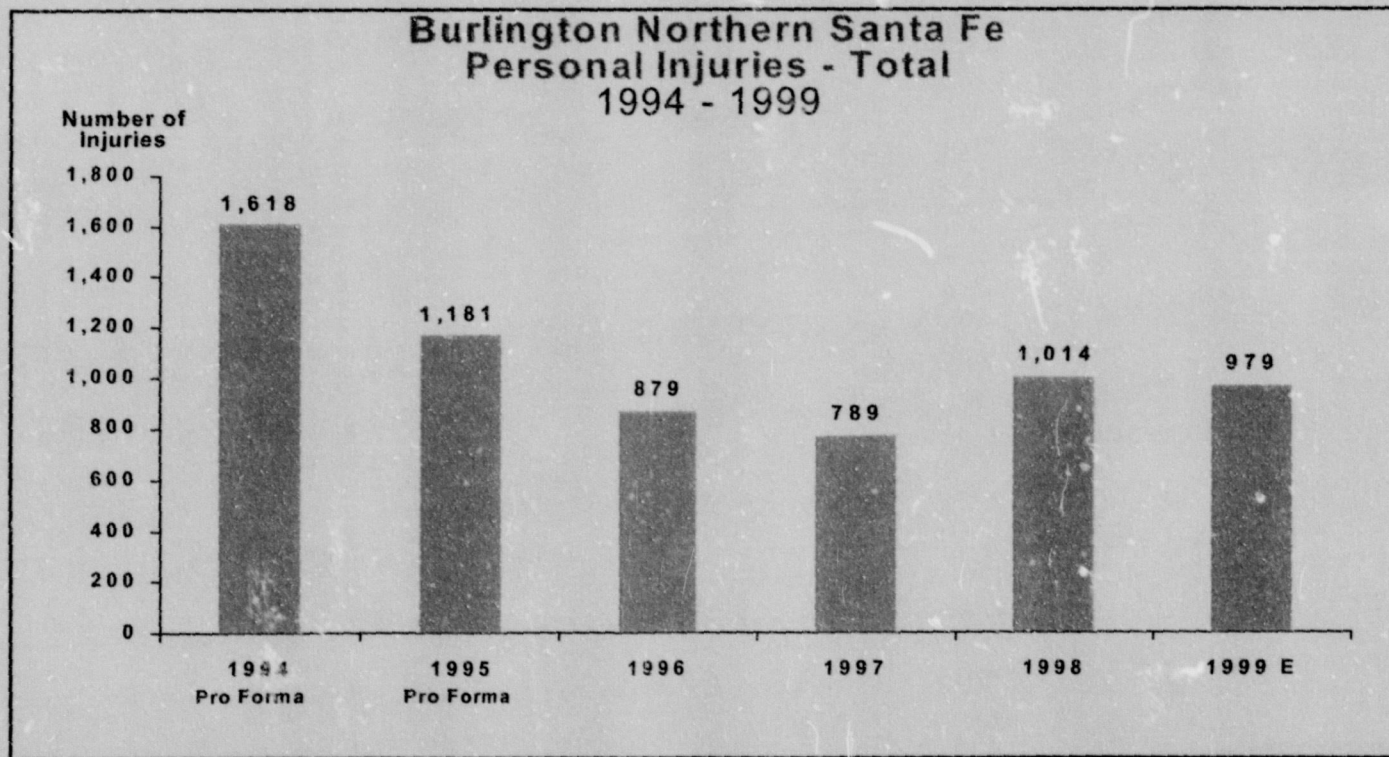
### **BNSF's ABILITY TO OFFER COMPETITIVE, EFFICIENT AND SAFE SERVICE TO SHIPPERS**

BN and Santa Fe have been able to meet fully the representations made in their October 13, 1994 merger application that the combined BNSF would provide shippers with superior service. As discussed below, BN and Santa Fe represented that, as BNSF, they would be able to improve substantially their ability to benefit shippers and employees in a number of critical areas -- including safety, customer service, efficiency and financial performance -- and BNSF has done just that.

In this part of the Report, we provide statistical and financial analyses of BNSF performance based upon BNSF's internal data restated on a pro forma basis for 1994 and 1995, prior to the actual merger which took place on September 22, 1995. We have decided to use 1994 as the base year for these analyses because, as stated above, the merger was announced June 30, 1994. We have been successful in producing comparable data over the 1994-99 period in all cases except for on-time performance and velocity. Prior to the implementation of the TSS information system in mid-1997, on-time performance was measured differently on the BN portion of the system, and comparisons are not meaningful.

We would be the first to admit that service slipped in the pre-1998 period as we rolled out the new TSS system across our railroad, while at the same time keeping the BN and Santa Fe's legacy systems running, and trying to ensure data consistency and accuracy. Our data shows service degradation in 1997 and in the first part of 1998, as we took on unprecedented amounts of additional business, primarily because of the UP/SP

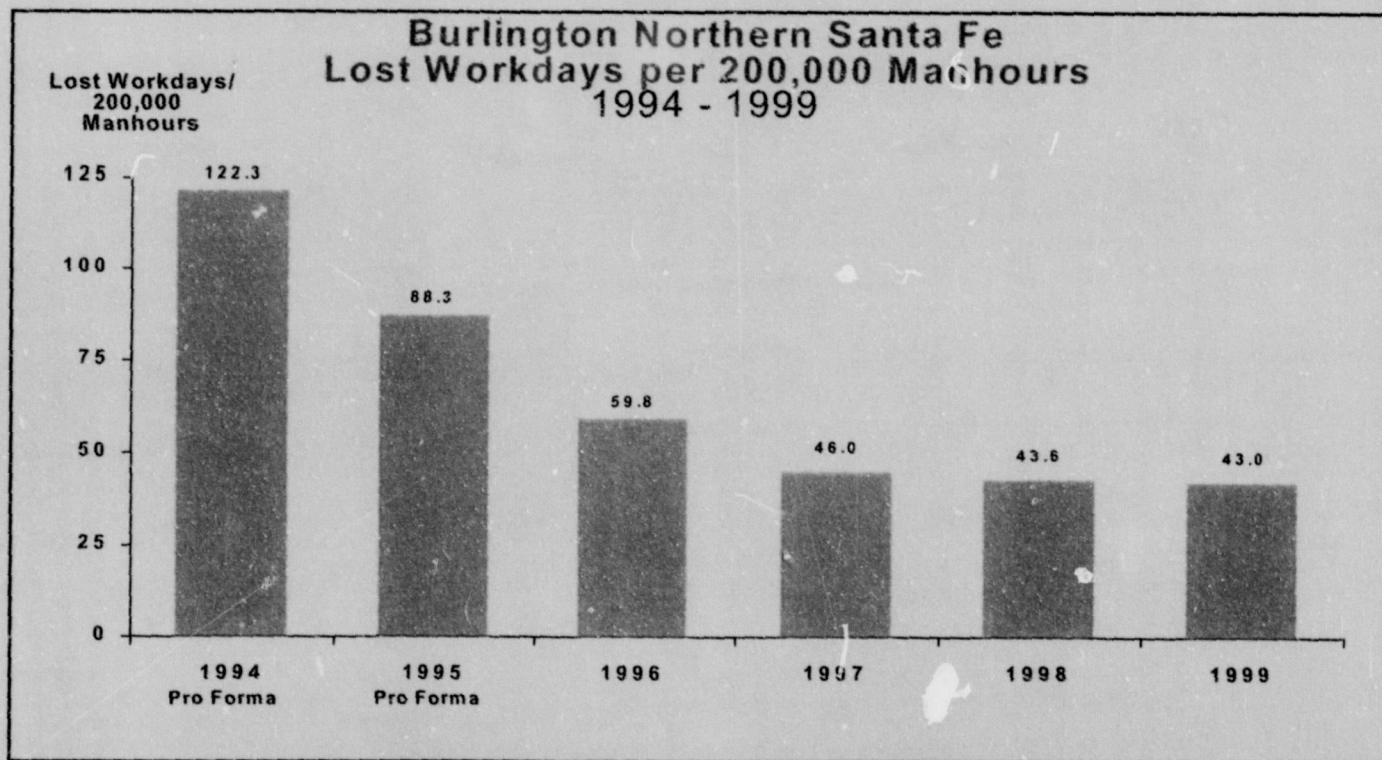
Chart No. 2



***Reported injuries have dropped by 39% since 1994. Again, the low point was 1997 when the 789 reportable injuries constituted a 51% reduction from 1994.***

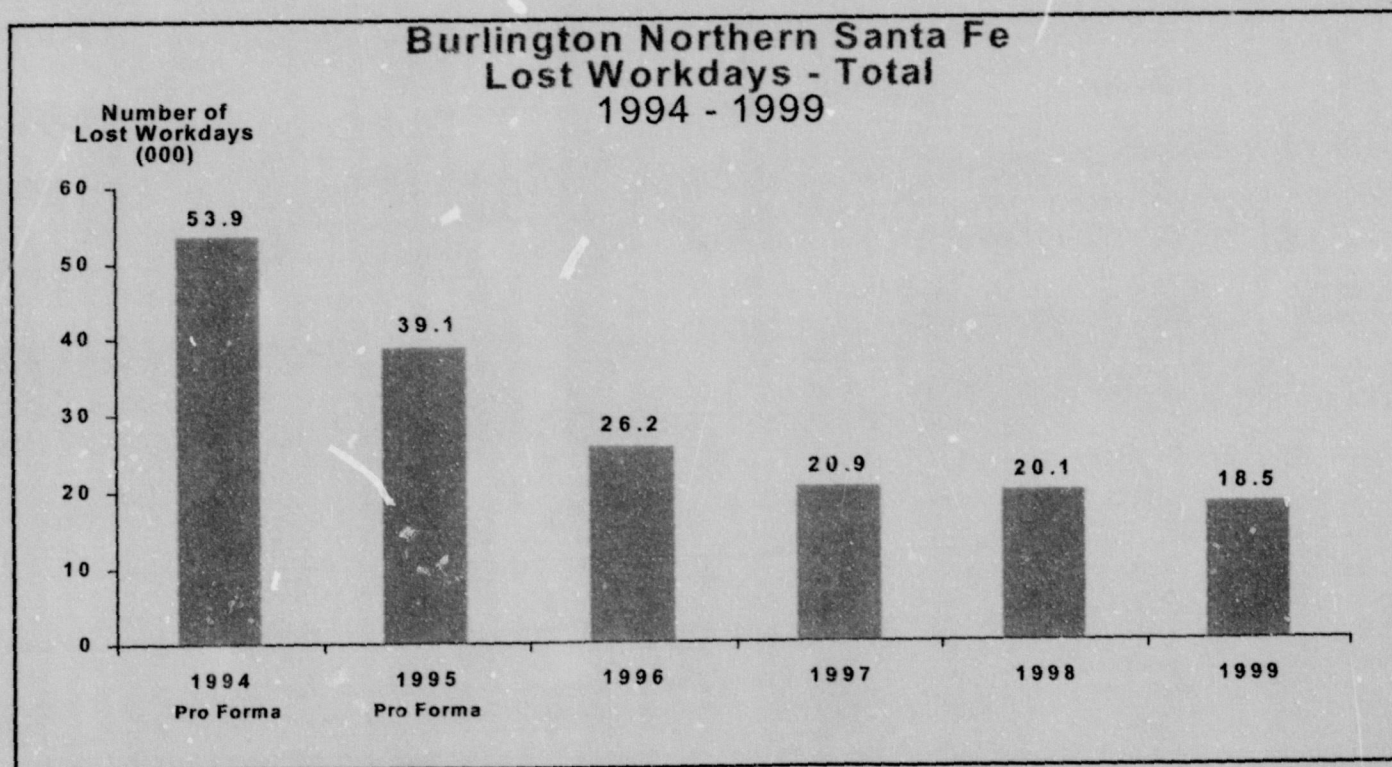


Chart No. 3



***A key measure of severity is the ratio of lost work days per 200,000 hours worked because the size of BNSF's workforce and the number of hours worked fluctuate each year. Lost workday frequency has improved every year since the merger was announced. 1999's 43 lost workday ratio represents a 65% reduction compared to 1994.***

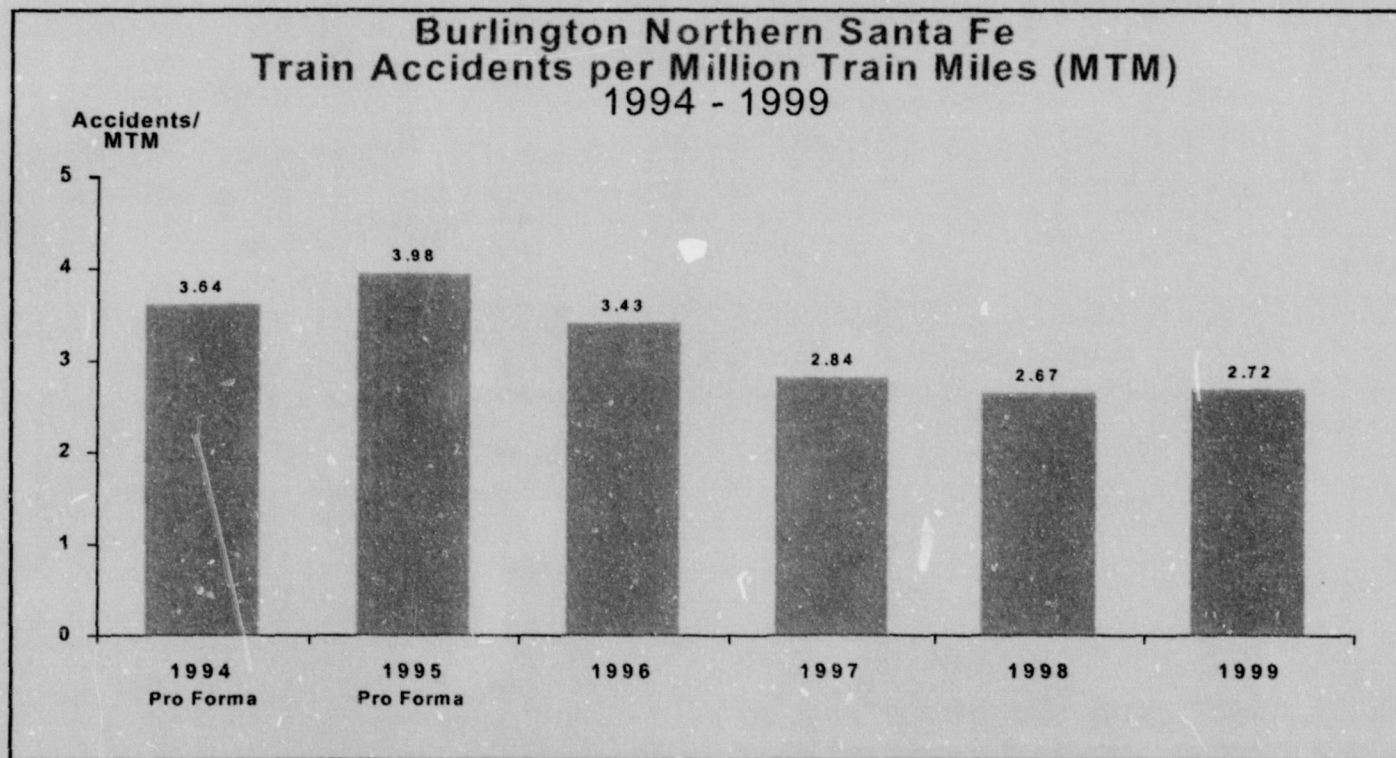
Chart No. 4



**Total lost work days have dropped by about 35,400. This is a 66% reduction. Besides the elimination of human pain and suffering, the improvement represents the equivalent of 170 yearly full-time employees who can be available to serve our customers.**

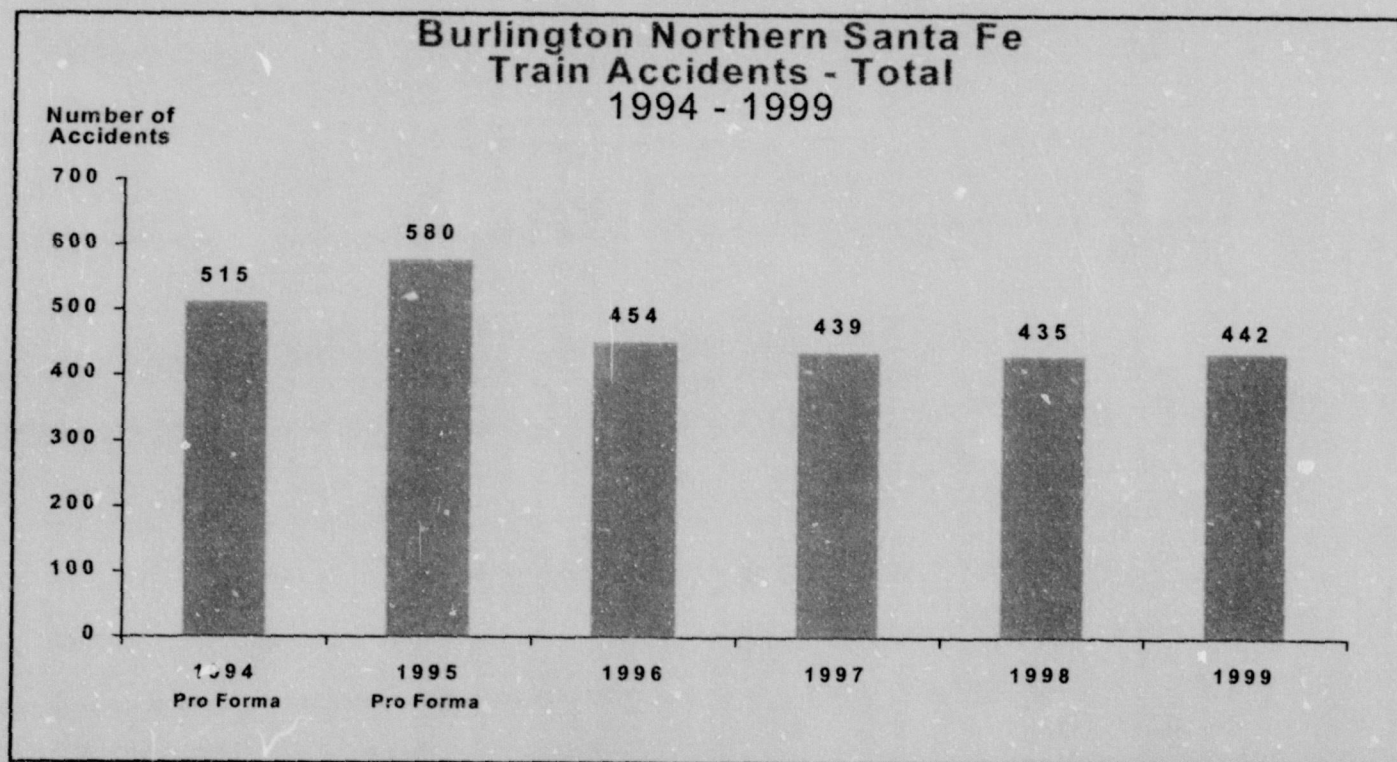


Chart No. 5



***This rate peaked in 1995. Since then, it has dropped 32%.***

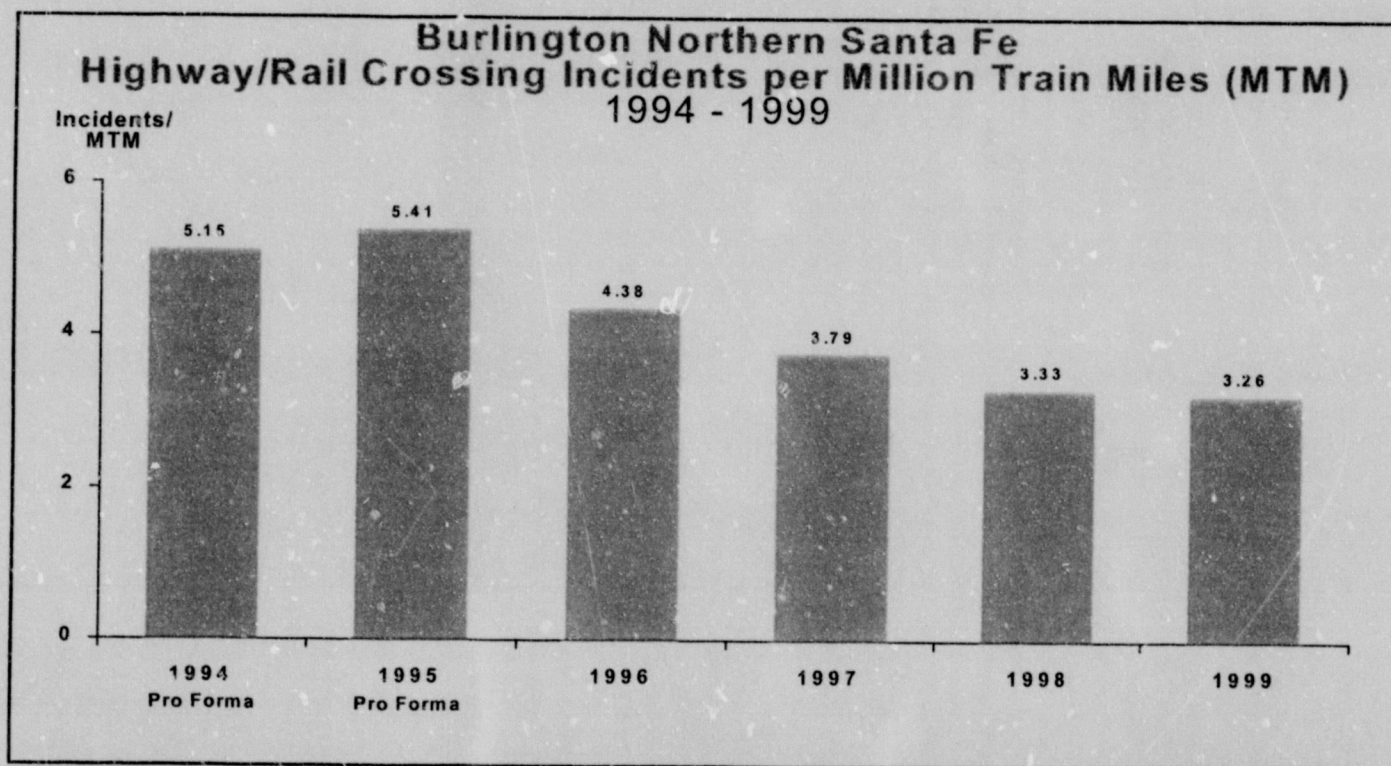
Chart No. 6



***Between 1995 and 1999, we have reduced the number of accidents by about 140 a year, or 24%.***

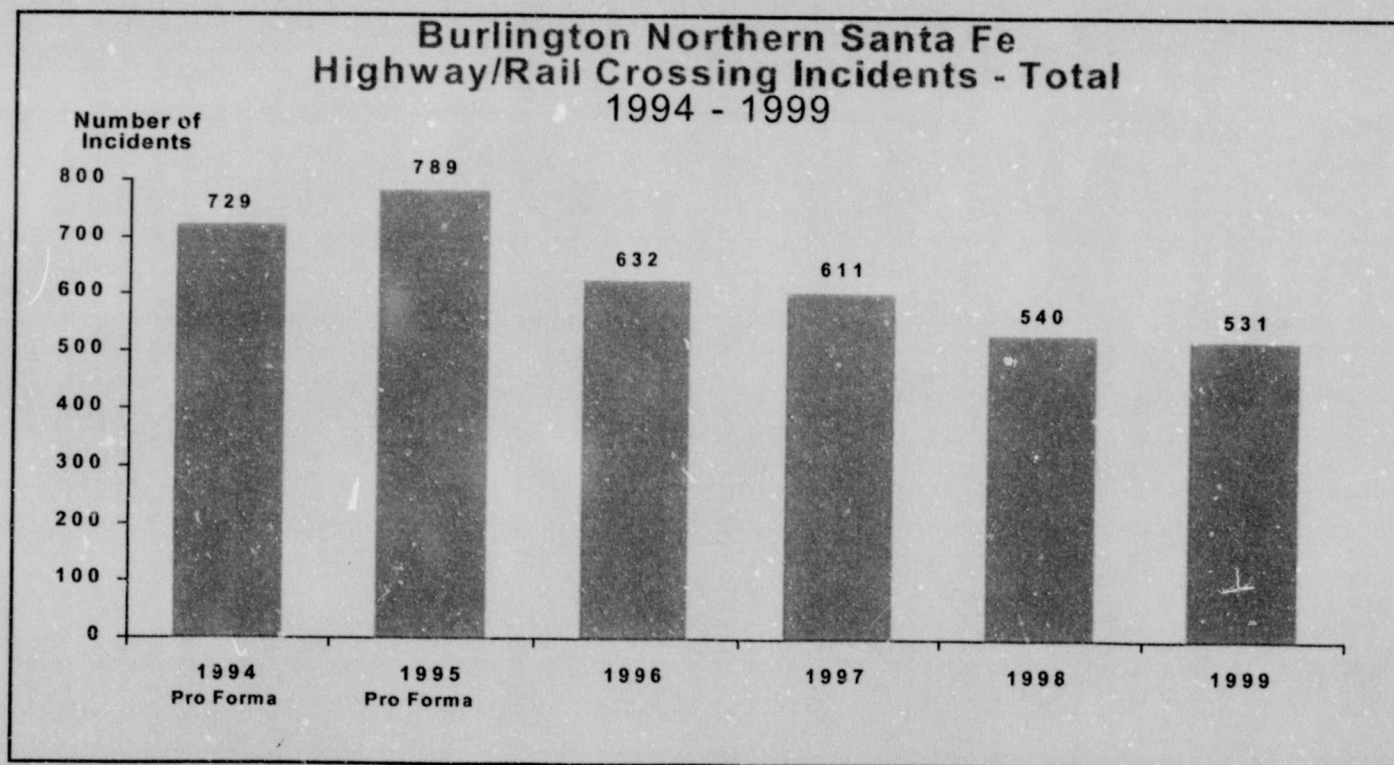


Chart No. 7



*A highly visible view of safety to the public is incidents between motor vehicles and trains at highway-rail crossings. Looking only at the number of highway/rail crossing incidents does not provide the full picture of our safety progress in this area. The increase in rail traffic on BNSF must be considered. The ratio of highway/rail crossing incidents to millions of train miles operated peaked in 1995. Since that time, it has dropped 40%.*

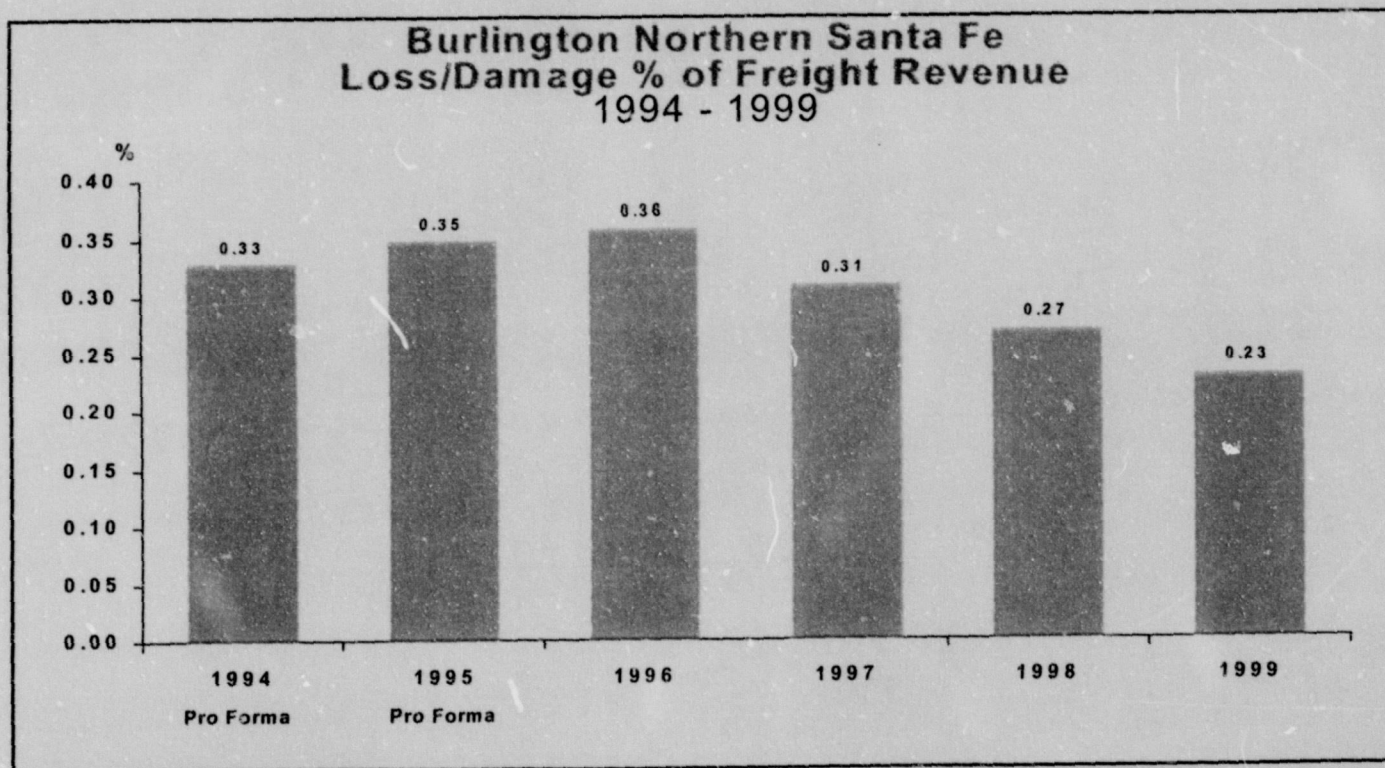
Chart No. 8



***Over the last two years, the number of highway/rail crossing incidents has dropped about 250 incidents per year. This is a 32% reduction compared to 1995.***



Chart No. 9



***Since the merger in 1995, our loss/damage ratio has dropped by 34%.***

## **B. Customer Service**

In our 1994 merger application, BN and Santa Fe said that the new railroad would grow, improve and expand its transportation services, open new markets for shippers through its expanded network, and provide shippers the best transportation value for their dollar. In this section, we will demonstrate the strong progress we have made in these areas.

In the introduction to this part of our Report, we mentioned customer volume and service. Since 1994, units, tons, and freight revenues have all increased about 20 percent. Intermodal units across selected major routes are up an impressive 40 to 70 percent, and we have exploited new intermodal lanes made possible by our merged system and the UP/SP rights. Grain traffic over single-line routes from the upper Midwest to Mexico and California is up an aggregate 40 percent. These growth increases were possible because of our focus on customer service, the scope of our network and the continued investment in locomotives, rail cars, track capacity and facilities.

Service consistency is critical to all business sectors from coal to intermodal to carload customers. On-time performance has shown substantial improvement since 1997 and now exceeds 90 percent on a daily basis. BNSF's record-setting 91 percent on-time, system-wide performance in 1999 has never been achieved by a railroad of our size.

Cycle times for unit coal trains are comparable to pre-merger levels in spite of a 34 percent increase in sets in service. Consistency for coal is measured by cycle performance against an historic benchmark of 100 percent. Chart 18 illustrates how our coal cycle performance has varied within a small range since 1994. In 1999, because of our \$2.3 billion investment in locomotives since the merger, we recorded our first improvement in



## **Customer Service**

coal cycle performance. At the same time, the number of coal train sets in service in 1999 was over 34 percent greater than in 1994. At the 117 percent cycle performance level for 1999, BNSF met all of its customer requirements amounting to 236 million tons of coal delivered with a virtual 100 percent on-time performance.

For the intermodal/automotive area, service consistency is reflected by the relationship between total volume and service goals, including on-time performance as we show in Chart 14. UPS business has grown about 36 percent to almost 380,000 units/year, and in 1999 we achieved a 99.8 percent on-time UPS performance.

While service has been improving, our customers are continuing to get a better value for their transportation dollar. Since rail deregulation began in 1980, the rail industry has provided a more than 50 percent reduction in real rail rates for shippers. Providing shippers with the best transportation value for their dollar has been part of BNSF's vision since our merger became effective. Comparing 1999 with 1994, unadjusted system revenue per ton has dropped 11 percent and, adjusted for inflation (approximately 11 percent CPI), revenue per ton is down 20 percent. The most dramatic drops have been in coal -- 18 percent and 27 percent, respectively. Agricultural products revenue per ton is actually up 2 percent since 1994, but in adjusted terms has dropped 9 percent. The numbers for intermodal are similarly up 1 percent and down 10 percent. Carload revenue per ton drops are almost as impressive as coal. Current revenue per ton is down 10 percent, and, adjusted for inflation, rates have dropped 20 percent. We believe that these revenues have been positively influenced by BNSF's aggressive actions to capture business available as a result of the UP/SP rights. This information is reflected in Charts 28 to 32.

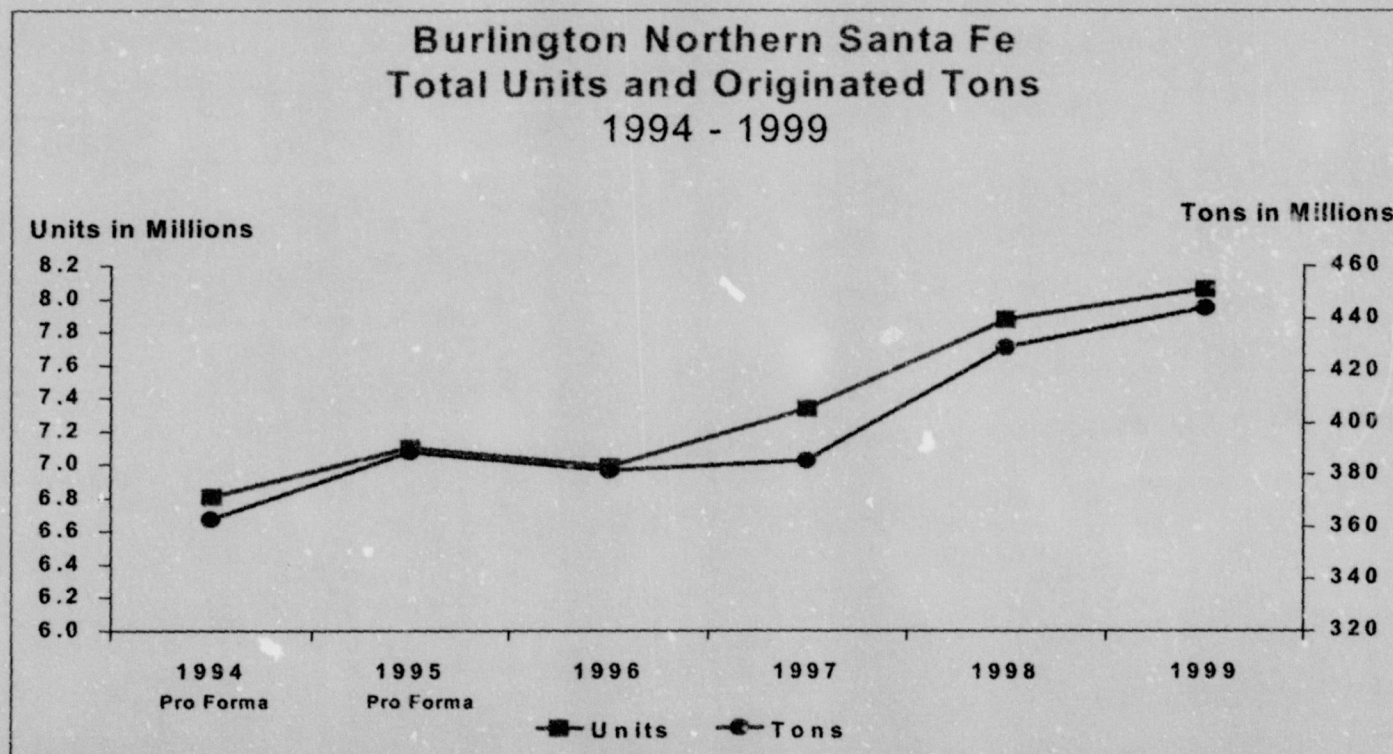
### **Customer Service**

Two of the most impressive areas of growth are business to and from Mexico and business handled over the UP/SP rights. BNSF gained access to the Mexican gateway of Eagle Pass as part of our settlement with SP in the BNSF merger case. We gained access to Laredo and Brownsville as a result of the rights we gained in the UP/SP merger. Since that time, our volume of business has grown to a level of over 10,000 loads a month, which has more than tripled since 1996.

Volumes over the UP/SP routes are approaching 30,000 units a month and are still growing. The 1999 revenues resulting from the rights have exceeded \$400 million, almost twice the threshold for a Class I railroad and greater than Wisconsin Central's 1998 domestic revenues.

