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FD-32760

12-22-95

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ID-60675

NEVADA POWER COMPANY

60675



Item No. _____

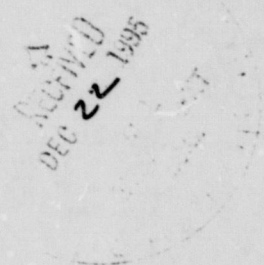
Page Count 2

Dec 21/95

December 21, 1995

Mr. Vernon A. Williams
Interstate Commerce Commission
12th Street, Constitution Ave. NW
Room 2215
Washington, DC 20423

DEC 26 1995



Subject: **ICC Finance Docket #32760**

Dear Mr Williams:

I am Director of Fuels for Nevada Power Company. As Director of the Fuels Department, I am responsible for buying fuel and arranging for its transportation to Nevada Power's Reid Gardner Generating Station at Moapa, Nevada. On behalf of Nevada Power, I am submitting this statement supporting the application of Union Pacific and Southern Pacific Railroads for merger approval.

Nevada Power's Reid Gardner facility at Moapa is fueled by coal. Union Pacific delivers coal to the plant. I purchase coal for the Reid Gardner plant from various mines in Utah and Colorado. All of the coal we buy is from Utah and Colorado origins which are served by rail. Utah Railway serves two sources in Wattis and Wild Cat, UT. Union Pacific serves the Southern Utah Fuel Company (SUFCO) mine at Sharp, UT. Southern Pacific serves five Utah and one Colorado coal sources.

SUFCO coal is routed to Moapa via UP direct to the plant. Coal from SP and Utah Railway origins is interchanged to UP at Provo, UT for delivery.

We at Nevada Power see the potential operational benefit resulting from the UP/SP merger in that we will obtain single-line service from all of the SP served mines in Utah. This should result in more efficient use of locomotive power and the combined fleet of railroad and Nevada Power owned or leased railcars which total over 200 cars.

Today, locomotive power on our interline movement out of Utah is switched out at Provo, where UP locomotives replace those of the origin railroad for delivery to Moapa. The UP/SP merger should eliminate the delays associated with locomotive changeouts. Run-through power will reduce cycle time from mine to Moapa and back. As a result, railcars should be turned more quickly and efficiently.

With regard to service from SP's Utah coal sources, we have recognized SP's financial constraints over the past several years. Tight capital restrictions seemed to have hampered SP's ability to make investments to improve its service. The merger should result in the availability of capital so that SP's system will be maintained to better serve all of its customers.

In summary, Nevada Power Company potentially sees operational improvements in the two systems when merged.

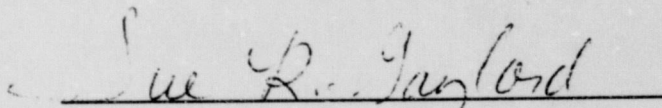
Sincerely,



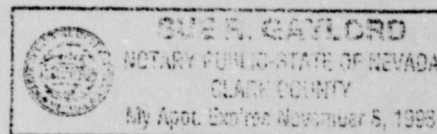
Jon F. Davis, Director
Fuel Planning and Procurement

JFD/vs

SUBSCRIBED AND SWORN to before
me on this 21st day of December, 1995



NOTARY PUBLIC in and for said
County and State



STB

FD 32760

9-15-95

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60055

Item No. _____

002

Page Count 2Sept. # 26

60055

UNION CARBIDE CORPORATION 39 OLD RIDGEBURY ROAD, DANBURY, CT 06817-0001

September 15, 1995

Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
Room 2215
12th Street & Constitution Avenue, N.W.
Washington, DC 10423



RE: Finance Docket No. 32760
Union Pacific Corporation, Union Pacific Railroad Company and
Missouri Pacific Railroad Company - Control and Merger - Southern
Pacific Rail Corporation, Southern Pacific Transportation Company,
St. Louis Southwestern Railway Company, SPCSL Corp. and the
Denver and Rio Grande Western Railroad Company

Dear Mr. Secretary:

The purpose of this letter is to express Union Carbide's objection to the Interstate Commerce Commission's proposal to expedite the procedural schedule for the Union Pacific Corporation's (UPC) control and merger application regarding the Southern Pacific Rail Corporation (SPC). As the Commission indicated in 60 FR 45737, this is a major transaction which will have a significant impact on rail transportation competitiveness in the United States.

With the United States chemicals and plastics industry heavily concentrated in the Texas/Louisiana gulf coast region, the majority of the industry's producers for the most part have access to one of two railroads: the Union Pacific or Southern Pacific, both of whom dominate the market.

For Union Carbide, railroad transportation is essential. It needs an efficient, safe and competitive railroad industry to effectively compete in the chemicals and plastics marketplace.

Union Carbide is in the process of formulating its position on this merger and it is attempting to quantify its impact on reductions in rail to rail competition and rail to rail competitive access. We are therefore not in a position to effectively respond to the Commission earlier than the original UPC proposed schedule. Union Carbide respectfully requests that the Commission retain the original proposed schedule submitted in the UPC petition.

Very truly yours,

R. G. Stanley
Robert G. Stanley
Manager

Overland/Air Transportation

RGS/kv

Office of the Secretary

SEP 18 1995

Facsimile Cover Sheet

To: Honorable V.A. Williams
Company: Secretary, Interstate Commerce
Commission
Phone:
Fax: 202-927-5984



From: Robert G. Stanley
Company: Union Carbide Corporation
Phone: 203-794-7100
Fax: 203-794-7125

Date: September 15, 1995
**Pages including this
cover page:** 1

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Sept # 25

60054

EASTMAN

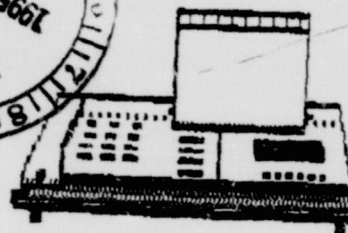
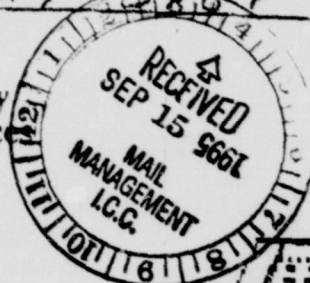
Eastman Chemical Company
P. O. Box 1990
Kingsport, Tennessee 37662

To: I.C.C. Secretary

Facsimile Number: 202-927-5984

From: H.E. (Ed) Palmer
Eastman Chemical Company
Domestic Distribution Service
P.O. Box 1990
157 East Main Street
Kingsport, Tennessee 37662

Phone Number: ⁴²³ (615) 229-2729
Facsimile Number: ⁴²³ (615) 229-6077



Cover and 1 page(s) to follow.

Comments:

An original and 20 copies to follow
by mail or express.

Office of the Secretary

SEP 18 1995

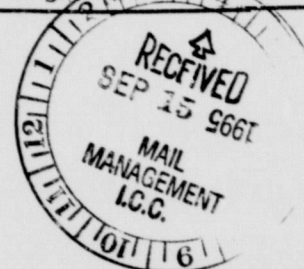
☐ Part of
Public Record

EASTMAN

Eastman Chemical Company
P.O. Box 1990
Kingsport, Tennessee 37662

SEPTEMBER 15, 1995

OFFICE OF THE SECRETARY,
CASE CONTROL BRANCH
ATTN: FINANCE DOCKET NO. 32760
INTERSTATE COMMERCE COMMISSION
1201 CONSTITUTION AVENUE, NW
WASHINGTON, DC 20423



REFERENCE: 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

DEAR MR. WILLIAMS:

In the referenced docket, request for comments on the schedule, Eastman Chemical Company wishes to provide input into the proposed schedule. Eastman Chemical Company is a large shipper and receiver of bulk rail transportation, with multiple plant locations. Eastman would be very adversely affected by the proposed merger.

The proposed procedural schedule calls for shipper comment on the 90th day after the merger applications are filed, and inconsistent and responsive applications due on the 60th day after the merger applications are due.

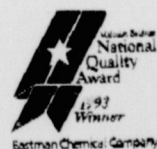
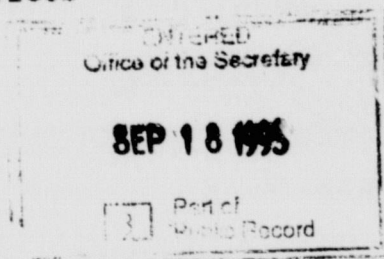
We feel this proposed procedural schedule is much too short, given the huge potential impact of this proposed merger.

Yours very truly,

E.C. Cassell
Manager, Domestic Distribution Services

Copies:
Mr. Arvid E. Roach, II, Esq.
Covington & Burling
1201 Pennsylvania Avenue, NW
PO Box 7566,
Washington, D.C. 20044

Mr. Paul A. Cunningham, Esq.
Harkens Cunningham
1300 Nineteenth Street, NW
Washington, D.C. 20036



STB

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• 32760

9-15-95

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• 60051



451 Florida Street
Baton Rouge, Louisiana 70801

Telephone: 504-388-8011
Facsimile: 504-388-7686

Item No. _____

September 15, 1995

Page Count 2

Sept #22

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

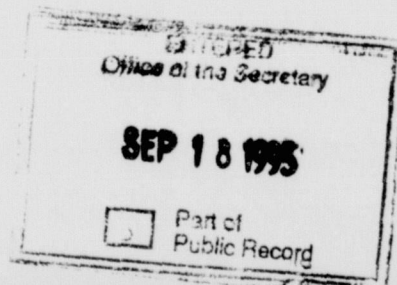


Re: Finance Docket No. 32760
Union Pacific Corporation, Union Pacific Railroad Company and Missouri Pacific Railroad Company -- Control and Merger -- Southern Pacific Rail Corporation, Southern Pacific Transportation Company, St. Louis Southwestern Railway Company, SPCSL Corporation and the Denver and Rio Grande Western Railroad Company

Dear Mr. Williams:

The purpose of this letter is to express the objection of Albemarle Corporation to the Interstate Commerce Commission's proposal to expedite the procedural schedule for the Union Pacific Corporation's merger application of the Southern Pacific Rail Corporation. As the Commission indicated in 60 FR 45737, this is a major transaction which we believe will have a significant impact on rail transportation competitiveness and service for Albemarle. We are supportive of mergers that maintain or enhance competition, service, and safety.

The proposed merger of the UPC/SPC is very significant to the chemical industry and combined annual chemicals traffic handled by the UPC/SPC represents about 35% of chemical railcar tonnage in the U.S. and about 36% of chemical rail transportation revenues which equates to \$1.6 billion (*Rail Price Advisor* 4, no. 3 (1995): 2). The percentage of traffic handled by UPC/SPC is estimated to be 70% in the gulf coast states, particularly in Louisiana and Texas.

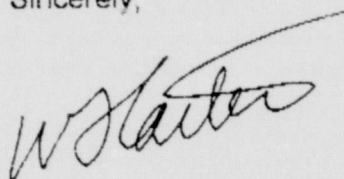


The trend toward fewer Class I railroads has generated concern for Albemarle and it is felt this could threaten our ability to compete in world markets. Any merger that potentially reduces the level of competition in the rail industry regardless of service implications will be viewed as detrimental to the chemical industry. We need a full allotment of time to ascertain the impacts of this merger.