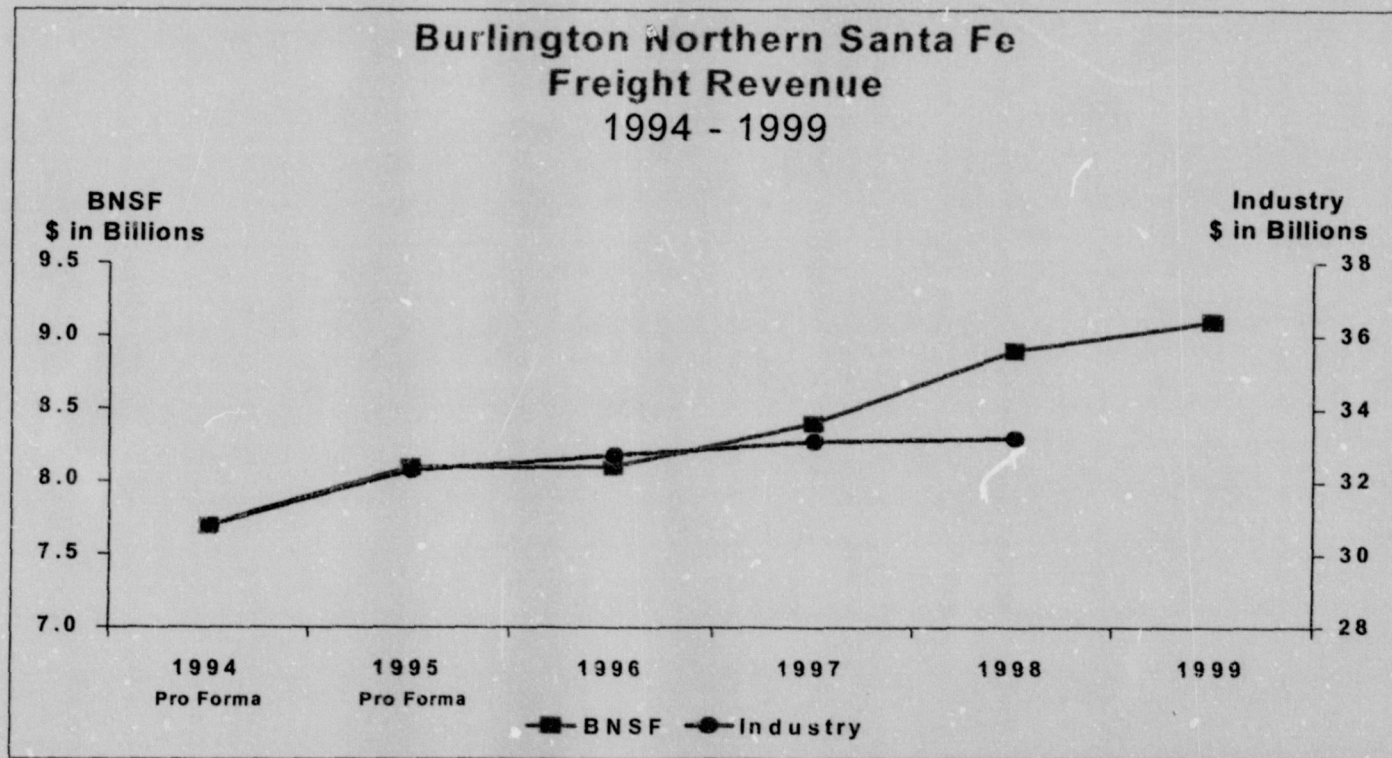


Chart No. 10



***Since 1994, units and tons on the BNSF system have increased about 20%.***

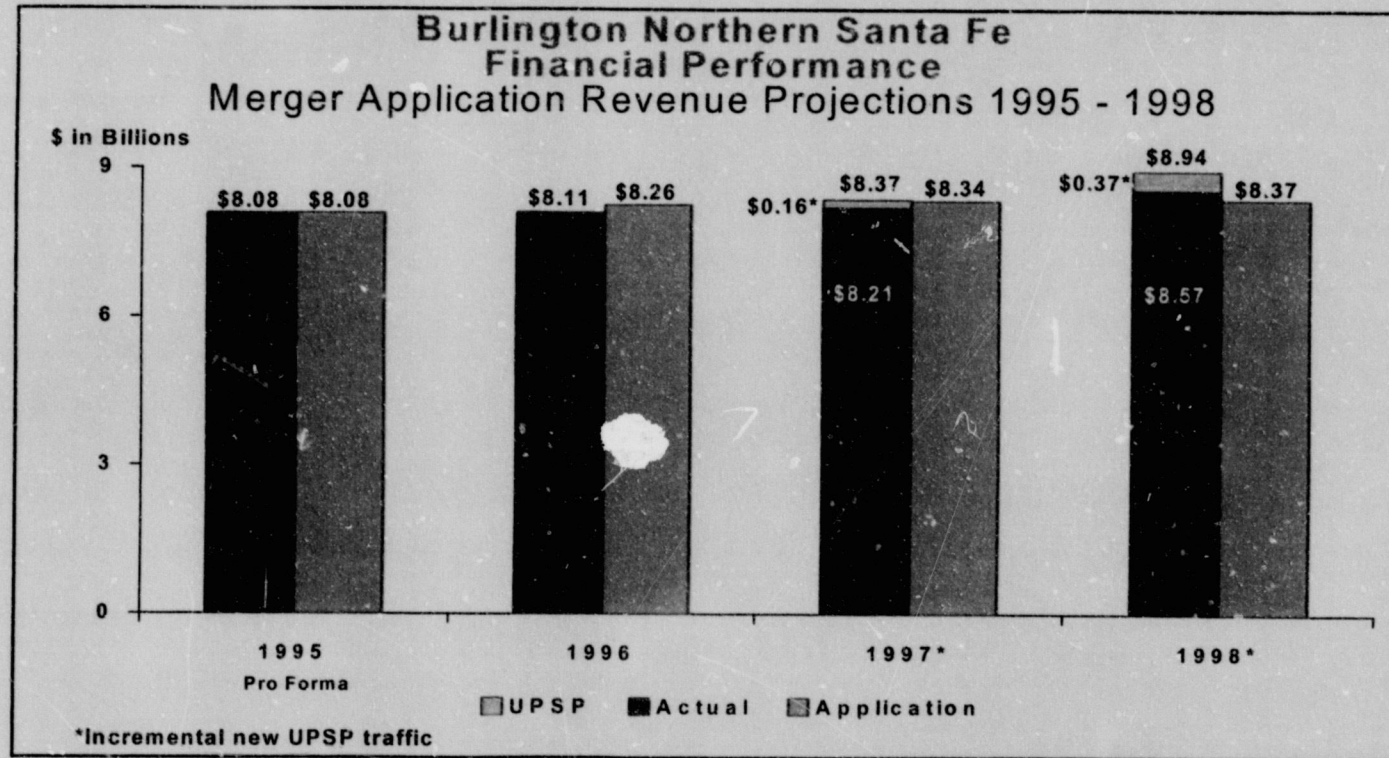
Chart No. 11



***Freight revenue has grown by 20%, about triple that of the industry.***

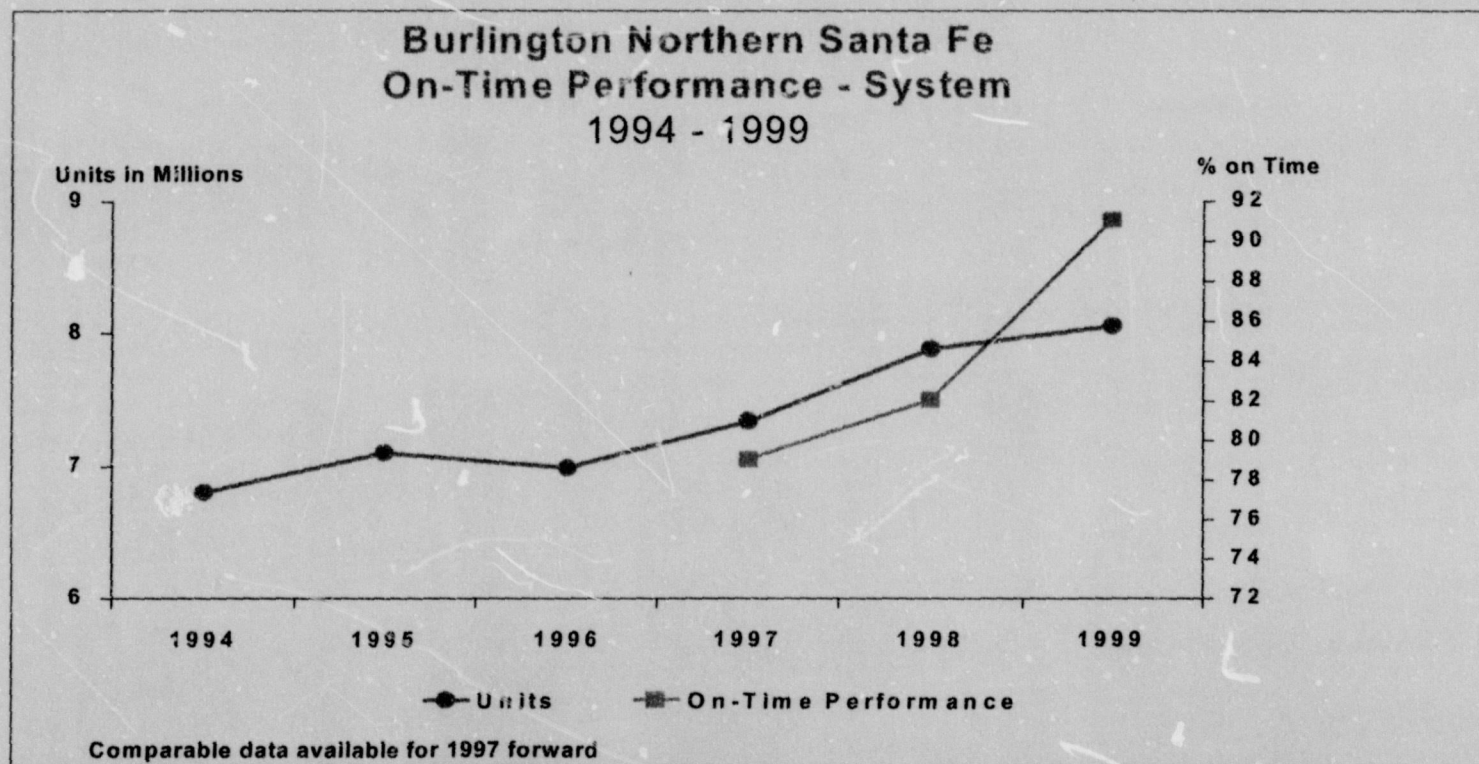


Chart No. 12



***BNSF exceeded the revenue projections in its merger application in 1997 and 1998.***

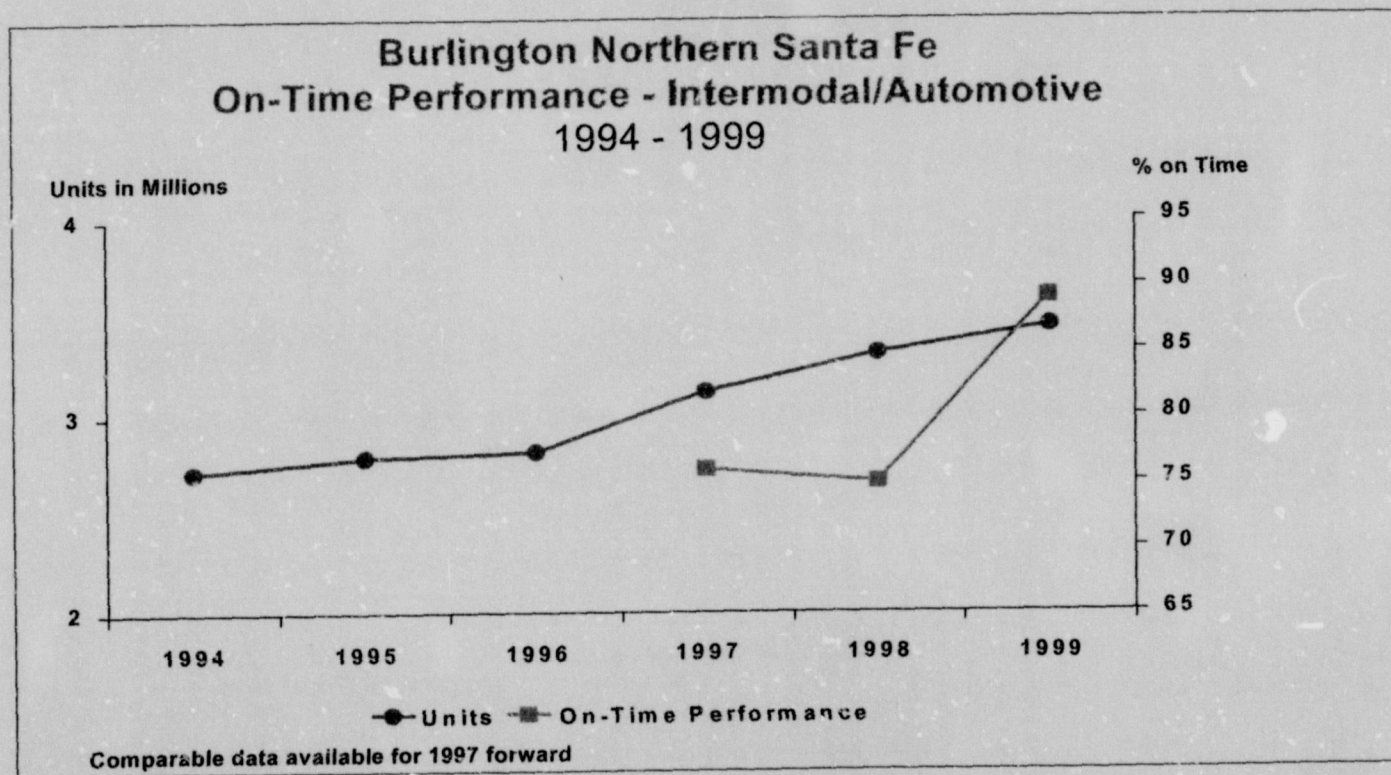
Chart No. 13



**Comparable data is available only since 1997 when TSS was installed systemwide. On-time performance for all business groups has increased since then to the point where system on-time performance exceeds 90% on-time daily for all cars and intermodal units, dock-to-dock.**



Chart No. 14



***BNSF has achieved its high intermodal/automotive on-time performance while increasing unit volumes 27% from 1994 to 1999.***

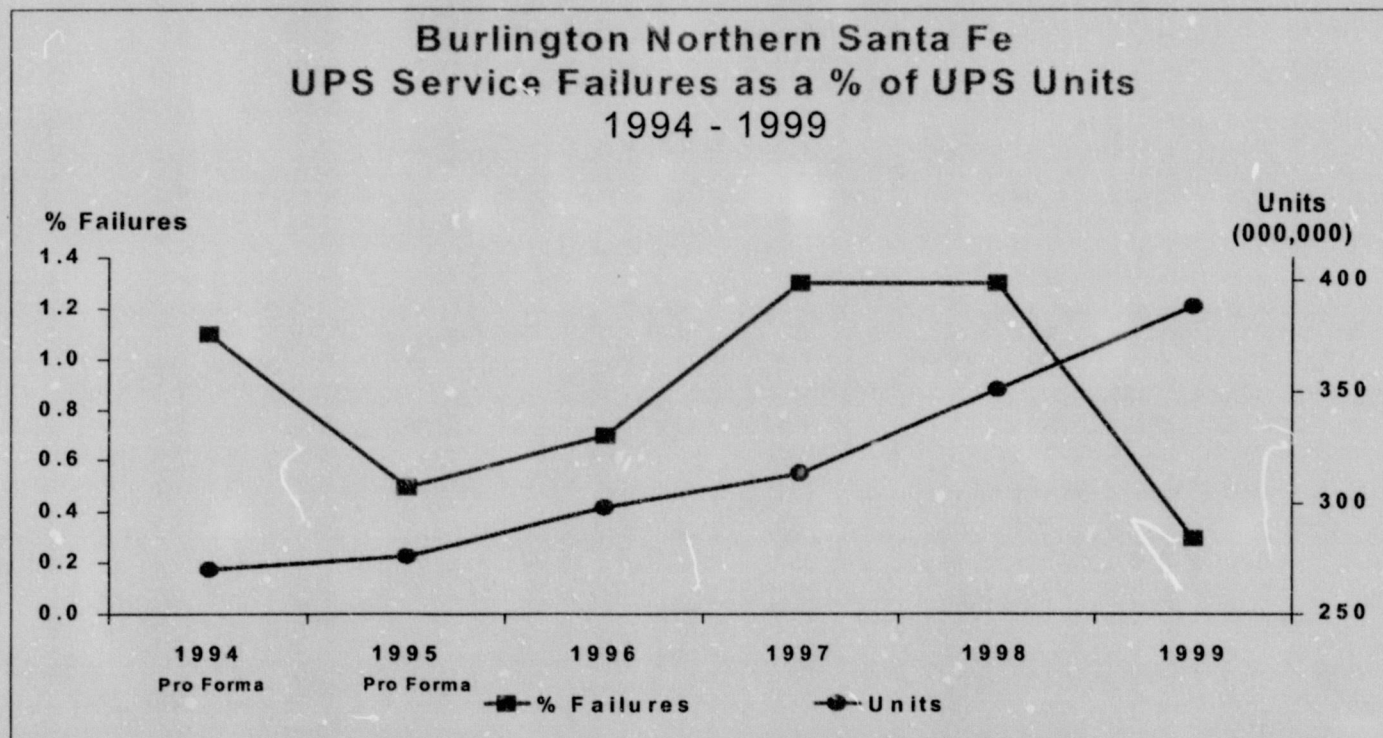
Chart No. 15



*These increases speak for themselves. Intermodal traffic increases range from 40% upwards to 70% in major lanes. New lanes like Minnesota to California and the Southwest to and from New Orleans have been achieved due to our merger and UP/SP rights opportunities.*

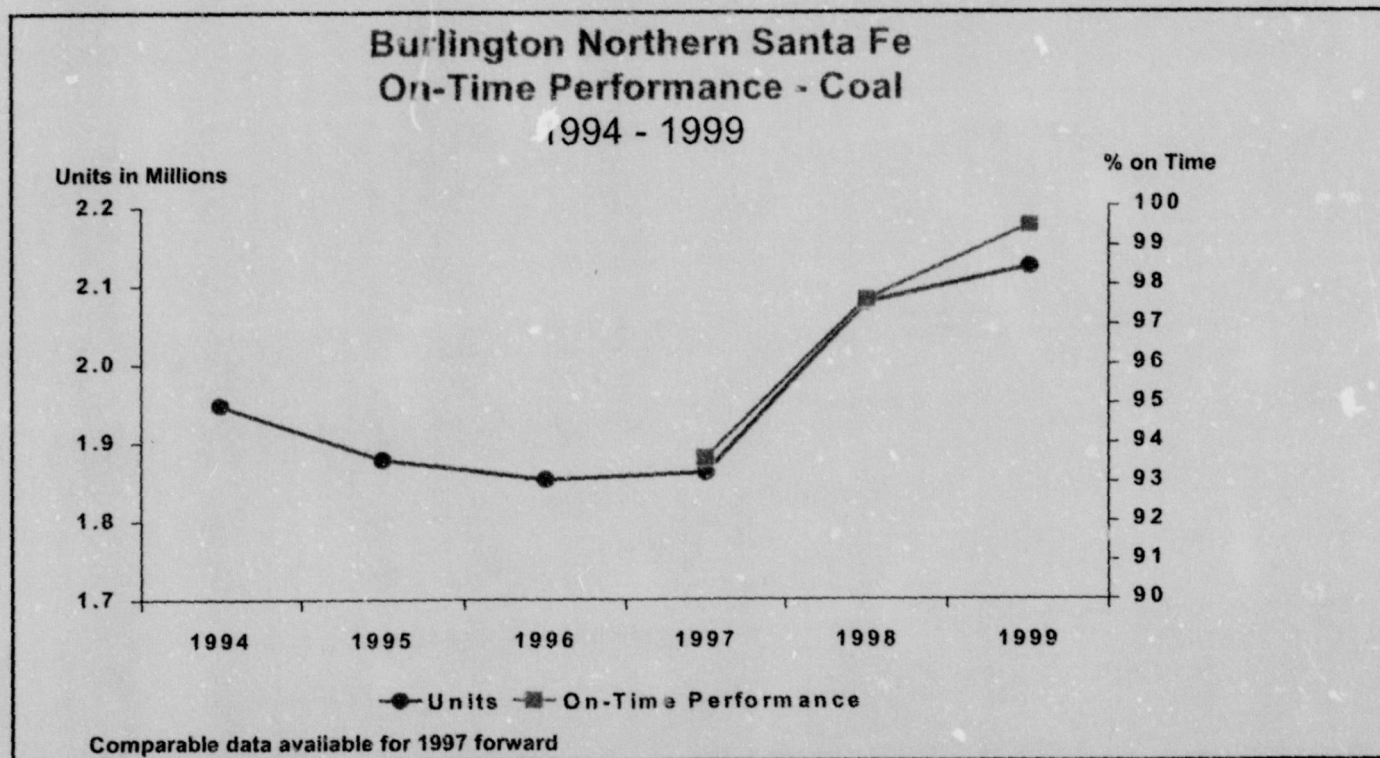


Chart No. 16



***BNSF now handles UPS traffic over virtually every major western transportation lane. Our volumes have grown from about 250,000 units in 1994 to 380,000 units in 1999. Our percentage on-time was 99.8% in 1999, and we handled UPS's peak during the 28 days preceding Christmas without a single operations failure for the third consecutive year.***

Chart No. 17



***In 1999, BNSF met all of its customer requirements amounting to 236 million tons of coal delivered with a virtual 100% on-time performance.***

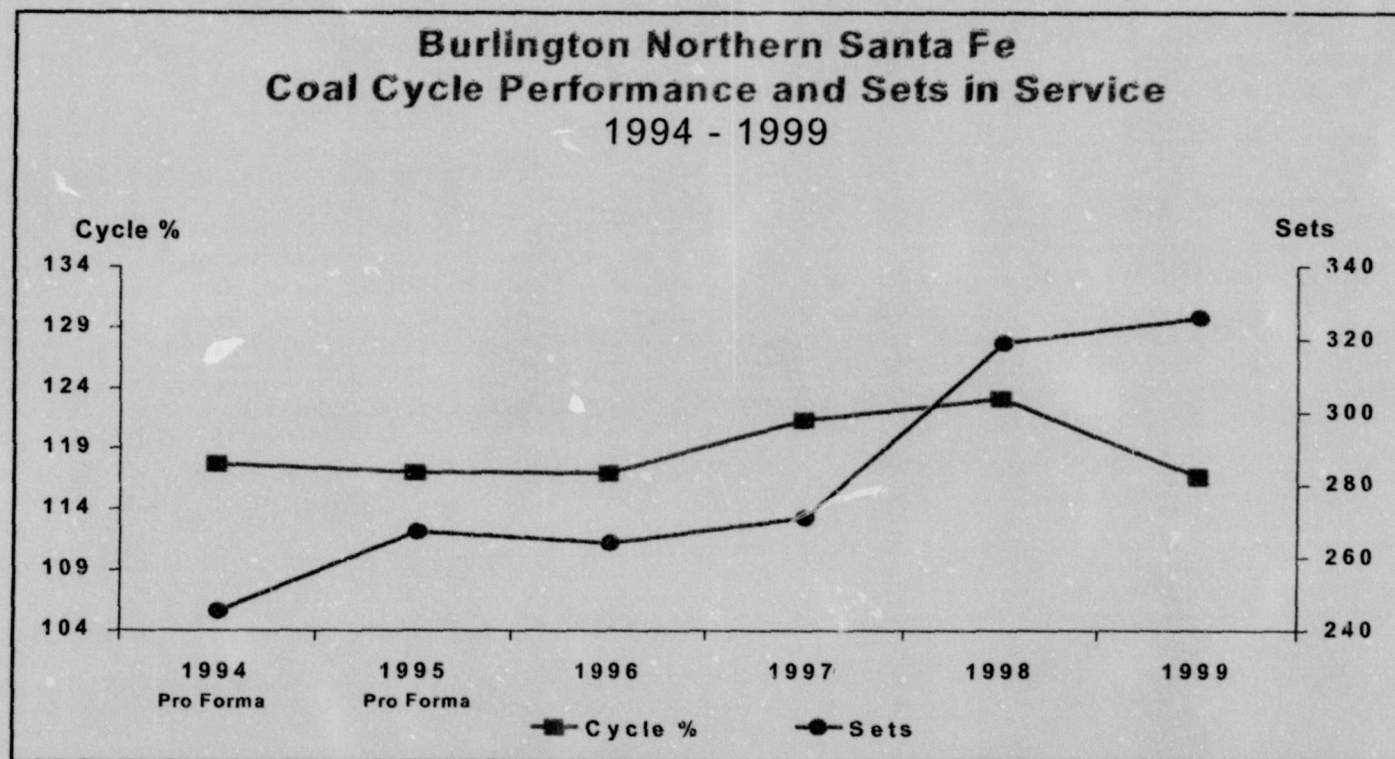


Chart No. 19



***BNSF has handled significant increases in coal traffic in several corridors.***

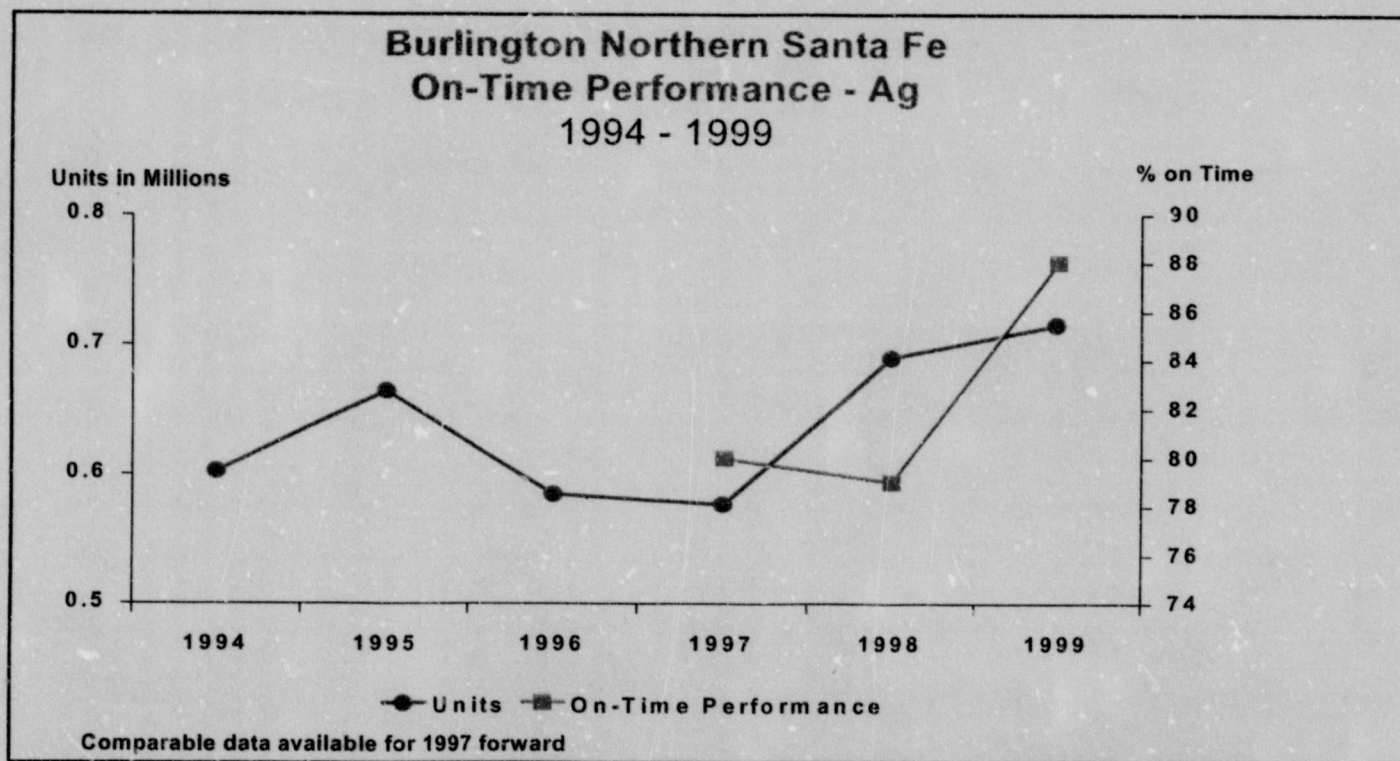
Chart No. 18



***Coal cycle performance, measured as a percentage of theoretical minimums, has remained comparable to 1994-95 levels, even with a 34% increase in unit train sets in service.***

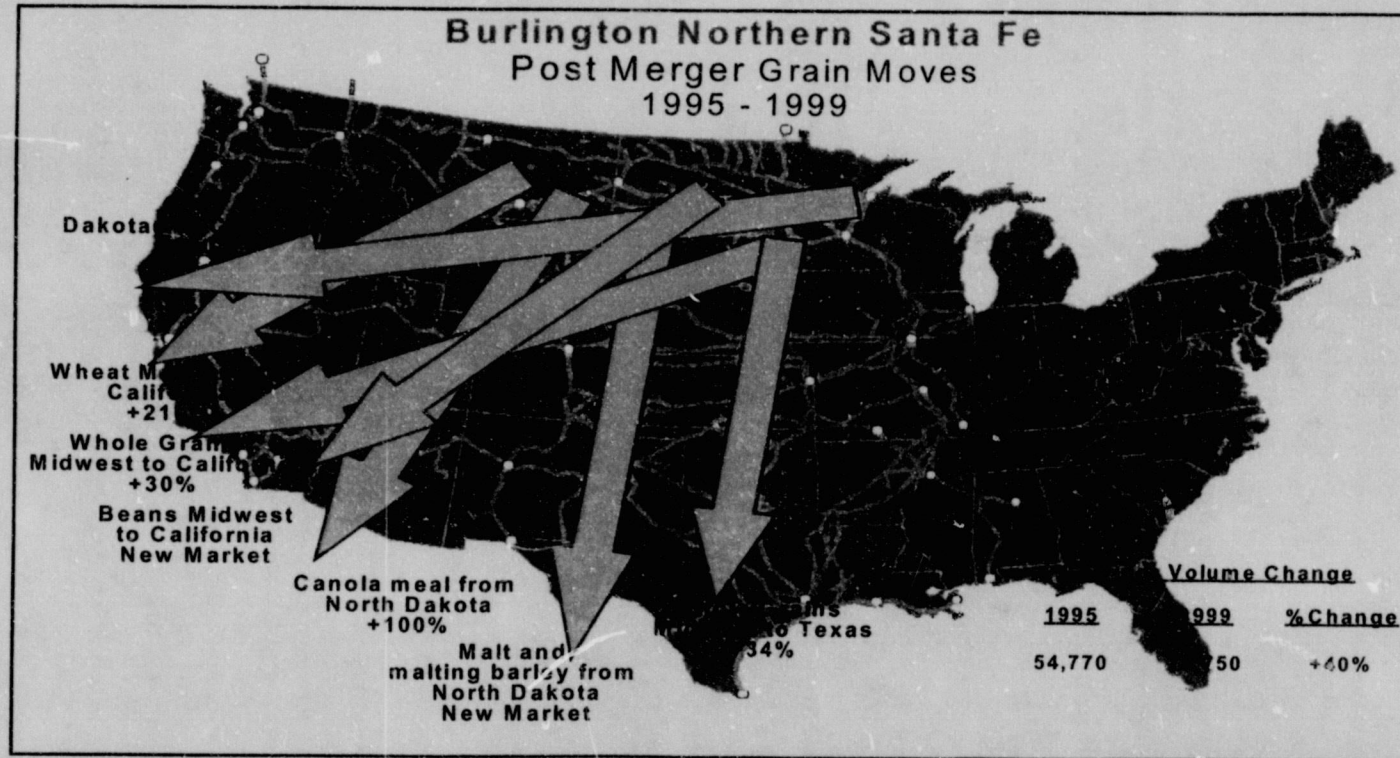


Chart No. 20



***BNSF has significantly increased on-time performance for agricultural shippers since 1997.***

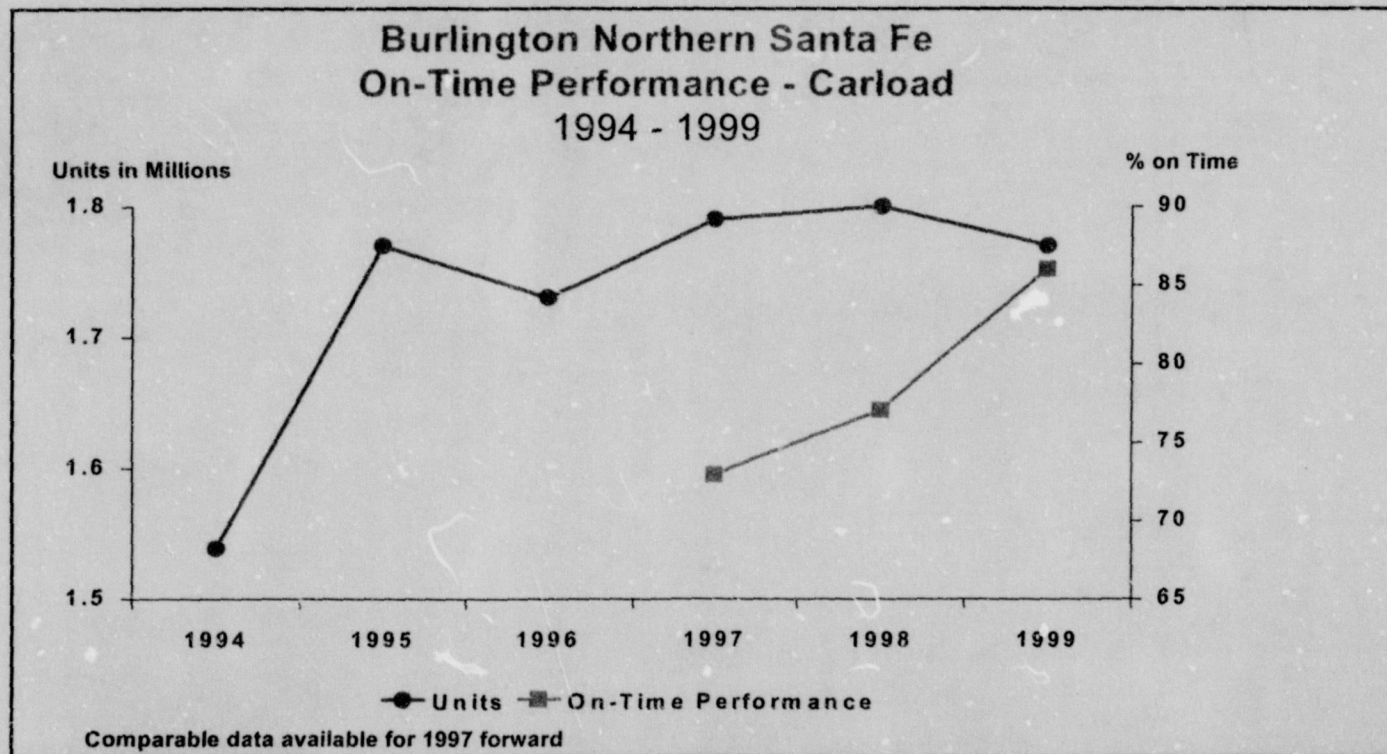
Chart No. 21



**One of the merger's benefits identified in our case was opening new markets for grain shippers in the upper Midwest. Traffic volumes on the routes identified here have grown 40% to 76,750 units.**



Chart No. 22



***BNSF has significantly increased on-time performance for carload shippers since 1997.***

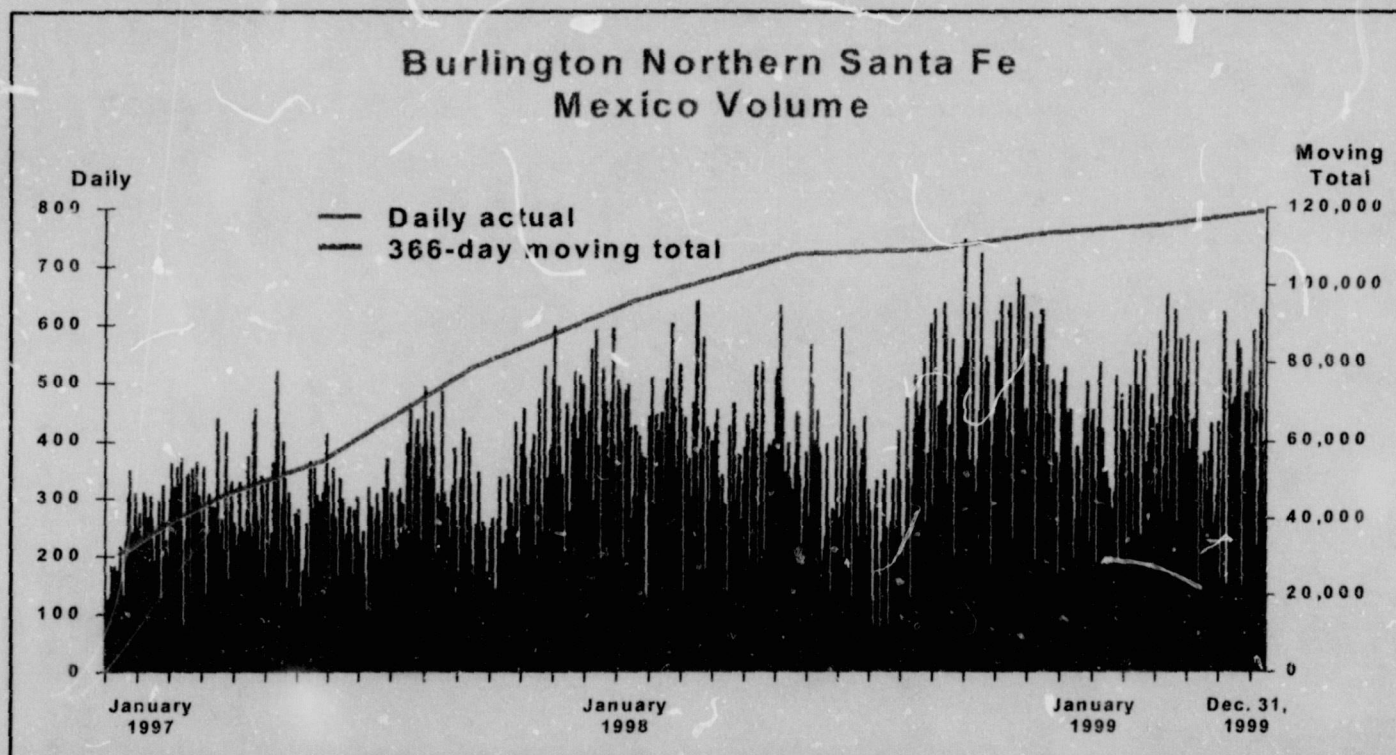
Chart No. 23



*The expanded BNSF network has also seen an 8.3% increase in its carload business since merger.*

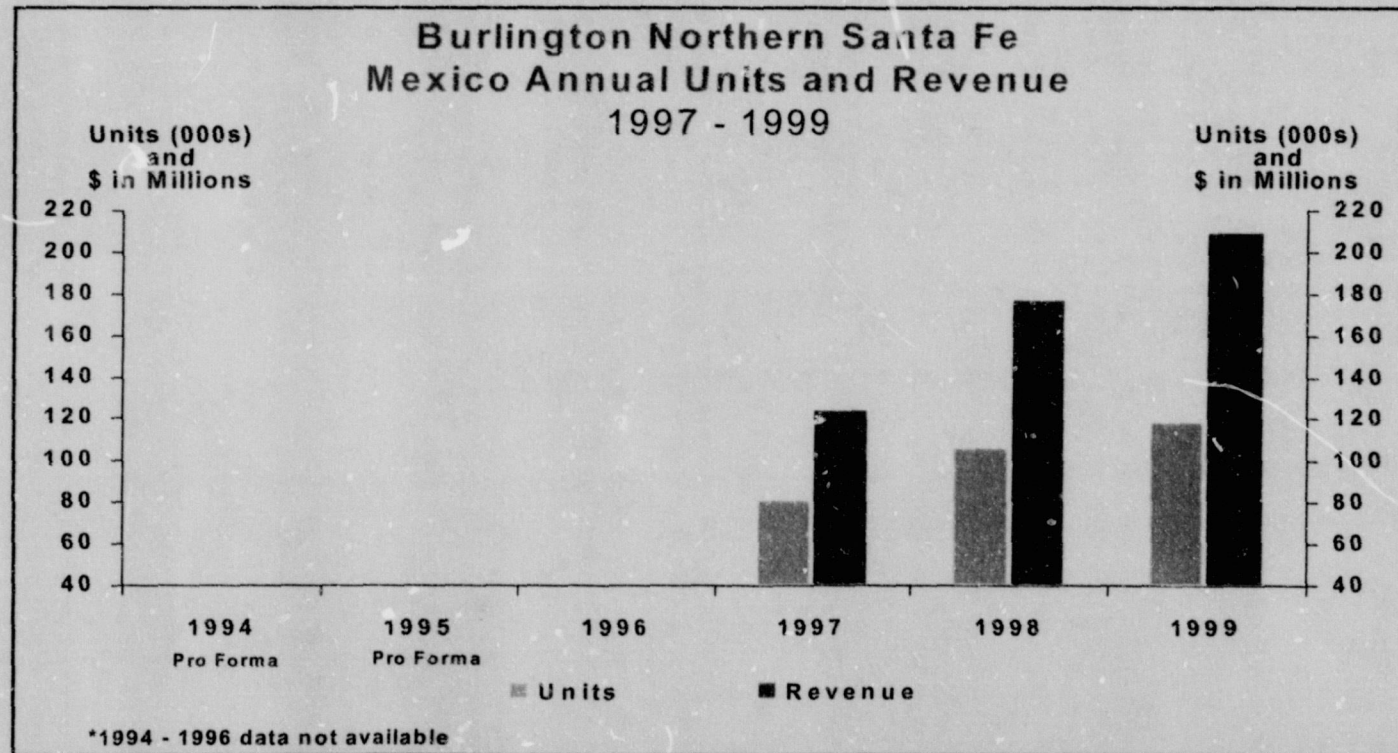


Chart No. 24



*The BNSF system gained access to the Eagle Pass Mexican gateway as part of its settlement with SP in the BNSF merger case. We gained access to Laredo and Brownsville as part of the trackage rights agreement in the U/SP case. Since 1997, loads to and from Mexico have increased to almost 120,000 units on an annual basis.*

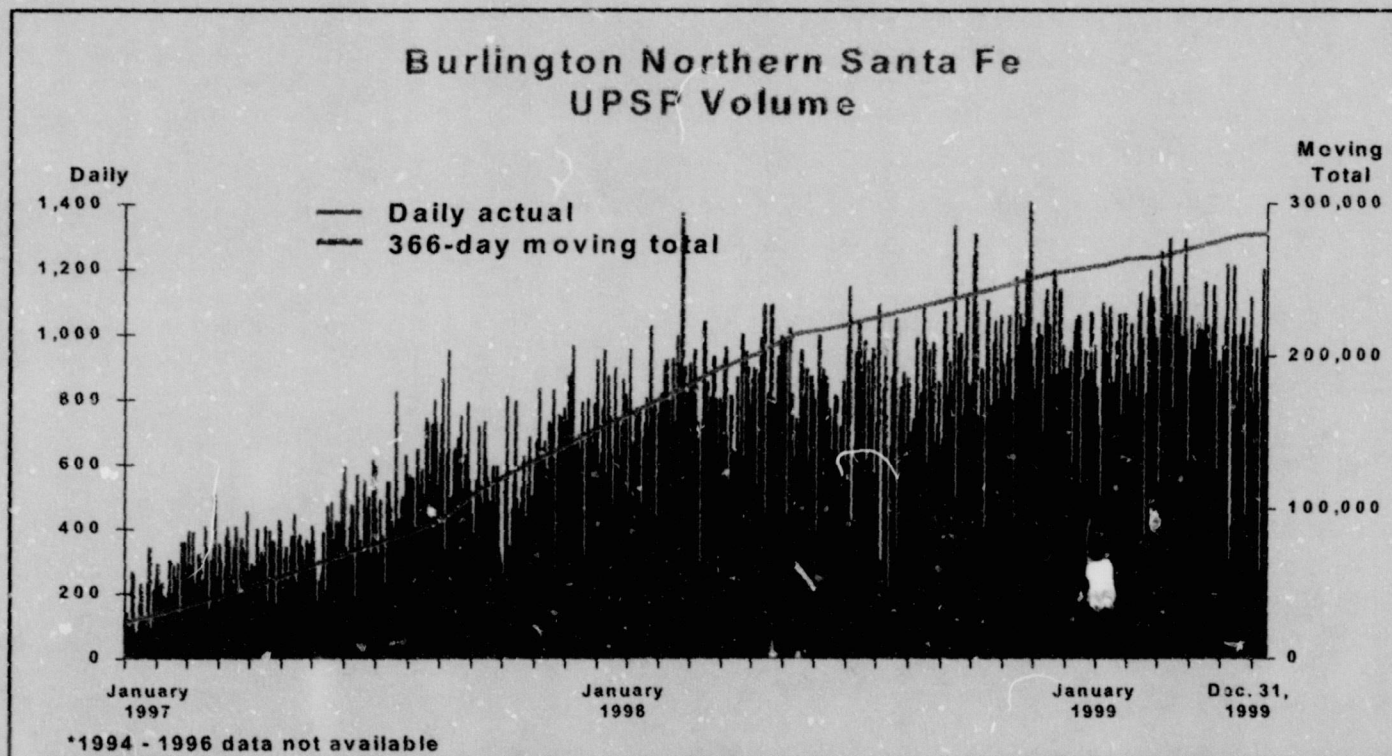
Chart No. 25



**Over \$200 million in annual revenue is derived from traffic flowing into and out of Mexico on BNSF.**

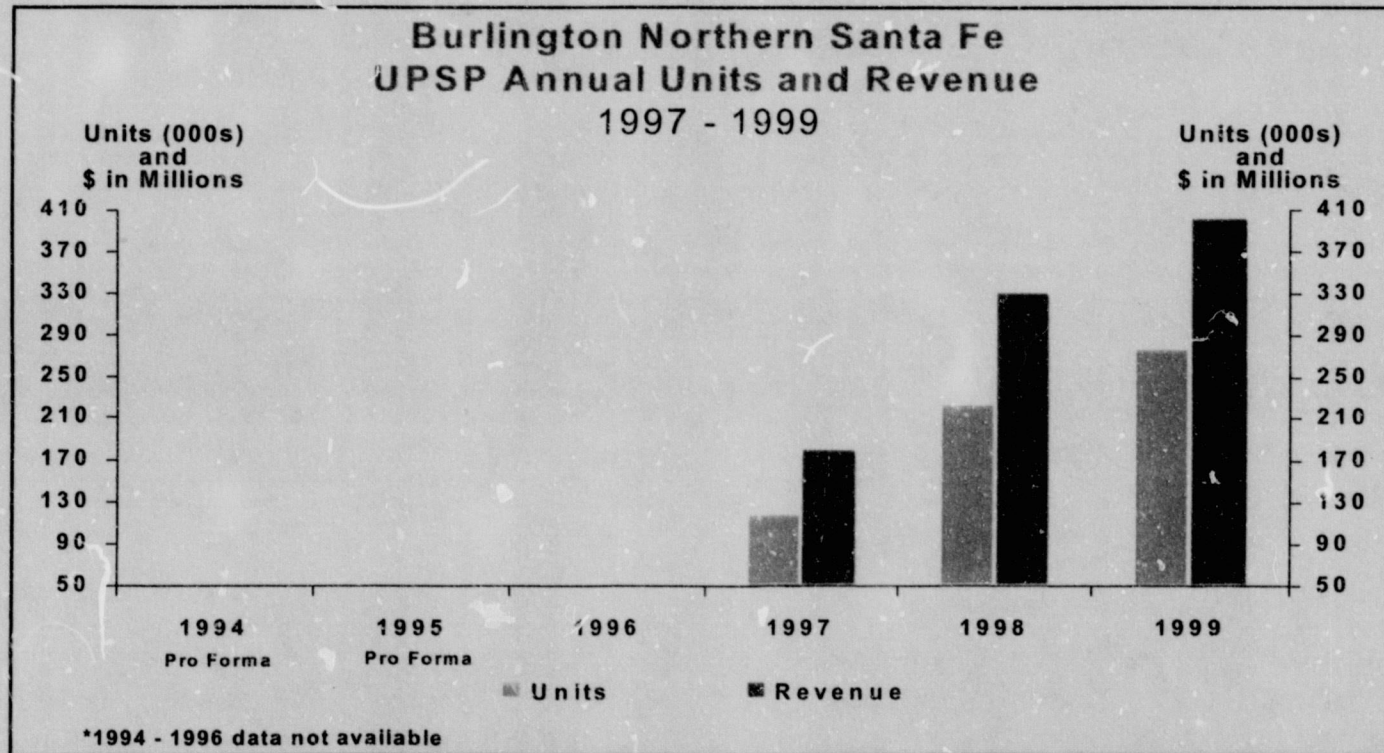


Chart No. 26



**Volumes over UP/SP lines are now approaching 30,000 carloads a month. Revenue has exceeded \$400 million in 1999, and it's still growing.**