We hope that the phase out of the Commission does not cause an unjustified acceleration in the proposed procedural schedule. Acceleration of the schedule will result in fewer responses to the application and less information for the Commission. We are unaware of any reason to expedite these proceedings and are supportive of the original schedule. In fact, it would be prudent to slow down the proceedings, not speed them up since the Commission will likely not determine the outcome of this merger due to phase out timing, and it still isn't clear where that task will ultimately be centered.

Albemarle requests that the Commission retain the original proposed schedule submitted in the UPC Petition. Thank you for this opportunity to comment.

Sincerely,



W.F. Carter
Director, Distribution

WFC/jn

cc: Honorable Arvid E. Roach II, Esq.
Covington & Burling
1201 Pennsylvania Ave., N.W.
P.O. Box 7566
Washington, D.C. 20044

Honorable Paul A. Cunningham, Esq.
Harkins Cunningham
1300 Nineteenth St., N.W.
Washington, D.C. 20036

STB

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• 32760

9-15-95

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• 60047

EXXON CHEMICAL AMERICAS

Item No.

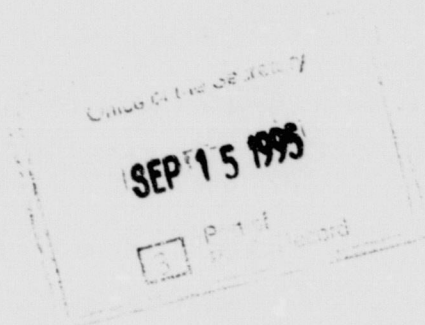
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Sept #18

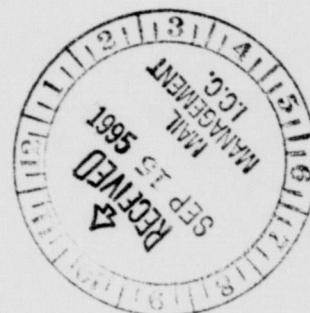
F.
B. Kenneth Townsend, Jr.
MANAGER



60047



September 13, 1995



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

RE: Finance Docket No. 32760
Union Pacific Corporation, Union Pacific Railroad Company and Missouri
Pacific Railroad Company--Control and Merger -- Southern Pacific Rail
Corporation, Southern Pacific Transportation Company, St. Louis
Southwestern Railway Company, SPCSL Corp. and the Denver and Rio
Grande Western Railroad Company

Dear Mr. Williams:

The purpose of this letter is to express Exxon Chemical Company's (ECC) objection to the Interstate Commerce Commission's proposal to expedite the procedural schedule for the Union Pacific Corporation's (UPC) control and merger application regarding the Southern Pacific Rail Corporation (SPC). As the Commission indicated in 60 FR 45737, this is a major transaction which will have a significant impact on U.S. rail transportation competitiveness and service.

ECC is a division of Exxon Corporation with extensive operations in the U.S. and affiliates in 79 countries. We are a major manufacturer and marketer of primary petrochemicals, polymer derivatives and chemical intermediates. Under ECC, Exxon Chemical Americas (ECA) has seventeen manufacturing facilities in the U.S., which produce a wide range of primary petrochemical products such as paraxylene, benzene, normal paraffins, olefins and olefins-based polymers. ECA also produces a wide range of plasticizer and vinyl intermediates, oxygenated and hydrocarbon solvents, additives for lubricating and fuel oils, and oil and gas production processing chemicals.

P.O. Box 3272, Houston, Texas 77253-3272

A Division of Exxon Chemical Company, A Division of Exxon Corporation

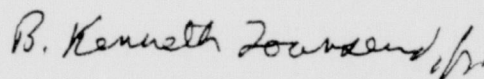


The proposed merger of the UPC/SPC has a significant impact on the chemical industry and on ECA. These two railroads together handle about 35% of chemical railcar tonnage in the U.S. (Rail Price Advisor, P.2, Third Quarter 1995, Volume 4, Number 3) and about half of ECA's rail traffic from plants in Texas and Louisiana which equates to about 34,000 railcars per year. Our Louisiana plants are largely unimpacted by this merger, but our Texas plants are directly impacted. Our large petrochemical complex at Baytown, Texas is jointly served by UPC and SPC which means that ECA enjoys the benefits of having two, large full-service rail competitors. Our polyethylene plant at Mont Belvieu is served by SPC today, but we have a contract with UPC to build in a new rail line to offer competition and improve service to the plant. Furthermore, UPC and SPC handle nearly 100% of our plastics rail traffic in Texas. Clearly, this merger will have a dramatic and unique impact on the competitive environment for ECA rail traffic.

UPC has indicated that facilities with two rail carriers today will be addressed in the merger by allowing access by another carrier to provide competition. We believe that we will need all the time allowed in the original schedule proposed by UPC to fully understand and evaluate any mitigation measures currently being developed by UPC. Since we have not seen any specific proposal from UPC to mitigate our concerns with this merger we will require the full allotment of time proposed by UPC to determine the best course of action for ECA.

ECA requests that the Commission retain the original proposed schedule submitted in the UPC Petition. Thank you for this opportunity to comment.

Sincerely,



B. K. Townsend, Jr.

RAILVCCWORD.DOC

cc: Arvid E. Roach II, Esq.
Covington & Burling
1201 Pennsylvania Avenue, NW
P. O. Box 7566
Washington, D.C. 20044

Paul A. Cunningham, Esq.
Harkins and Cunningham
1300 Nineteenth Street, NW
Washington, D.C. 20036

STB

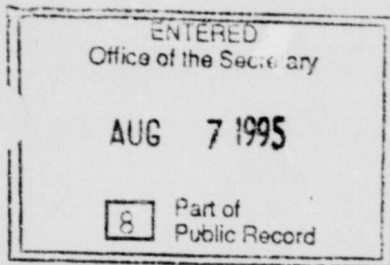
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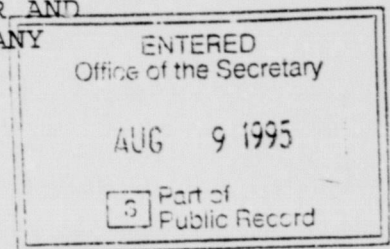


BEFORE THE
INTERSTATE COMMERCE COMMISSION



Finance Docket No. 32760

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



NOTICE OF INTENT TO FILE
RAILROAD CONTROL APPLICATION

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

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

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

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RICHARD J. RESSLER
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Martin Tower
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JAMES V. DOLAN
PAUL A. CONLEY, JR.
LOUISE A. RINN
Law Department
Union Pacific Railroad Company
Missouri Pacific Railroad Company
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(402) 271-5000

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

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

August 4, 1995

BEFORE THE
INTERSTATE COMMERCE COMMISSION

Finance Docket No. 32760

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

-- CONTROL AND MERGER --

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

NOTICE OF INTENT TO FILE
RAILROAD CONTROL APPLICATION

Union Pacific Corporation ("UPC"), Union Pacific
Railroad Company ("UPRR"), Missouri Pacific Railroad Company
("MPRR"),^{1/} Southern Pacific Rail Corporation ("SPR"),
Southern Pacific Transportation Company ("SPT"), St. Louis
Southwestern Railway Company ("SSW"), SPCSL Corp. ("SPCSL"),
and The Denver and Rio Grande Western Railroad Company
("DRGW"),^{2/} collectively, "Applicants," hereby notify the
Commission of their intention to file an application seeking
Commission authorization under 49 U.S.C. §§ 11343-45 for the
acquisition of control of SPR by UP Acquisition Corporation
("Acquisition"), an indirect wholly-owned subsidiary of UPC,

^{1/} UPC, UPRR and MPRR are referred to collectively as "Union Pacific." UPRR and MPRR are referred to collectively as "UP."

^{2/} SPR, SPT, SSW, SPCSL and DRGW are referred to collectively as "Southern Pacific." SPT, SSW, SPCSL and DRGW are referred to collectively as "SP."

the merger of SPR into UPRR, and the resulting common control of UP and SP by UPC.

In accordance with 49 C.F.R. § 1180.4(b), Applicants state the following:

(i) On August 3, 1995, UPC, Acquisition, UPRR and SPR entered into an Agreement and Plan of Merger under which Acquisition will acquire all of the common stock of SPR. Acquisition will first acquire 25% of the stock of SPR for cash in a tender offer to be commenced shortly. That stock will be placed in a voting trust pending review of the merger by the Commission.^{2/} Upon the satisfaction of various conditions, including Commission approval of the merger, the remainder of the SPR stock will then be acquired for a combination of UPC stock and cash, and SPR will be merged into UPRR. The UP and SP railroads will then be consolidated.

(ii) Applicants intend to submit an impact analysis based on 1993 data.

(iii) Applicants anticipate filing their application on or before December 1, 1995.

(iv) The transaction involves the common control of more than one Class I railroad, and therefore would be a major transaction as defined in 49 C.F.R. § 1180.2(a).

^{2/} Contemporaneously with the filing of this notice, Union Pacific is submitting a proposed Voting Trust Agreement for review by the Commission staff pursuant to 49 C.F.R. § 1013.3(a).

Respectfully submitted,

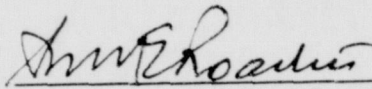
CANNON Y. HARVEY
CAROL A. HARRIS
LOUIS P. WARCHOT
Southern Pacific
Transportation Company
One Market Plaza
San Francisco, California 94105
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Pacific Rail Corporation,
Southern Pacific Transportation
Company, St. Louis Southwestern
Railway Company, SPCSL Corp.,
and The Denver and Rio Grande
Western Railroad Company

CARL W. VON BERNUTH
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LOUISE A. RINN
Law Department
Union Pacific Railroad Company
Missouri Pacific Railroad Company
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Omaha, Nebraska 68179
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MICHAEL L. ROSENTHAL
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P.O. Box 7566
Washington, D.C. 20044
(202) 662-5388

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

August 4, 1995

COVINGTON & BURLING

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WASHINGTON, D.C. 20044-7566

(202) 662-6000

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TELEX: 89-593 (COVLING WSH)

CABLE: COVLING

ARVID E. ROACH II

DIRECT DIAL NUMBER

(202) 662-5388

DIRECT TELEFAX NUMBER

(202) 778-5388

Item No. 86275

Page Count 6

Aug #1

LECONFIELD HOUSE

CURTON STREET

LONDON W1Y 8AS

ENGLAND

TELEPHONE: 44-171-495-5655

TELEFAX: 44-171-495-3101

BRUSSELS CORRESPONDENT OFFICE

44 AVENUE DES ARTS

BRUSSELS 1040 BELGIUM

TELEPHONE: 32-2-512-9890

TELEFAX: 32-2-502-1598

ENTERED
Office of the Secretary

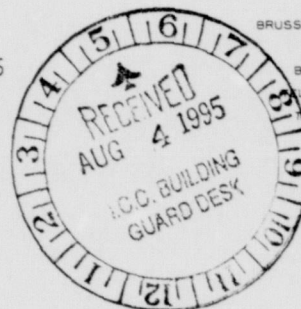
August 4, 1995

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Part of
Public Record

PY HAND



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

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

Dear Secretary Williams:

On August 3, 1995, Union Pacific Corporation
("UPC"), UP Acquisition Corporation ("Acquisition"), Union
Pacific Railroad Company ("UPRR") and Southern Pacific Rail
Corporation ("SPR") entered into an Agreement and Plan of
Merger under which, upon the satisfaction of various
conditions including Commission approval of the parties'
railroad control application, UPC's and SPR's railroad
subsidiaries will come under common control.