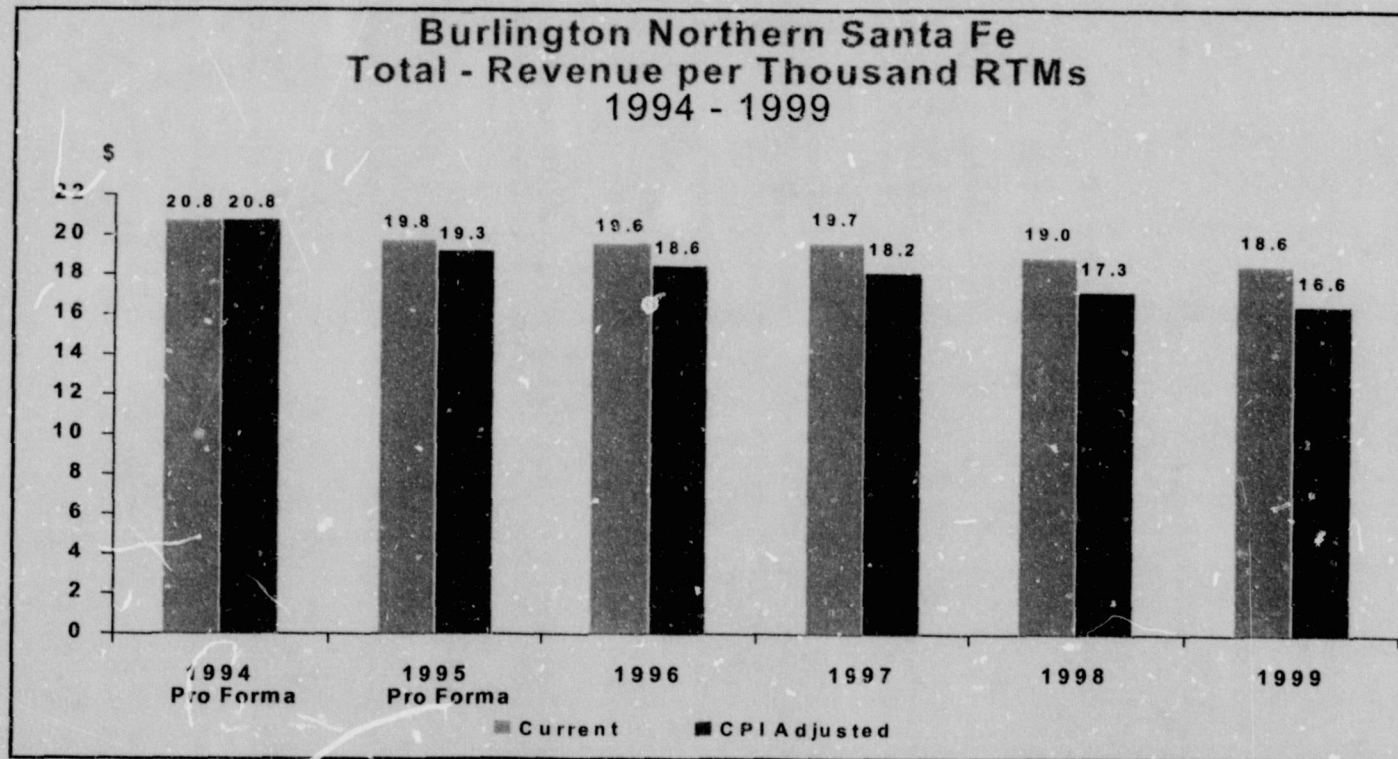
Chart No. 27



***BNSF units and revenue have been steadily rising on UP/SP lines with units nearly tripling during the 1997-1999 period.***

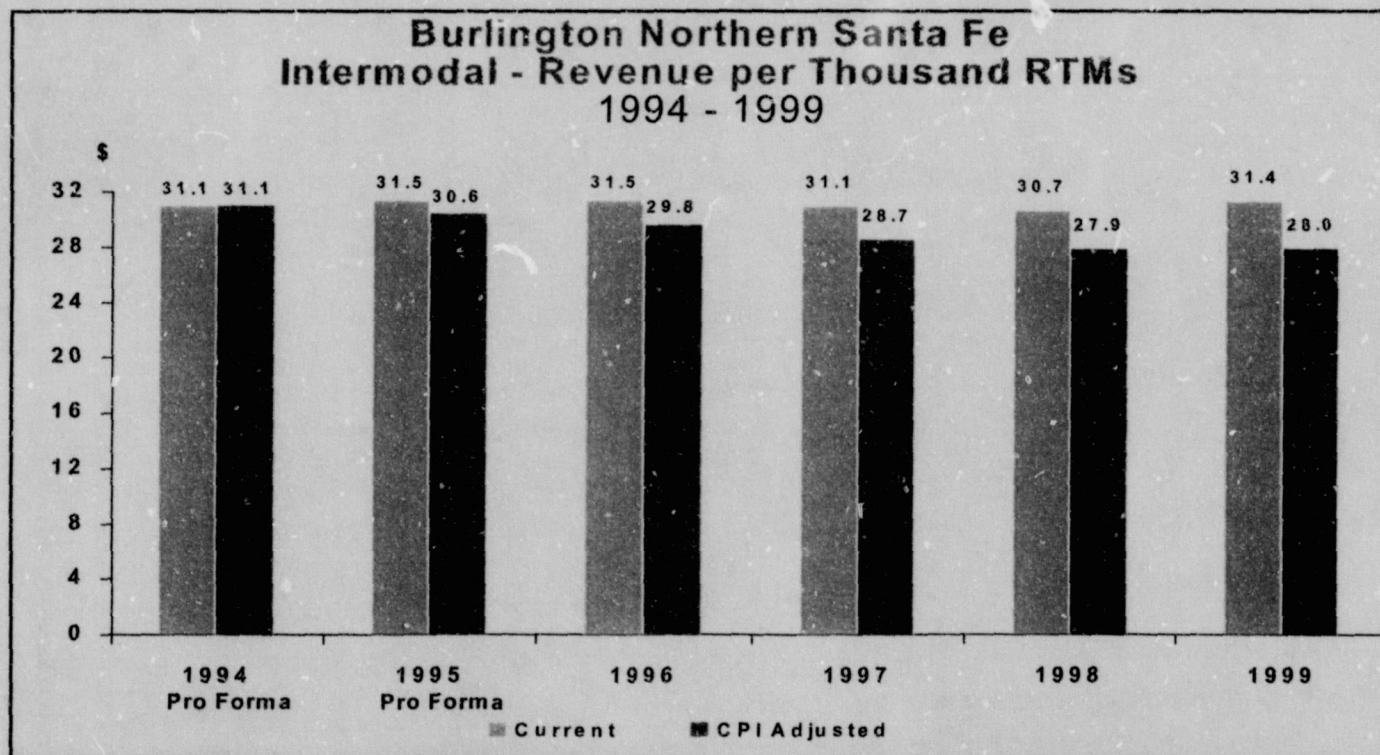


Chart No. 28



*Between 1994 and 1999, rail rates have continued to drop both in current and adjusted (for inflation) terms. Current rates are down 11% in that time period, and adjusted rates are 20% lower.*

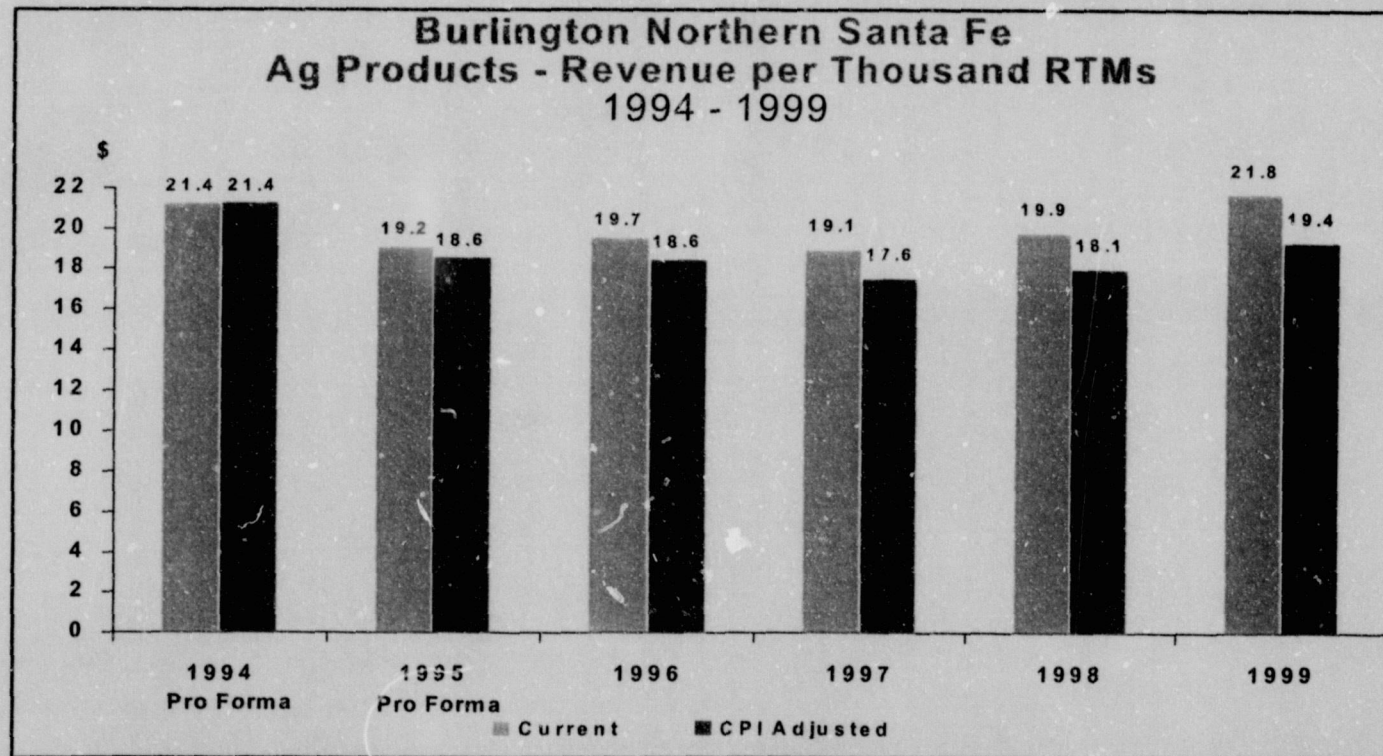
Chart No. 29



**1999 current and adjusted intermodal revenue/1000 RTMs are about 1% higher and 10% lower, respectively, compared with the 1994 levels.**

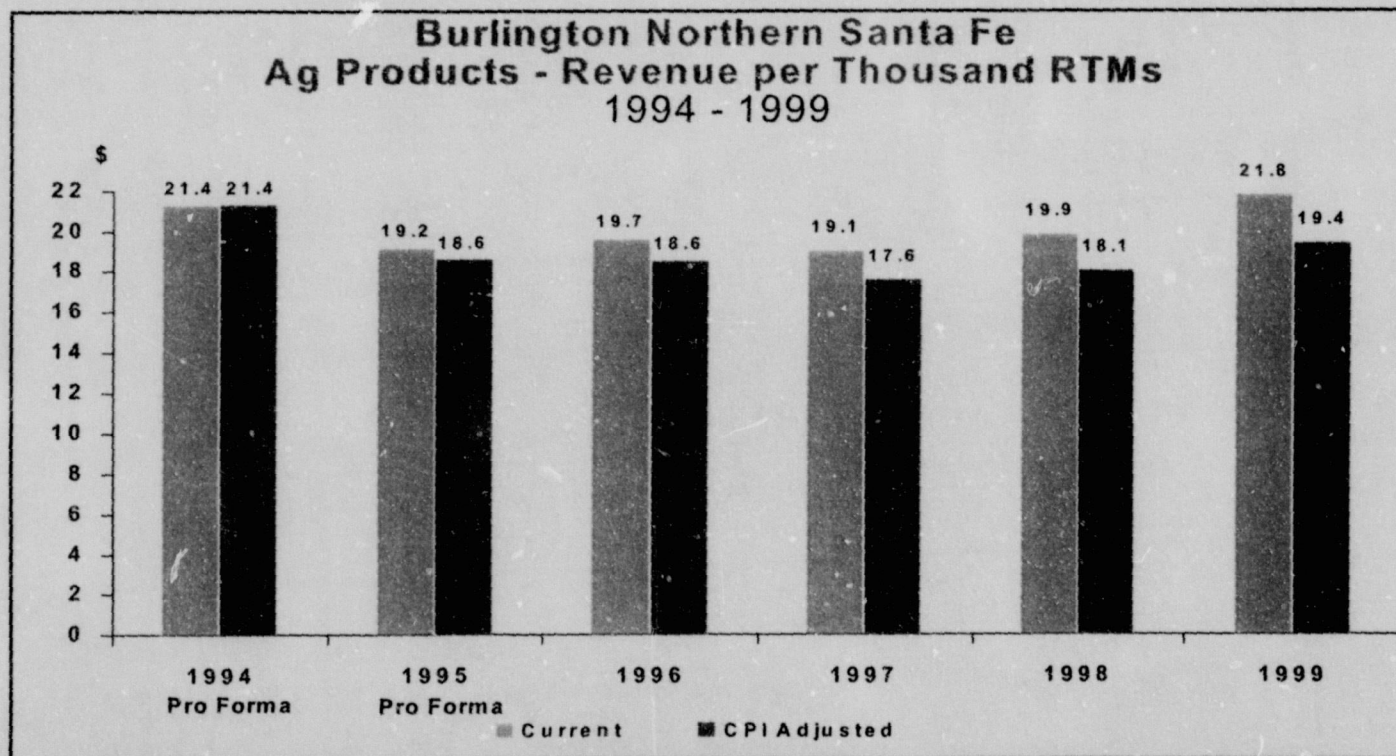


Chart No. 31



***Current ag products revenue per 1000 RTMs rose 2%, and adjusted revenue/1000 RTMs is down 9% since 1994.***

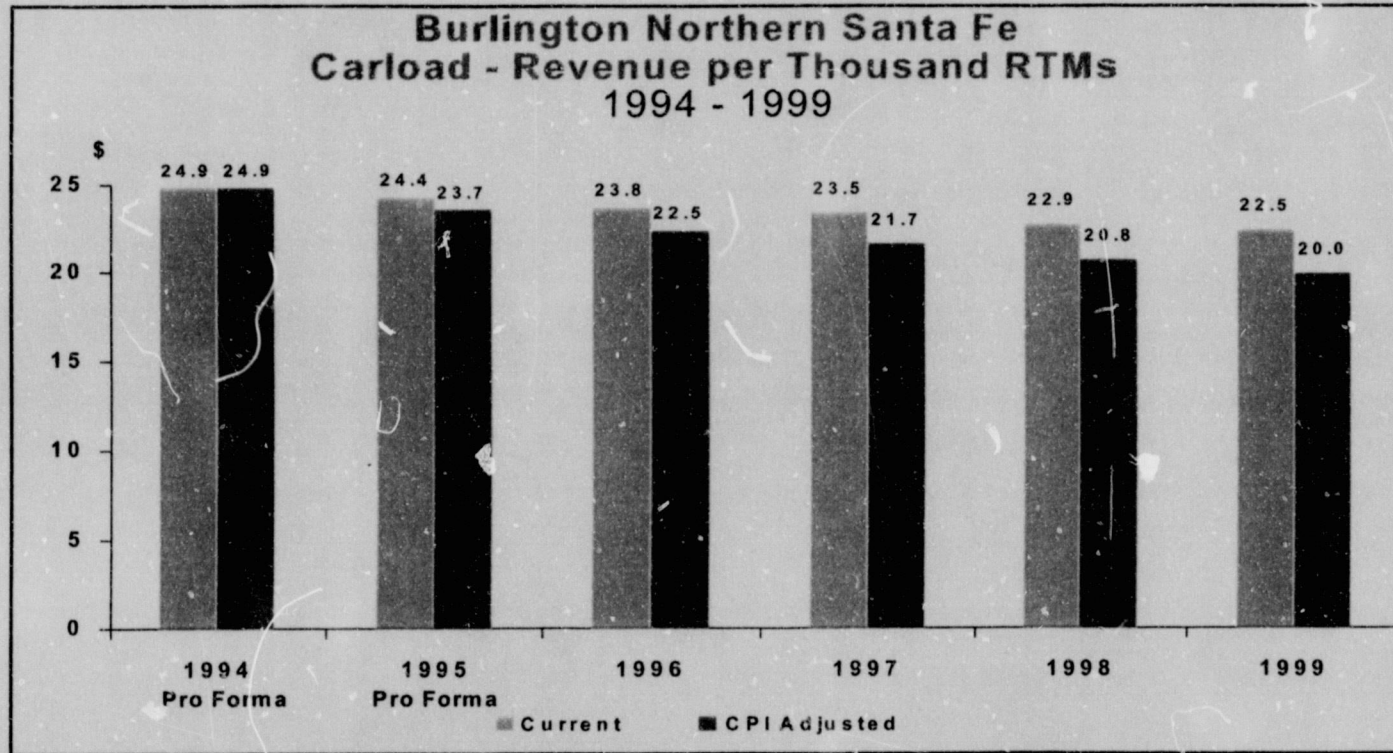
Chart No. 31



**Current ag products revenue per 1000 RTMs rose 2%, and adjusted revenue/1000 RTMs is down 9% since 1994.**



Chart No. 32



**Current carload revenue/1000 RTMs fell 10%, and adjusted revenue per 1000 RTMs slipped 20% since 1994.**

STB

FD-32760

1-18-00

D

196520

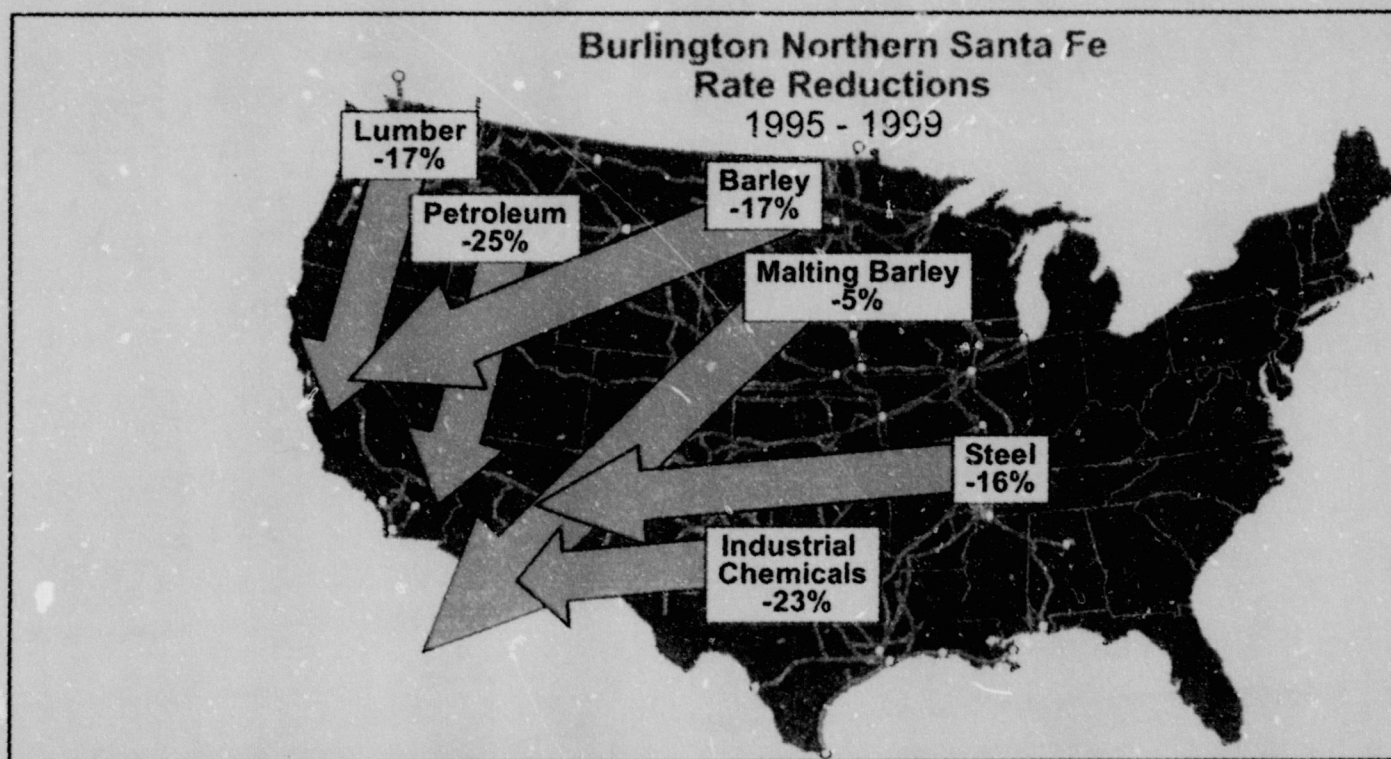
2

OF

3



Chart No. 33



*Between 1995 and 1999, BNSF rates on a number of specific commodities moving on single-line routes have been decreased between 5% and 23% in order to stimulate traffic.*

### C. Efficiency

One of our greatest accomplishments is BNSF's reduction in cost of operating our network between 1994 and 1999. Among the efficiencies BNSF projected in 1994 which would lead to such a reduction were improved equipment utilization due to integrated dispatching and scheduling; consolidation and specialization of mechanical shops; more efficient utilization of personnel, lower equipment maintenance and maintenance of way costs; integrated train operations, and consolidation of duplicative yard and terminal functions. All of these projections have become a reality.

At the macro level, operating expense per 1000 GTMs has dropped 22 percent. When we adjust for inflation -- using a 1994-99 cumulative RCAF factor, the real improvement is more than 27 percent. As we have already pointed out, service was improving while BNSF was reducing its operating costs. Obviously, this significant increase in efficiency is what has allowed BNSF to reduce real rail costs for our customers during this time period.

Equally important, these improvements were not made at the expense of our employees. Although employment has been reduced from 45,700 employees in 1994 to 42,600 employees in 1999, BNSF has hired about 16,300 employees during that time, about 90 percent into various union crafts. Train, engine and yard crews and maintenance employment have now stabilized at pre-merger levels. We have made little or no reductions in those fundamental areas that could affect safety or service. Since 1995, executive, professional and administrative employment on the other hand has been reduced 27 percent and accounts for most of the reductions. We were able to do this because of two actions: centralization of clerical activities on the former BN which probably



## Efficiency

would have occurred absent a merger, and the combination of staff functions that led to elimination of redundant positions as a result of the merger. As Chart 45 shows, BNSF has continued to improve its efficiency as measured in GTMs per employee, which have risen 46 percent since 1994.

Efficiency improvements have also been made as a result of our large investment in new locomotives. Without an adequate supply of well-maintained road locomotives, BNSF would not have been able to meet the volume demands of our shippers and their expectations for consistent, damage-free and on-time service. In response to business increases, BNSF has grown its locomotive fleet by some 900 units, or 22 percent, since 1994 while total available horsepower has grown by about 40 percent, as shown in Chart 46. Older, less efficient units have been replaced with new, higher horsepower and more environmentally efficient locomotives.

Having enough locomotives is not enough; they must be used efficiently. BNSF tracks fleet efficiency several ways. One is locomotive utilization, which indicates the percentage of time a road locomotive is utilized in train service. Chart 47 shows that the time locomotives spend performing work has risen from 79.7 percent to 85.3 percent, a 7 percent improvement, between 1994 and 1999. Another measure of efficiency is road locomotive velocity, reported in miles per day, which BNSF began tracking in 1996. Road locomotive velocity has increased 13 percent in the last three years, as indicated in Chart 48.

BNSF began tracking "trains held for power" during the period of rail congestion in 1997 and 1998. Chart 49 shows that the number of trains held for power each day in the

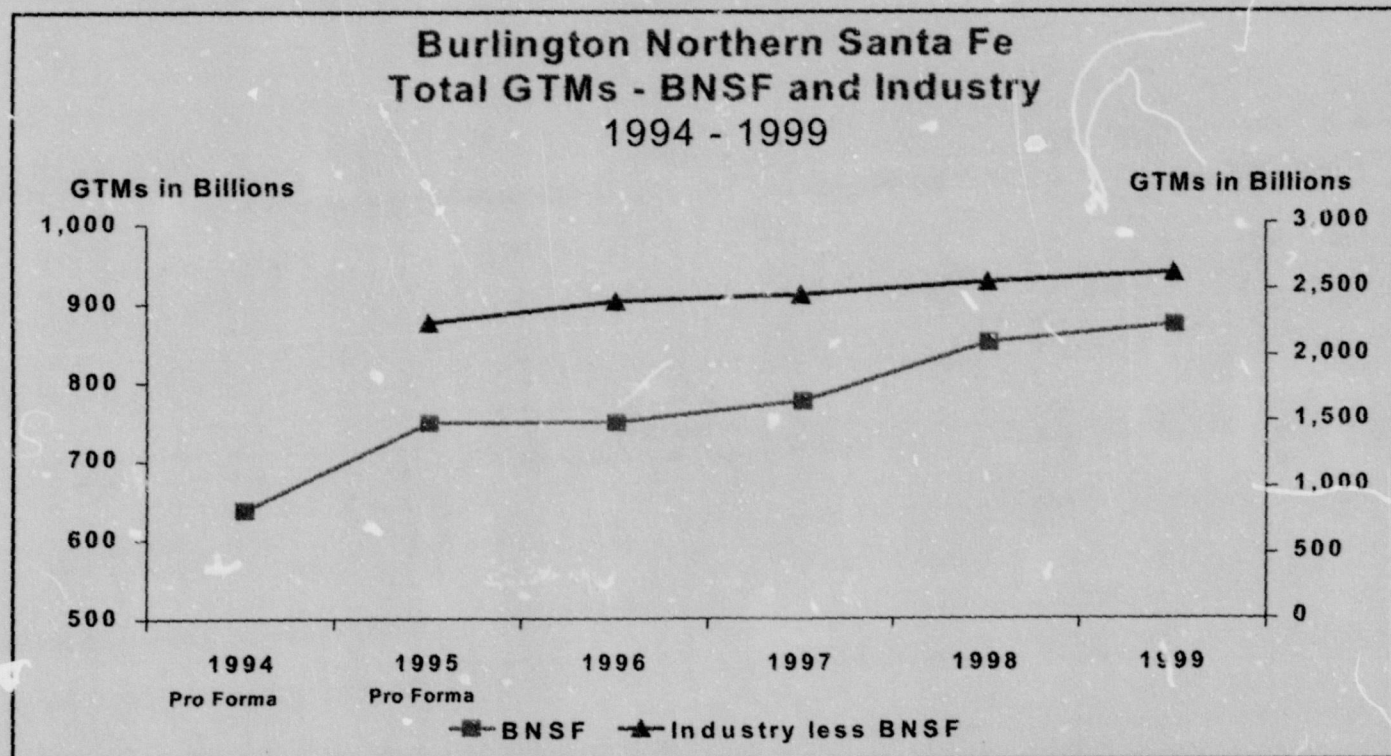
## Efficiency

second half of 1999 dropped 66 percent from peak 1998 levels. We also have been able to put locomotives in storage in order to respond to peak volume demands. During the second half of 1999, we had many days when no trains were held for power.

Providing consistent service to customers also requires an adequate car supply and efficient utilization of car inventory. In our 1994 merger application, BN and Santa Fe pointed out that customers on both railroads would realize benefits from combining car fleets and improving utilization for the benefit of the customer's supply requirements. This has happened. BNSF's car fleet in 1999 was slightly larger than it was at merger, as Chart 50 shows. Improved cycle times have allowed us to store a significant portion of the fleet, at times as much as 10 percent. As a result, the car fleet inventory decreased by 1 percent since 1996, while we have added approximately \$1 billion of revenue. Between 1996 and 1999, active car velocity has increased almost 30 percent as Chart 53 points out.

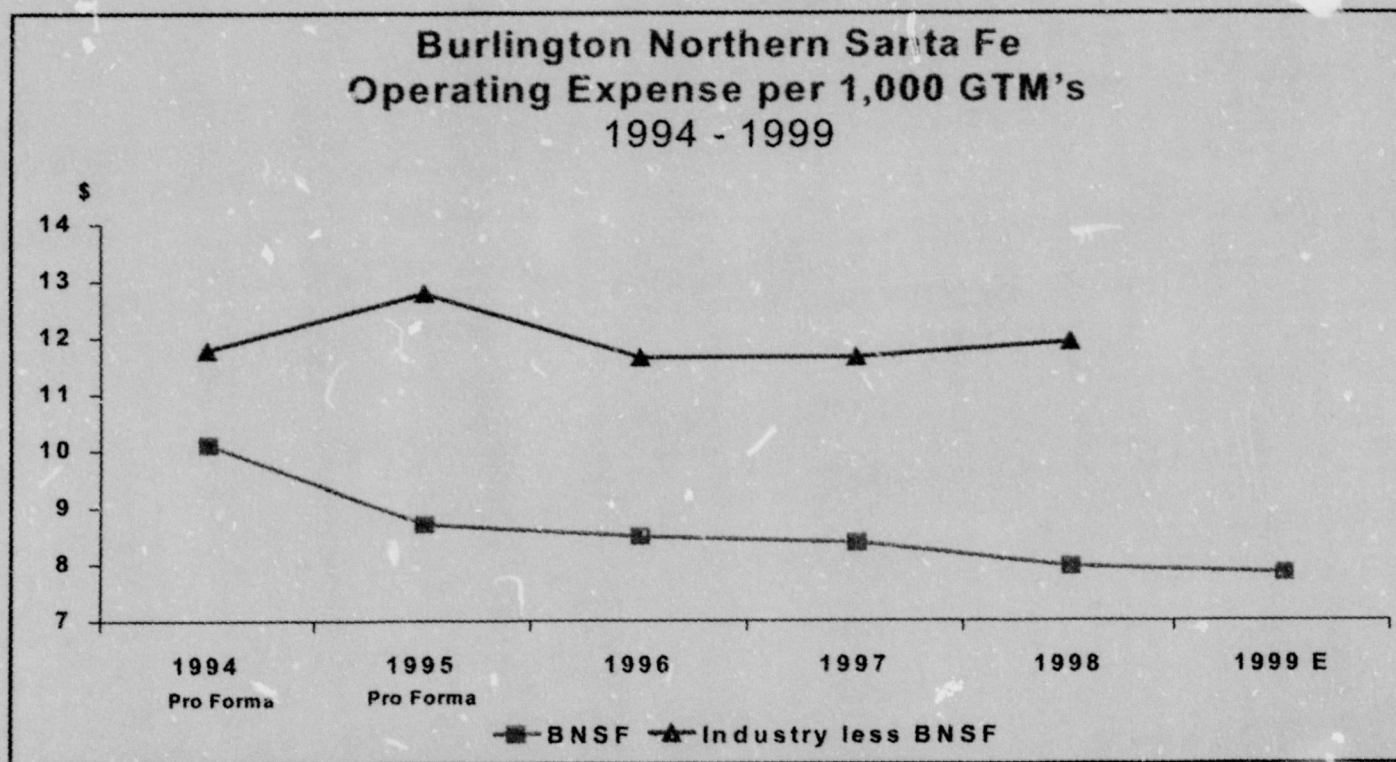


Chart No. 34



***BNSF has been handling increased GTMs relative to the other Class 1 railroads.***

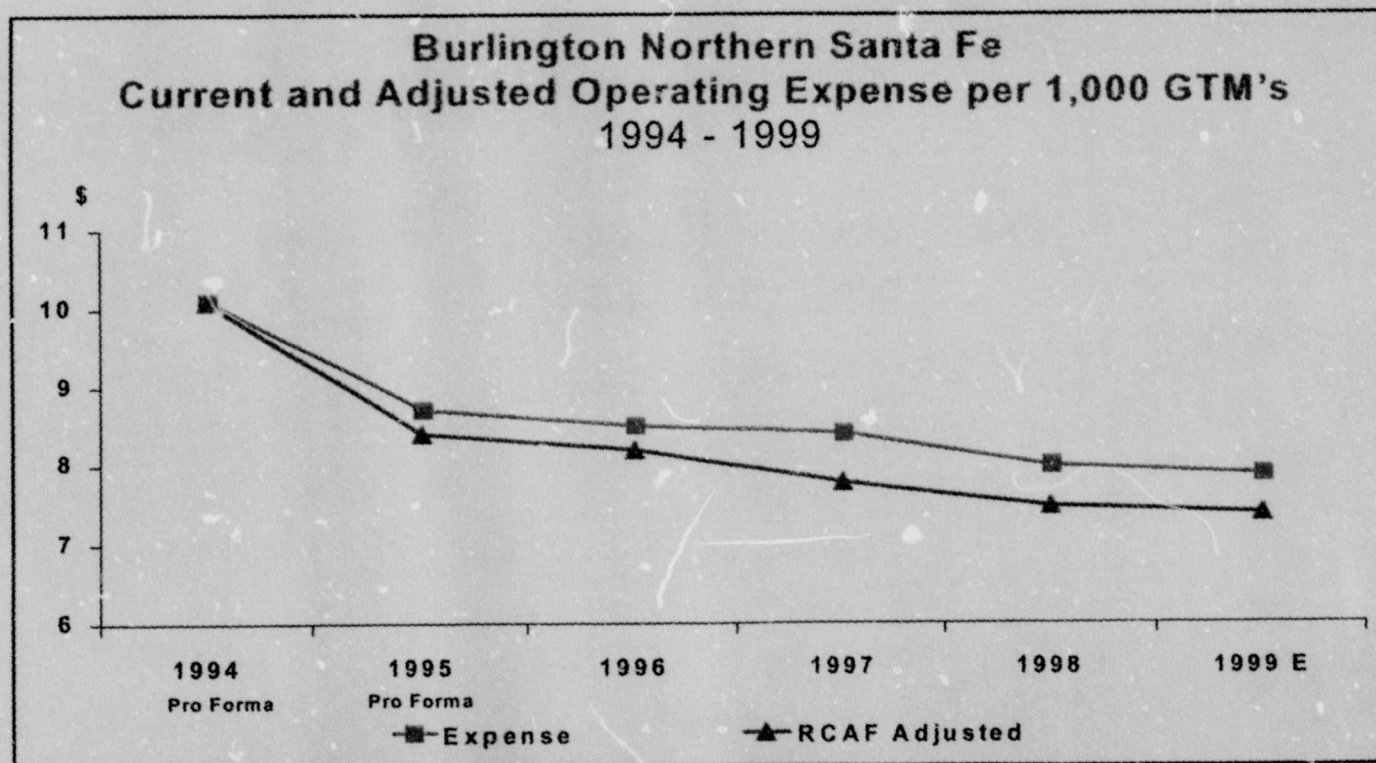
Chart No. 35



***BNSF's operating expense per 1000 GTMs has been reduced about 22% since 1994, while the industry has shown little or no improvement.***

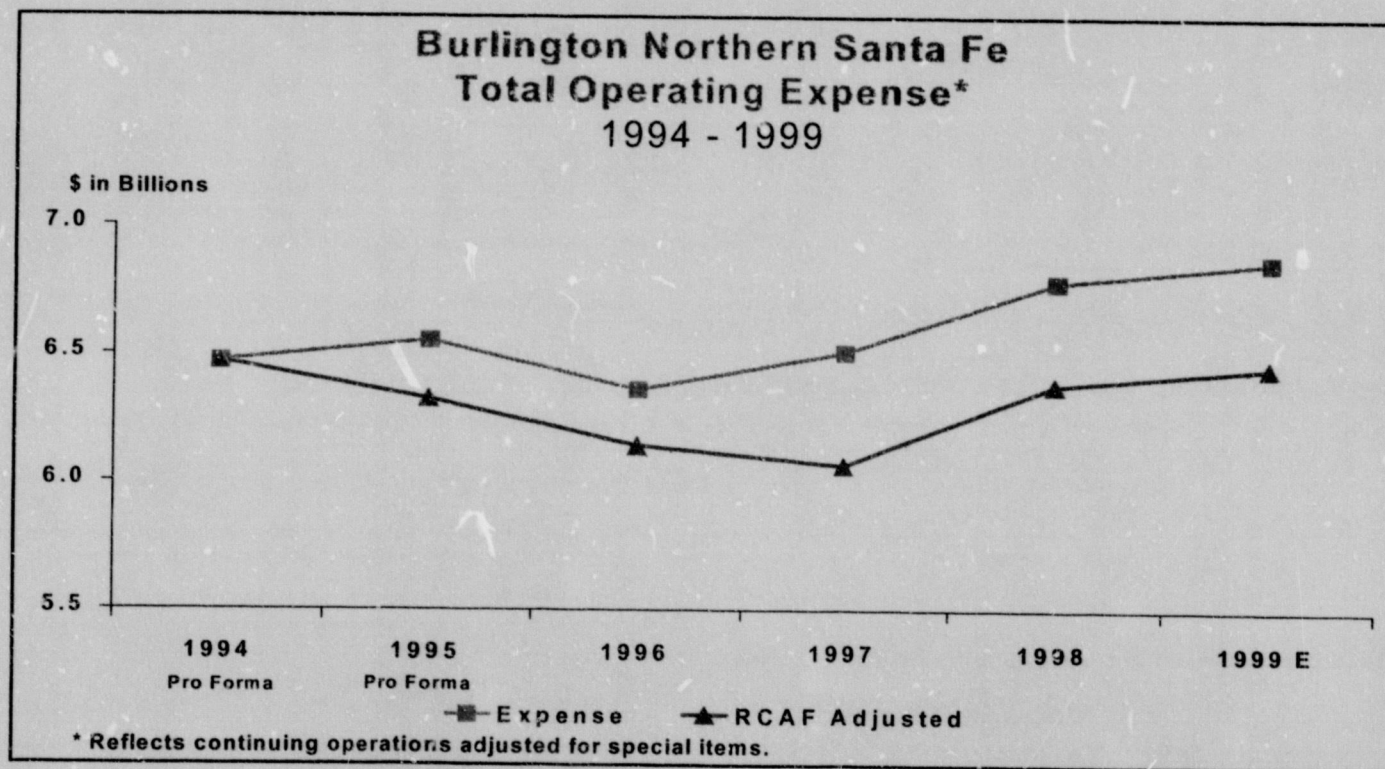


Chart No. 36



**Since 1994, BNSF's operating expense per 1000 GTMs has been steadily decreasing, 22% and 27% in real and adjusted terms respectively, and is now the lowest in the industry.**

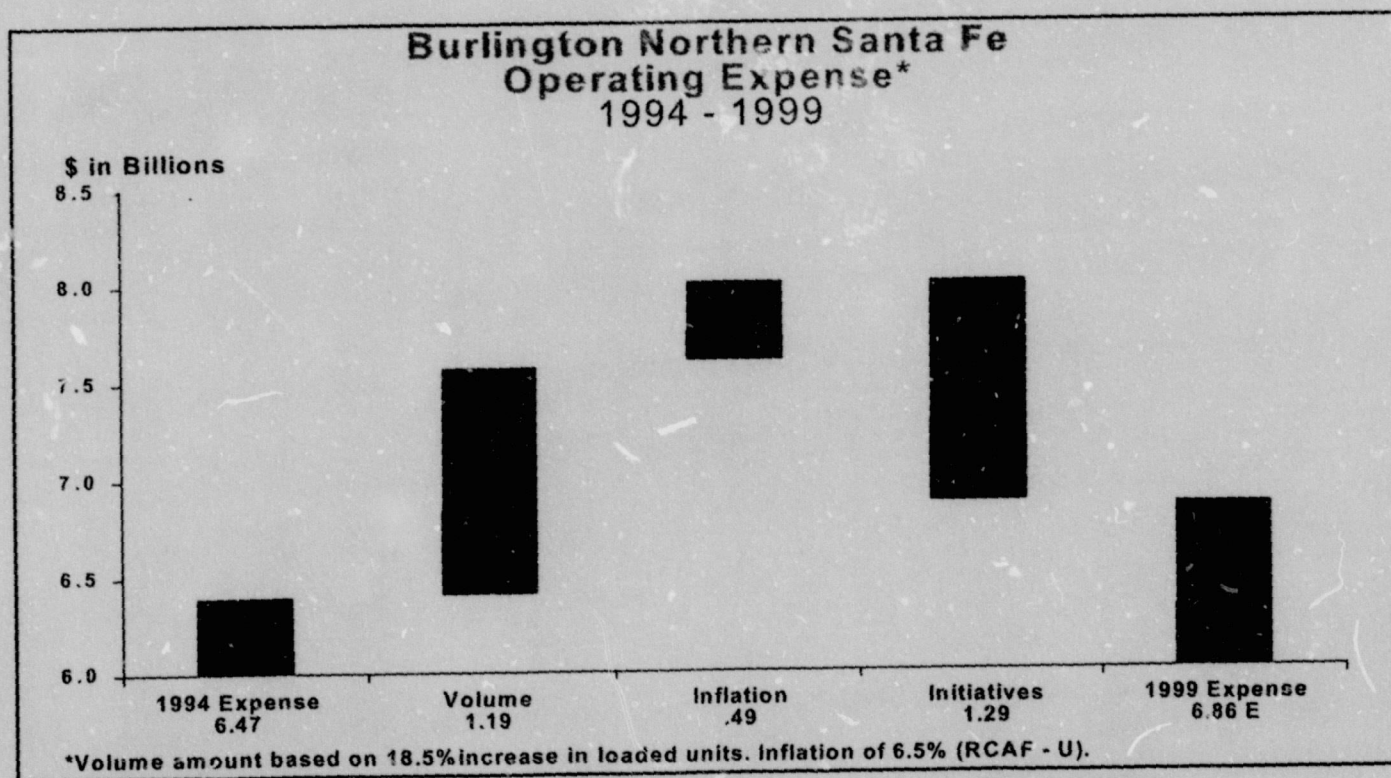
Chart No. 37



**Although total operating expenses have risen about \$400 million since 1994, more than \$1 billion of new revenue has been added. On an inflation adjusted basis, operating expenses have been flat.**

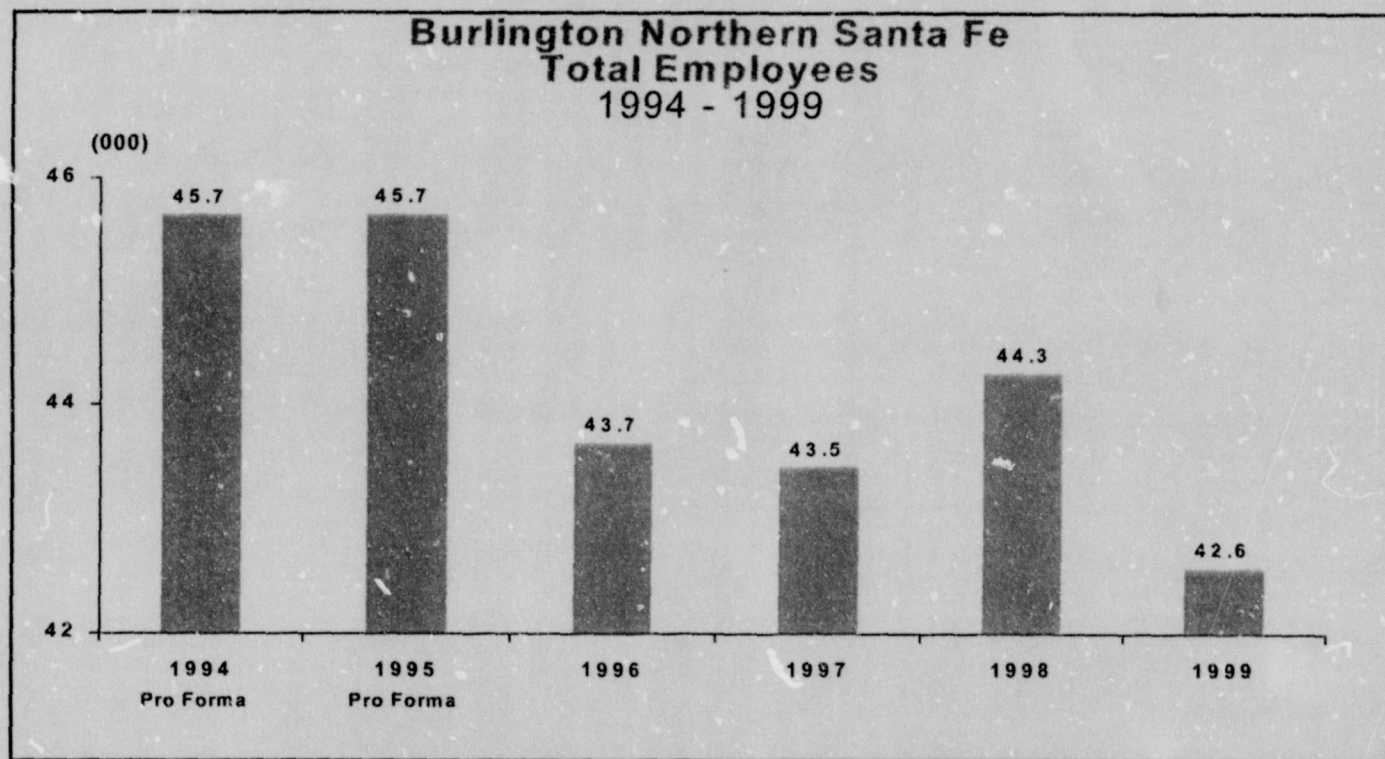


Chart No. 38



***This waterfall chart shows that BNSF's efficiency reduced overall expenses almost 2.5 times as much as the 6.5% inflation (RCAF factor) added.***