Enclosed for filing in the above-captioned docket
are the original and twenty copies of the following pleadings:
Notice of Intent to File Railroad Control Application (UP/SP-
1); Petition for Protective Order (UP/SP-2); Petition for
Waiver or Clarification of Railroad Consolidation Procedures,
and Related Relief (UP/SP-3); and Petition to Establish
Procedural Schedule (UP/SP-4). Also enclosed is a 3.5-inch
disk containing the text of these pleadings in WordPerfect 5.1
format.

FILED

AUG 7 1995

INTERSTATE
COMMERCE COMMISSION

ENTERED
Office of the Secretary

AUG 9 1995

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Part of
Public Record

LICENSING BRANCH

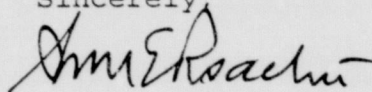
AUG 7 12 14 PM '95

RECEIVED
OFFICE OF THE
SECRETARY

Honorable Vernon A. Williams
August 4, 1995
Page 2

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

Sincerely,

A handwritten signature in dark ink, appearing to read "Arvid E. Roach II". The signature is fluid and cursive, with the first name "Arvid" being more prominent.

Arvid E. Roach II

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

Enclosures

STB

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8-13-97

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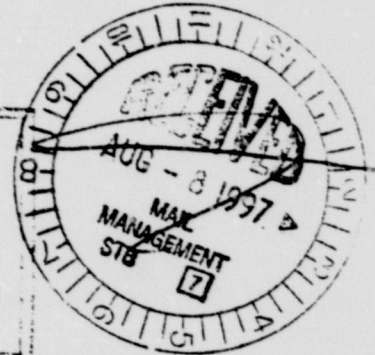
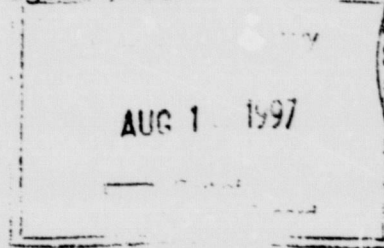
Law Department

UNION PACIFIC RAILROAD COMPANY

1416 DODGE STREET
ROOM 830
OMAHA, NEBRASKA 68179-0001
FAX (402) 271-5610



August 4, 1997



Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street NW, Suite 700
Washington, DC 20423

Re: Finance Docket 32760. UP - Control and Merger - SP

Dear Mr. Williams:

Pursuant to Decision No. 44, UP/SP submits station passing reports for the month of July, 1997 for the cities of Reno, Nevada and Wichita, Kansas. The reports indicate that UP/SP is in compliance with Condition 22.a and Condition 23.a of Exhibit G to Decision No. 44.

	<u>Reno</u>	<u>Wichita</u>
Cap	14.7	6.4
Average Through Freight Trains	11.0	3.71

The attached original and 20 copies of the verified reports include the details for both included and excluded trains for each day during July.

Very truly yours,

Louise A. Rinn
General Attorney
(402) 271-4227

LAR:msw
Attachments

181185
Law Department

UNION PACIFIC RAILROAD COMPANY

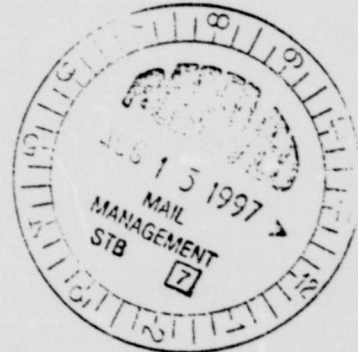


1416 DODGE STREET
ROOM 830
OMAHA, NEBRASKA 68179-0001
FAX (402) 271-5610

August 4, 1997

VIA EXPRESS MAIL

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street NW, Suite 700
Washington, DC 20423



Re: Finance Docket 32760, UP - Control and Merger - SP

Dear Mr. Williams:

Enclosed please find 20 copies of the July, 1997 station passing reports for Reno, Nevada and Wichita, Kansas. The enclosed copies were inadvertently omitted from the August 4, 1997 mailing of the original reports. My apologies for any inconvenience the omission may have caused.

Very truly yours,

Louise A. Rinn/msw

Louise A. Rinn
General Attorney
(402) 271-4227

LAR:msw

Enclosures

C: (With attachments)

PERSONAL (2 copies)
Elaine Kaiser
Section of Environmental Analysis
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423-0001

Steven J. Kalish, Esq.
McCarthy, Sweeney & Harkaway, PC
1750 Pennsylvania Avenue, NW
Washington, DC 20006

Paul H. Lamboley, Esq.
Attorney at Law
1020 19th Street NW, Suite 400
Washington, DC 20036

(Via Federal Express)
J. Michael Hemmer, Esq.
Covington & Burling
1201 Pennsylvania Avenue, NW
Washington, DC 20044

(With Wichita Report)
Bill Stockwell
Metropolitan Planning Department
City Hall
455 North Main Street
Wichita, KS 67202

TRANSPORTATION RESEARCH
AEI SCANNER TRAIN HISTORY SUMMARY FOR SCANNER #359-SOUTH WICHITA
FOR PERIOD 07/01/97-07/31/97

DATE	THRU TRAINS
07/01/97	7
07/02/97	5
07/03/97	6
07/04/97	1
07/05/97	2
07/06/97	2
07/07/97	5
07/08/97	4
07/09/97	2
07/10/97	6
07/11/97	2
07/12/97	3
07/13/97	2
07/14/97	2
07/15/97	5
07/16/97	0
07/17/97	4
07/18/97	3
07/19/97	3
07/20/97	6
07/21/97	3
07/22/97	6
07/23/97	2
07/24/97	7
07/25/97	2
07/26/97	3
07/27/97	4
07/28/97	3
07/29/97	7
07/30/97	1
07/31/97	7

*TOTAL 97

115

** AVG_THRU_TRN 3.71

TOTAL

115

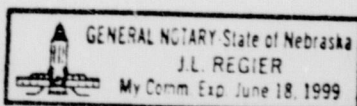
VERIFICATION

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

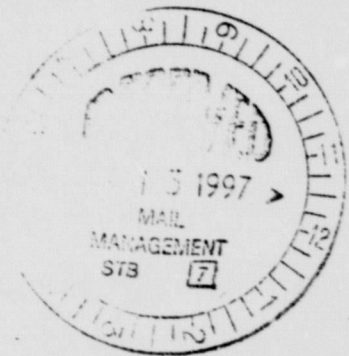
Clyde Anderson, being first duly sworn, deposes and says that he has read the foregoing document, knows the facts asserted therein, and that the same are true as stated.

Clyde Anderson
Clyde Anderson

SUBSCRIBED AND SWORN to before me this 1st day of August, 1997.



J.L. Regier
Notary Public



PROGRAM: FPN127.FOCUS.EXEC(AEIHIST-WHTA-4) 08/01/97 11.32.10

TRANSPORTATION RESEARCH
 AEI SCANNER TRAIN HISTORY DETAIL REPORT FOR SCANNER #359-SOUTH WICHITA
 FOR PERIOD 07/01/97-07/31/97

DATE	TIME	SEQ NUM	TRAIN	TRN CAT	TRAIN TYPE	D I R
07/01/97	0007	4766	YWH62	30 Y	YARD/WORK	N
07/01/97	0122	4767	LVO54	30 L	THROUGH	N
07/01/97	0639	4768	LVB55	01 L	ARK CTY LOC	S
07/01/97	0951	4769	OCKWT	30 O	THROUGH	N
07/01/97	1011	4770	YWH55	01 Y	YARD/WORK	S
07/01/97	1135	4771	YWH55	01 Y	YARD/WORK	N
07/01/97	1156	4772	LVB55	01 L	ARK CTY LOC	N
07/01/97	1219	4773	YWH55	01 Y	YARD/WORK	N
07/01/97	1253	4774	YWH55	01 Y	YARD/WORK	S
07/01/97	1258	4775	LVO55	01 L	THROUGH	S
07/01/97	1519	4776	MFWWT	29 T	THROUGH	N
07/01/97	1537	4777	OCKWT	01 O	THROUGH	N
07/01/97	2019	4778	MWTFW	01 T	THROUGH	S
07/01/97	2301	4779	OWTCK	01 O	THROUGH	S
07/01/97	2334	4780	YWH62	01 Y	YARD/WORK	S
07/02/97	0012	4781	YWH62	01 Y	YARD/WORK	N
07/02/97	0230	4782	MFWWT	01 T	THROUGH	N
07/02/97	0643	4783	LVB55	02 L	ARK CTY LOC	S
07/02/97	0736	4784	M OF W	02 W	YARD/WORK	S
07/02/97	1115	4785	YWH55	02 Y	YARD/WORK	S
07/02/97	1153	4786	LVB55	02 L	ARK CTY LOC	N
07/02/97	1201	4787	GEBEWT	25 G	THROUGH	N
07/02/97	1315	4788	YWH55	02 Y	YARD/WORK	N
07/02/97	1854	4789	GSWTHO	29 G	THROUGH	S
07/02/97	2007	4790	GEBEWT	01 G	THROUGH	N
07/02/97	2046	4791	MWTFW	02 T	THROUGH	S
07/02/97	2308	4792	YWH62	02 Y	YARD/WORK	S
07/02/97	2354	4793	YWH62	02 Y	YARD/WORK	N
07/03/97	0054	4794	LVO54	02 L	THROUGH	N
07/03/97	0642	4795	LVB55	03 L	ARK CTY LOC	S
07/03/97	0803	4796	GSWAHO	01 G	THROUGH	S
07/03/97	1047	4797	YWH55	03 Y	YARD/WORK	S
07/03/97	1148	4798	LVO55	03 L	THROUGH	S
07/03/97	1204	4799	LVB55	03 L	ARK CTY LOC	N
07/03/97	1600	4800	YWH55	03 Y	YARD/WORK	N
07/03/97	1743	4801	MWTFW	03 T	THROUGH	S
07/03/97	2049	4802	OWTCK	03 O	THROUGH	S
07/03/97	2209	4803	MFWWT	02 T	THROUGH	N
07/03/97	2322	4804	YWH62	03 Y	YARD/WORK	S
07/04/97	0011	4805	YWH62	03 Y	YARD/WORK	N
07/04/97	2347	4806	MFWWT	03 T	THROUGH	N
07/05/97	0643	4807	LVB55	05 L	ARK CTY LOC	S
07/05/97	1124	4808	LVB55	05 L	ARK CTY LOC	N
07/05/97	1148	4809	YWH55	05 Y	YARD/WORK	S
07/05/97	1349	4810	YWH55	05 Y	YARD/WORK	N

PROGRAM: FPN127.FOCUS.EXEC(AETIHIST-WHTA-4) 08/01/97 11.32.10

TRANSPORTATION RESEARCH
 AET SCANNER TRAIN HISTORY DETAIL REPORT FOR SCANNER #359-SOUTH WICHITA
 FOR PERIOD 07/01/97-07/31/97