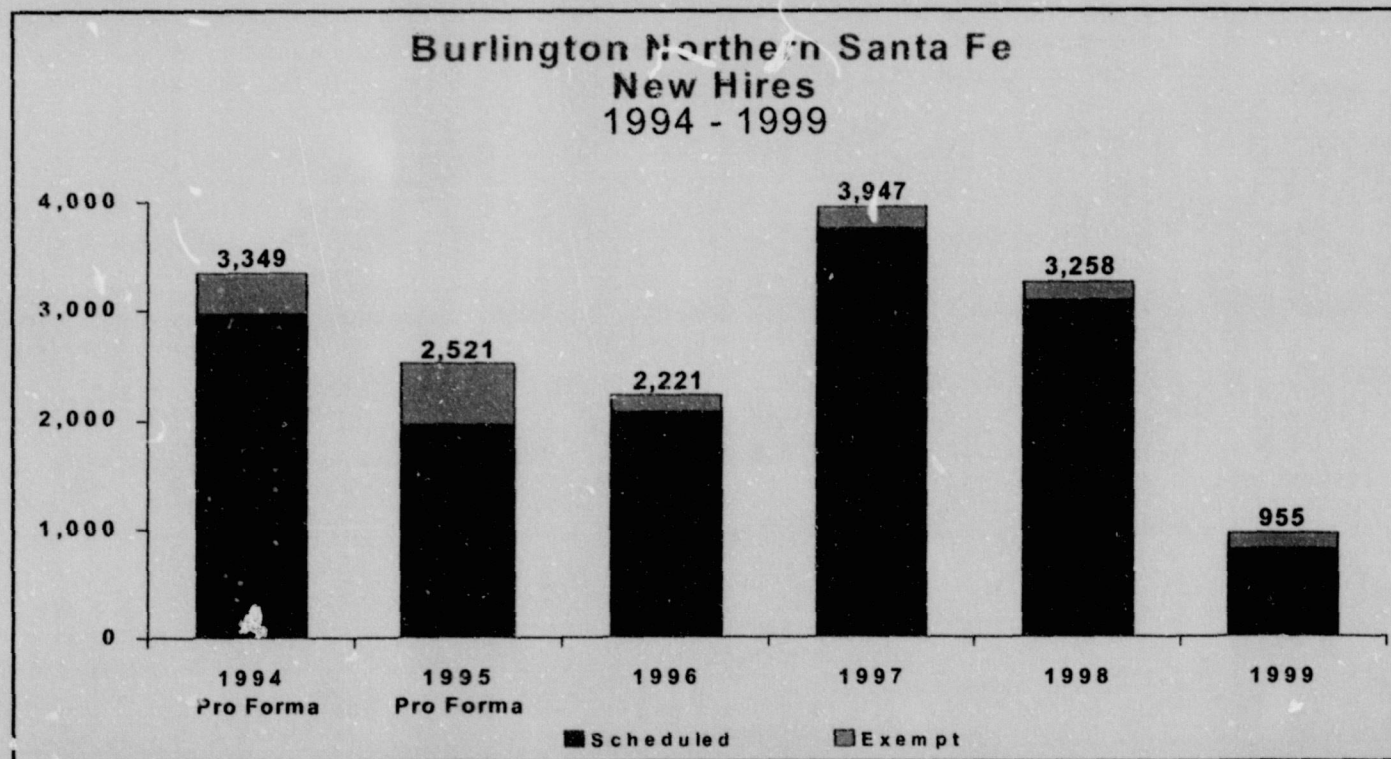
Chart No. 39



**Employment has dropped 3,100 since 1994-95, a 7% reduction.**

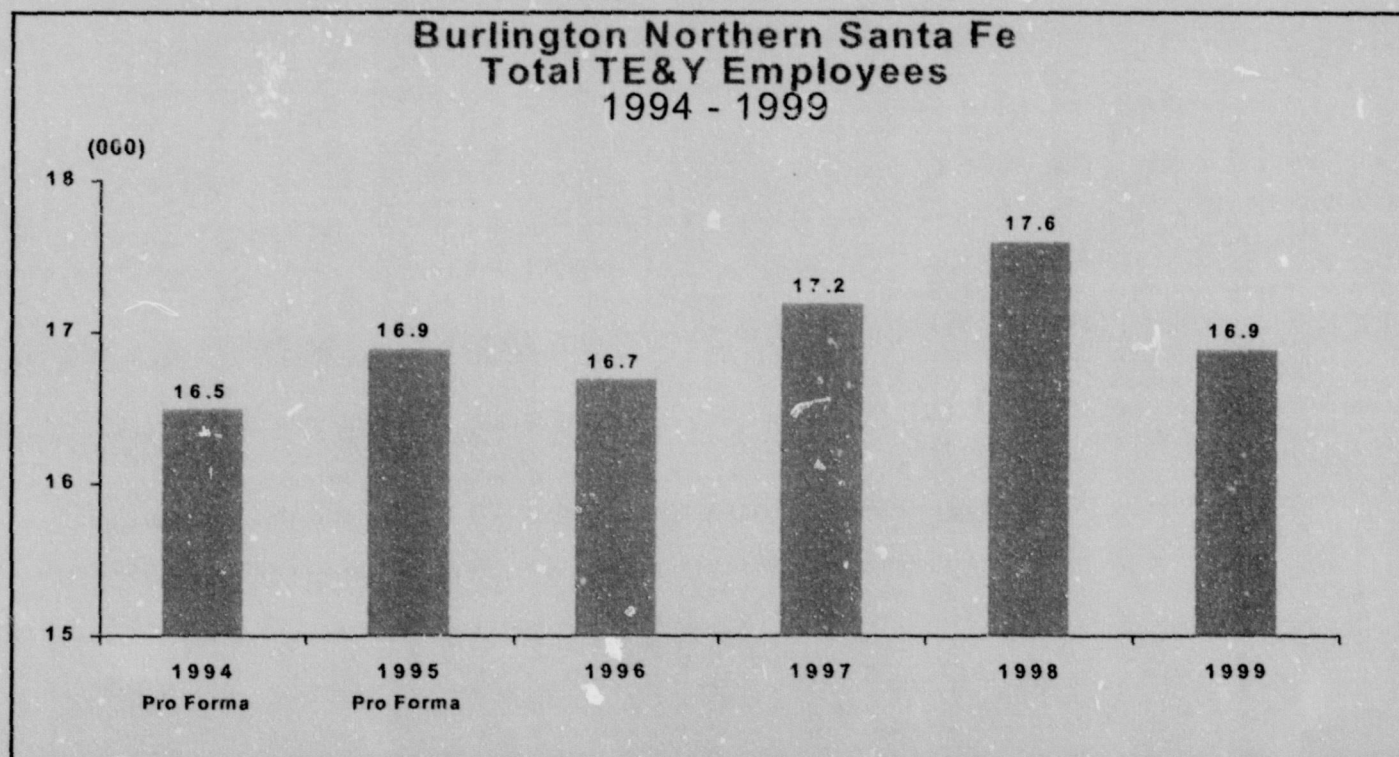


Chart No. 40



**Over the 1994-99 period, we have hired about 16,000 employees, about five times the overall workforce reduction of 3,100 that occurred during that time period. About 90% of the new hires were in the union ranks**

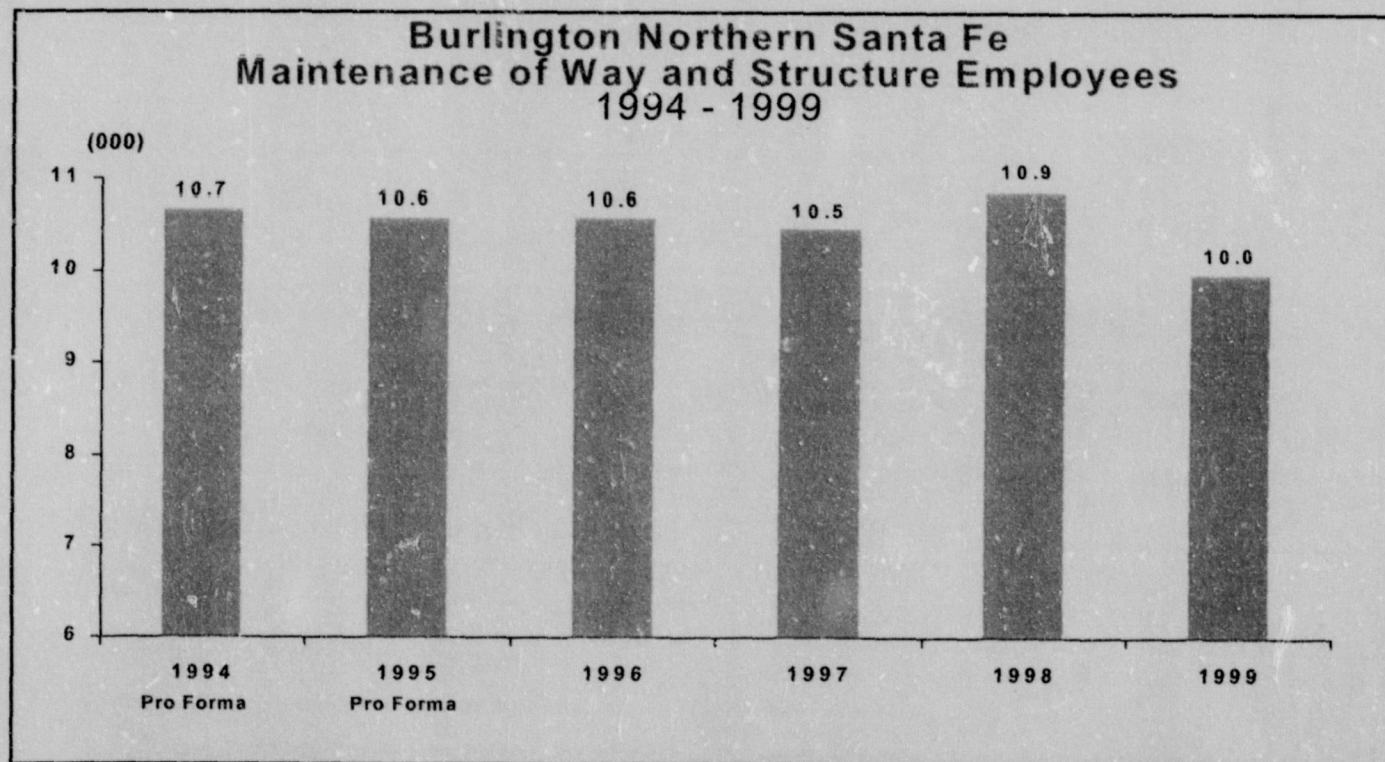
Chart No. 41



***After a small reduction in 1996, TY&E employee count rose steadily through 1998. It has returned to 1995 levels, and now is even with 1995's level. Meanwhile, the railroad has become more efficient and a great number of 12-hour tieups, dead heads, held away payments, and other penalties have been eliminated.***

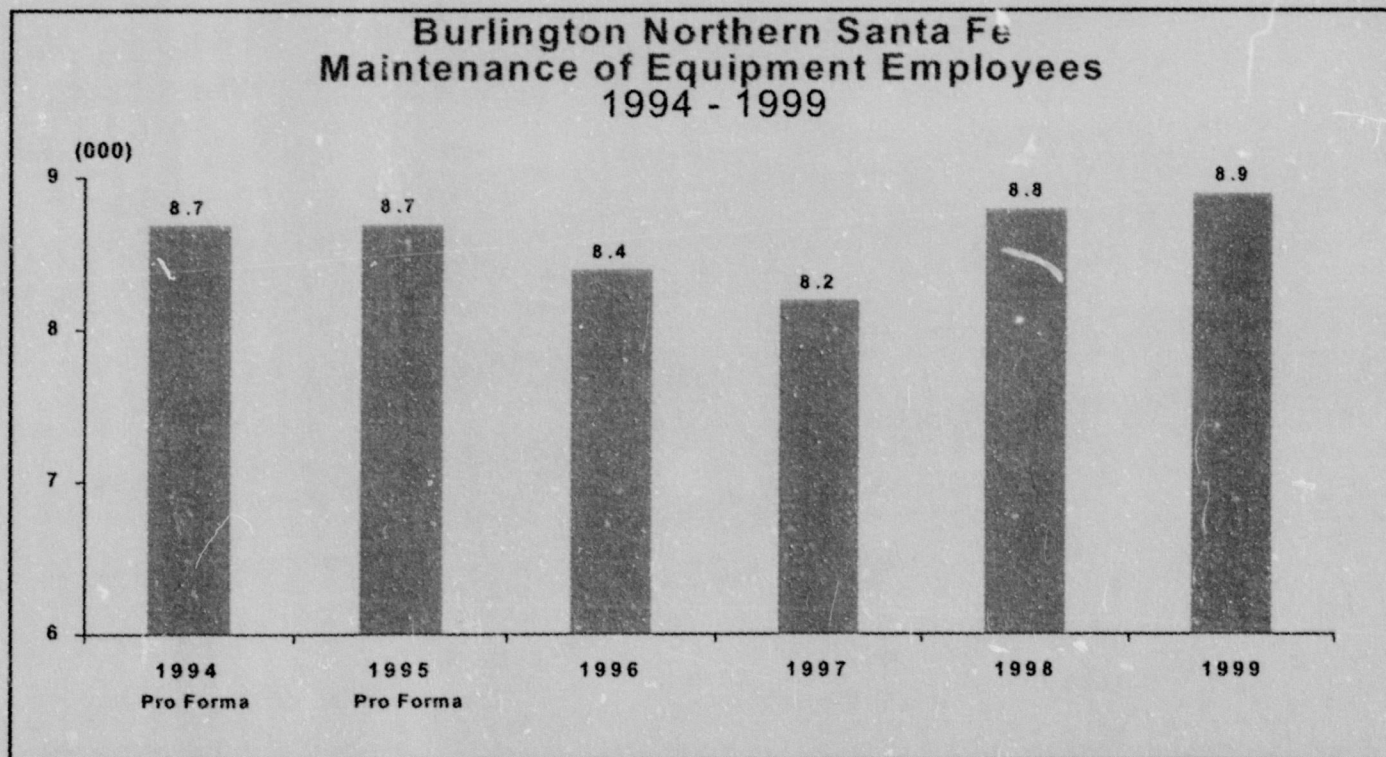


Chart No. 42



***Maintenance of way employment has been static with a 600, or 6%, reduction occurring in 1999 compared with 1995.***

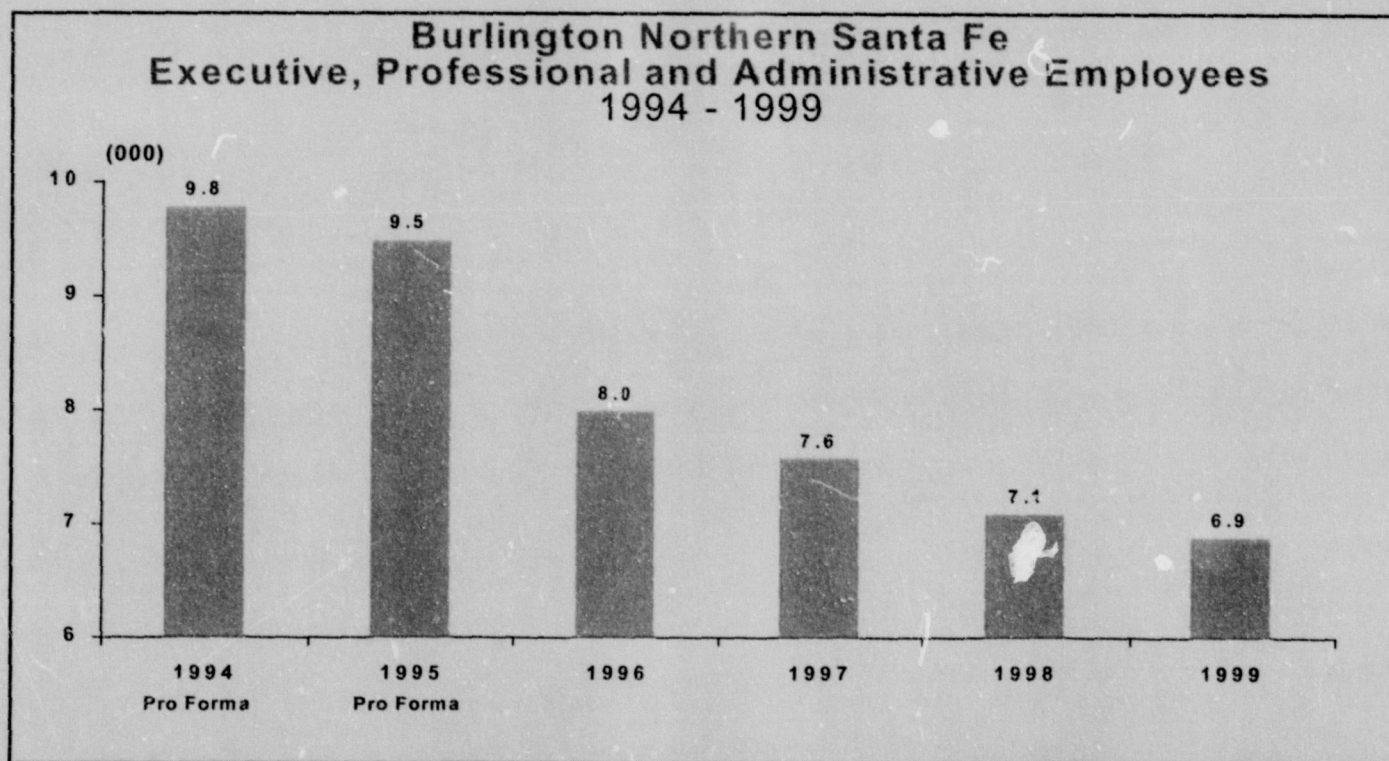
Chart No. 43



***After a drop in 1996 and 1997, maintenance of equipment employment has risen about 2% compared with pre-merger levels.***



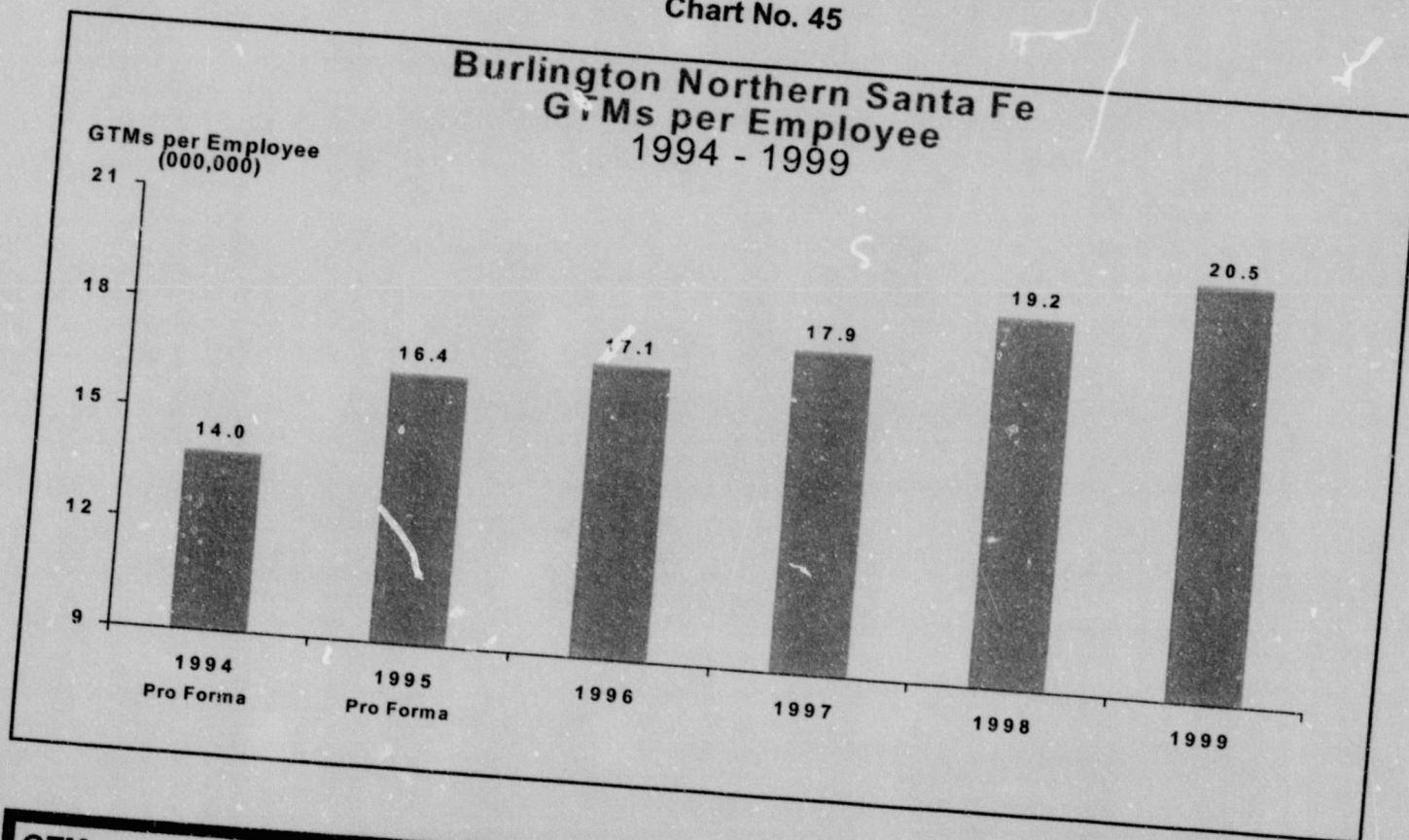
Chart No. 44



***The brunt of employee reductions has come in the executive, professional and administrative areas, due to clerical consolidation and elimination of redundant staff positions resulting from the merger. Since 1995, employment in this category has dropped by 2,600 jobs or 27%.***

Chart No. 45

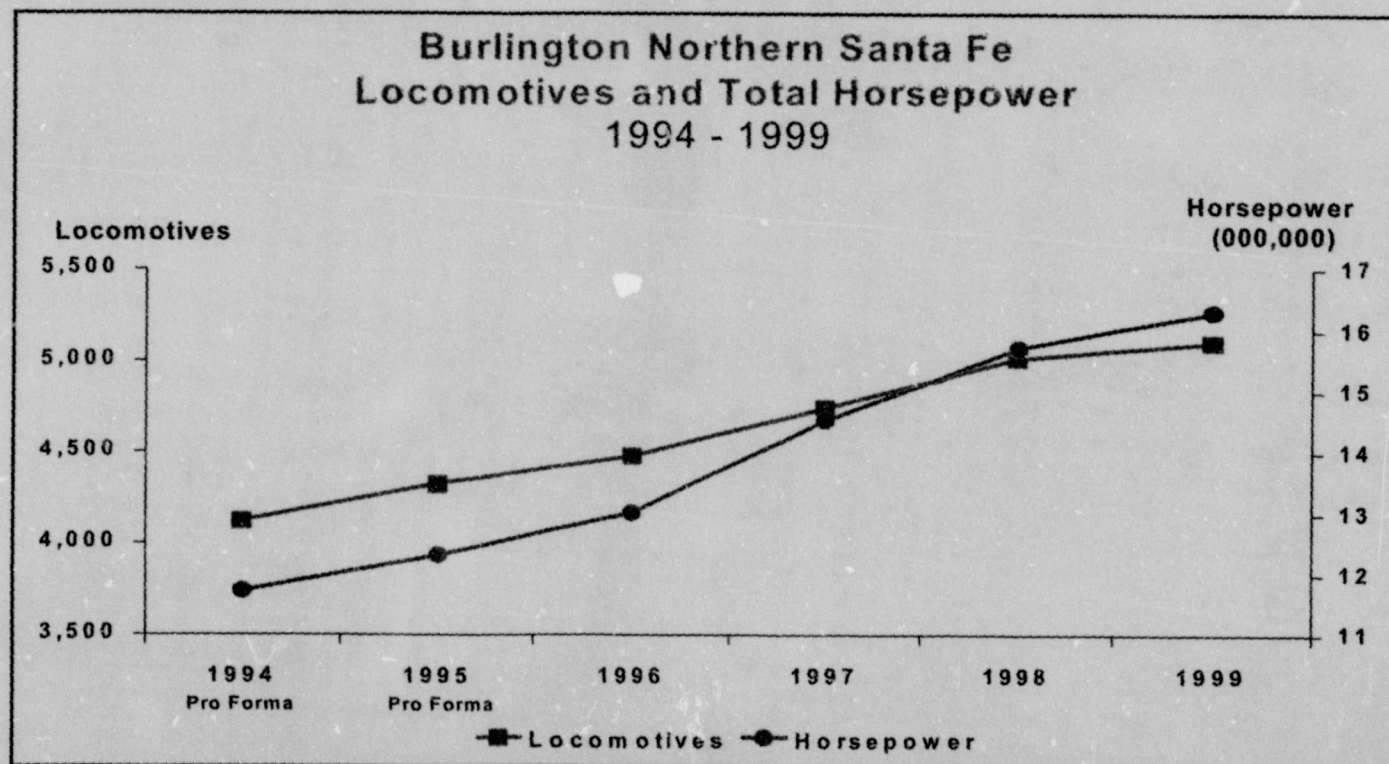
Efficiency



**GTM's per employee have increased 46% since 1994.**

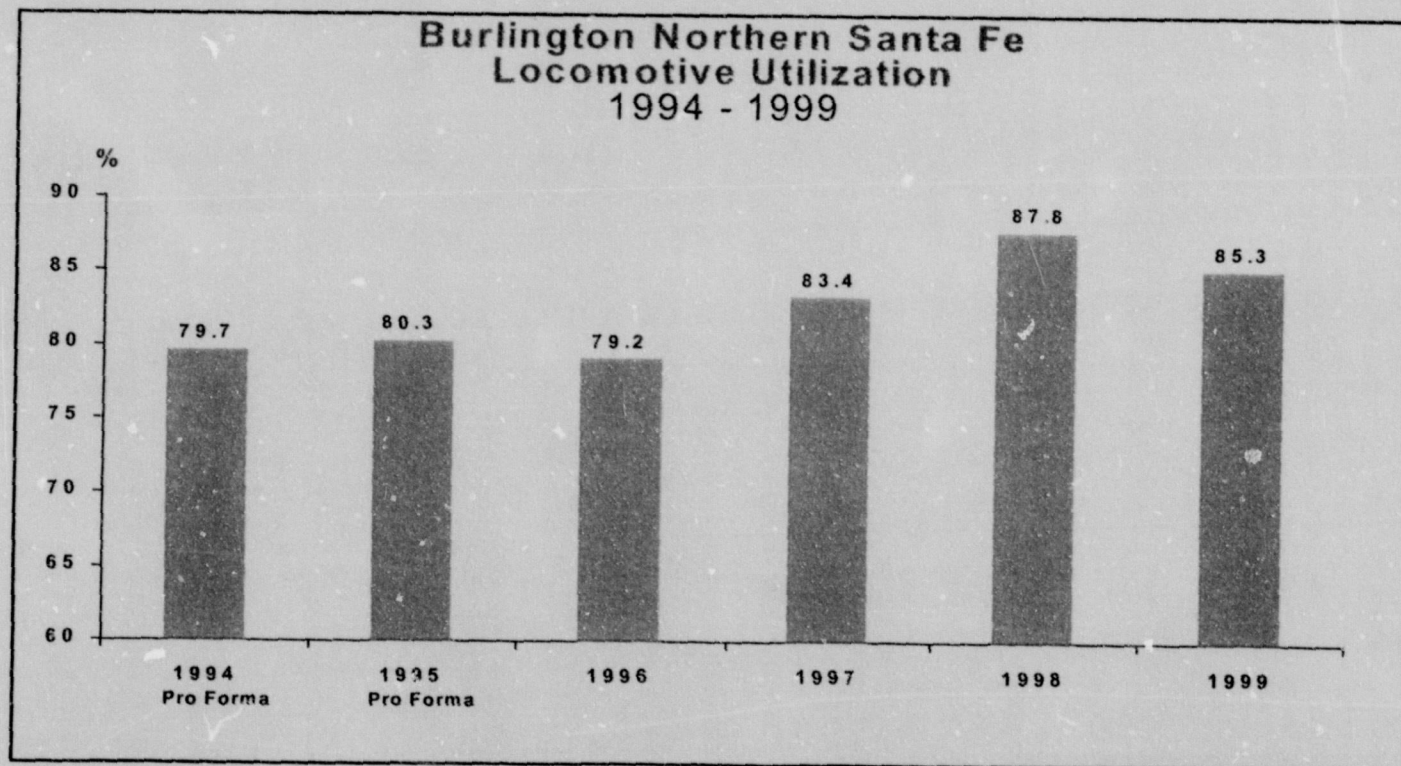


Chart No. 46



***The road locomotive fleet has grown by 900 units, or 22% since 1994. Available horsepower has grown by about 40%.***

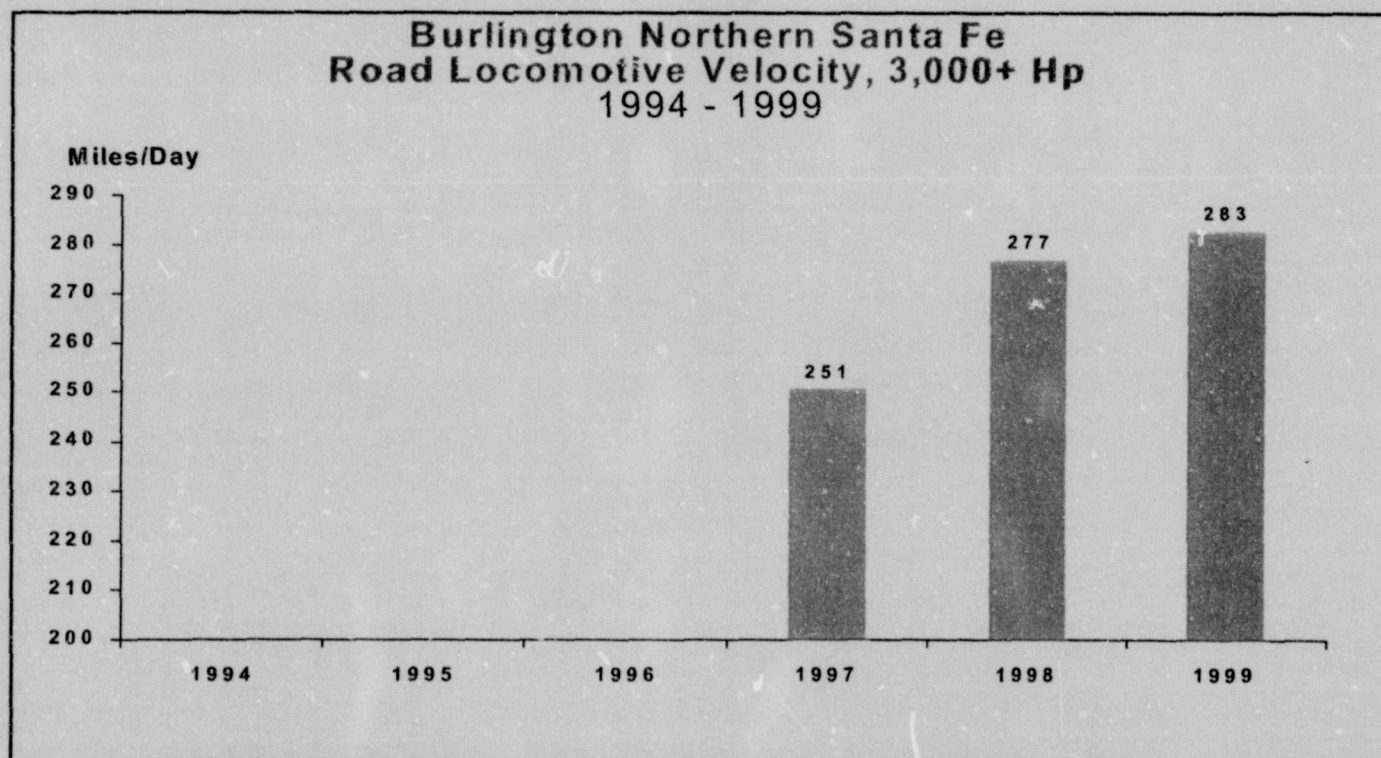
Chart No. 47



***After peaking during the power shortage years of 1997 and 1998, the percentage of time that locomotives are actually pulling trains in 1999 has risen about 7% since merger.***

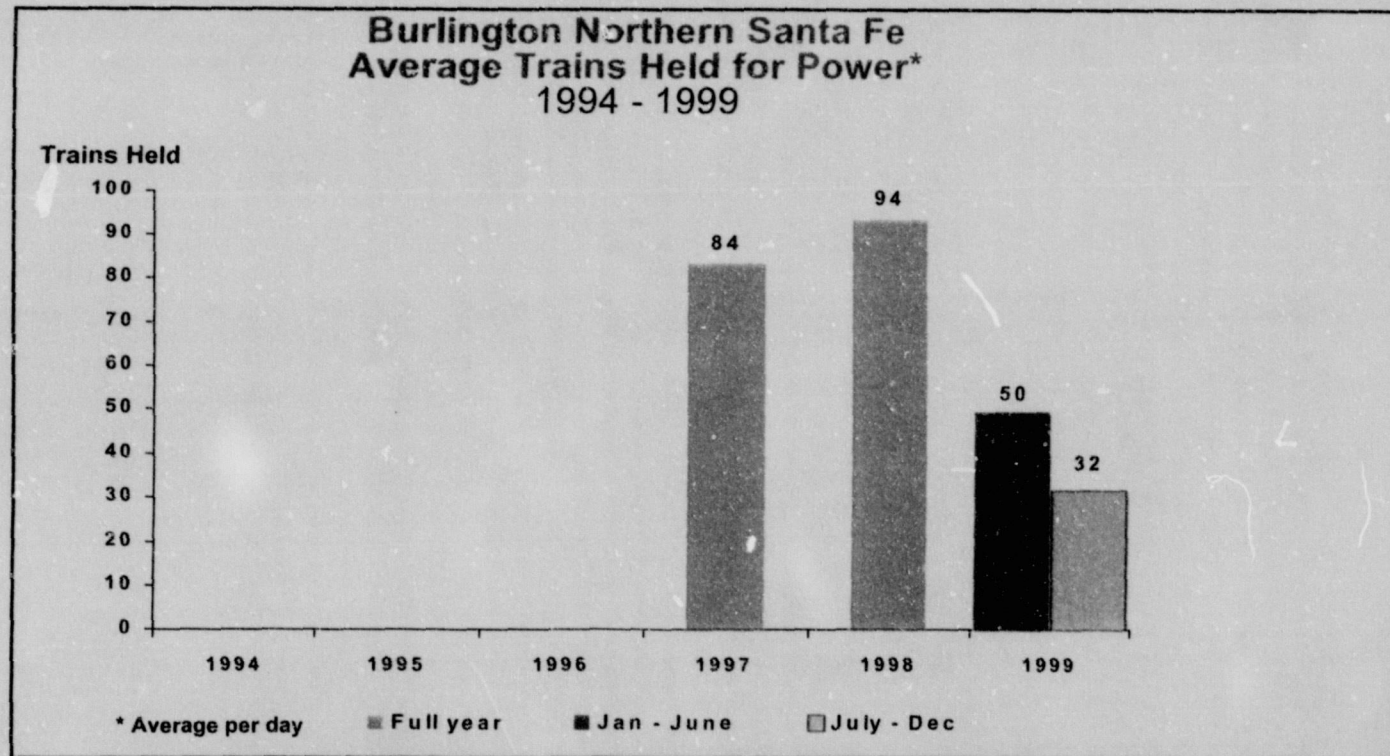


Chart No. 48



**Over the last two years, road locomotive velocity has increased 13%.**

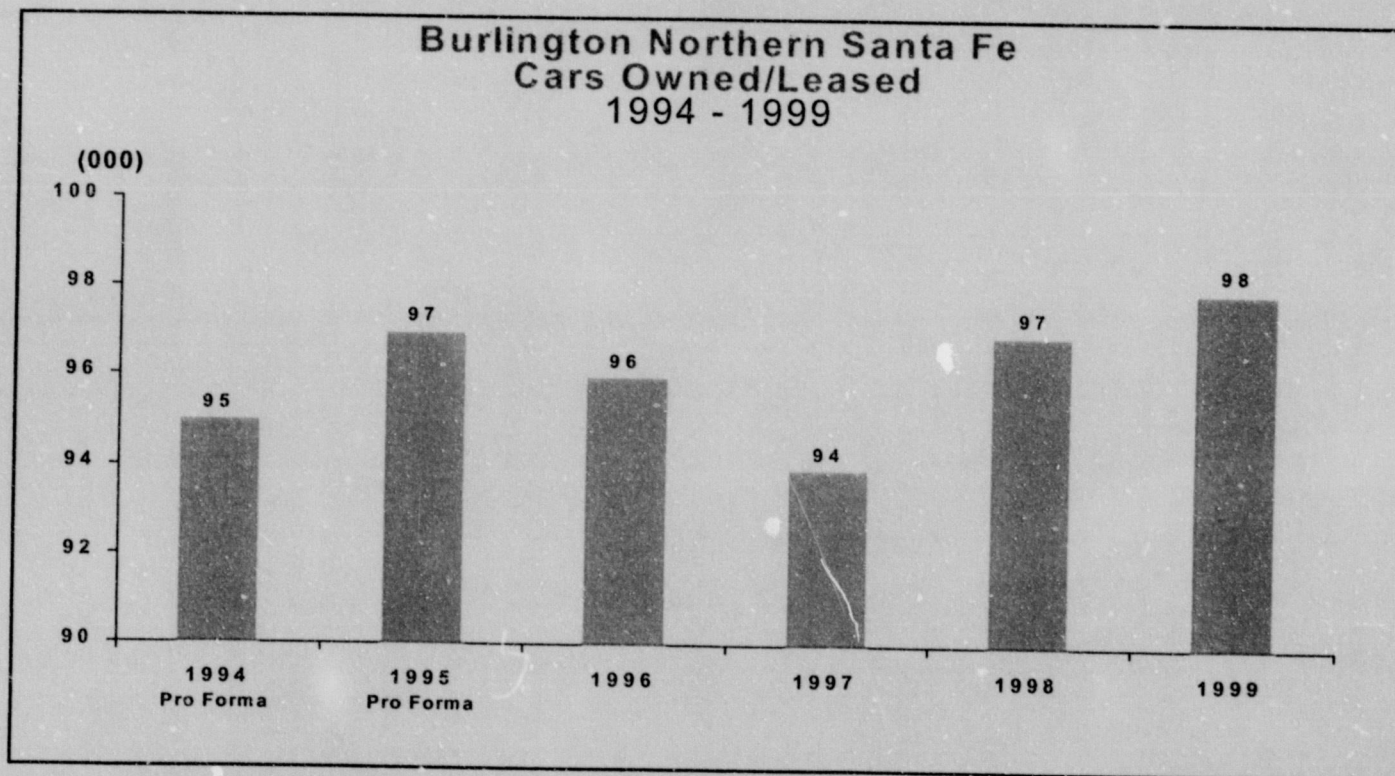
Chart No. 49



**After reaching a peak in 1998, the number of trains held for power in the second half of 1999 dropped 66%.**

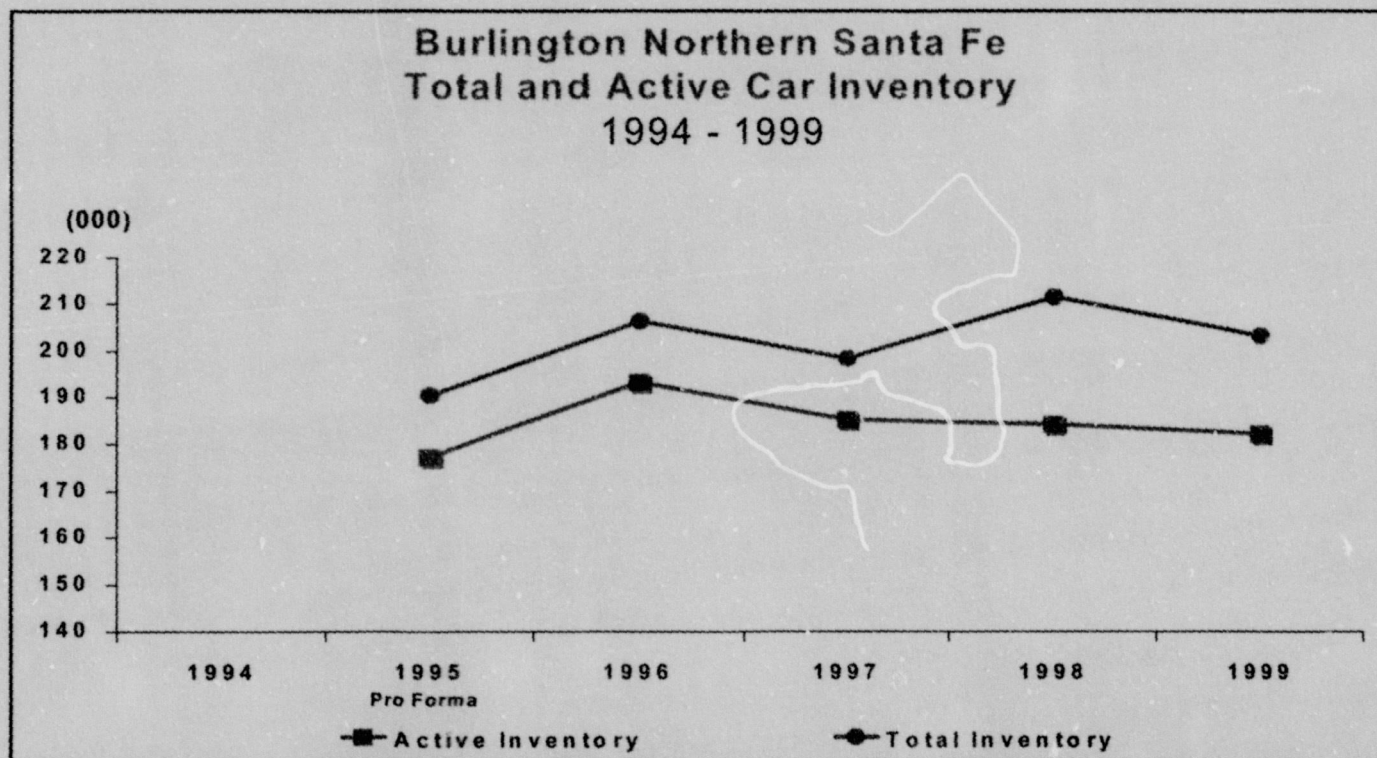


Chart No. 50



***While the number of cars owned or leased has varied slightly from year to year, the total at year-end 1999 was 1,000 cars higher than in 1995.***