DATE	TIME	SEQ NUM	TRAIN	TRN CAT	TRAIN TYPE	D I R
07/05/97	1536	4811	MWTFW	05 T	THROUGH	S
07/05/97	2045	4812	GSOLGV	02 G	THROUGH	S
07/05/97	2223	4813	YWH62	05 Y	YARD/WORK	S
07/05/97	2302	4814	YWH62	05 Y	YARD/WORK	N
07/06/97	0822	4815	MFWWT	05 T	THROUGH	N
07/06/97	1051	4816	YWH55	06 Y	YARD/WORK	S
07/06/97	1157	4817	YWH55	06 Y	YARD/WORK	N
07/06/97	1409	4818	YWH55	06 Y	YARD/WORK	S
07/06/97	1606	4819	YWH55	06 Y	YARD/WORK	N
07/06/97	1811	4820	MWTFW	06 T	THROUGH	S
07/06/97	2119	4821	YWH62	06 Y	YARD/WORK	S
07/06/97	2229	4822	YWH62	06 Y	YARD/WORK	N
07/07/97	0151	4823	GSCOB	03 G	THROUGH	S
07/07/97	0641	4824	LVB55	07 L	ARK CTY LOC	S
07/07/97	0956	4825	LVB55	07 L	ARK CTY LOC	N
07/07/97	1009	4826	YWH55	07 Y	YARD/WORK	S
07/07/97	1208	4827	GSWAHO	03 G	THROUGH	S
07/07/97	1223	4828	YWH55	07 Y	YARD/WORK	N
07/07/97	1755	4829	MFWWT	06 T	THROUGH	N
07/07/97	1921	4830	GSHQAB	05 G	THROUGH	N
07/07/97	1936	4831	MWTFW	07 T	THROUGH	S
07/07/97	2209	4832	YWH60	07 Y	YARD/WORK	S
07/07/97	2305	4833	YWH60	07 Y	YARD/WORK	N
07/07/97	2343	4834	YWH60	07 Y	YARD/WORK	S
07/08/97	0029	4835	YWH60	07 Y	YARD/WORK	N
07/08/97	0133	4836	WWTHER	08 W	YARD/WORK	N
07/08/97	0634	4837	LVB55	08 L	ARK CTY LOC	S
07/08/97	0847	4838	YWH55	08 Y	YARD/WORK	S
07/08/97	0949	4839	YWH55	08 Y	YARD/WORK	N
07/08/97	0958	4840	LVB55	08 L	ARK CTY LOC	N
07/08/97	1015	4841	YWH55	08 Y	YARD/WORK	S
07/08/97	1127	4842	YWH55	08 Y	YARD/WORK	N
07/08/97	1753	4843	OCKWT	08 O	THROUGH	N
07/08/97	1807	4844	MWTFW	08 T	THROUGH	S
07/08/97	1928	4845	MFWWT	07 T	THROUGH	N
07/08/97	2206	4846	OWTCK	08 O	THROUGH	S
07/08/97	2357	4847	YWH62	08 Y	YARD/WORK	S
07/09/97	0125	4848	YWH62	08 Y	YARD/WORK	N
07/09/97	0710	4849	LVB55	09 L	ARK CTY LOC	S
07/09/97	0754	4850	GSCWAHO	06 G	THROUGH	S
07/09/97	0952	4851	YWH55	09 Y	YARD/WORK	S
07/09/97	1059	4852	YWH55	09 Y	YARD/WORK	N
07/09/97	1917	4853	MWTFW	09 T	THROUGH	S
07/09/97	2258	4854	YWH62	09 Y	YARD/WORK	S
07/10/97	0006	4855	YWH62	09 Y	YARD/WORK	N

PROGRAM: FPAN127.FOCUS.EXEC(AEIHIST-WHTA-4) 08/01/97 11.32.10

TRANSPORTATION RESEARCH
 AEI SCANNER TRAIN HISTORY DETAIL REPORT FOR SCANNER #359-SOUTH WICHITA
 FOR PERIOD 07/01/97-07/31/97

DATE	TIME	SEQ NUM	TRAIN	TRN CAT	TRAIN TYPE	D I R
07/10/97	0010	4856	LVO54	09 L	THROUGH	N
07/10/97	0635	4857	LVB55	10 L	ARK CTY LOC	S
07/10/97	0746	4858	MFWWT	08 T	THROUGH	N
07/10/97	1006	4859	LVB55	10 L	ARK CTY LOC	N
07/10/97	1046	4860	YWH55	10 Y	YARD/WORK	S
07/10/97	1133	4861	WBMWTG	08 W	YARD/WORK	N
07/10/97	1220	4862	LVO55	10 L	THROUGH	S
07/10/97	1548	4863	OCKWT	10 O	THROUGH	N
07/10/97	1703	4864	MWTFW	10 T	THROUGH	S
07/10/97	2219	4865	OWTCK	10 O	THROUGH	S
07/10/97	2246	4866	YWH62	10 Y	YARD/WORK	S
07/10/97	2316	4867	YWH62	10 Y	YARD/WORK	N
07/11/97	0634	4868	LVB55	11 L	ARK CTY LOC	S
07/11/97	1001	4869	LVB55	11 L	ARK CTY LOC	N
07/11/97	1022	4870	YWH55	11 Y	YARD/WORK	S
07/11/97	1055	4871	YWH55	11 Y	YARD/WORK	N
07/11/97	1524	4872	YWH55	11 Y	YARD/WORK	S
07/11/97	1712	4873	YWH55	11 Y	YARD/WORK	N
07/11/97	1722	4874	MWTFW	11 T	THROUGH	S
07/11/97	2259	4875	YWH62	11 Y	YARD/WORK	S
07/11/97	2312	4876	YWH62	11 Y	YARD/WORK	N
07/11/97	2321	4877	LVO54	11 L	THROUGH	N
07/12/97	0635	4878	LVB55	12 L	ARK CTY LOC	S
07/12/97	0958	4879	YWH55	12 Y	YARD/WORK	S
07/12/97	1109	4880	YWH55	12 Y	YARD/WORK	N
07/12/97	1211	4881	LVB55	12 L	ARK CTY LOC	N
07/12/97	1252	4882	LVO55	12 L	THROUGH	S
07/12/97	1739	4883	MFWWT	12 T	THROUGH	N
07/12/97	2107	4884	MWTFW	12 T	THROUGH	S
07/12/97	2302	4885	YWH62	12 Y	YARD/WORK	S
07/12/97	2343	4886	YWH62	12 Y	YARD/WORK	N
07/13/97	1107	4887	YWH55	13 Y	YARD/WORK	S
07/13/97	1205	4888	YWH55	13 Y	YARD/WORK	N
07/13/97	1442	4889	MFWWT	13 T	THROUGH	N
07/13/97	1534	4890	YWH55	13 Y	YARD/WORK	S
07/13/97	1805	4891	YWH55	13 Y	YARD/WORK	N
07/13/97	1949	4892	MWTFW	13 T	THROUGH	S
07/13/97	2206	4893	YWH60	13 Y	YARD/WORK	S
07/13/97	2302	4894	YWH60	13 Y	YARD/WORK	N
07/14/97	0634	4895	LVB55	14 L	ARK CTY LOC	S
07/14/97	1022	4896	YWH55	14 Y	YARD/WORK	S
07/14/97	1034	4897	LVB55	14 L	ARK CTY LOC	N
07/14/97	1151	4898	YWH55	14 Y	YARD/WORK	N
07/14/97	1956	4899	MWTFW	14 T	THROUGH	S
07/14/97	2303	4900	YWH60	14 Y	YARD/WORK	S