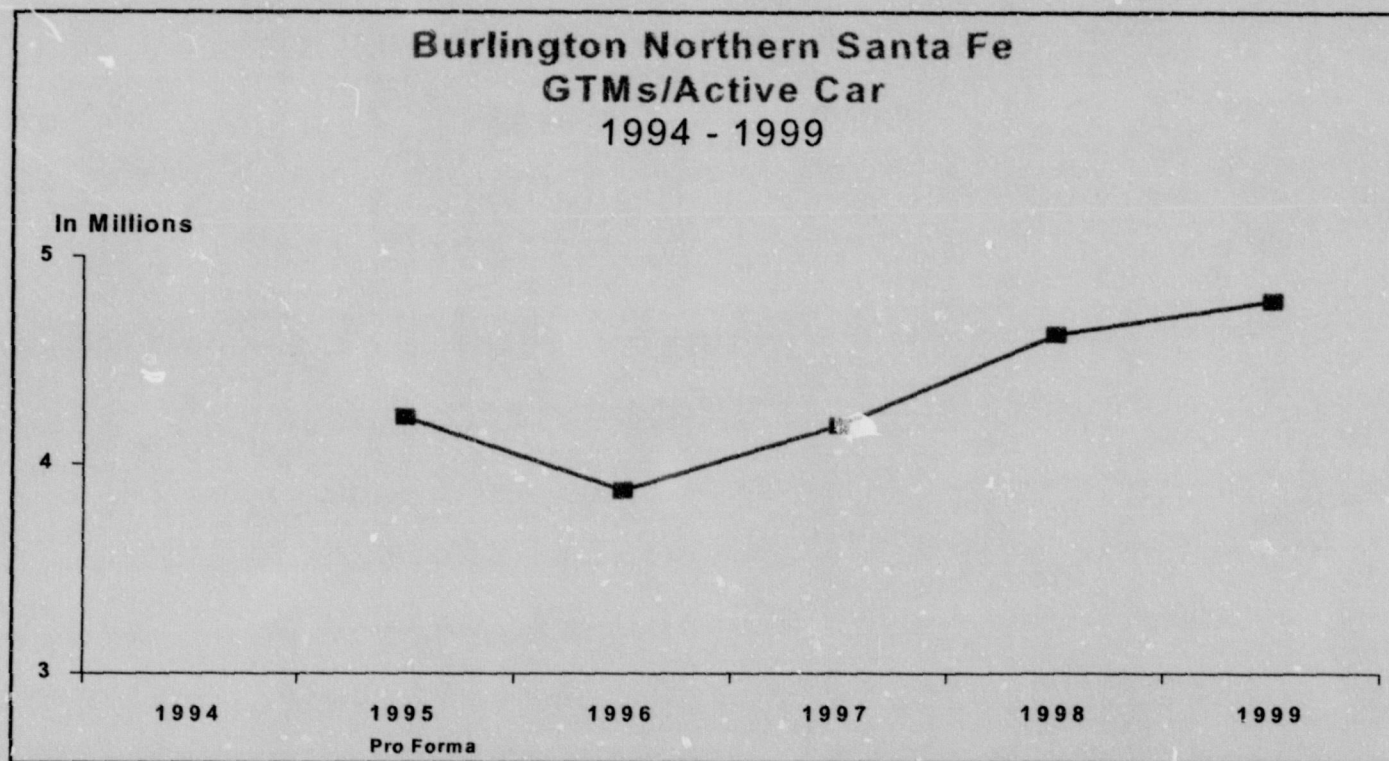
Chart No. 51



*Since 1996, total car inventory has decreased 1% and active car inventory has decreased 6%, while BNSF moved an additional 1.1 million units, a 15% increase.*

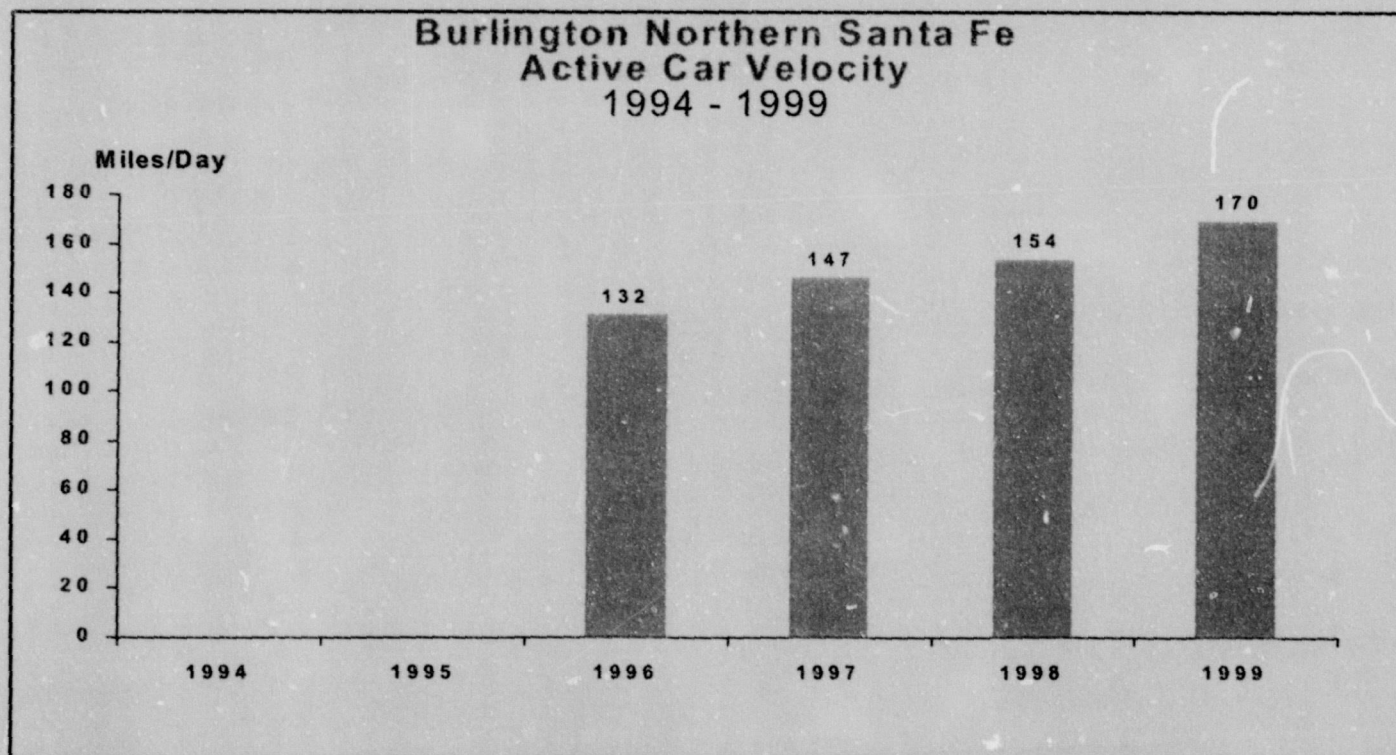


Chart No. 52



*Since merger, GTMs per active car have increased about 20%.*

Chart No. 53



***In the three years since 1996, active car velocity has increased 29%.***



#### **D. Financial Performance**

The increased business brought on by capacity enhancements, improved service and more efficient operations has led to improved financial performance, which is key to our continuing to meet our shippers' expectations.

Operating income reached an estimated \$2.24 billion in 1999 and has compounded at a 13.5 percent rate since 1994. Our operating ratio has decreased 9 points since 1994, reflecting the efficiencies and improvements discussed earlier. Net income has increased at a compounded rate of 16 percent per year. Earnings per share has increased at a compounded 19 percent rate. When we announced our merger in 1994, we said that we would spend about \$1.5 billion in capital investment in the first full year of operation. Our steadily improving financial performance allowed BNSF to exceed that figure in 1996, and we have spent almost \$10 billion in capital for the benefit of its customers in the four years since the merger. The level of spending and the improvements we have made are unprecedented in recent rail history and are 2.5 times the amount spent in the four years prior to the merger.

Of course, all capital spending provides benefits, either direct or indirect, to shippers. What is especially important for shippers is that in the four-year period since merger we have spent almost \$1.6 billion to increase rail plant capacity, which directly benefits shippers. Improvements have been made to all BNSF major routes and have been targeted to improve service for all business segments, intermodal/ automotive, coal, grain, and merchandise. The unprecedented acquisition of locomotives in the 1996-99 period, 1407 units for more than \$2 billion, also has benefitted all business segments. An impressive statistic regarding our locomotive capacity is that since 1995 about 75 percent

## Financial Performance

of the road fleet is either new or has undergone rehabilitation. Car overhauls and acquisitions have for the last two years been running ahead of pre-merger levels.

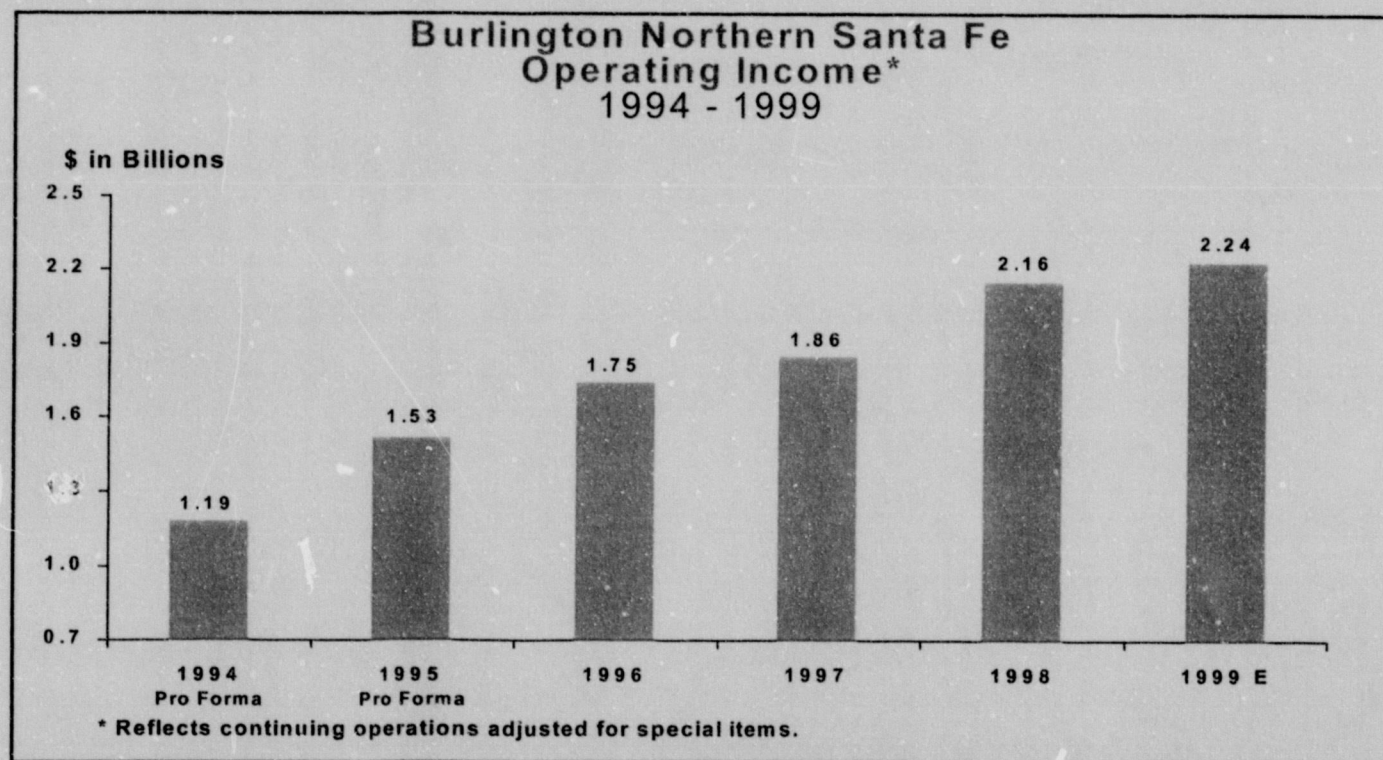
Not surprisingly, capital invested in the business has increased significantly. This increase was deliberate and was done expressly to improve our ability to take care of shippers. The numbers are staggering -- an increase in capital invested of 44 percent since 1995. In spite of the increase, returns on capital have exceeded pre-merger returns in every year. BNSF's current return on capital of 9.3 percent is above our current blended cost of capital but must improve, probably by several hundred basis points, if we are to continue to justify continued capital infusions to our owners.

BNSF's financial position has improved steadily since merger. Our debt-to-capital ratio has decreased by 420 basis points, and pre-tax interest coverage has increased by 1.2 times since 1995. BNSF is a solid investment grade company, and in 1998 we received an upgrade from Standard and Poor's to BBB+. Free cash flow after dividends, which was increasingly negative since merger, based on our conscious decision to improve shipper service, improved in 1998 and was positive in 1999. It should increase significantly in future years.



## Financial Performance

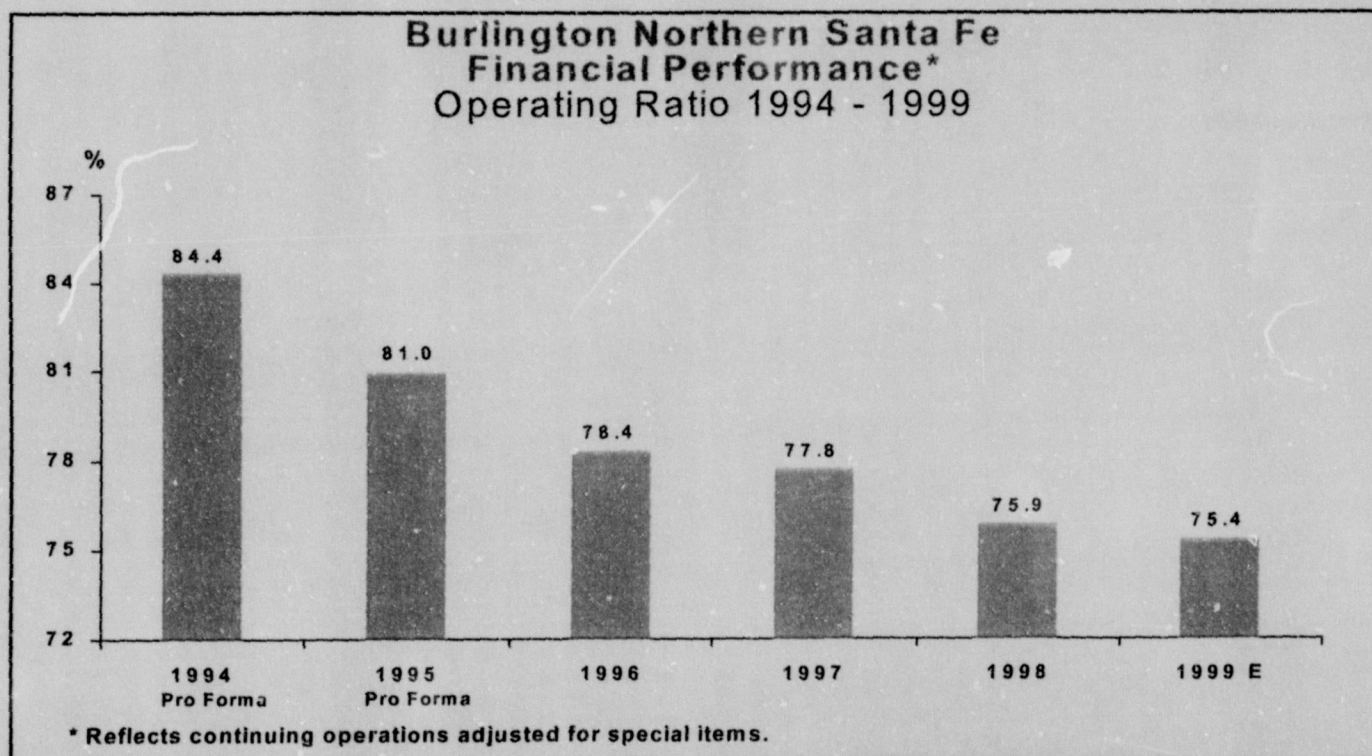
Chart No. 54



***Operating income has increased at a compounded 13.5% rate since 1994.***

## Financial Performance

Chart No. 55

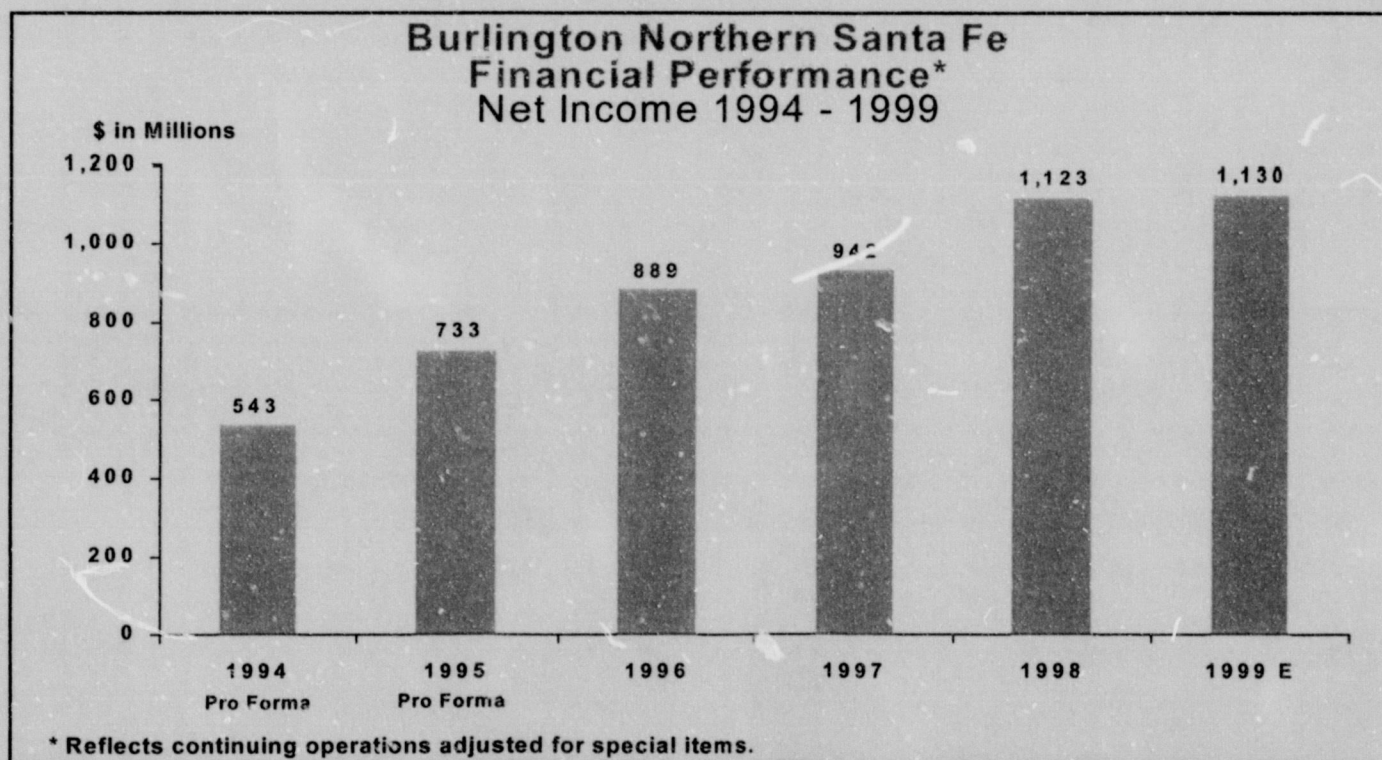


**The 9 point drop in operating ratio is worth \$820 million, based upon revenues of \$9.1 billion in 1999.**



## Financial Performance

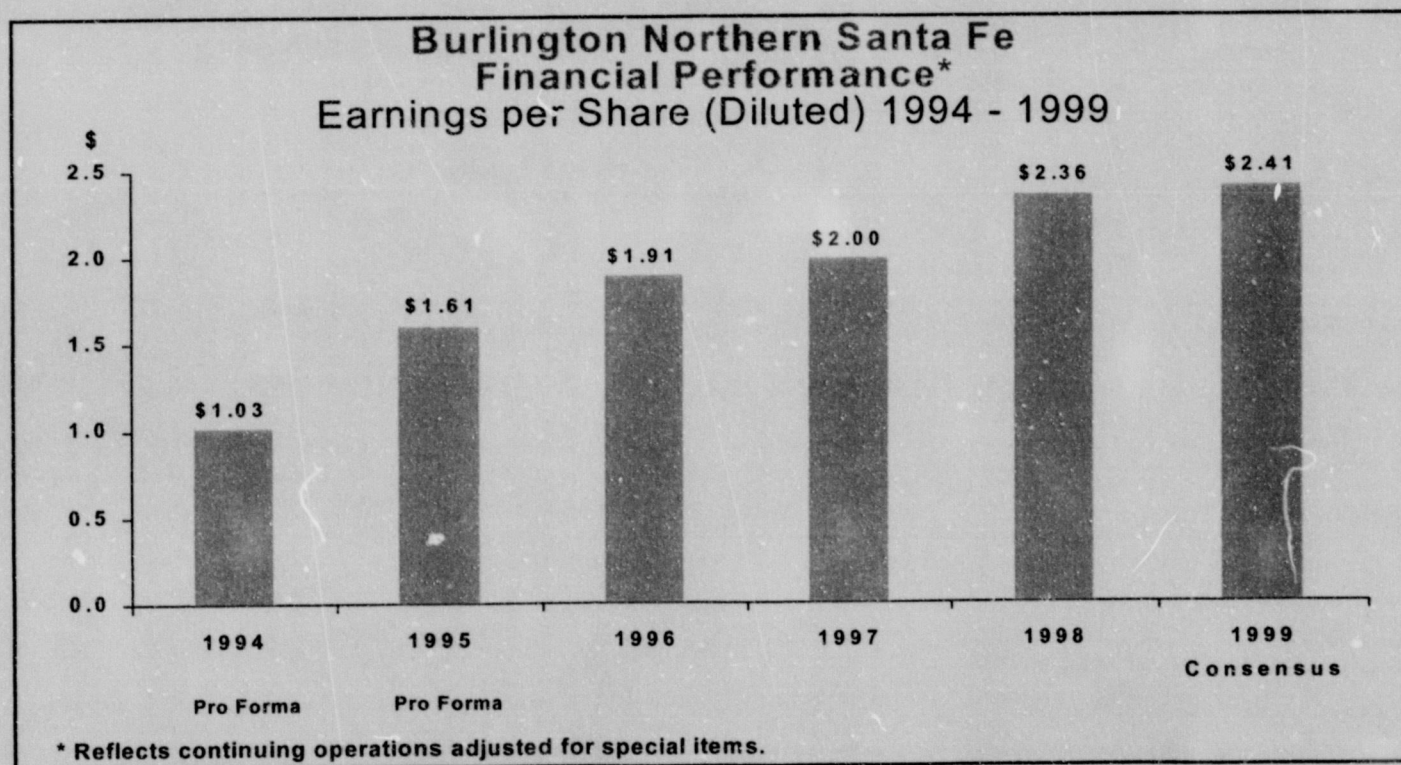
Chart No. 56



***Net income has increased at a compounded 16% rate since 1994.***

## Financial Performance

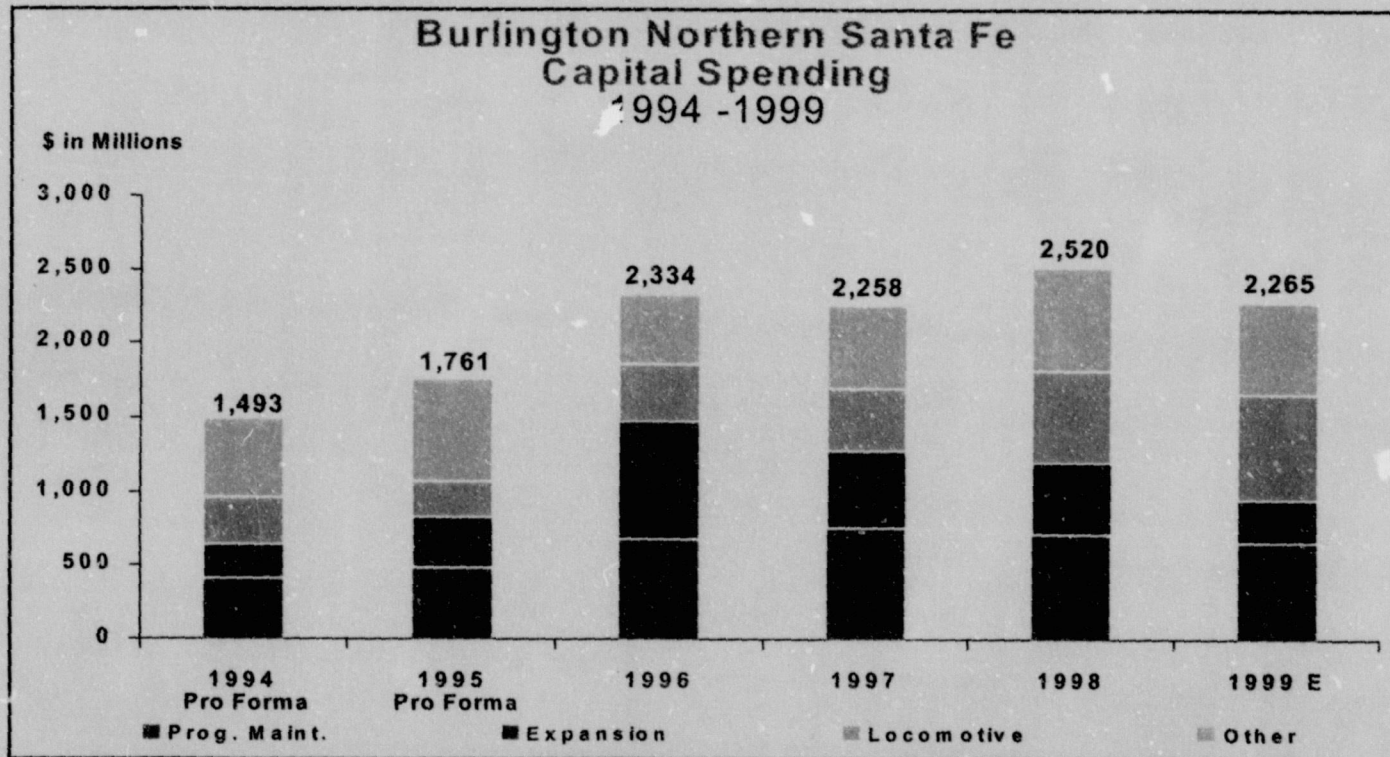
Chart No. 57



***Earnings per share has increased at a compounded 19% rate since 1994.***



Chart No. 58



**Capital spending in the 1996-1999 period is roughly 2.5 times capital spending in the 4 previous years. In the 1996-1999 time period, almost \$1.6 billion has been spent on expansion projects.**

Chart No. 59



***BNSF has made significant investments in yards and facilities across its system.***



Chart No. 60

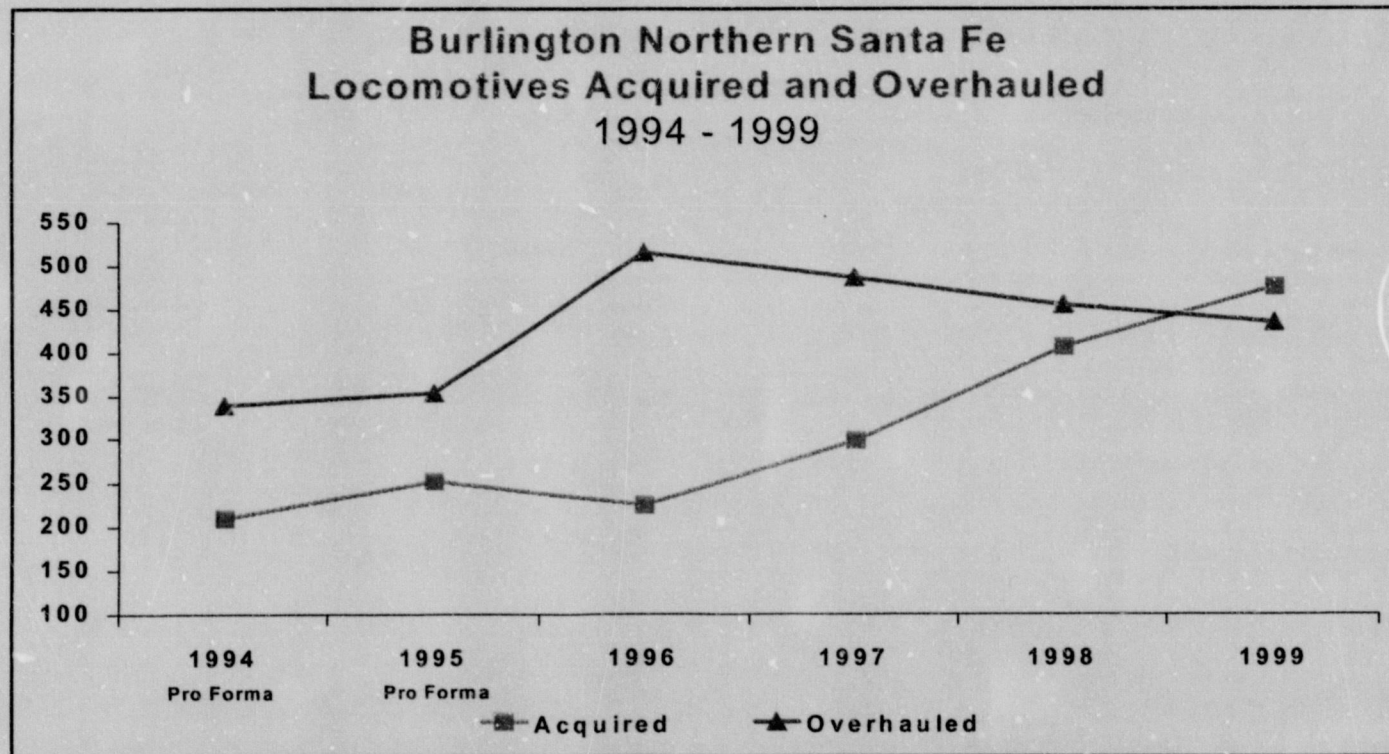
**Burlington Northern Santa Fe  
Investments to Improve Customer Service  
1996 - 1999**

	<u>Total</u>	<u>Average/Year</u>	<u>% of Total</u>
Rail retied (track miles)	11,500	2,875	28
Rail relayed (track miles)	3,200	800	8
Resurfacing (track miles)	47,300	11,825	116
New rail (miles)*	496	124	12
Additional intermodal lift capacity	924,000	231,000	11
Locomotives acquired	1,407	352	41

\*Double and triple track

***BNSF has made significant on-going investments in track, rail and intermodal capacity.***

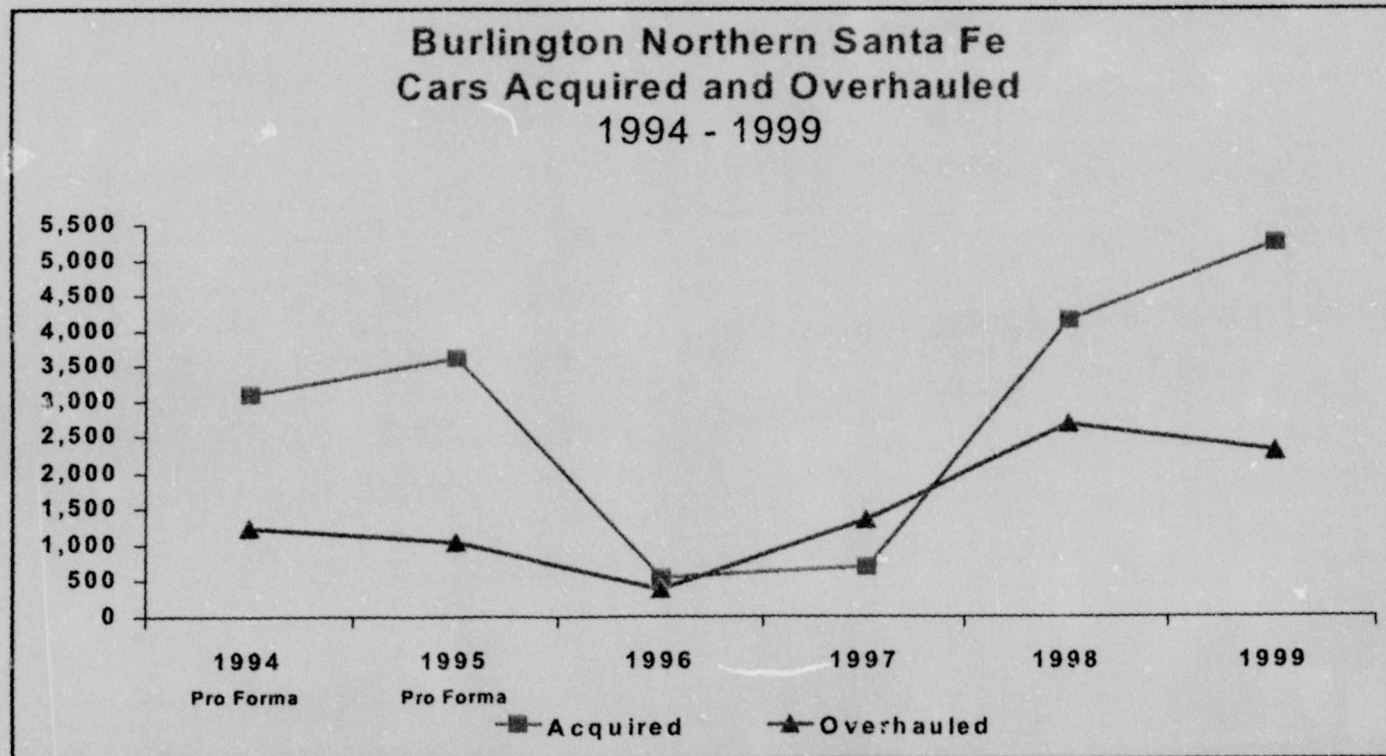
Chart No. 61



***BNSF has spent more than \$2 billion to acquire locomotives in the 4 years since merger. The 1407 new locomotives and 1850 locomotives overhauled are about 75% of the current road fleet.***

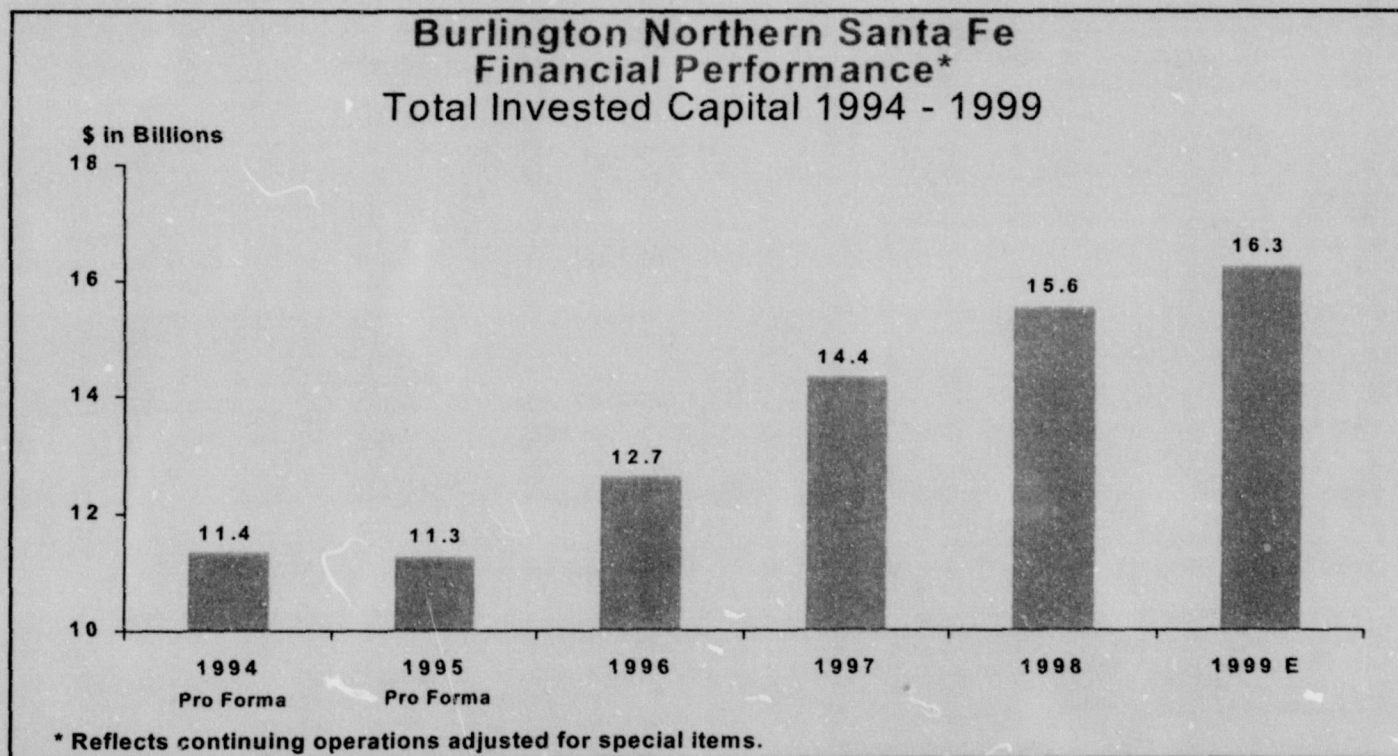


Chart No. 62



*During the first 2 years after the merger, BNSF concentrated its capital on main line capacity improvements and locomotives. In the last 2 years, car acquisitions and overhauls have exceeded pre-merger levels.*

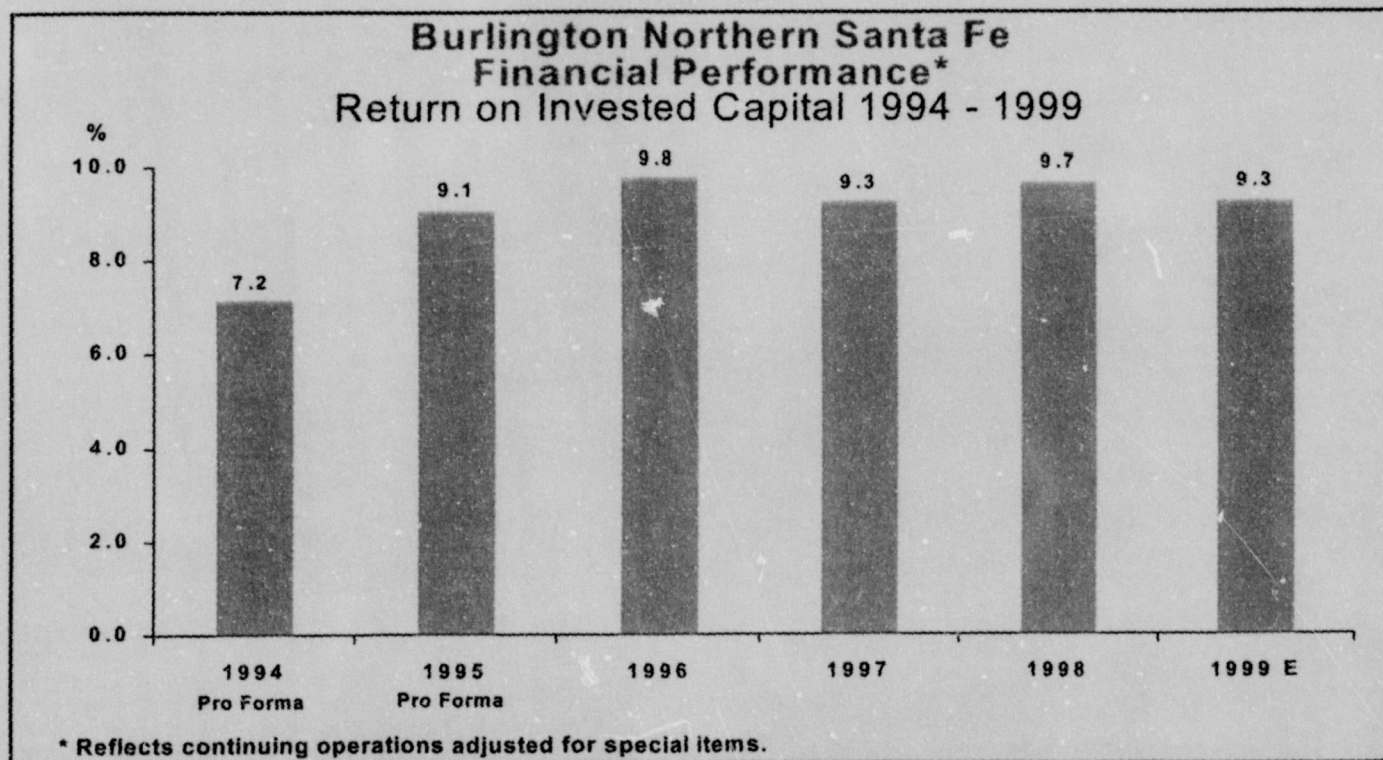
Chart No. 63



**Invested capital has increased 44% since merger.**



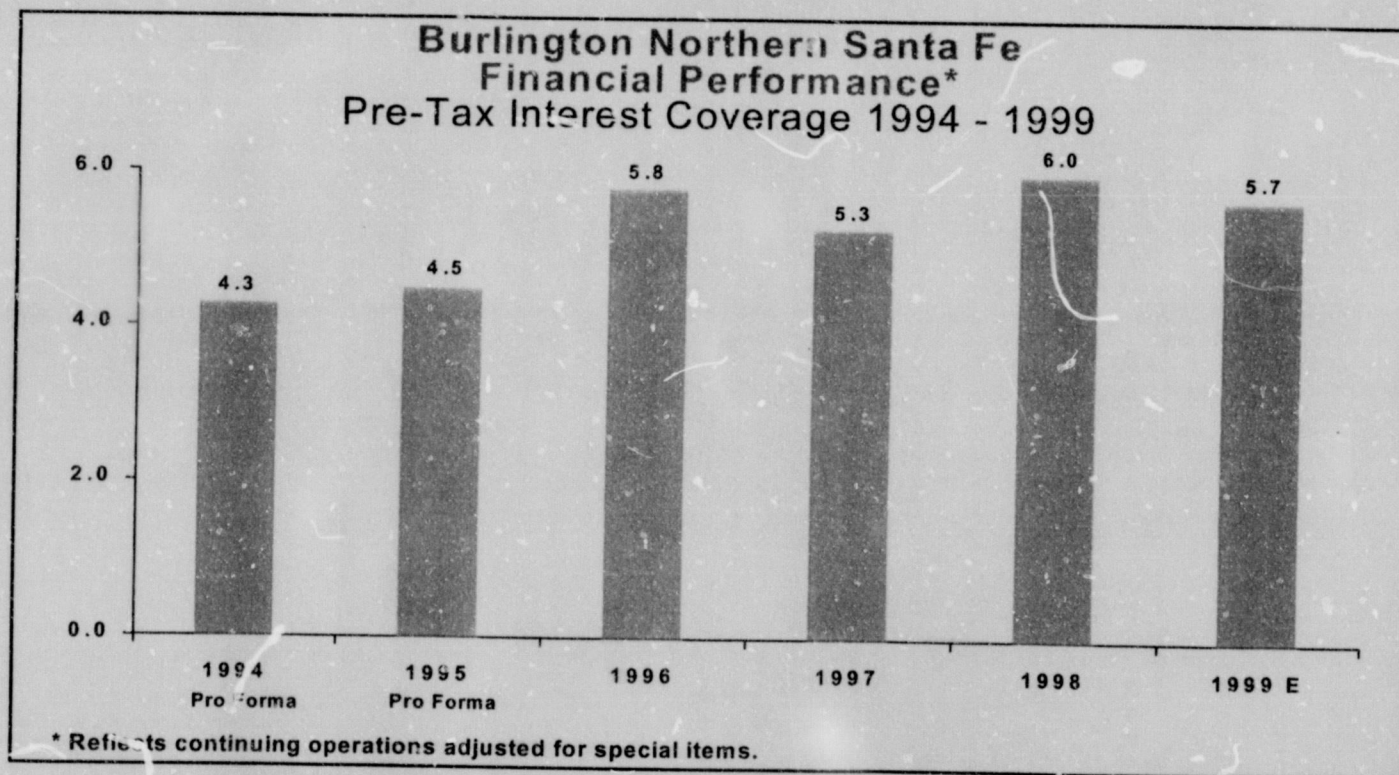
Chart No. 64



***Return on invested capital is slightly better than 1995 in spite of the 44% increase in invested capital.***

Financial Performance

Chart No. 65

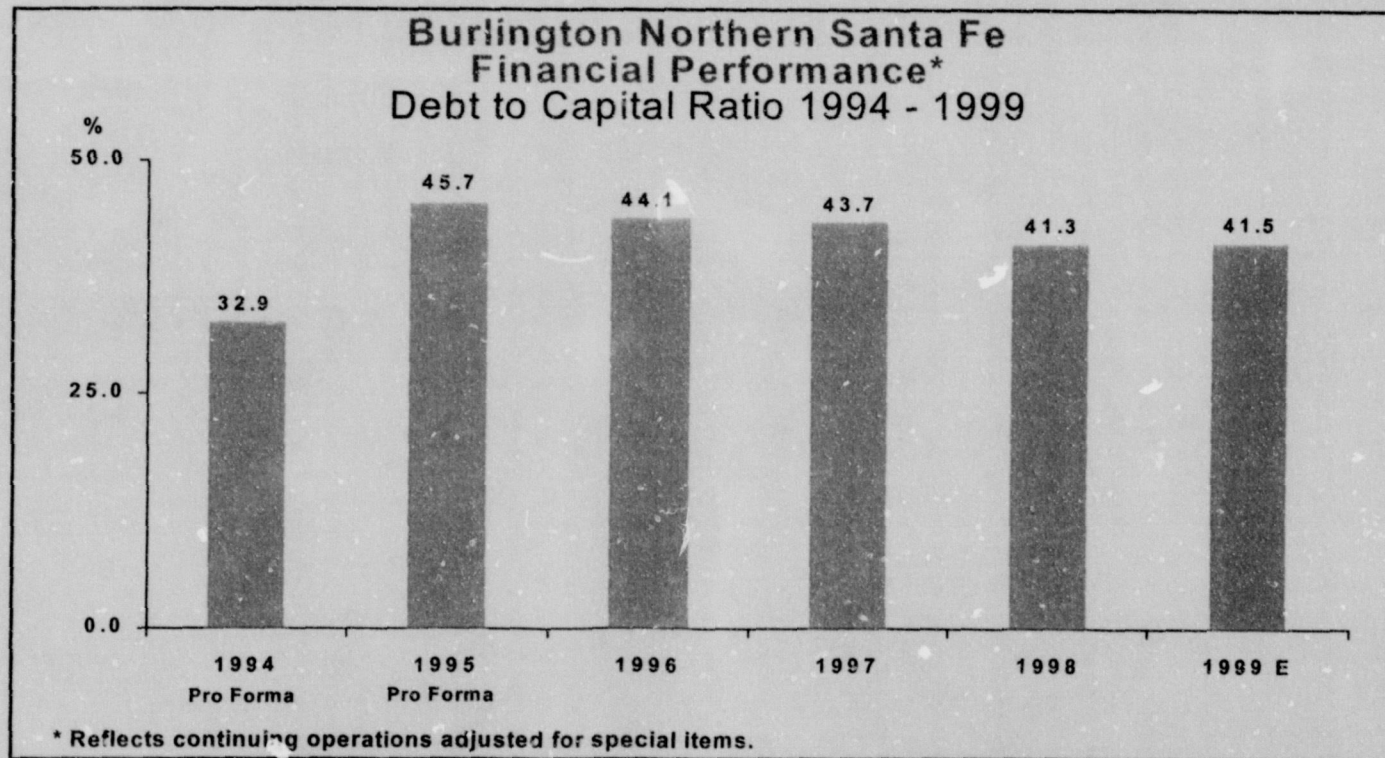


***Even with record company spending and a stock buyback initiated in 1998, pre-tax interest coverage has improved since merger.***



Financial Performance

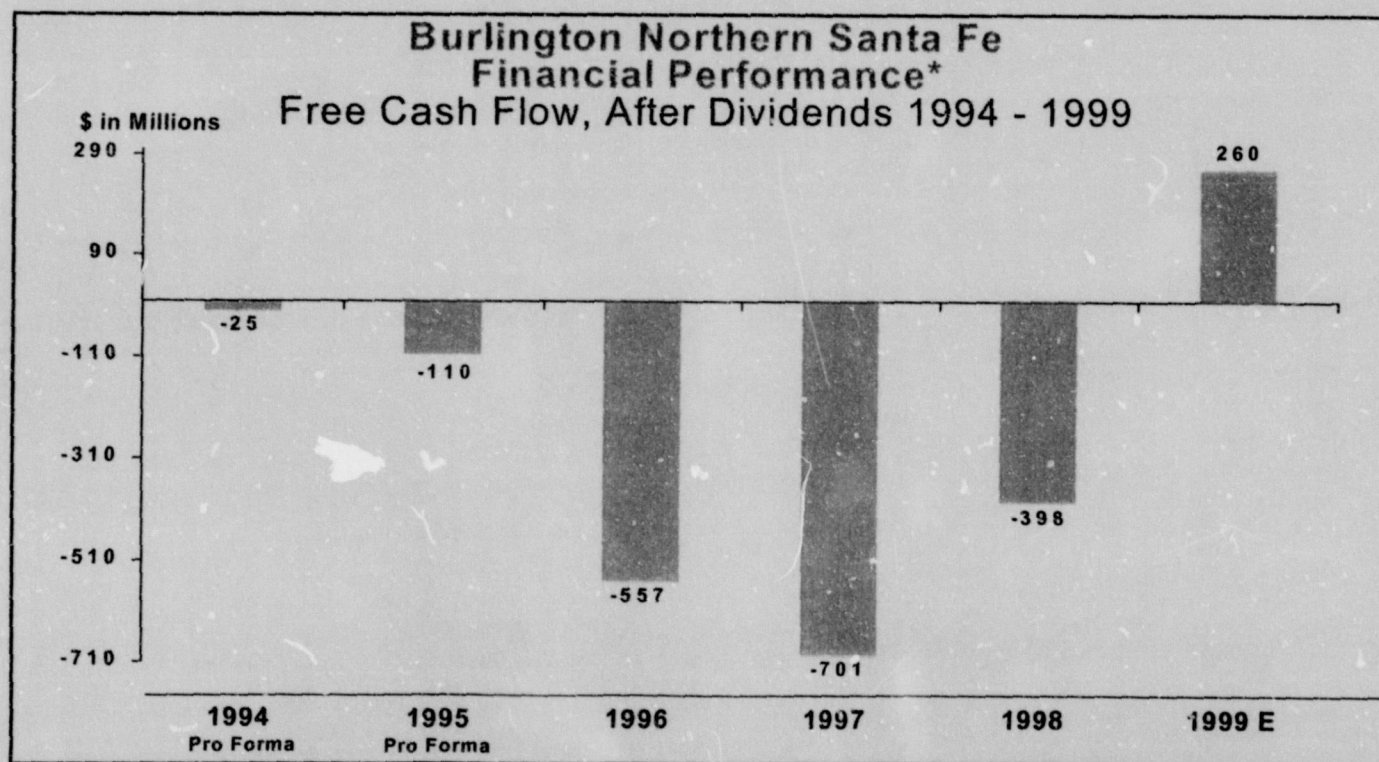
Chart No. 66



***Since merger, debt to capital has dropped by 420 basis points. The company is solid investment grade and in 1998 Standard and Poor's upgraded BNSF from BBB to BBB+.***

## Financial Performance

Chart No. 67



**Negative free cash flow of \$1.656 billion in the first 3 years after merger reflects the capital program undertaken to provide shippers with improved service. Cash flow turned positive in 1999, and should increase significantly in future years.**



## CONCLUSION

Shortly after our merger became effective, BNSF chose for its vision: To realize the tremendous potential of BNSF Railway by providing services that consistently meet our customers' expectations. We have demonstrated that this vision is being realized, and that we are making significant progress in achieving our potential. We believe we have kept the commitments we made to the Commission, the shipping public and the financial community at the time of our merger in 1995. BNSF has one of the industry's finest safety records. BNSF is providing expanded single-line service over its 33,500 route mile network. BNSF has created new markets for its customers. BNSF is providing the best on-time rail service to shippers in North America and has one of the industry's lowest operating ratios.

Looking back over the past three years at BNSF's role as a new competitor to address the consequences of the UP/SP merger, it is clear that we have been an effective competitive alternative. Throughout the fourth quarter of 1999, BNSF continued its efforts to provide reliable, dependable and consistent service over its trackage rights lines. As a result, BNSF's service capabilities and business are growing steadily. BNSF is working with UP wherever possible to resolve issues of mutual concern relating to BNSF's implementation of the merger conditions to provide customers at "2-to-1" points and along trackage rights lines with fully competitive service. As a result of these efforts, customers

are benefitting from BNSF's new access. We remain fully committed to growing our business across our entire system and our UP/SP trackage rights lines.

Respectfully submitted,

Erika Z. Jones/als

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

Erika Z. Jones  
Adrian L. Steel, Jr.  
Kelley E. Campbell

The Burlington Northern  
and Santa Fe Railway Company  
2500 Lou Menk Drive  
Third Floor  
Ft. Worth, Texas 76131-0039  
(817) 352-2353 or (817) 352-2368

Mayer, Brown & Platt  
1909 K Street, NW  
Washington, DC 20006  
(202) 263-3000

Attorneys for The Burlington Northern and Santa Fe Railway Company

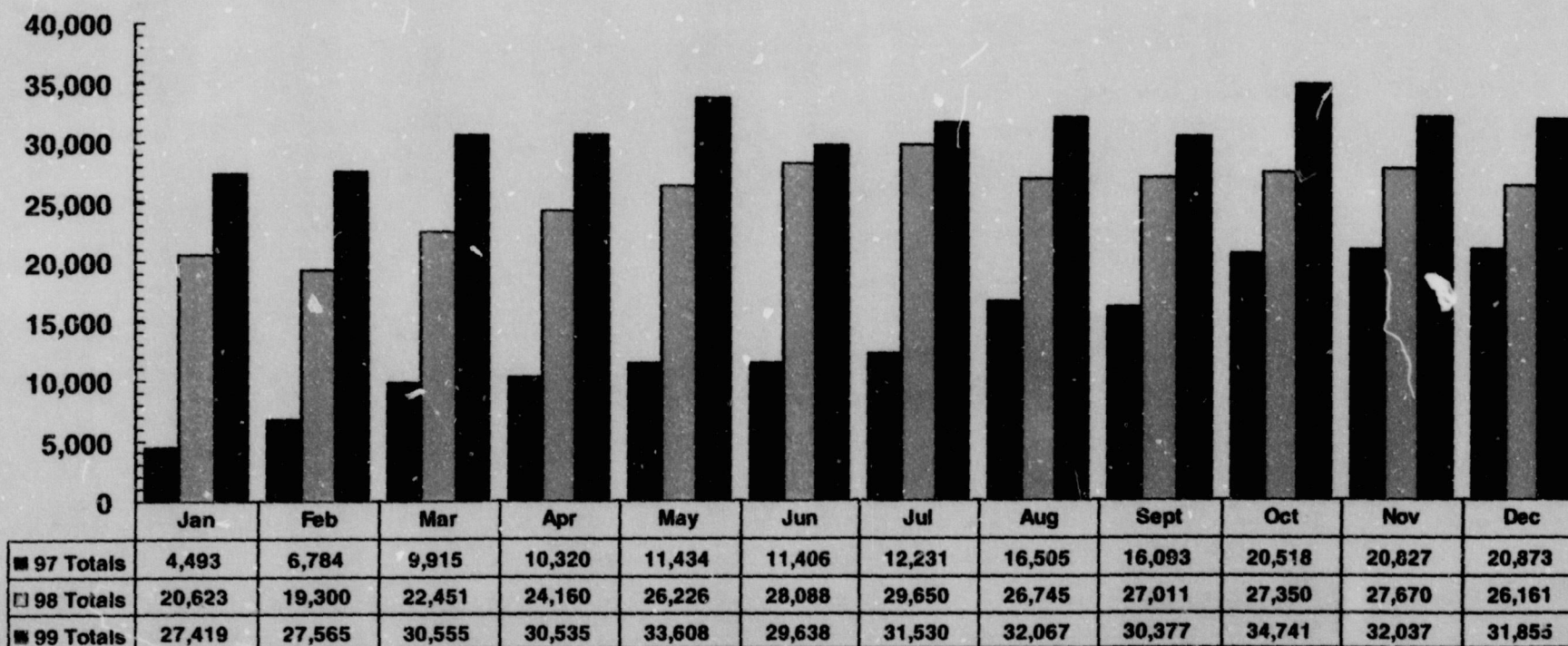
January 18, 2000



ATTACHMENT 1

# Total 1997-99 BNSF Loaded Units On UPSP Merger Condition Lines

## Loads

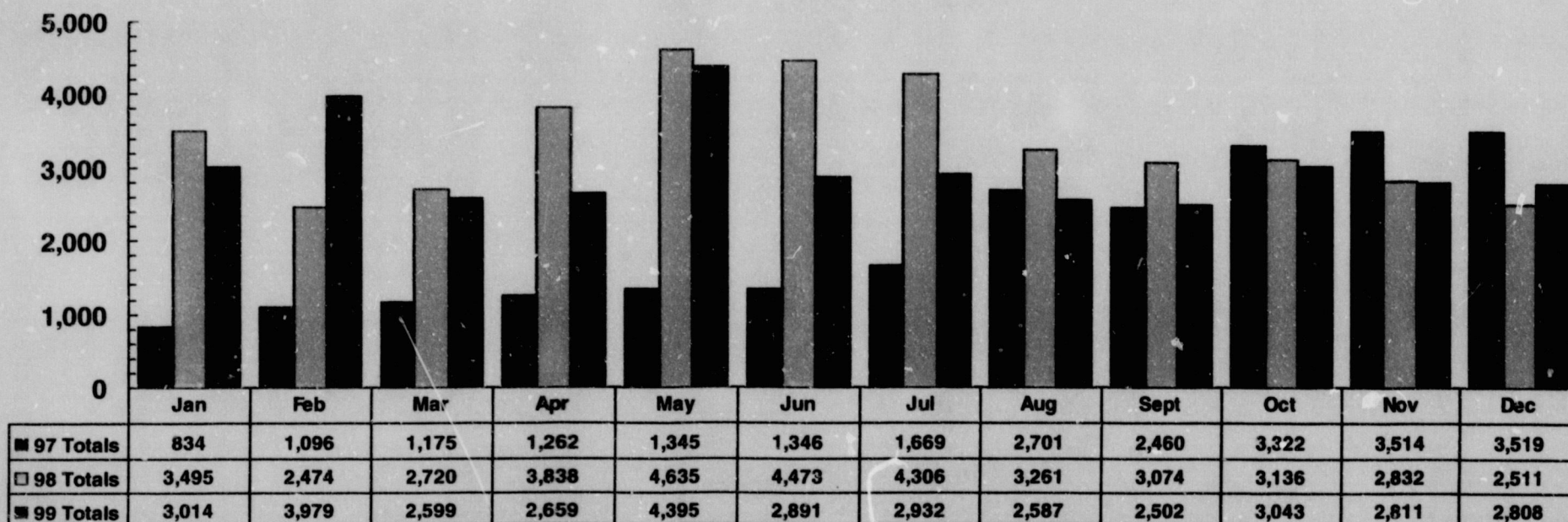




ATTACHMENT 2

# 1997-99 BNSF Loaded Units In UP/SP Trackage Rights Corridors Central Corridor

Units





ATTACHMENT 3

STB

FD-32760

1-18-00

D

196520

3

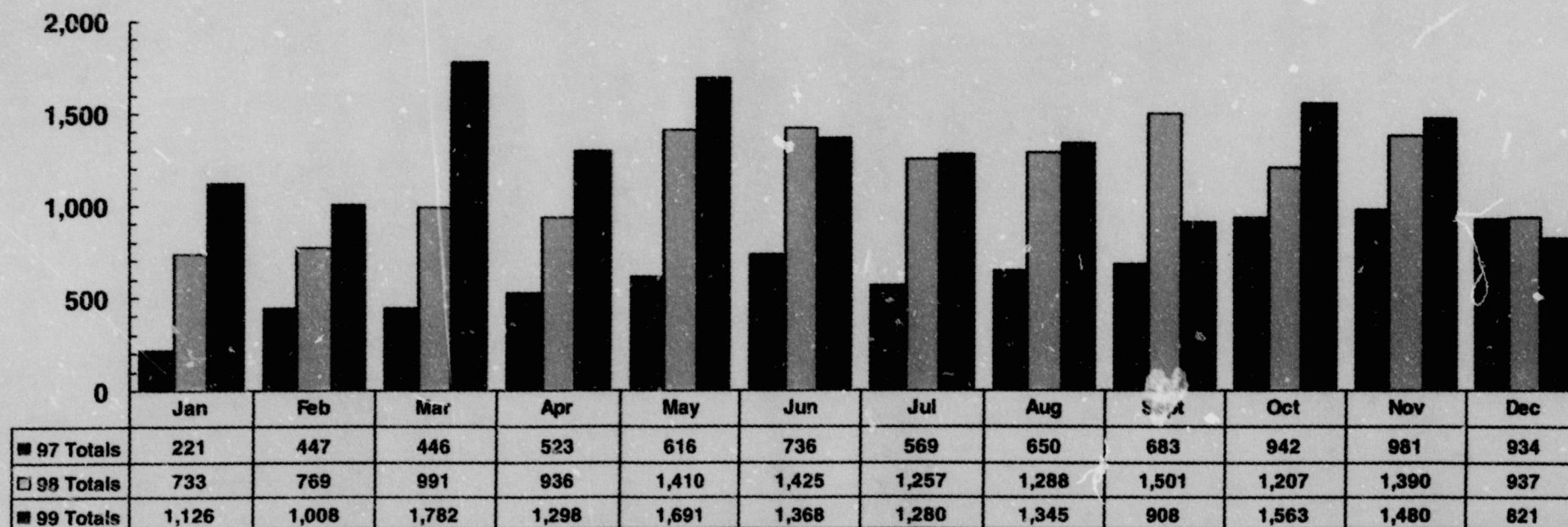
OF

3



# 1997-99 BNSF Loaded Units In UP/SP Trackage Rights Corridors Central Texas Corridor

Units



01/12/2000

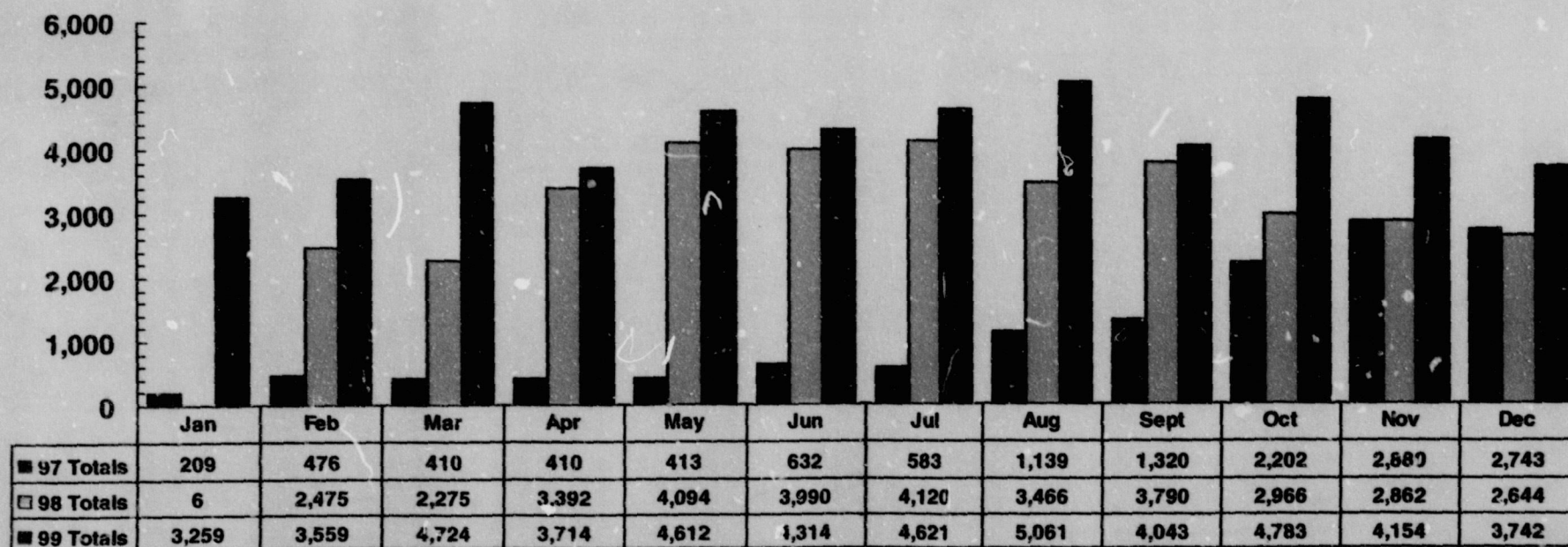
Dec-99 Preliminary

ATTACHMENT 4



# 1997-99 BNSF Loaded Units In UP/SP Trackage Rights Corridors Eagle Pass Corridor

Units

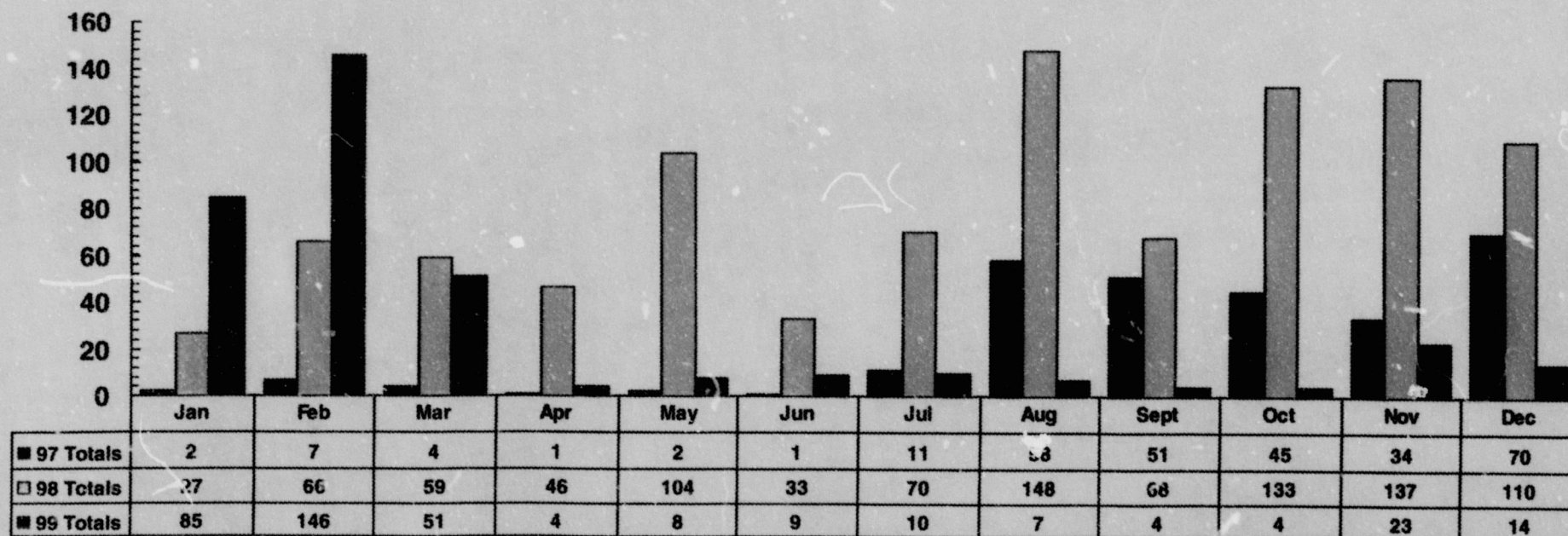


ATTACHMENT 5



# 1997-99 BNSF Loaded Units In UP/SP Trackage Rights Corridors El Paso Corridor

Units

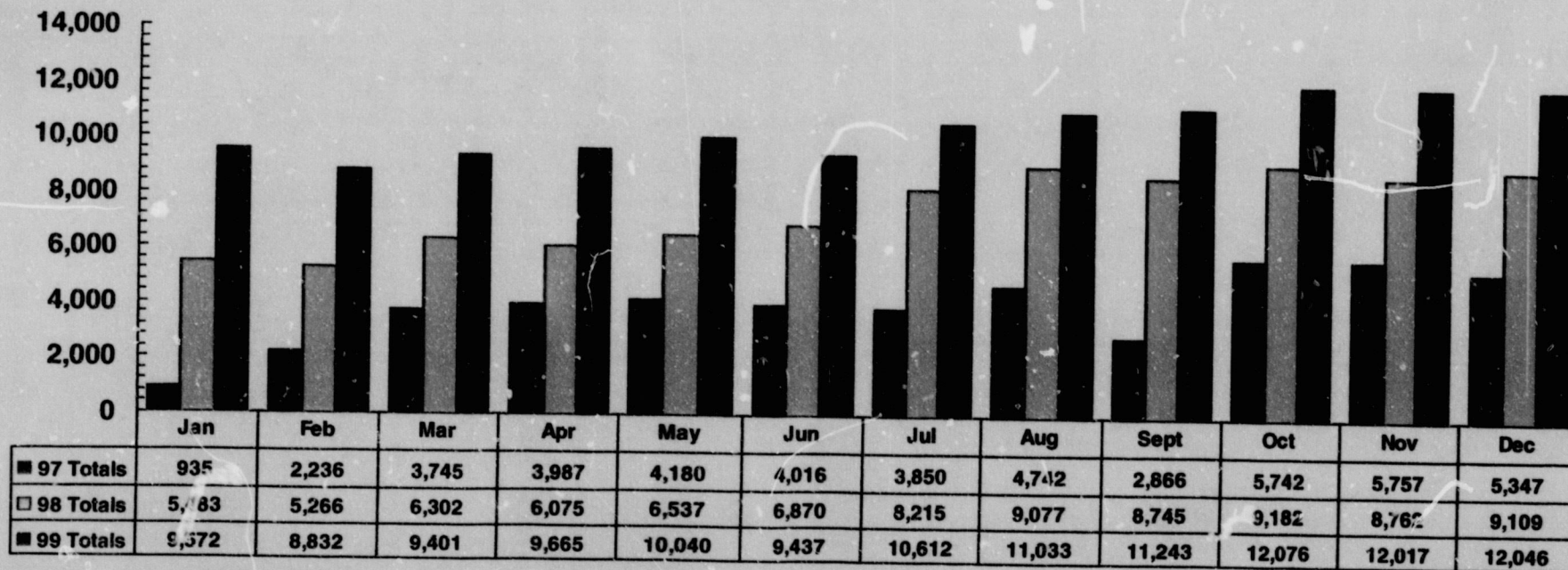


ATTACHMENT 6



# 1997-99 BNSF Loaded Units In UP/SP Trackage Rights Corridors Gulf East Corridor

Units

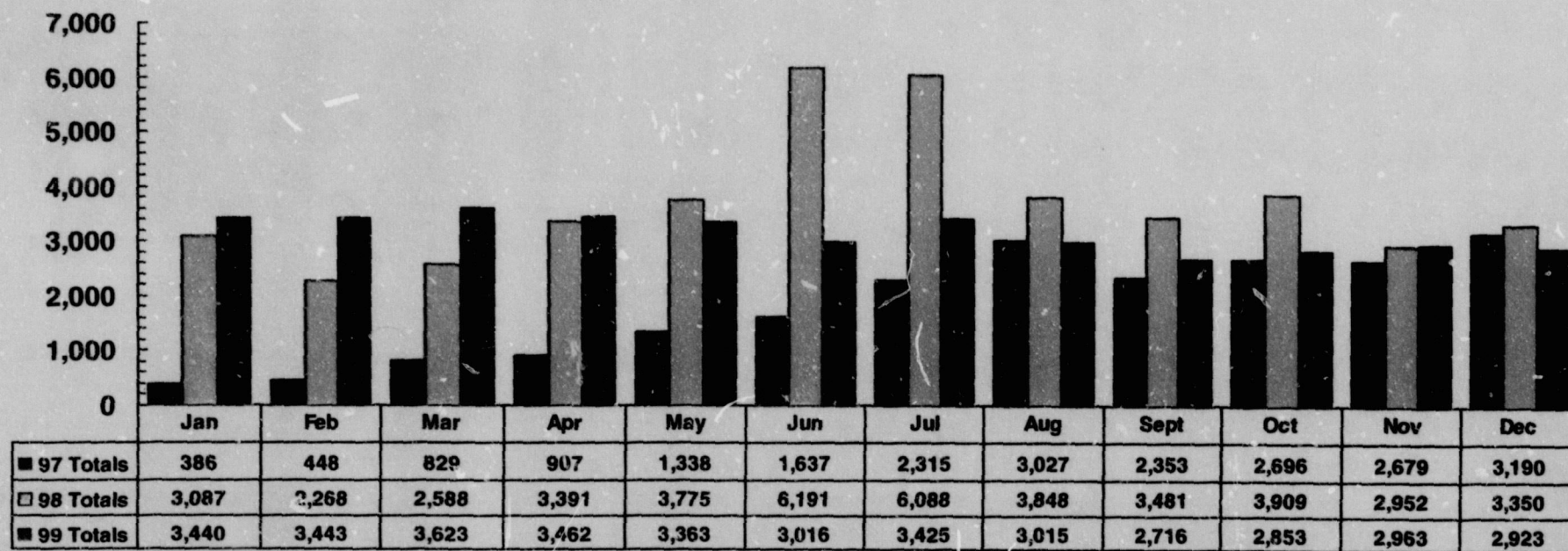


ATTACHMENT 7



# 1997-99 BNSF Loaded Units In UP/SP Trackage Rights Corridors Gulf North Corridor

Units

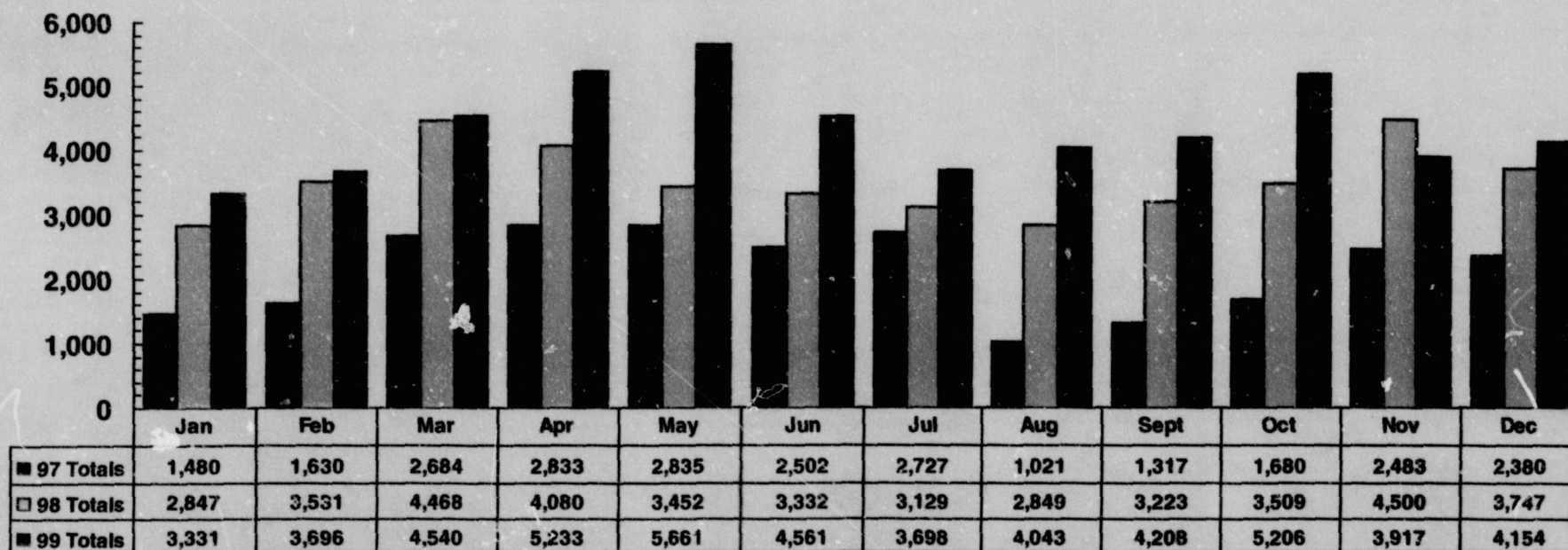


ATTACHMENT 8



# 1997-99 BNSF Loaded Units In UP/SP Trackage Rights Corridors Gulf South Corridor

Units

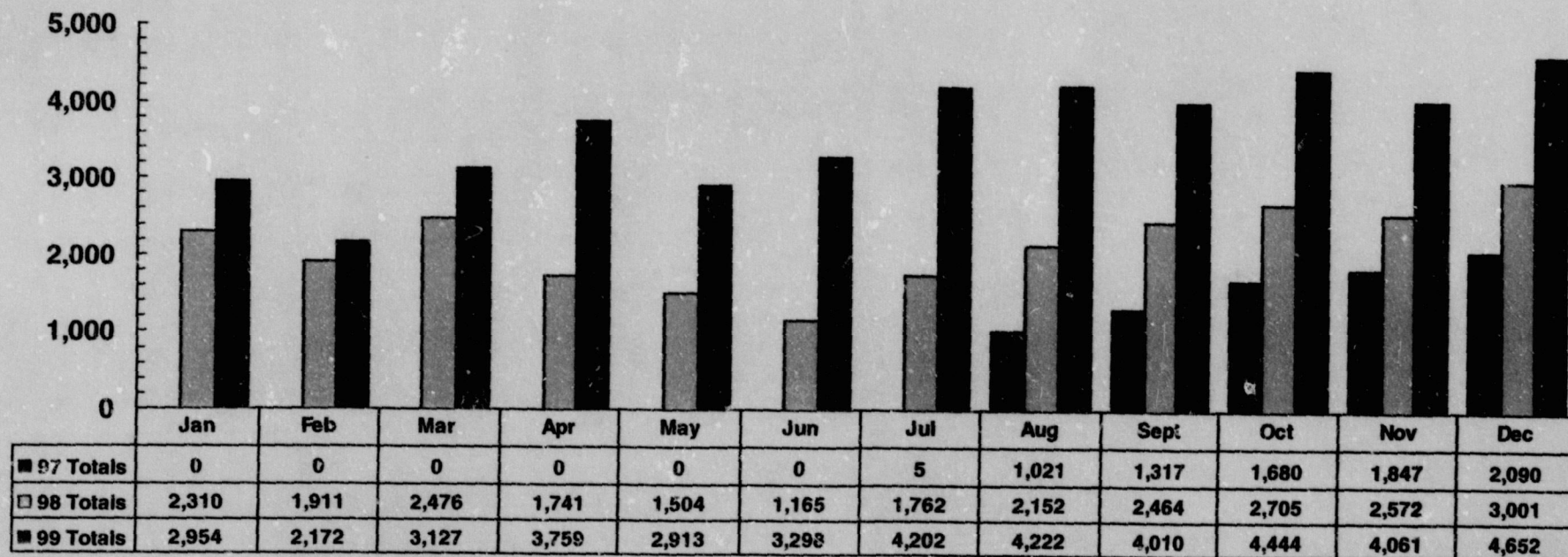


ATTACHMENT 9



# 1997-99 BNSF Loaded Units In UP/SP Trackage Rights Corridors I-5 Corridor

Units

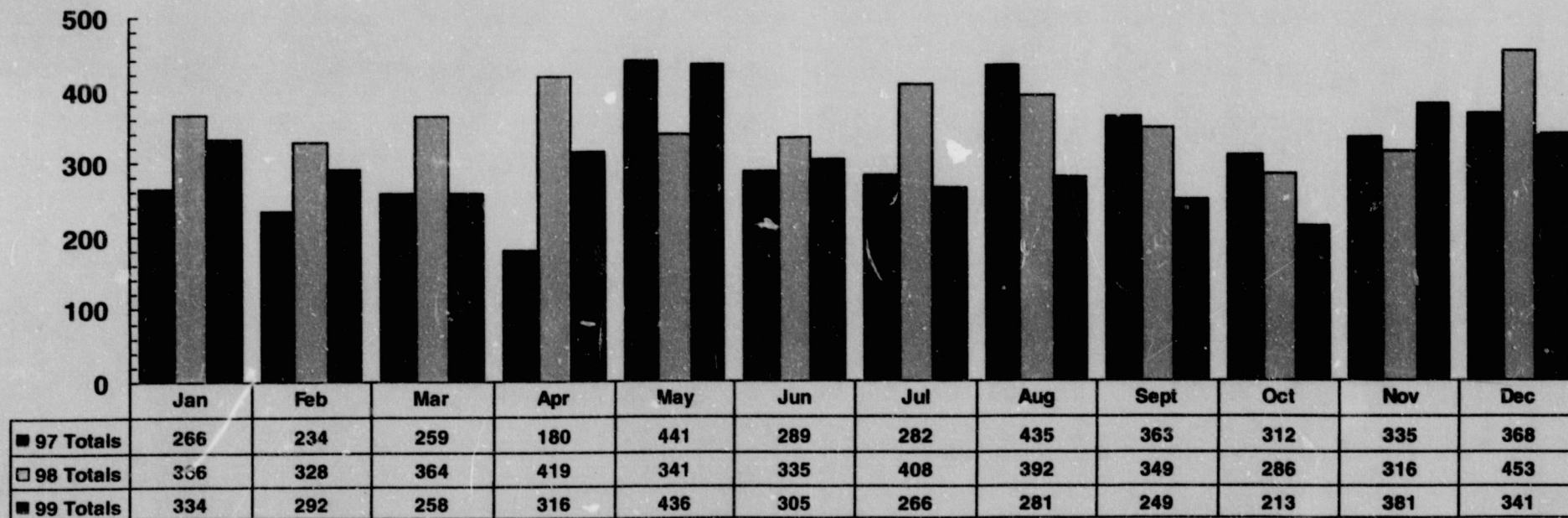


ATTACHMENT 10



# 1997-99 BNSF Loaded Units In UP/SP Trackage Rights Corridors Southern California Corridor

## Units

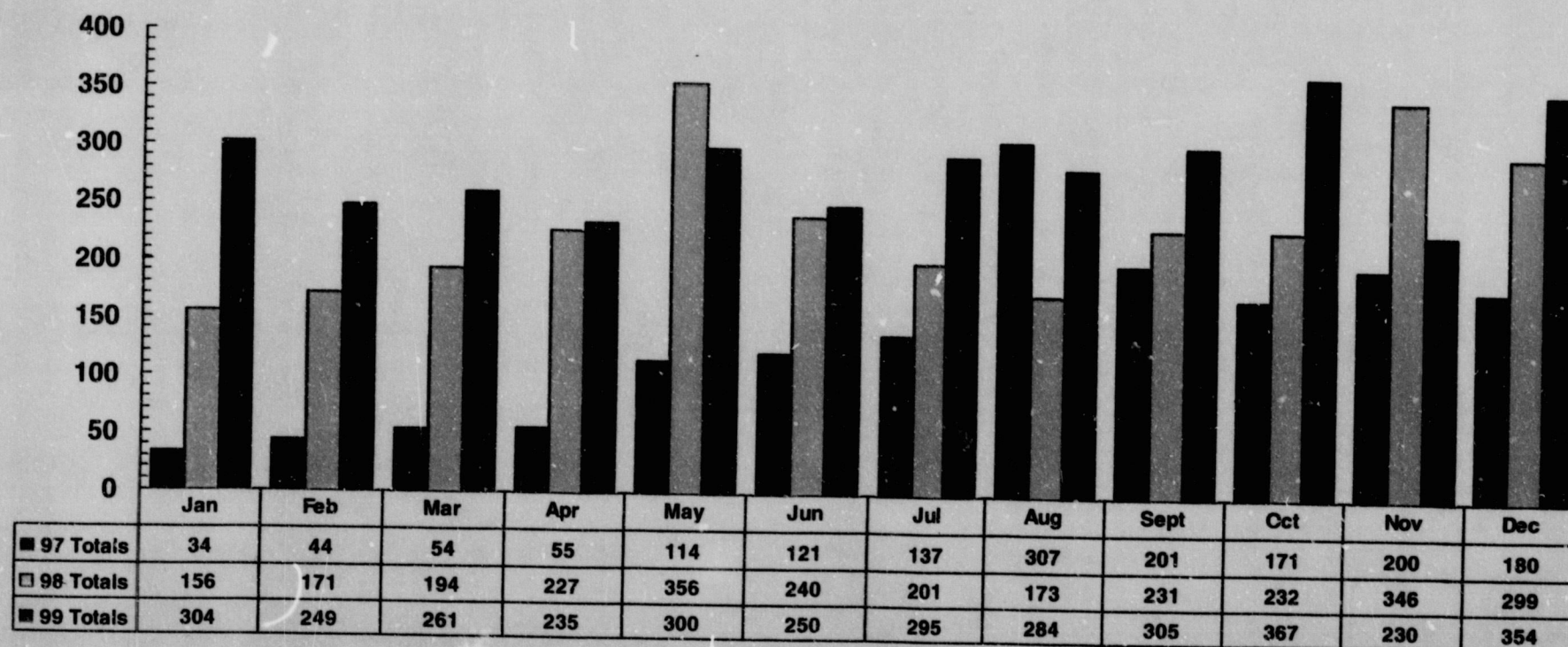


ATTACHMENT 11



# 1997-99 BNSF Loaded Units On UP/SP Merger Condition Lines By Corridor Bay Area

Units



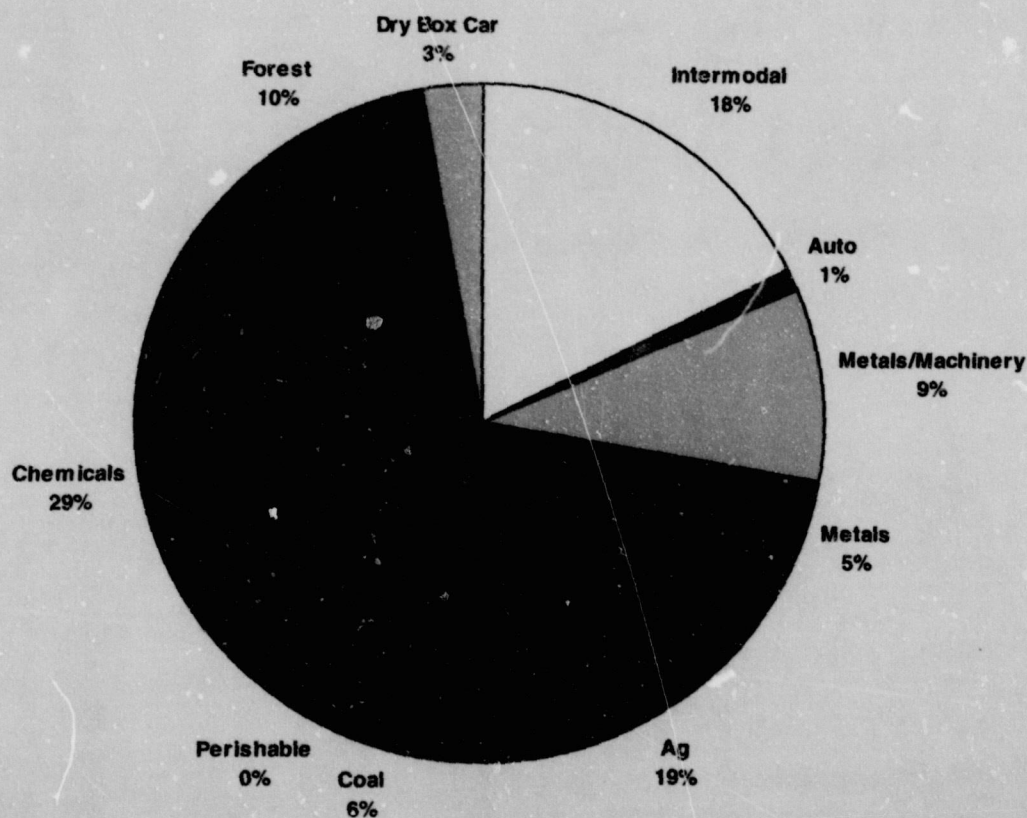
01/12/2000

Dec-99 Preliminary

ATTACHMENT 12



# Commodities Handled To/From and Via UP/SP Merger Condition Lines All Loaded Units January-December 1999



01/12/2000

Dec-99 Preliminary

ATTACHMENT 13



**UP/SP Served Facilities Accessed By BNSF  
Other Than As A Result of "50/50 Line" '96 Agreement**

Customer	Station	State	Status
Gilchrist Bag	Camden	AR	2.1
International Paper Bag Pak	Camden	AR	2.1
Intl Paper Southern Kraft	Camden	AR	2.1
Riceland Foods	Fair Oaks	AR	2.1
Planters Cotton Oil Mill Inc	Forrest City	AR	2.1
3M Industrial Mineral Prod (3M Arch St)	Little Rock	AR	2.1
3M Industrial Mineral Prod (3M Road)	Little Rock	AR	2.1
ADM Processing	Little Rock	AR	2.1
AFCO Steel Bond Street Plant	Little Rock	AR	2.1
AFCO Steel South Shop	Little Rock	AR	2.1
AFCO Steel Thomas Street Shop	Little Rock	AR	2.1
Alman, Sol Co	Little Rock	AR	2.1
Arkansas Power & Light	Little Rock	AR	2.1
Asphalt Products	Little Rock	AR	2.1
Barrett Hamilton	Little Rock	AR	2.1
Choctaw Inc	Little Rock	AR	2.1
Colonial Baking, Earth Grains Div (Facility Vacant)	Little Rock	AR	2.1
Darragh Co	Little Rock	AR	2.1
Georgia Pacific Corp	Little Rock	AR	2.1
Goff Distribution Warehouse	Little Rock	AR	Transload
Grobmyer Lumber	Little Rock	AR	2.1
Kaufman Lumber Whse (7th St)	Little Rock	AR	2.1
Northwest Hardwoods	Little Rock	AR	2.1
Sears Roebuck & Co	Little Rock	AR	2.1
Smith Fiberglass Prod Inc	Little Rock	AR	2.1
Smurfit Stone Container Corp	Little Rock	AR	2.1
Sterling Paint Inc (6th St)	Little Rock	AR	2.1
Sysco Food Svcs of Arkansas	Little Rock	AR	2.1
Thibault Milling	Little Rock	AR	2.1
Unisource	Little Rock	AR	2.1
Winburn Tile Mfg Co	Little Rock	AR	2.1
Central Terminal Distributing Centers, Inc	North Little Rock	AR	2.1
Koppers Industries Inc.	North Little Rock	AR	2.1
Mid South Seeds	North Little Rock	AR	2.1
Montaire Feeds Inc	North Little Rock	AR	2.1
Oakley Bruce Inc	North Little Rock	AR	2.1
Onesource Home Building Center	North Little Rock	AR	2.1
PGI Nonwovens Polymer Group, Inc. Chicopee Div, Plant 1	North Little Rock	AR	2.1
PGI Nonwovens Polymer Group, Inc. Chicopee Div, Plant 2	North Little Rock	AR	2.1
S F Services Inc	North Little Rock	AR	2.1
S F Services Inc (Cooperative Mills Inc)	North Little Rock	AR	2.1
S F Services Inc (S F Svcs Fertilizer)	North Little Rock	AR	2.1
Southern Cotton Oil Co Div of ADM	North Little Rock	AR	2.1
Tenenbaum, A Co	North Little Rock	AR	2.1
Zeneca Agricultural Prod	North Little Rock	AR	2.1
ACF Industries	Paragould	AR	2.1
Ameri Steel (Florida Steel)	Paragould	AR	2.1
Century Tube Corporation	Pine Bluff	AR	2.1
Cloud Oak Flooring	Pine Bluff	AR	2.1
Gaylord Container Paper	Pine Bluff	AR	2.1
General Chemical Corp	Pine Bluff	AR	2.1
Global Materials Svcs LLC (GMSFOUR)	Pine Bluff	AR	2.1
Global Materials Svcs LLC (GMSMAIN)	Pine Bluff	AR	2.1
Global Materials Svcs LLC (GMSONE)	Pine Bluff	AR	2.1
Hixson Lumber Sales	Pine Bluff	AR	2.1
Hixson Lumber Sales	Pine Bluff	AR	2.1
Hoover Treated Wood Prod	Pine Bluff	AR	2.1
International Paper Mill	Pine Bluff	AR	2.1
Johnson Metal Recyclers	Pine Bluff	AR	2.1
Mid America Packaging Inc. - Div of Gaylord	Pine Bluff	AR	2.1
Pine Bluff Arsenal	Pine Bluff	AR	2.1
Planters Cotton Oil Mill	Pine Bluff	AR	2.1

**UP/SP Served Facilities Accessed By BNSF  
Other Than As A Result of "50/50 Line" '98 Agreement**

Customer	Station	State	Status
Planters Cotton Seed	Pine Bluff	AR	2.1
Southern Bag	Pine Bluff	AR	2.1
Southern Compress Whse	Pine Bluff	AR	2.1
Stronglite Products	Pine Bluff	AR	2.1
T W Pelton & Co	Pine Bluff	AR	2.1
Terra International Inc	Pine Bluff	AR	2.1
Tyson Foods Feedmill	Pine Bluff	AR	2.1
Tyson Foods Protein Blend Plant	Pine Bluff	AR	2.1
Viking Bag	Pine Bluff	AR	2.1
Commercial Stg & Distribution Corp	Texarkana	AR	Agreement
Cooper Tire & Rubber Corp	Texarkana	AR	Agreement
General Electric Railcar Repair	Texarkana	AR	Agreement
Tri State Iron & Metal Corp	Texarkana	AR	Agreement
California Cereal (Nabisco Brands)	Elmhurst	CA	2.1
Fleenor Packing	Elmhurst	CA	2.1
Fleischman's Yeast	Elmhurst	CA	2.1
Longview Fibre Co	Elmhurst	CA	2.1
Pacific America Whse	Elmhurst	CA	2.1
General Motors	Fremont	CA	2.1
New United Motor Manufacturing	Fremont	CA	2.1
Toyota Logistics Svcs	Fremont	CA	2.1
Toyota Logistics Svcs	Fremont	CA	2.1
Truck Rail Handling	Fremont	CA	Transload
Truck Rail Handling	Fremont	CA	Transload
United States Gypsum	Fremont	CA	2.1
Cargill Inc. (Refinery)	Fullerton	CA	2.1
Hunt Wesson (Bldgs 18, 22 & 28)	Fullerton	CA	2.1
U S Army, Sierra Army Depot	Herlong	CA	2.1
Standard Iron & Metals Co	Kohler	CA	2.1
Sunshine Biscuit - Vacant Bldg	Kohler	CA	2.1
Christian Salvesson Inc. (CSI)	La Habra	CA	2.1
Lucky Sav-On Distribution Center	La Habra	CA	2.1
Vacant (Lucky Food Stores)	La Habra	CA	2.1
U S Army, Sharpe Depot	Lathrop	CA	2.1
Brown Strauss Steel	Livermore	CA	2.1
G S Roofing Products	Livermore	CA	2.1
Gaylord Graphics	Livermore	CA	2.1
Livermore Whse	Livermore	CA	2.1
Salinas Reinforcing Inc	Livermore	CA	2.1
Mid-City Iron & Metal Corp	Los Angeles	CA	2.1
American Brass & Iron (ABI)	Melrose	CA	2.1
Armour Equipment Sales	Melrose	CA	2.1
Mother Cake & Cookies	Melrose	CA	2.1
Nabisco Brands	Oakland	CA	2.1
Kruse (O H) Grain & Milling Co	Ontario	CA	2.1
Intermod Industries	Ortega	CA	2.1
Kaiser Sand Gravel	Pleasanton+B577	CA	2.1
California Builders Supply Co	Sacramento	CA	2.1
Capitol Plywood	Sacramento	CA	2.1
Continental Chemical Co	Sacramento	CA	2.1
Sacramento Bee (McClatchy Newspaper)	Sacramento	CA	2.1
Burke Flooring Products, Div Burke Industries	San Jose	CA	2.1
Coors Distributing Co of Santa Clara	San Jose	CA	2.1
Del Monte Corp, Plant #3	San Jose	CA	2.1
Ecolab Inc	San Jose	CA	2.1
Floor Service Supply	San Jose	CA	2.1
Frank Lin Distillers Products Ltd	San Jose	CA	2.1
Frito Lay	San Jose	CA	2.1
International Paper Bag Pak Div	San Jose	CA	2.1
Markovits & Fox	San Jose	CA	2.1
Northern California Fertilizer	San Jose	CA	2.1
Red Wing Co Inc (National Preserve)	San Jose	CA	2.1
Safety Kleen Corp	San Jose	CA	2.1



**UP/SP Served Facilities Accessed By BNSF  
Other Than As A Result of "50/50 Line" '98 Agreement**

Customer	Station	State	Status
San Jose Distribution Services	San Jose	CA	2.1
Stapleton-Spence Packing	San Jose	CA	2.1
Sun Garden Packing Co	San Jose	CA	2.1
U S Pollution Control	San Jose	CA	2.1
Western Beverage Co+A611	San Jose	CA	2.1
Chem-World Supply Inc	South Gate	CA	2.1
EKA Chemicals/EKA Nobel	South Gate	CA	2.1
Los Angeles Chemical Co (LACCO)	South Gate	CA	2.1
P Q Corporation	South Gate	CA	2.1
Titan Terminal & Transport	South Gate	CA	2.1
Hardwoods Inc	Trevarno	CA	2.1
Trans Western Polymers	Trevarno	CA	2.1
A L Gilbert	Turlock	CA	2.1
Americold Plant 1	Turlock	CA	2.1
Facility vacant/for lease (Snider Lbr)	Turlock	CA	2.1
Feedstuffs Processing Co.	Turlock	CA	2.1
International Paper	Turlock	CA	2.1
Purina Mills Inc	Turlock	CA	2.1
Rogers Food (Div Universal Foods)	Turlock	CA	2.1
Tab Products Co	Turlock	CA	2.1
Turlock Fruit	Turlock	CA	2.1
Capital City Warehouse	West Sacramento	CA	2.1
Capital Coors	West Sacramento	CA	2.1
Cargill	West Sacramento	CA	2.1
Crum & Crum Enterprises Inc	West Sacramento	CA	Transload
Farmers Rice Coop	West Sacramento	CA	2.1
Karrolton Envelope	West Sacramento	CA	2.1
Montgomery Ward & Co Distr Ctr	West Sacramento	CA	2.1
PFX Pet Supply	West Sacramento	CA	2.1
Port Of Sacramento (Yolo Port Dist)	West Sacramento	CA	2.1
The Ink Company	West Sacramento	CA	2.1
Treasure Chest	West Sacramento	CA	2.1
Unocal	West Sacramento	CA	2.1
American Metals Corp	Yolo Port	CA	2.1
California Distribution Center	Yolo Port	CA	2.1
Weyerhaeuser Lumber	Yolo Port	CA	2.1
Conoco Inc	Dunphy	CO	New Facility
Total Petroleum	Dunphy	CO	New Facility
American Soda, L.L.P.	Parachute	CO	New Facility
Agri Producers	Herington	KS	2.1
Cairo Coop Equity Exchange	Preston	KS	2.1
Crowley American Transport	Harbor	LA	2.1
Farmers Rice Milling Co Inc	Harbor	LA	2.1
Lake Charles Carbon Co, Div Reynolds Metals	Harbor	LA	2.1
Lake Charles Stevedores	Harbor	LA	2.1
M I Drilling Fluids	Harbor	LA	2.1
Calcasieu Steel & Pipe Inc	Lake Charles	LA	Agreement
Lake Charles American Press	Lake Charles	LA	Agreement
Lake Charles Harbor Terminal	Lake Charles	LA	Agreement
Lake Charles Public Elevator	Lake Charles	LA	Agreement
Allen Millwork Inc	Shreveport	LA	Agreement
Bell Industries	Shreveport	LA	Agreement
Custom Bilt Cabinet & Supply #1	Shreveport	LA	Agreement
G S Roofing Products Co Inc	Shreveport	LA	Agreement
Georgia Pacific Corp	Shreveport	LA	Agreement
Hart Lumber Co Inc	Shreveport	LA	Agreement
Murphy Bonded Whse Inc	Shreveport	LA	Agreement
National Biscuit Co (Nabisco)	Shreveport	LA	Agreement
Purina Mills Inc	Shreveport	LA	Agreement
S F Services Inc+A481	Shreveport	LA	Agreement
Sears Roebuck & Co	Shreveport	LA	Agreement
Southwestern Electric Power Co	Shreveport	LA	Agreement
Conoco (Gulf Coast Lube Plant)	Sulphur	LA	Agreement

**UP/SP Served Facilities Accessed By BNSF  
Other Than As A Result of "50/50 Line" '98 Agreement**

Customer	Station	State	Status
Arco Chemical (Olin Corp)	West Lake	LA	Agreement
Condea Vista Co	West Lake	LA	Agreement
Conoco Inc	West Lake	LA	Agreement
Dunham Price Inc	West Lake	LA	Agreement
Excel Paralubes	West Lake	LA	Agreement
Holnam Inc	West Lake	LA	Agreement
Jupiter Chemicals/Jupiter Nash	West Lake	LA	Agreement
M I Drilling Fluids	West Lake	LA	Agreement
Martin Marietta Aggregates	West Lake	LA	Agreement
Montell USA	West Lake	LA	Agreement
PPG Industries Inc	West Lake	LA	Agreement
R E Heidt Construction	West Lake	LA	Agreement
Reagent Chemical & Research	West Lake	LA	Agreement
Tetra Chemicals	West Lake	LA	Agreement
ABB Randall Corp	West Lake Charles	LA	Agreement
Baroid Drilling Fluids	West Lake Charles	LA	Agreement
Baroid Petroleum Services	West Lake Charles	LA	Agreement
Cit Con Oil	West Lake Charles	LA	Agreement
Citgo Petroleum Corp	West Lake Charles	LA	Agreement
Conoco Inc, Coke Term	West Lake Charles	LA	Agreement
Equistar Chemicals LP	West Lake Charles	LA	Agreement
Firestone Synthetic Rubber & Latex	West Lake Charles	LA	Agreement
Grace Davison (W R Grace)	West Lake Charles	LA	Agreement
Southern Ionics Inc	West Lake Charles	LA	Agreement
Venco Conoco, Calcining Plant	West Lake Charles	LA	Agreement
West Lake Petrochemicals	West Lake Charles	LA	Agreement
West Lake Polymers	West Lake Charles	LA	Agreement
West Lake Styrene	West Lake Charles	LA	Agreement
Ag Processing	Dexter	MO	2.1
Cargill	Dexter	MO	2.1
Hudson Foods	Dexter	MO	2.1
Monarch Feed Mills	Dexter	MO	2.1
Baker Hughes Inteq	Argenta	NV	2.1
Saga Exploration Co	Barth	NV	2.1
Atlas Towing Co	Battle Mountain	NV	New Facility
M I Drilling Fluids	Battle Mountain	NV	2.1
Sierra Chemical NV	Battle Mountain	NV	2.1
Cortez Gold Mines	Beowawe	NV	2.1
Fleischli Oil Corp	Beowawe	NV	2.1
SS Supply	Beowawe	NV	2.1
Union Pacific Fuels Inc	Beowawe	NV	2.1
Anschutz Marketing Transport	Carlin	NV	2.1
Continental Lime	Carlin	NV	2.1
Dust Chemical	Carlin	NV	2.1
Kilborn International	Carlin	NV	2.1
Thatcher Chemical Co - Nevada	Carlin	NV	2.1
Turner Gas	Carlin	NV	2.1
Baroid Drilling Fluids	Dunphy	NV	2.1
Kennecott Utah Copper	Dunphy	NV	2.1
Mine Service & Supply	Dunphy	NV	2.1
Newmont Gold Company Inc.	Dunphy	NV	New Facility
Alpark Petroleum	Elko	NV	2.1
Ash Grove Cement Co	Elko	NV	2.1
Blach Distributing	Elko	NV	2.1
Cashman Equipment	Elko	NV	2.1
Franklin Lumber Bldg Supply	Elko	NV	2.1
Nevada Freeport	Elko	NV	2.1
Nevada Ice & Cold Storage	Elko	NV	2.1
Par Gas	Elko	NV	2.1
Petro Source	Elko	NV	2.1
Petro Source Asphalt Terminal	Elko	NV	2.1
Tricon Metals & Services, Inc.	Elko	NV	2.1
Quebecor Printing Nevada Inc	Fernley	NV	New Facility



**UP/SP Served Facilities Accessed By BNSF  
Other Than As A Result of "50/50 Line" '98 Agreement**

Customer	Station	State	Status
Valley Joist Corp	Fernley	NV	New Facility
Continental Lime	Golconda	NV	2.1
Diamond Plastics Co	Golconda	NV	2.1
U S Barium	Golconda	NV	2.1
Kennecott Utah Copper	Jayhawk	NV	2.1
Transwood Inc	Jayhawk	NV	2.1
Kennecott Utah Copper	Redhouse	NV	2.1
Transwood Inc	Redhouse	NV	2.1
Coastal Chemical	Rennox	NV	2.1
Sierra Chemical Of Nevada	Rennox	NV	2.1
BNSF Nevada Quality Distr Center (QDC)	Sparks	NV	New Facility
Sierra Pacific Power	Valmy	NV	2.1
Dupont	Vivian	NV	2.1
Van Waters Rogers	Vivian	NV	2.1
Mobil Chemical	Amelia	TX	2.1
Econo Rail Corp	Baytown	TX	2.1
Exxon Chemical Americas	Baytown	TX	Agreement
Exxon Chemical Plastics	Baytown	TX	Agreement
Exxon Company USA	Baytown	TX	Agreement
Jindal United Steel Corp	Baytown	TX	2.1
Rhodia	Baytown	TX	2.1
SAW Pipes USA Inc	Baytown	TX	2.1
Seapac Inc	Baytown	TX	2.1
United States Steel/USX	Baytown	TX	2.1
Thompson Consumer Electronics (RCA)	Belen	TX	New Facility
City Of Brownsville	Brownsville	TX	2.1
Milwhite	Brownsville	TX	2.1
Premier Services Corp	Brownsville	TX	2.1
Tex Mex Cold Storage	Brownsville	TX	2.1
Farstad Oil	Buford	TX	2.1
Lopez Scrap Metal	Buford	TX	2.1
El Paso Valley Cotton Assn	Clint	TX	2.1
T & R Chemicals Inc	Clint	TX	2.1
Valley Feed Mills	Clint	TX	2.1
Citgo Petroleum East Plant	Corpus Christi	TX	2.1
Citgo Petroleum West Plant	Corpus Christi	TX	2.1
Coastal Refining & Marketing	Corpus Christi	TX	2.1
Elementis Chromium	Corpus Christi	TX	2.1
Encycle Texas Inc.	Corpus Christi	TX	2.1
ESCO Distributors Inc	Corpus Christi	TX	2.1
Koch Refining Company, East Plant	Corpus Christi	TX	2.1
Nueces Grain Company	Corpus Christi	TX	2.1
US Interstate Grain Corp., Port Terminal	Corpus Christi	TX	2.1
Zarsky Lumber Co.	Corpus Christi	TX	2.1
Defense Distribution Depot	Defense	TX	2.1
Penreco	Dickinson	TX	2.1
Gulf States Asphalt	Dumont	TX	2.1
Houston L&P #1	Dumont	TX	2.1
Houston L&P #3	Dumont	TX	2.1
South Houston Lumber	Dumont	TX	2.1
General Tire	East Waco	TX	2.1
Four Star Sugars	El Paso	TX	New Facility
Amoco Chemical	Eldon	TX	Agreement
Bayer Chemical	Eldon	TX	Agreement
Borden Chemical	Eldon	TX	2.1
Chevron Chemical	Eldon	TX	Agreement
City Public Service Board of San Antonio	Elmendorf	TX	2.1
Richard Bills Feedlot	Fabens	TX	2.1
Romney Implement	Fabens	TX	2.1
Swig Cotton Compress	Fabens	TX	2.1
Ashland Chemical	Genoa	TX	2.1
Pioneer Concrete Texas	Genoa	TX	2.1
Sunbelt Asphalt Materials	Genoa	TX	2.1

**UP/SP Served Facilities Accessed By BNSF  
Other Than As A Result of "50/50 Line" '98 Agreement**

Customer	Station	State	Status
Amc Warehouses	Great Southwest	TX	2.1
Boise Cascade	Great Southwest	TX	2.1
Carry Companies	Great Southwest	TX	2.1
Carry Companies (Imperial Sugar)	Great Southwest	TX	2.1
Champion Recycling	Great Southwest	TX	2.1
Coors Brewing	Great Southwest	TX	2.1
D D Recycling	Great Southwest	TX	2.1
D S Plastics	Great Southwest	TX	2.1
DSC Logistics	Great Southwest	TX	Transload
DSC Logistics (Iever)	Great Southwest	TX	Transload
DSC Logistics (Pillsbury)	Great Southwest	TX	Transload
Frito Lay	Great Southwest	TX	2.1
G E Appliances	Great Southwest	TX	2.1
General Hardwoods	Great Southwest	TX	2.1
Ink	Great Southwest	TX	2.1
Intsel Southwest	Great Southwest	TX	2.1
LMD Warehouse Distribution	Great Southwest	TX	2.1
Mackie Automotive Southwest	Great Southwest	TX	2.1
Matlack Systems	Great Southwest	TX	2.1
McGregor Printing	Great Southwest	TX	2.1
National Gypsum Co	Great Southwest	TX	2.1
National Starch Chemical	Great Southwest	TX	2.1
Packaging Corp of America	Great Southwest	TX	2.1
Pennzoil Prod	Great Southwest	TX	2.1
Pepsi Cola	Great Southwest	TX	2.1
Porter Warner Ind	Great Southwest	TX	2.1
Professional Food Systems	Great Southwest	TX	2.1
Quality Logistics Services	Great Southwest	TX	2.1
Solvay Engineered Polymers (DS Plastics)	Great Southwest	TX	2.1
Texas Plywood Lumber	Great Southwest	TX	2.1
Tucker Housewares	Great Southwest	TX	2.1
Tulco Oil	Great Southwest	TX	2.1
Uvtec	Great Southwest	TX	2.1
Wainwright Ind	Great Southwest	TX	2.1
Western Reclamation	Great Southwest	TX	2.1
Weyerhaeuser	Great Southwest	TX	2.1
Willamette Industries Bag	Great Southwest	TX	2.1
Willamette Industries Corrug	Great Southwest	TX	2.1
LCRA Plant	Halsted	TX	2.1
Alamo Forest Products Inc.	Harlingen	TX	2.1
Cameron Ashley Building Products	Harlingen	TX	2.1
Earthgrains Co	Harlingen	TX	2.1
Georgia Pacific Corp	Harlingen	TX	2.1
Harlingen Valley Compress Co., Inc.	Harlingen	TX	2.1
Joiner Foodservice Inc.	Harlingen	TX	2.1
Rio Grande Oil Mill	Harlingen	TX	2.1
Valley Compress Co., Inc.	Harlingen	TX	2.1
Valley Coop Oil Mill (Valco Chemical)	Harlingen	TX	2.1
Valley Morning Star	Harlingen	TX	2.1
M G Building Materials	Heafer	TX	2.1
Wheelwright & Associates	League City	TX	2.1
Exxon Chemical Americas	Mont Belvieu	TX	Agreement
Allied Signal	Orange	TX	2.1
Bayer Fibers Additives/Rubber	Orange	TX	2.1
Chevron Chemical	Orange	TX	2.1
Dupont De Nemours, E I	Orange	TX	2.1
Equitable Bag	Orange	TX	2.1
Firestone Syn Rubber Latex	Orange	TX	2.1
Lewis Plastics	Orange	TX	2.1
Neches Inc	Orange	TX	2.1
Orange City Of	Orange	TX	2.1
Orange Port Of	Orange	TX	2.1
Orange Ship Building	Orange	TX	2.1



**UP/SP Served Facilities Accessed By BNSF  
Other Than As A Result of "50/50 Line" '98 Agreement**

Customer	Station	State	Status
Precinct One Orange County	Orange	TX	2.1
PrintPak (James River)	Orange	TX	2.1
Rescar Inc	Orange	TX	2.1
Sabine Warehouse	Orange	TX	2.1
Schulman Plant (Burnett St)	Orange	TX	2.1
Schulman Plant (Thomas St)	Orange	TX	2.1
Texas Polymer Services	Orange	TX	2.1
West Orange City Of	Orange	TX	2.1
Wilson Warehouse	Orange	TX	2.1
Alamo Iron Works	San Antonio	TX	2.1
Allen & Allen Co	San Antonio	TX	2.1
BFI (Browning Ferris Industries)	San Antonio	TX	2.1
Big Tex Grain	San Antonio	TX	2.1
Block Distributing, Wine Div	San Antonio	TX	2.1
California Fruit Co	San Antonio	TX	2.1
Crystal Cold Storage	San Antonio	TX	2.1
Dittmar Lumber Corp	San Antonio	TX	2.1
Fiesta Warehousing Distribution	San Antonio	TX	Transload
Fite Distribution Services	San Antonio	TX	2.1
Georgia Pacific Corp	San Antonio	TX	2.1
GLI Distributing	San Antonio	TX	2.1
Halo Distributing	San Antonio	TX	2.1
Hart Lumber	San Antonio	TX	2.1
Hood Clays Vr	San Antonio	TX	2.1
Imperial Bedding	San Antonio	TX	2.1
Lone Star Brewing+A356	San Antonio	TX	2.1
Newell Industries Inc	San Antonio	TX	2.1
Newell Recycling of San Antonio, L.P.	San Antonio	TX	2.1
Pearl Brewing	San Antonio	TX	2.1
Pioneer Flour Mills	San Antonio	TX	2.1
Salt Exchange Inc	San Antonio	TX	2.1
Savage Industries, Industrial Rail Services	San Antonio	TX	Transload
South Texas Liquid Terminal	San Antonio	TX	Transload
Southern Merchandise Stge Co	San Antonio	TX	2.1
Star Seed & Grain	San Antonio	TX	2.1
Superior Tomato-Avacado Co Inc	San Antonio	TX	2.1
Trinity Industries Inc	San Antonio	TX	2.1
Westland Specialty Oil Company Inc	San Antonio	TX	2.1
Wright Oil	San Antonio	TX	2.1
Merco Joint Venture	Sierra Blanca	TX	2.1
San Patricio County Commissioner, Pricinct 1	Sinton	TX	2.1
A E Staley @ Imperial Holly facility	Sugar Land	TX	2.1
Imperial Holly	Sugar Land	TX	2.1
Nalco Exxon Energy Chemicals	Sugar Land	TX	2.1
J J S Distributing	Texarkana	TX	Agreement
Kear McGee Chemical Corp	Texarkana	TX	Agreement
Miller Bowie County Farmers (Willis St)	Texarkana	TX	Agreement
Texarkana Milling Supply	Texarkana	TX	Agreement
Anxail Services	Tornillo	TX	Transload
Drake Enterprises	Tornillo	TX	2.1
American Plant Food Co	Tyler	TX	2.1
Bonar Packaging	Tyler	TX	2.1
Cameron Ashley Building Products	Tyler	TX	2.1
Jewell Concrete Products	Tyler	TX	2.1
Kelly Springfield Tire	Tyler	TX	2.1
Sunbelt Cement	Tyler	TX	2.1
Transit Mix Concrete Material	Tyler	TX	2.1
Kamin Furniture	Victoria	TX	2.1
Cameron Ashley Building Products	Waco	TX	2.1
Central Forwarding Co	Waco	TX	2.1
Central Texas Iron Works	Waco	TX	2.1
Central Warehouse Co	Waco	TX	2.1
Certainteed	Waco	TX	2.1

**UP/SP Served Facilities Accessed By BNSF  
Other Than As A Result of "50/50 Line" '98 Agreement**

Customer	Station	State	Status
Continental General Tire	Waco	TX	2.1
Equalizer	Waco	TX	Transload
Exporters & Traders Compress & Whse Co	Waco	TX	2.1
Fleetwood Homes	Waco	TX	2.1
Fleetwood Trailer Co	Waco	TX	2.1
Gross Yowell Lumber	Waco	TX	2.1
Gulf States Paper	Waco	TX	2.1
Jarvis Paris Murphy	Waco	TX	2.1
Jewell Concrete Products	Waco	TX	2.1
M Lipsitz	Waco	TX	2.1
M M Mars	Waco	TX	2.1
Metro Lumber Industries	Waco	TX	2.1
Mid State Beverage Inc	Waco	TX	2.1
Owens Brockway	Waco	TX	2.1
Tejas Warehouse System	Waco	TX	2.1
Terra Nitrogen Corp (Terra Intl Inc)	Waco	TX	2.1
Vacant Facility (McCoys Bldg Supply Center)	Waco	TX	2.1
Veterans Administration	Waco	TX	2.1
Houston Shell & Concrete	Webster	TX	2.1
McCoys Bldg Supply Center	Webster	TX	2.1
Sunbelt Asphalt Materials	Webster	TX	2.1
Custom House Manuvering Svcs	Ysleta	TX	2.1
Featherlite Building Products Corp	Ysleta	TX	2.1
International Paper, Container Div	Ysleta	TX	2.1
Rhinehart Oil	American Fork	UT	2.1
Alpine Transfer	Clearfield	UT	2.1
Americold	Clearfield	UT	2.1
Ashland Chemical	Clearfield	UT	2.1
Birmingham Bolt	Clearfield	UT	2.1
Del Monte Foods	Clearfield	UT	2.1
DSC Logistics	Clearfield	UT	2.1
Excel Mining	Clearfield	UT	2.1
FABPRO Oriented Polymers Inc	Clearfield	UT	2.1
Freeport Center	Clearfield	UT	2.1
Freeport Cold Storage	Clearfield	UT	2.1
Gatx Logistics	Clearfield	UT	2.1
Lifetime Products	Clearfield	UT	2.1
Melnove	Clearfield	UT	2.1
Naptech Inc	Clearfield	UT	2.1
Oborn Transfer & Storage	Clearfield	UT	2.1
Poli Twine	Clearfield	UT	2.1
Quintex	Clearfield	UT	2.1
Ryerson Son J T	Clearfield	UT	2.1
Tech Steel	Clearfield	UT	2.1
Thiokol	Clearfield	UT	2.1
Watkins Shepard	Clearfield	UT	2.1
Geneva Steel	Geneva	UT	2.1
LaRoche Industries	Geneva	UT	2.1
Western Pipe Coaters (c/o Geneva Steel)	Geneva	UT	2.1
Reilly Industries	Ironton	UT	2.1
Great Salt Lake Minerals	Little Mountain	UT	2.1
Kennecott Utah Copper Corp	Magna	UT	2.1
Flying J Inc	North Salt Lake City	UT	2.1
Red Man Pipe & Supply Co	North Salt Lake City	UT	2.1
American Nutrition	Ogden	UT	2.1
Atlas Steel	Ogden	UT	2.1
Cache Commodities DRGW	Ogden	UT	2.1
Cargill Flour Milling	Ogden	UT	2.1
Cargill Nutrena Feeds	Ogden	UT	2.1
Cereal Food Processors	Ogden	UT	2.1
David Grant Trucking Inc	Ogden	UT	Transload
Defense Depot	Ogden	UT	2.1
Durbano Metals	Ogden	UT	2.1



UP/SP Served Facilities Accessed By BNSF  
Other Than As A Result of "50/50 Line" '98 Agreement

Customer	Station	State	Status
Dyce Chemical Ind	Ogden	UT	2.1
Great Salt Lake Minerals	Ogden	UT	2.1
Harsac	Ogden	UT	2.1
Kimberly Clark	Ogden	UT	2.1
Koch Agri Services West	Ogden	UT	2.1
L Bloom & Sons	Ogden	UT	2.1
McNabb Grain	Ogden	UT	2.1
Nutrena Feed	Ogden	UT	2.1
Wasatch Distributing	Ogden	UT	2.1
Western Gateway Storage	Ogden	UT	2.1
Pipe Fabricating	Pioneer	UT	2.1
A Y Building Supply	Provo	UT	2.1
Atlas Steel	Provo	UT	2.1
Big Four Distributing	Provo	UT	2.1
Pacific States Cast Iron Pipe	Provo	UT	2.1
Pitt Des Moines (PDM)	Provo	UT	2.1
A K Railroad Materials	Salt Lake City	UT	2.1
Alta Industries	Salt Lake City	UT	2.1
American Excelsior	Salt Lake City	UT	2.1
Amerigas Propane Lp	Salt Lake City	UT	2.1
Amoco Oil	Salt Lake City	UT	2.1
Asphalt Systems Inc	Salt Lake City	UT	2.1
Associated Food Stores	Salt Lake City	UT	2.1
Atlas Steel Inc	Salt Lake City	UT	2.1
Baker Hughes Inteq	Salt Lake City	UT	2.1
Bee Hive Brick	Salt Lake City	UT	2.1
Benergy dba Star Carbon Dism	Salt Lake City	UT	2.1
Border Steel	Salt Lake City	UT	2.1
Bruce Transfer & Storage	Salt Lake City	UT	2.1
Capitol Lumber	Salt Lake City	UT	2.1
Cenex Land O Lakes	Salt Lake City	UT	2.1
Cereal Food Processors	Salt Lake City	UT	2.1
Certified Warehouse Transfer	Salt Lake City	UT	2.1
Chevron Products	Salt Lake City	UT	2.1
Chris & Dicks Lbr & Hardware	Salt Lake City	UT	2.1
Church Of Jesus Christ LDS	Salt Lake City	UT	2.1
Conoco Inc	Salt Lake City	UT	2.1
Corp Of The President (LDS Church)	Salt Lake City	UT	2.1
Corporation Of The Presiding	Salt Lake City	UT	2.1
Crawford Door Sales	Salt Lake City	UT	2.1
Crus Distributing	Salt Lake City	UT	2.1
E F Mariani	Salt Lake City	UT	Transload
Eaton Metal Products	Salt Lake City	UT	2.1
Eimco Process Equipment	Salt Lake City	UT	2.1
Engelhard	Salt Lake City	UT	2.1
Farwest Steel	Salt Lake City	UT	2.1
General Distributing	Salt Lake City	UT	2.1
General Felt Industries	Salt Lake City	UT	2.1
Great Western Chemical	Salt Lake City	UT	2.1
Harrington Trucking Inc	Salt Lake City	UT	2.1
Hill Brothers Chemical	Salt Lake City	UT	Transload
Holnam	Salt Lake City	UT	2.1
Liquid Sugars	Salt Lake City	UT	2.1
Mark Steel (W 200)	Salt Lake City	UT	2.1
Marmon Keystone	Salt Lake City	UT	2.1
May Foundry	Salt Lake City	UT	2.1
Metro Group Inc	Salt Lake City	UT	2.1
Mountain Cement	Salt Lake City	UT	2.1
Nalco Chemical	Salt Lake City	UT	2.1
Newspaper Agency	Salt Lake City	UT	2.1
Pacific Steel	Salt Lake City	UT	2.1
Packaging Corp of America	Salt Lake City	UT	2.1
Pax	Salt Lake City	UT	2.1

**UP/SP Served Facilities Accessed By BNSF  
Other Than As A Result of "50/50 Line" '98 Agreement**

<b>Customer</b>	<b>Station</b>	<b>State</b>	<b>Status</b>
Peerless Oil	Salt Lake City	UT	2.1
Petrolane	Salt Lake City	UT	2.1
Pioneer Wholesale Supply Inc	Salt Lake City	UT	2.1
Resource Net (aka Western Paper Co)	Salt Lake City	UT	2.1
Salt Lake Auto Auction	Salt Lake City	UT	2.1
Semling Menke	Salt Lake City	UT	2.1
Smurfit Stone Container Corp	Salt Lake City	UT	2.1
Specialized Rail Service	Salt Lake City	UT	2.1
Sport Court	Salt Lake City	UT	Transload
Steelco	Salt Lake City	UT	2.1
Sutherland Lumber	Salt Lake City	UT	2.1
Terminal Freight Handling	Salt Lake City	UT	2.1
Thatcher Company	Salt Lake City	UT	2.1
Transwood	Salt Lake City	UT	2.1
United States Postal Service	Salt Lake City	UT	Transload
United States Welding	Salt Lake City	UT	2.1
Utah Barrel	Salt Lake City	UT	2.1
Utah Metal Works	Salt Lake City	UT	2.1
Utah Paper Box	Salt Lake City	UT	2.1
Valley Steel Processing Inc	Salt Lake City	UT	2.1
Van Water Rogers	Salt Lake City	UT	2.1
Westinghouse Electric Co	Salt Lake City	UT	2.1
Weyerhaeuser (Matl Dist)	Salt Lake City	UT	2.1
Weyerhaeuser (Recycling)	Salt Lake City	UT	2.1
Wholesale Stationers Corp	Salt Lake City	UT	2.1
Wholesale Transfer & Whse	Salt Lake City	UT	2.1
Inland Refining Inc	Salt Lake City	UT	2.1
Koch Performance Asphalt Co	Woods Cross	UT	2.1
Peak Profile	Woods Cross	UT	2.1
Phillips 66W	Woods Cross	UT	2.1



"2-To-1" Points Where UP Has Advised BNSF Has Access To "All Customers"

Customer	Station	State	Status
All Customers	Altamont	CA	2.1
All Customers	Hearst	CA	2.1
All Customers	Livermore	CA	2.1
All Customers	Midway	CA	2.1
All Customers	Niles Jct	CA	2.1
All Customers	Pleasanton	CA	2.1
All Customers	Radum	CA	2.1
All Customers	Trevarno	CA	2.1
All Customers	Alazon	NV	2.1
All Customers	Barth	NV	2.1
All Customers	Beowawe	NV	2.1
All Customers	Carlin	NV	2.1
All Customers	Coin	NV	2.1
All Customers	Deeth	NV	2.1
All Customers	Dunphy	NV	2.1
All Customers	Elburz	NV	2.1
All Customers	Elko	NV	2.1
All Customers	Ellison	NV	2.1
All Customers	Golconda	NV	2.1
All Customers	Hunter	NV	2.1
All Customers	Jayhawk	NV	2.1
All Customers	Kampos	NV	2.1
All Customers	Knight	NV	2.1
All Customers	Nardi	NV	2.1
All Customers	Pardo	NV	2.1
All Customers	Rasid	NV	2.1
All Customers	Redhouse	NV	2.1
All Customers	Rennox	NV	2.1
All Customers	Russells	NV	2.1
All Customers	Ryndon	NV	2.1
All Customers	Tulasco	NV	2.1
All Customers	Weso	NV	2.1
All Customers	Buford	TX	2.1
All Customers	Clint	TX	2.1
All Customers	Dickinson	TX	2.1
All Customers	Dumont	TX	2.1
All Customers	Fabens	TX	2.1
All Customers	Fondren	TX	2.1
All Customers	Ft Hancock	TX	2.1
All Customers	Genoa	TX	2.1
All Customers	Great Southwest	TX	2.1
All Customers	Gypsum Spur	TX	2.1
All Customers	Hulen Park	TX	2.1
All Customers	Iser	TX	2.1
All Customers	La Marque	TX	2.1
All Customers	League City	TX	2.1
All Customers	McDonough	TX	2.1
All Customers	McNary	TX	2.1
All Customers	Olcott	TX	2.1
All Customers	Sierra Blanca	TX	2.1
All Customers	Texas City Jct	TX	2.1
All Customers	Tornillo	TX	2.1
All Customers	Webster	TX	2.1
All Customers	Ysleta	TX	2.1

**Customers Accessed By BNSF Directly  
On Lines Purchased As A Result Of The UP/SP Merger**

<b>Customer</b>	<b>Station</b>	<b>State</b>	<b>Status</b>
Baroid Corp	Berwick	LA	Direct
Ico Tubular	Boeuf	LA	Direct
J Ray McDermott	Boeuf	LA	Direct
M I Drilling Fluids	Boeuf	LA	Direct
Pipe Distributors	Boeuf	LA	Direct
Tuboscope Vetco International	Boeuf	LA	Direct
Monsanto Co	Boutte	LA	Direct
Anchor Drilling Fluids USA Inc	Cade	LA	Direct
J & L Cameco Honiron Div	Jeanerette	LA	Direct
Lafayette Power Plant	Lafayette	LA	Direct
Broussard Rice Mill Inc	Mermentau	LA	Direct
Environmental Treatment Team	Morgan City	LA	Direct
Patterson Truck Lines	Morgan City	LA	Direct
Port of Morgan City	Morgan City	LA	Direct
Tenneco	Morgan City	LA	Direct
Tuboscope	Morgan City	LA	Direct
Texaco Inc	Paradis	LA	Direct



**Customers Accessed By BNSf Located  
On "2-To-1" Shortlines/Regional Carriers**

Customer	Station	State	Serving Carrier	Status
Continental Grain Corp	Danville	AR	LRWN	2:1 SL
Green Bay Pkg Inc Ark Kraft Div	Danville	AR	LRWN	2:1 SL
Wayne Poultry & Feed (Div Continental Grain)	Danville	AR	LRWN	2:1 SL
American Fiber Industries	Little Rock	AR	LRPA	2:1 SL
Ben E Keith of Arkansas	Little Rock	AR	LRPA	2:1 SL
Best Foods Div CPC Intl Inc	Little Rock	AR	LRPA	2:1 SL
Democrat Printing & Lithographing Co	Little Rock	AR	LRPA	2:1 SL
G E Appliances	Little Rock	AR	LRPA	2:1 SL
Interstate Highway Sign Co	Little Rock	AR	LRPA	2:1 SL
Little Rock Distributing	Little Rock	AR	LRPA	2:1 SL
Logistics Services Inc. (LSI)	Little Rock	AR	LRPA	2:1 SL
Logistics Svcs Inc (LSI) (Ryan Walsh Inc)	Little Rock	AR	LRPA	2:1 SL
National By Products	Little Rock	AR	LRPA	2:1 SL
Oneal Steel Inc.	Little Rock	AR	LRPA	2:1 SL
Pind Supply Inc	Little Rock	AR	LRPA	2:1 SL
Recycle America	Little Rock	AR	LRPA	2:1 SL
River Cement	Little Rock	AR	LRPA	2:1 SL
Safety Kleen	Little Rock	AR	LRPA	2:1 SL
Schick Steel	Little Rock	AR	LRPA	2:1 SL
Schueck Steel	Little Rock	AR	LRPA	2:1 SL
Sloane, George Fischer Mfg Co Inc	Little Rock	AR	LRPA	2:1 SL
Southern Bldg Products	Little Rock	AR	LRPA	2:1 SL
Southern Scrap	Little Rock	AR	LRPA	2:1 SL
Southland Products	Little Rock	AR	LRPA	2:1 SL
Vincent Metals Div Rio Algom Inc	Little Rock	AR	LRPA	2:1 SL
Vinyl Building Products	Little Rock	AR	LRPA	2:1 SL
Wheatland Tube - Omega Div	Little Rock	AR	LRPA	2:1 SL
Deltic Timber Corp	Ola	AR	LRWN	2:1 SL
Ameri Gas	Perry	AR	LRWN	2:1 SL
Green Bay Packaging Inc Arkansas Kraft Div	Perry	AR	LRWN	2:1 SL
Collins Pine	Chester	CA	AL	2:1 SL
Riviana Food Inc	Abbeville	LA	LDRR	2:1 SL
Cargill Salt	Baldwin	LA	LDRR	2:1 SL
Morton Salt	Baldwin	LA	LDRR	2:1 SL
Twin Bros Marine	Baldwin	LA	LDRR	2:1 SL
Cabot Corp	Bayou Sale	LA	LDRR	2:1 SL
Columbian Chemicals Co	Bayou Sale	LA	LDRR	2:1 SL
Enterprise Products	Breaux Bridge	LA	LDRR	2:1 SL
Helena Chemical Co	Bunkie	LA	AKDN	2:1 SL
Acadiana Scrap Salvage	Crowley	LA	AKDN	2:1 SL
Falcon Rice Mill	Crowley	LA	AKDN	2:1 SL
Francis Drilling Fluids Ltd	Crowley	LA	AKDN	2:1 SL
G & H Seed	Crowley	LA	AKDN	2:1 SL
Helena Chemical	Crowley	LA	AKDN	2:1 SL
Krielow Bros	Crowley	LA	AKDN	2:1 SL
Liq Quick Fertilizer	Crowley	LA	AKDN	2:1 SL
Riceland Foods (ADM)	Crowley	LA	AKDN	2:1 SL
Southwest Rice Mill	Crowley	LA	AKDN	2:1 SL
Southwest Rice Mill	Crowley	LA	AKDN	2:1 SL
Supreme Rice Mill Inc	Crowley	LA	AKDN	2:1 SL
International Paper Co	Elks	LA	LDRR	2:1 SL
C & E Supply	Eunice	LA	AKDN	2:1 SL
Mowata Farm Supply	Eunice	LA	AKDN	2:1 SL
Rice Co of Eunice	Eunice	LA	AKDN	2:1 SL

**Customers Accessed By BNSf Located  
On "2-To-1" Shortlines/Regional Carriers**

<b>Customer</b>	<b>Station</b>	<b>State</b>	<b>Serving Carrier</b>	<b>Status</b>
Miller Brands	Harahan	LA	NOPB	2:1 SL
Ribelin Distribution Inc	Harahan	LA	NOPB	2:1 SL
Lincoln Big Three	Harvey	LA	NOPB	2:1 SL
M I Drilling Fluids Co	Harvey	LA	NOPB	2:1 SL
Shield Coat Inc	Houma	LA	LDRR	2:1 SL
Cajun Distributing	Jefferson	LA	NOPB	2:1 SL
Distron	Jefferson	LA	NOPB	2:1 SL
Liberty Rice	Kaplan	LA	LDRR	2:1 SL
Transoceanic Shipping/Intl Export Packers of	Kenner	LA	NOPB	2:1 SL
A & E Scrap Materials Inc	Lafayette	LA	LDRR	2:1 SL
American Manufacturing	Lafayette	LA	LDRR	2:1 SL
Branch Warehouse	Lafayette	LA	LDRR	2:1 SL
Catalyst Recovery	Lafayette	LA	LDRR	2:1 SL
Chastant Brothers Inc	Lafayette	LA	LDRR	2:1 SL
Elks Concrete Products	Lafayette	LA	LDRR	2:1 SL
Halliburton	Lafayette	LA	LDRR	2:1 SL
Lafayette Distributors	Lafayette	LA	LDRR	2:1 SL
Louisiana Sw Scrap & Salvage	Lafayette	LA	LDRR	2:1 SL
Mike Baker Brick Co	Lafayette	LA	LDRR	2:1 SL
Northpark Industrial Park	Lafayette	LA	LDRR	2:1 SL
Oneal Steel Inc	Lafayette	LA	LDRR	2:1 SL
OSCA Inc	Lafayette	LA	LDRR	2:1 SL
Quality Brands Inc	Lafayette	LA	LDRR	2:1 SL
Schilling Distributing Co Inc	Lafayette	LA	LDRR	2:1 SL
Lockport Thermostats	Lockport	LA	LDRR	2:1 SL
Nicolas Paper	Lockport	LA	LDRR	2:1 SL
Olin	Lockport	LA	LDRR	2:1 SL
Raceland Sugar	Lockport	LA	LDRR	2:1 SL
Allen Tan	New Iberia	LA	LDRR	2:1 SL
Ambar Inc	New Iberia	LA	LDRR	2:1 SL
Bayou Pipe Coating	New Iberia	LA	LDRR	2:1 SL
Carbo Ceramics	New Iberia	LA	LDRR	2:1 SL
Coastal Chemical	New Iberia	LA	LDRR	2:1 SL
Coastal Timbers	New Iberia	LA	LDRR	2:1 SL
Creole Fermentation	New Iberia	LA	LDRR	2:1 SL
Degussa Carbon Black Corp	New Iberia	LA	LDRR	2:1 SL
Iberia Sugar	New Iberia	LA	LDRR	2:1 SL
Iberia Threading	New Iberia	LA	LDRR	2:1 SL
Liberty Connell	New Iberia	LA	LDRR	2:1 SL
Olin	New Iberia	LA	LDRR	2:1 SL
Premiere Casing	New Iberia	LA	LDRR	2:1 SL
A To Z Paper Co	New Orleans	LA	NOPB	2:1 SL
Advance Paper Co Janitorial	New Orleans	LA	NOPB	2:1 SL
Baroid Sales Co (Nl Ind)	New Orleans	LA	NOPB	2:1 SL
Barriere Construction Co	New Orleans	LA	NOPB	2:1 SL
Better Boxing	New Orleans	LA	NOPB	2:1 SL
Bourg Wilson Lbr & Bldg Inc	New Orleans	LA	NOPB	2:1 SL
Bubbas Produce	New Orleans	LA	NOPB	2:1 SL
Bulk Materials Transfer	New Orleans	LA	NOPB	2:1 SL
Cargill	New Orleans	LA	NOPB	2:1 SL
Citadel Cement/ Laforest Co	New Orleans	LA	NOPB	2:1 SL
Crown Oil Chemical	New Orleans	LA	NOPB	2:1 SL
Dbi R Equine Feed Supply	New Orleans	LA	NOPB	2:1 SL
Deavo Lime Pellican Divn	New Orleans	LA	NOPB	2:1 SL
Depuy Stg & Fwd	New Orleans	LA	NOPB	2:1 SL



**Customers Accessed By BNSf Located  
On "2-To-1" Shortlines/Regional Carriers**

<b>Customer</b>	<b>Station</b>	<b>State</b>	<b>Serving Carrier</b>	<b>Status</b>
Dravo Basic Materials	New Orleans	LA	NOPB	2:1 SL
Equitable Shipyards	New Orleans	LA	NOPB	2:1 SL
Gats Masonry	New Orleans	LA	NOPB	2:1 SL
Glazer Steel and Aluminum	New Orleans	LA	NOPB	2:1 SL
Halter Marine	New Orleans	LA	NOPB	2:1 SL
Holnam	New Orleans	LA	NOPB	2:1 SL
Horizon Incl	New Orleans	LA	NOPB	2:1 SL
Hug Condon & Mayflower Moving & Storing	New Orleans	LA	NOPB	2:1 SL
Lane & Co	New Orleans	LA	NOPB	2:1 SL
Lengsfeld Bros - Lengsfeld Pkg	New Orleans	LA	NOPB	2:1 SL
Levitz Furniture	New Orleans	LA	NOPB	2:1 SL
Liquid Sugars Inc	New Orleans	LA	NOPB	2:1 SL
Marzoni & Associates	New Orleans	LA	NOPB	2:1 SL
Missionary Expeditors Inc	New Orleans	LA	NOPB	2:1 SL
Namasco	New Orleans	LA	NOPB	2:1 SL
Neeb Kearney Inc	New Orleans	LA	NOPB	2:1 SL
New Orleans Cold Storage	New Orleans	LA	NOPB	2:1 SL
New Orleans Distribution	New Orleans	LA	NOPB	2:1 SL
New Orleans Marine Cont	New Orleans	LA	NOPB	2:1 SL
New Orleans Metal Works	New Orleans	LA	NOPB	2:1 SL
North Star Steel Co	New Orleans	LA	NOPB	2:1 SL
Orleans Matls Equipment Co	New Orleans	LA	NOPB	2:1 SL
Patent Scaffolding	New Orleans	LA	NOPB	2:1 SL
Paulsen-Weber	New Orleans	LA	NOPB	2:1 SL
Pelican Paper	New Orleans	LA	NOPB	2:1 SL
Pelican Tomato Co	New Orleans	LA	NOPB	2:1 SL
Pennzoil Products	New Orleans	LA	NOPB	2:1 SL
Plymouth Cordage	New Orleans	LA	NOPB	2:1 SL
Plywood Panels	New Orleans	LA	NOPB	2:1 SL
Pontchartrain Matl Corp	New Orleans	LA	NOPB	2:1 SL
Port Cargo Service	New Orleans	LA	NOPB	2:1 SL
Public Bulk Terminal	New Orleans	LA	NOPB	2:1 SL
Puerto Rican Marine Mgt	New Orleans	LA	NOPB	2:1 SL
Reilly Chemical Co	New Orleans	LA	NOPB	2:1 SL
Reilly Wm B - Blue Plate Fire Foods	New Orleans	LA	NOPB	2:1 SL
Ribelen Sales Inc	New Orleans	LA	NOPB	2:1 SL
Rippner Inc	New Orleans	LA	NOPB	2:1 SL
Ryan Timber Co	New Orleans	LA	NOPB	2:1 SL
Sealand	New Orleans	LA	NOPB	2:1 SL
Second Harvester	New Orleans	LA	NOPB	2:1 SL
Sequoia Supply Inc	New Orleans	LA	NOPB	2:1 SL
Sewerage & Water Board of New Orleans	New Orleans	LA	NOPB	2:1 SL
Southeast Recycling	New Orleans	LA	NOPB	2:1 SL
Southern Scrap Matl Co	New Orleans	LA	NOPB	2:1 SL
Southern Steel & Aluminum	New Orleans	LA	NOPB	2:1 SL
Standard Coffee	New Orleans	LA	NOPB	2:1 SL
Tri Ro Pa Mills	New Orleans	LA	NOPB	2:1 SL
Triple E Transport Inc	New Orleans	LA	NOPB	2:1 SL
Turner Marine Bulk Inc	New Orleans	LA	NOPB	2:1 SL
US Army Corp of Engineering	New Orleans	LA	NOPB	2:1 SL
US Gypsum Co	New Orleans	LA	NOPB	2:1 SL
W R Grace	New Orleans	LA	NOPB	2:1 SL
Benhard Warehouse	Opelousas	LA	AKDN	2:1 SL
Cal-Chlor Inc	Opelousas	LA	AKDN	2:1 SL
Emick Prejean & Son Inc	Opelousas	LA	AKDN	2:1 SL

Customers Accessed By ENSf Located  
On "2-To-1" Shortlines/Regional Carriers

Customer	Station	State	Serving Carrier	Status
FMC	Opelousas	LA	AKDN	2:1 SL
Gaiennie Lumber	Opelousas	LA	AKDN	2:1 SL
James Corp of Opelousas	Opelousas	LA	AKDN	2:1 SL
Lou Ana Foods	Opelousas	LA	AKDN	2:1 SL
PMG Inc	Opelousas	LA	AKDN	2:1 SL
Prairie Construction Co	Opelousas	LA	AKDN	2:1 SL
Southwest Feed & Farm Supply	Opelousas	LA	AKDN	2:1 SL
Southwest Feed Farm	Opelousas	LA	AKDN	2:1 SL
Patout M A & Son Ltd	Patoutville	LA	LDRR	2:1 SL
Dufrene Building Materials Inc	Raceland	LA	LDRR	2:1 SL
Krielow Brothers	Roanoke	LA	AKDN	2:1 SL
Tri-State Delta Inc	Schriever	LA	LDRR	2:1 SL
Cabot Corp	Tate Cove	LA	AKDN	2:1 SL
National Beverage	Thibodaux	LA	LDRR	2:1 SL
Evangeline Farmers Coop	Ville Platte	LA	AKDN	2:1 SL
Union Tank Car	Ville Platte	LA	AKDN	2:1 SL
BHP Copper	Riepetown	NV	BHP	2:1 SL
Agua Dulce Grain Co	Agua Dulce	TX	TM	2:1 SL
Aqua Dulce Co-op	Agua Dulce	TX	TM	2:1 SL
Barr Iron & Metal	Alice	TX	TM	2:1 SL
Bell Processing	Alice	TX	TM	2:1 SL
Dowell Schlumberger Inc	Alice	TX	TM	2:1 SL
Halliburton Energy Svc	Alice	TX	TM	2:1 SL
Hammock Distribution	Alice	TX	TM	2:1 SL
Milchem	Alice	TX	TM	2:1 SL
Santrrol	Alice	TX	TM	2:1 SL
Tetra Oil & Gas Svc	Alice	TX	TM	2:1 SL
Tetra Services Inc	Alice	TX	TM	2:1 SL
Titan Services	Alice	TX	TM	2:1 SL
Western	Alice	TX	TM	2:1 SL
ABC Supply	Austin	TX	LHRR	2:1 SL
Acco Waste Paper	Austin	TX	LHRR	2:1 SL
Alar Distribution	Austin	TX	LHRR	2:1 SL
Alliant Foodservice	Austin	TX	LHRR	2:1 SL
Austin Steam Train Assn	Austin	TX	LHRR	2:1 SL
Boonesborough Inc	Austin	TX	LHRR	2:1 SL
Brown Dist	Austin	TX	LHRR	2:1 SL
Capital Beverage	Austin	TX	LHRR	2:1 SL
Foxworth - Galbraith	Austin	TX	LHRR	2:1 SL
Huntsman Chemical Corp	Austin	TX	LHRR	2:1 SL
J Pinelli Corp	Austin	TX	LHRR	2:1 SL
Kraft Food Service	Austin	TX	LHRR	2:1 SL
Shiner	Austin	TX	LHRR	2:1 SL
Warren Furniture	Austin	TX	LHRR	2:1 SL
Banquete Co-op	Banquete	TX	TM	2:1 SL
Banquete Grain & Elevator	Banquete	TX	TM	2:1 SL
McCoy Lumber	Belton	TX	GRR	2:1 SL
Amfels Inc	Brownsville	TX	BRG	2:1 SL
Anbel Corporation	Brownsville	TX	BRG	2:1 SL
Best Group Marine	Brownsville	TX	BRG	2:1 SL
Brownsville Navigation	Brownsville	TX	BRG	2:1 SL
Brownsville Refining	Brownsville	TX	BRG	2:1 SL
Carl & Carol Meyer	Brownsville	TX	BRG	2:1 SL
Chem USA Corp	Brownsville	TX	BRG	2:1 SL
Columbia Western Clay	Brownsville	TX	BRG	2:1 SL



**Customers Accessed By BNSf Located  
On "2-To-1" Shortlines/Regional Carriers**

Customer	Station	State	Serving Carrier	Status
Comercializadora Lajunta	Brownsville	TX	BRG	2:1 SL
Dix Industries Inc	Brownsville	TX	BRG	2:1 SL
Duropaper Bag Mfg	Brownsville	TX	BRG	2:1 SL
Elgo Internacional	Brownsville	TX	BRG	2:1 SL
Frontier Services	Brownsville	TX	BRG	2:1 SL
Galbreath Inc	Brownsville	TX	BRG	2:1 SL
Garva Corp	Brownsville	TX	BRG	2:1 SL
Global Stone Lc	Brownsville	TX	BRG	2:1 SL
Groendyke Transport	Brownsville	TX	BRG	2:1 SL
Gulf Facilities Inc	Brownsville	TX	BRG	2:1 SL
Gulf Stream Marine Of Brownsville	Brownsville	TX	BRG	2:1 SL
Gulmar Inc	Brownsville	TX	BRG	2:1 SL
Inter Transfer	Brownsville	TX	BRG	2:1 SL
Interlube Terminals	Brownsville	TX	BRG	2:1 SL
International Shipbreacking	Brownsville	TX	BRG	2:1 SL
International Stainless Steel	Brownsville	TX	BRG	2:1 SL
Itapco Border Terml	Brownsville	TX	BRG	2:1 SL
Itapcc Bville Terml	Brownsville	TX	BRG	2:1 SL
Itapco Tejano Terml	Brownsville	TX	BRG	2:1 SL
John Houlihan	Brownsville	TX	BRG	2:1 SL
Liberty Engr Inc	Brownsville	TX	BRG	2:1 SL
Lower Valley Trans	Brownsville	TX	BRG	2:1 SL
Marine Scrap Corp	Brownsville	TX	BRG	2:1 SL
Oglebay Norton	Brownsville	TX	BRG	2:1 SL
Open Sesame Commodity	Brownsville	TX	BRG	2:1 SL
Penn Octane Corp	Brownsville	TX	BRG	2:1 SL
Petrol liquids Terminal	Brownsville	TX	BRG	2:1 SL
Plitt Crane & Equipment Inc	Brownsville	TX	BRG	2:1 SL
Port Elevator-Brownsville	Brownsville	TX	BRG	2:1 SL
Port Of Brownsville	Brownsville	TX	BRG	2:1 SL
Quimica Fluor Sa	Brownsville	TX	BRG	2:1 SL
R M Wilsdorf Co	Brownsville	TX	BRG	2:1 SL
Rio Plastics Inc	Brownsville	TX	BRG	2:1 SL
Roll & Hold	Brownsville	TX	BRG	2:1 SL
RR Maintenance & Constr	Brownsville	TX	BRG	2:1 SL
Sanco International Inc	Brownsville	TX	BRG	2:1 SL
Satellite I Inc	Brownsville	TX	BRG	2:1 SL
South Pacific Plywood Lumber	Brownsville	TX	BRG	2:1 SL
South Texas Grain	Brownsville	TX	BRG	2:1 SL
South Texas Grain (Tip O Tex Elevator)	Brownsville	TX	BRG	2:1 SL
Southwest Grain	Brownsville	TX	BRG	2:1 SL
STG Leasing Co	Brownsville	TX	BRG	2:1 SL
Texas International Ry	Brownsville	TX	BRG	2:1 SL
Transforma Marine	Brownsville	TX	BRG	2:1 SL
TransMontaigne Terminaling Inc	Brownsville	TX	BRG	2:1 SL
Trico Technologies Corp	Brownsville	TX	BRG	2:1 SL
Valley Warehousing	Brownsville	TX	BRG	2:1 SL
Hoover Building Supply	Burnet	TX	LHRR	2:1 SL
Pioneer Concrete of Tx Inc	Burnet	TX	LHRR	2:1 SL
Aimcor (Applied Industrial Materials)	Corpus Christi	TX	CCTR	2:1 SL
Alamo Concrete Products Limited	Corpus Christi	TX	TM	2:1 SL
Alford Refrigerated Whse	Corpus Christi	TX	TM	2:1 SL
Andrews Distributing Company Inc	Corpus Christi	TX	TM	2:1 SL
Atlas Iron & Metal Company	Corpus Christi	TX	TM	2:1 SL
Auto Warehousing Co	Corpus Christi	TX	CCTR	2:1 SL

Customers Accessed By BNSf Located  
On "2-To-1" Shortlines/Regional Carriers

Customer	Station	State	Serving Carrier	Status
Baker Hughes Inteq	Corpus Christi	TX	TM	2:1 SL
Barnup & Simms of Texas Inc	Corpus Christi	TX	TM	2:1 SL
BFI Waste Systems	Corpus Christi	TX	TM	2:1 SL
Big Three Welding Co	Corpus Christi	TX	TM	2:1 SL
Block Distributing Company	Corpus Christi	TX	TM	2:1 SL
Butt H E Grocery	Corpus Christi	TX	TM	2:1 SL
City Delivery Service & Storage	Corpus Christi	TX	TM	2:1 SL
Clemtex Inc	Corpus Christi	TX	TM	2:1 SL
Coastal Storage Inc	Corpus Christi	TX	TM	2:1 SL
Commercial Metals Company	Corpus Christi	TX	TM	2:1 SL
Coors Distributing Co of Corpus Christi	Corpus Christi	TX	TM	2:1 SL
Corpus Christi Disposal Service	Corpus Christi	TX	TM	2:1 SL
Corpus Christi Grain Co	Corpus Christi	TX	TM	2:1 SL
Corpus Christi Produce Co Inc	Corpus Christi	TX	TM	2:1 SL
Corpus Christi Public Compress	Corpus Christi	TX	CCTR	2:1 SL
Corpus Christi Public Elevator	Corpus Christi	TX	CCTR	2:1 SL
Corpus Christi Wholesale Mart	Corpus Christi	TX	TM	2:1 SL
Delta Steel Inc	Corpus Christi	TX	TM	2:1 SL
Dix-Fairway Terminals	Corpus Christi	TX	CCTR	2:1 SL
Farrell Cooper Mining	Corpus Christi	TX	CCTR	2:1 SL
Featherlite Building Products	Corpus Christi	TX	TM	2:1 SL
G N I Group (Disposal System)	Corpus Christi	TX	TM	2:1 SL
Griffin Industries	Corpus Christi	TX	TM	2:1 SL
Gulf Coast Bearing & Supply Co	Corpus Christi	TX	TM	2:1 SL
Gulf Compress	Corpus Christi	TX	UP/TM	2:1 SL
Gulf Concrete	Corpus Christi	TX	TM	2:1 SL
Gulf Iron Works	Corpus Christi	TX	TM	2:1 SL
Haas Anderson Construction Inc	Corpus Christi	TX	TM	2:1 SL
Hausman, Sam Meat Packer	Corpus Christi	TX	TM	2:1 SL
Hitox Corp	Corpus Christi	TX	CCTR	2:1 SL
Industrial Stainless & Alloys	Corpus Christi	TX	TM	2:1 SL
Ingram Readymix Inc	Corpus Christi	TX	TM	2:1 SL
Koch Material Co	Corpus Christi	TX	CCTR	2:1 SL
M G Building Materials Inc.	Corpus Christi	TX	TM	2:1 SL
Milwhite Company Inc	Corpus Christi	TX	CCTR	2:1 SL
Mineral Processing & Marketing	Corpus Christi	TX	TM	2:1 SL
National Sanitary Supply Company (Century Pa)	Corpus Christi	TX	TM	2:1 SL
Naylor Farm & Ranch Supply	Corpus Christi	TX	TM	2:1 SL
Omni Fluids Co	Corpus Christi	TX	TM	2:1 SL
Penland Distributing Co	Corpus Christi	TX	TM	2:1 SL
Port of Corpus Christi Authority	Corpus Christi	TX	CCTR	2:1 SL
Port of Corpus Christi Authority - Bulkmater	Corpus Christi	TX	CCTR	2:1 SL
Ray West Warehouses Inc	Corpus Christi	TX	TM	2:1 SL
Safety Kleen Corporation	Corpus Christi	TX	TM	2:1 SL
Scholl Forest Industry Inc.	Corpus Christi	TX	CCTR	2:1 SL
Sears Roebuck & Co	Corpus Christi	TX	TM	2:1 SL
Skips Industrial Salvage	Corpus Christi	TX	TM	2:1 SL
South Texas Recycling Co	Corpus Christi	TX	TM	2:1 SL
Southeastern Public Service Co	Corpus Christi	TX	TM	2:1 SL
Star Fire Port Services Inc	Corpus Christi	TX	CCTR	2:1 SL
Sterett Supply Co	Corpus Christi	TX	TM	2:1 SL
Suniland Furniture Co	Corpus Christi	TX	TM	2:1 SL
Swift-Train Company	Corpus Christi	TX	TM	2:1 SL
Texas Industries Inc. (TXI)	Corpus Christi	TX	TM	2:1 SL
Texas Lehigh Cement	Corpus Christi	TX	CCTR	2:1 SL



**Customers Accessed By BNSf Located  
On "2-To-1" Shortlines/Regional Carriers**

<b>Customer</b>	<b>Station</b>	<b>State</b>	<b>Serving Carrier</b>	<b>Status</b>
Thorpe Insulation Co (J. T. Thorpe Company)	Corpus Christi	TX	TM	2:1 SL
Timet	Corpus Christi	TX	CCTR	2:1 SL
United Masonry Supply Inc.	Corpus Christi	TX	TM	2:1 SL
Valls Shipping Company	Corpus Christi	TX	CCTR	2:1 SL
Van Waters & Rogers	Corpus Christi	TX	TM	2:1 SL
Vista Trading	Corpus Christi	TX	CCTR	2:1 SL
Wallace Co Inc	Corpus Christi	TX	TM	2:1 SL
Western Steel Co	Corpus Christi	TX	TM	2:1 SL
Wholesalers, Inc.	Corpus Christi	TX	TM	2:1 SL
Wuenschel Grain & Elevator	Corpus Christi	TX	TM	2:1 SL
84 Lumber	Decker	TX	LHRR	2:1 SL
Acme Brick	Elgin	TX	LHRR	2:1 SL
Elgin Butler Brick	Elgin	TX	LHRR	2:1 SL
Elgin Warehousing Corp	Elgin	TX	LHRR	2:1 SL
Greenline Chemical Co	Elgin	TX	LHRR	2:1 SL
U S Brick	Elgin	TX	LHRR	2:1 SL
Valcones Recycling	Elgin	TX	LHRR	2:1 SL
Austin Powder Corp	Feld	TX	GRR	2:1 SL
Calcasieu Lumber Co	Feld	TX	GRR	2:1 SL
Dyno Nobel Mid America	Feld	TX	GRR	2:1 SL
Team Track Feld	Feld	TX	GRR	2:1 SL
Austin Marble	Georgetown	TX	GRR	2:1 SL
Hope Lumber Co	Georgetown	TX	GRR	2:1 SL
McCoy Lumber	Georgetown	TX	GRR	2:1 SL
Transit Mix Inc	Georgetown	TX	GRR	2:1 SL
Ambar Inc	Hebbronville	TX	TM	2:1 SL
Baker Hughes Inteq	Hebbronville	TX	TM	2:1 SL
M I Drilling Fluids Co	Hebbronville	TX	TM	2:1 SL
Brennan & Co	Laredo	TX	TM	2:1 SL
Cuseo Guerra	Laredo	TX	TM	2:1 SL
Chemical Leaman	Laredo	TX	TM	2:1 SL
Continental Exim (G Bolano)	Laredo	TX	TM	2:1 SL
Despachos del Norte	Laredo	TX	TM	2:1 SL
Fernando Garcia Whse	Laredo	TX	TM	2:1 SL
Flores R L	Laredo	TX	TM	2:1 SL
Galveston Paper Inc	Laredo	TX	TM	2:1 SL
Gateway Transfer	Laredo	TX	TM	2:1 SL
J O Alvarez CHB	Laredo	TX	TM	2:1 SL
Laredo Moving & Storage	Laredo	TX	TM	2:1 SL
MB Forwarding	Laredo	TX	TM	2:1 SL
Mesa Processing	Laredo	TX	TM	2:1 SL
Milwhite Inc	Laredo	TX	TM	2:1 SL
Pasquel Hermanos	Laredo	TX	TM	2:1 SL
Texas Intl Forwarding	Laredo	TX	TM	2:1 SL
Cactus Canyon Quarries Inc	Marble Falls	TX	LHRR	2:1 SL
Capitol Aggregates (Delta)	Marble Falls	TX	LHRR	2:1 SL
Chemical Lime	Marble Falls	TX	LHRR	2:1 SL
J M Huber	Marble Falls	TX	LHRR	2:1 SL
Texas Granite	Marble Falls	TX	LHRR	2:1 SL
Abbott Labs	McNeil	TX	LHRR	2:1 SL
Guthrie Lumber	McNeil	TX	LHRR	2:1 SL
J H Supply	McNeil	TX	LHRR	2:1 SL
Anglo Iron & Metal	Port of Brownsville	TX	BRG	2:1 SL
Brownsville Gulfside Warehouse	Port of Brownsville	TX	BRG	2:1 SL
Duro Bag	Port of Brownsville	TX	BRG	2:1 SL

**Customers Accessed By BNSf Located  
On "2-To-1" Shortlines/Regional Carriers**

Customer	Station	State	Serving Carrier	Status
Garva Corp	Port of Brownsville	TX	BRG	2:1 SL
Gulf Facilities Inc	Port of Brownsville	TX	BRG	2:1 SL
Gulmar Inc	Port of Brownsville	TX	BRG	2:1 SL
Schaefer Stevedoring	Port of Brownsville	TX	BRG	2:1 SL
STF Inc	Port of Brownsville	TX	BRG	2:1 SL
Texas Intl Rwy (Rail Transport Svcs)	Port of Brownsville	TX	BRG	2:1 SL
Union Carbide	Port of Brownsville	TX	BRG	2:1 SL
Westway Terminal (Trading)	Port of Brownsville	TX	BRG	2:1 SL
Wright Materials Inc	Robstown	TX	TM	2:1 SL
Calcasiey Lbr Co	Round Rock	TX	GRR	2:1 SL
Alar Distribution	Scobee	TX	LHRR	2:1 SL
Capital Beverage	Scobee	TX	LHRR	2:1 SL
Foxworth - Galbraith	Scobee	TX	LHRR	2:1 SL
McCoy Corp	Scobee	TX	LHRR	2:1 SL
Top Dollar Cement	Weir	TX	GRR	2:1 SL
Boise Cascade	City Limits	UT	SLGW	2:1 SL
Certified Warehouse	City Limits	UT	SL	2:1 SL
Comstar International	City Limits	UT	SL	2:1 SL
National Distribution	City Limits	UT	SL	2:1 SL
Pacific Cold Storage	City Limits	UT	SL	2:1 SL
Sauder Woodworking	City Limits	UT	SL	2:1 SL
Pacificorp	Gadsby	UT	SL	2:1 SL
Western Zirconium (Westinghouse Electric)	Little Mountain	UT	UCRY	2:1 SL
Butterfield Bldg Matl (Lumber)	Midvale	UT	SL	2:1 SL
Amalgamated Sugar Co LLC	Ogden	UT	UCRY	2:1 SL
BMC West	Ogden	UT	UCRY	2:1 SL
Infiltrator Systems	Ogden	UT	UCRY	2:1 SL
Intermountain Grain	Ogden	UT	UCRY	2:1 SL
Pioneer Door Sales	Ogden	UT	UCRY	2:1 SL
Centennial Gas Liquids	Ogden Sugar Works	UT	UCRY	2:1 SL
Larkin Cattle Co	Ogden Sugar Works	UT	UCRY	2:1 SL
McFarland Cascade Corp	Ogden Sugar Works	UT	UCRY	2:1 SL
Northwest Trading Co	Ogden Sugar Works	UT	UCRY	2:1 SL
Round Butte Products	Ogden Sugar Works	UT	UCRY	2:1 SL
Trinity Industries Inc	Ogden Sugar Works	UT	UCRY	2:1 SL
Constar International	Salt Lake City	UT	SL	2:1 SL
Dunn Oil Company	Salt Lake City	UT	SL	2:1 SL
Georgia Pacific Corp	Salt Lake City	UT	SL	2:1 SL
Henderson Wheel & Whse Supply	Salt Lake City	UT	SL	2:1 SL
Hudson Printing Blaire	Salt Lake City	UT	SL	2:1 SL
Intermountain Furniture	Salt Lake City	UT	SL	2:1 SL
Intermountain Lumber Co	Salt Lake City	UT	SL	2:1 SL
Mountain Fuel Supply	Salt Lake City	UT	SL	2:1 SL
Pacific Cold Storage	Salt Lake City	UT	SL	2:1 SL
Pacificorp	Salt Lake City	UT	SL	2:1 SL
Sears Roebuck & Co	Salt Lake City	UT	SL	2:1 SL
Standard Builders Supply	Salt Lake City	UT	SL	2:1 SL
Utah State Board Education	Salt Lake City	UT	SL	2:1 SL
Valley Oil Transportation	Salt Lake City	UT	SL	2:1 SL
Wasatch Metal Salvage	Salt Lake City	UT	SL	2:1 SL
Wasatch Shippers	Salt Lake City	UT	SL	2:1 SL



**UP/SP Customers Accessed By BNSF As A Result Of  
The '98 "50/50 Line Agreement"**

Customer	Station	State	Status
Trailer Marine Transport Corp	Harbor	LA	98 Agreement
City of Lafayette	Lafayette	LA	98 Agreement
Conco Food Distributors	Lafayette	LA	98 Agreement
Butcher Distributors Inc	Lake Charles	LA	98 Agreement
East Lake Oil Inc/Eastlake Oils	Lake Charles	LA	98 Agreement
Milpark Drilling Fluids (Baker Hughes)	Lake Charles	LA	98 Agreement
Spartech Polycom	Lake Charles	LA	98 Agreement
Transit Mix Concrete & Matl Co of LA	Lake Charles	LA	98 Agreement
Century Steps Inc, Sulphur Div	Sulphur	LA	98 Agreement
Entergy Inc/Gulf States Utilities	Sulphur	LA	98 Agreement
B W Services	West Lake	LA	98 Agreement
Certainteed Corp	West Lake	LA	98 Agreement
Port of Lake Charles Bulk Terminal 1	West Lake Charles	LA	98 Agreement
Betz Dearborn Hydrocarbon	Amelia	TX	98 Agreement
Doguet Rice Milling Co	Amelia	TX	98 Agreement
Koppers Ind	Amelia	TX	98 Agreement
Pipe Distributors	Amelia	TX	98 Agreement
Huntsman Petrochemical Corp	Audrey	TX	98 Agreement
Sunbelt Works Inc	Audrey	TX	98 Agreement
Inman Service Co	Baytown	TX	98 Agreement
International Group Inc	Baytown	TX	98 Agreement
Baxter Oil Co	Beaumont	TX	98 Agreement
Beaumont Brick & Stone	Beaumont	TX	98 Agreement
Beaumont Rice Mills Inc	Beaumont	TX	98 Agreement
Burris Transfer & Storage	Beaumont	TX	98 Agreement
Cargill Steel & Wire	Beaumont	TX	98 Agreement
Chevron Chemical	Beaumont	TX	98 Agreement
Continental Grain Co	Beaumont	TX	98 Agreement
Cowboy Concrete	Beaumont	TX	98 Agreement
Eastex Farm & Home	Beaumont	TX	98 Agreement
Equistar Chemicals LP	Beaumont	TX	98 Agreement
Giglio Distributing Co	Beaumont	TX	98 Agreement
Gilchrist Polymer Center	Beaumont	TX	98 Agreement
L D Construction	Beaumont	TX	98 Agreement
Mobil Chemical, Petrochemical Div	Beaumont	TX	98 Agreement
National Concrete Products Inc	Beaumont	TX	98 Agreement
Port of Beaumont	Beaumont	TX	98 Agreement
Ritter Lumber Co	Beaumont	TX	98 Agreement
Sampson Steel Corp	Beaumont	TX	98 Agreement
Southern Iron & Metal Co	Beaumont	TX	98 Agreement
Transit Mix Concrete & Matl (Dollinger)	Beaumont	TX	98 Agreement
Transit Mix Concrete & Matl (Longhorn Rd)	Beaumont	TX	98 Agreement
Wilson Warehouse Co	Beaumont	TX	98 Agreement
Gulf States Utilities	Bobsher	TX	98 Agreement
A & A Fertilizer	Chaison	TX	98 Agreement
Chemical Waste Management	Chaison	TX	98 Agreement
Econo Rail Corp	Chaison	TX	98 Agreement
Elf Atochem North America	Chaison	TX	98 Agreement
Martin Gas Sales Inc	Chaison	TX	98 Agreement
Mobil Chemical Specialty (Mobil Oil Corp)	Chaison	TX	98 Agreement
Neches Industrial Park	Chaison	TX	98 Agreement
Olin Corp	Chaison	TX	98 Agreement
Poly Glycol (Oxychem)	Chaison	TX	98 Agreement
R J Gallagher Co	Chaison	TX	98 Agreement
Transit Mix Concrete & Matl (South Plant)	Chaison	TX	98 Agreement

**UP/SP Customers Accessed By BNSF As A Result Of  
The '98 "50/50 Line Agreement"**

<b>Customer</b>	<b>Station</b>	<b>State</b>	<b>Status</b>
Entergy Services	China	TX	98 Agreement
Wedco Inc	China	TX	98 Agreement
Trinity Industries Inc	Connell	TX	98 Agreement
A to Z Terminal Corp	Crosby	TX	98 Agreement
Enfab Industries Inc	Crosby	TX	98 Agreement
KMCO Inc	Crosby	TX	98 Agreement
Seaberg Rice Co	Dayton	TX	98 Agreement
Trevor Boyce	Dayton	TX	98 Agreement
Amoco Chemical Co	Dayton SIT	TX	98 Agreement
Chevron Chemical Co	Dayton SIT	TX	98 Agreement
Dayton Plastic Storage	Dayton SIT	TX	98 Agreement
Exxon Chemical Americas	Dayton SIT	TX	98 Agreement
Fina Oil & Chemical Co	Dayton SIT	TX	98 Agreement
Millennium Petrochemicals Inc	Dayton SIT	TX	98 Agreement
Montell USA Inc	Dayton SIT	TX	98 Agreement
Phillips Chemical	Dayton SIT	TX	98 Agreement
Redland Stone Prod	Dayton SIT	TX	98 Agreement
Engineered Carbons (Div of Ameripol Synpol)	Echo	TX	98 Agreement
River Cement Co	Echo	TX	98 Agreement
Baychem International	Eldon	TX	98 Agreement
Engineered Carbons (Div of Ameripol Synpol)	Eldon	TX	98 Agreement
Houston Light & Power Co	Eldon	TX	98 Agreement
Progress Rail Service	Eldon	TX	98 Agreement
U S Ink	Eldon	TX	98 Agreement
G & G Enterprise	Francis	TX	98 Agreement
Transit Mix Concrete & Materials	Francis	TX	98 Agreement
Wilson Warehouse Co of Texas	Francis	TX	98 Agreement
X L Systems	Guffey	TX	98 Agreement
Houston Brick & Tile	Houston	TX	98 Agreement
Texas Steel Compressor	Houston	TX	98 Agreement
Tuboscope Vetco Intl	Houston	TX	98 Agreement
A & R Logistics	Houston (Fauna)	TX	98 Agreement
BMA / Sunrise Plastics	Houston (Fauna)	TX	98 Agreement
Tek Rap Inc	Houston (Fauna)	TX	98 Agreement
Horsehead Resource Development	Korf	TX	98 Agreement
North Star Steel Co	Korf	TX	98 Agreement
Liberty Forge Inc	Liberty	TX	98 Agreement
Mississippi Chemical	Liberty	TX	98 Agreement
Dynegy Inc	Mont Belvieu	TX	98 Agreement
Enterprise Products	Mont Belvieu	TX	98 Agreement
Ferrell North America	Mont Belvieu	TX	98 Agreement
Pol-Tex International	Mont Belvieu	TX	98 Agreement
Texas Eastern	Mont Belvieu	TX	98 Agreement
Ultramar Diamond Shamrock (Martin Gas)	Mont Belvieu	TX	98 Agreement
Dupont de Nemours, E I (marked whse)	Orange	TX	98 Agreement
Offshore Pipeline	Orange	TX	98 Agreement
Trinity Industries	Orange	TX	98 Agreement
Chevron	Port Arthur	TX	98 Agreement
City of Port Arthur	Port Arthur	TX	98 Agreement
Motiva Enterprises LLC	Port Arthur	TX	98 Agreement
Star Enterprise	Port Arthur	TX	98 Agreement
Transit Mix Concrete & Materials	Port Arthur	TX	98 Agreement
A & A Tubular Services Inc	Sheldon	TX	98 Agreement
Arrow Trucking Co	Sheldon	TX	98 Agreement
Baker Hughes Inteq	Sheldon	TX	98 Agreement
Champion Pipe & Supply	Sheldon	TX	98 Agreement

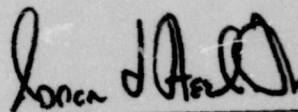


**UP/SP Customers Accessed By BNSF As A Result Of  
The '98 "50/50 Line Agreement"**

<b>Customer</b>	<b>Station</b>	<b>State</b>	<b>Status</b>
Cypress Creek Pipe	Sheldon	TX	98 Agreement
Delta Tubular Processing	Sheldon	TX	98 Agreement
Donohue Industries Inc	Sheldon	TX	98 Agreement
Donohue Recycling Corp	Sheldon	TX	98 Agreement
E L Farmer & Co	Sheldon	TX	98 Agreement
Evans Cooperage Co Inc	Sheldon	TX	98 Agreement
Five Star Transportation	Sheldon	TX	98 Agreement
ICO Tubular Services	Sheldon	TX	98 Agreement
J D Fields & Co	Sheldon	TX	98 Agreement
LA Utilities	Sheldon	TX	98 Agreement
Luzenac America	Sheldon	TX	98 Agreement
Mandel Kahn Industries	Sheldon	TX	98 Agreement
North Star Steel of Houston	Sheldon	TX	98 Agreement
Premier Pipe Inc	Sheldon	TX	98 Agreement
Quality Trucking Inc	Sheldon	TX	98 Agreement
Quality Tubing Inc	Sheldon	TX	98 Agreement
Sheldon Pipe Yard	Sheldon	TX	98 Agreement
T K Pipe & Rail Inc	Sheldon	TX	98 Agreement
Tex Fab Inc	Sheldon	TX	98 Agreement
Texas Oilfield Pipe Svcs	Sheldon	TX	98 Agreement
Total Pipe Service Inc	Sheldon	TX	98 Agreement
Triad Transport Inc	Sheldon	TX	98 Agreement
Tuboscope Vetco Intl Inc	Sheldon	TX	98 Agreement
Turner Brothers Trucking Co	Sheldon	TX	98 Agreement
Uni Form Components	Sheldon	TX	98 Agreement
Union Tank Car	Sheldon	TX	98 Agreement
Venture Trucking	Sheldon	TX	98 Agreement
W M Dewey & Son Inc	Sheldon	TX	98 Agreement
Woodard Transportation	Sheldon	TX	98 Agreement
BASF Corp Ag Prod Div	Viterbo	TX	98 Agreement
County of Jefferson	Viterbo	TX	98 Agreement
Chevron Chemical Co	West Port Arthur	TX	98 Agreement
Clark Refining & Mktg	West Port Arthur	TX	98 Agreement
Gulf Maritime Whse Co	West Port Arthur	TX	98 Agreement
KM Tex/KM Co	West Port Arthur	TX	98 Agreement
L & L Oil Co Inc	West Port Arthur	TX	98 Agreement
Port of Port Arthur	West Port Arthur	TX	98 Agreement
Equistar (Millennium Petrochemical)	Williams	TX	98 Agreement

**CERTIFICATE OF SERVICE**

I hereby certify that copies of The Burlington Northern and Santa Fe Railway Company's Quarterly Progress Report (BNSF-PR-14) are being served on all parties of record.

A handwritten signature in dark ink, appearing to read "Adrian L. Steel, Jr.", written over a horizontal line.

Adrian L. Steel, Jr.