PROGRAM: FPN127.FOCUS.EXEC(AEIHIST-WHTA-4) 08/01/97 11.32.10

TRANSPORTATION RESEARCH
 AEI SCANNER TRAIN HISTORY DETAIL REPORT FOR SCANNER #359-SOUTH WICHITA
 FOR PERIOD 07/01/97-07/31/97

DATE	TIME	SEQ NUM	TRAIN	TRN CAT	TRAIN TYPE	D I R
07/14/97	2311	4901	I VO54	14 L	THROUGH	N
07/14/97	2353	4902	YWH60	14 Y	YARD/WORK	N
07/15/97	0630	4903	LVB55	15 L	ARK CTY LOC	S
07/15/97	0646	4904	MFWWT	14 T	THROUGH	N
07/15/97	0926	4905	YWH55	15 Y	YARD/WORK	S
07/15/97	1002	4906	LVB55	15 L	ARK CTY LOC	N
07/15/97	1105	4907	YWH55	15 Y	YARD/WORK	N
07/15/97	1117	4908	LVO55	15 L	THROUGH	S
07/15/97	1528	4909	OCKWT	15 O	THROUGH	N
07/15/97	1731	4910	MWTFW	15 T	THROUGH	S
07/15/97	1932	4911	OWTCK	15 O	THROUGH	S
07/15/97	2321	4912	YWH62	15 Y	YARD/WORK	S
07/15/97	2356	4913	YWH62	15 Y	YARD/WORK	N
07/16/97	0633	4914	LVB55	16 L	ARK CTY LOC	S
07/16/97	1133	4915	LVB55	16 L	ARK CTY LOC	N
07/16/97	1157	4916	YWH55	16 Y	YARD/WORK	S
07/16/97	1246	4917	YWH55	16 Y	YARD/WORK	N
07/16/97	1540	4918	YWH55	16 Y	YARD/WORK	S
07/16/97	1735	4919	YWH55	16 Y	YARD/WORK	N
07/16/97	2315	4920	YWH62	16 Y	YARD/WORK	S
07/17/97	0003	4921	YWH62	16 Y	YARD/WORK	N
07/17/97	0210	4922	LVO54	16 L	THROUGH	N
07/17/97	0633	4923	LVB55	17 L	ARK CTY LOC	S
07/17/97	0931	4924	YWH55	17 Y	YARD/WORK	S
07/17/97	0946	4925	YWH55	17 Y	YARD/WORK	N
07/17/97	1016	4926	LVB55	17 L	ARK CTY LOC	N
07/17/97	1354	4927	LVO55	17 L	THROUGH	S
07/17/97	1501	4928	OCKWT	17 O	THROUGH	N
07/17/97	2112	4929	OWTCK	17 O	THROUGH	S
07/18/97	0214	4930	MFWWTX	15 T	THROUGH	N
07/18/97	0633	4931	LVB55	18 L	ARK CTY LOC	S
07/18/97	0930	4932	YWH55	18 Y	YARD/WORK	S
07/18/97	0938	4933	MWTFW	16 T	THROUGH	S
07/18/97	1032	4934	YWH55	18 Y	YARD/WORK	N
07/18/97	1126	4935	LVB55	18 L	ARK CTY LOC	N
07/18/97	1428	4936	YWH55	18 Y	YARD/WORK	S
07/18/97	1556	4937	YWH55	18 Y	YARD/WORK	N
07/18/97	2244	4938	EWTER	17 E	THROUGH	S
07/18/97	2308	4939	YWH62	18 Y	YARD/WORK	S
07/18/97	2328	4940	YWH62	18 Y	YARD/WORK	N
07/19/97	0035	4941	LVO54	18 L	THROUGH	N
07/19/97	0631	4942	LVB55	19 L	ARK CTY LOC	S
07/19/97	1021	4943	YWH55	19 Y	YARD/WORK	S
07/19/97	1120	4944	YWH55	19 Y	YARD/WORK	N
07/19/97	1125	4945	LVB55	19 L	ARK CTY LOC	N

PROGRAM: FPN127.FOCUS.EXEC(AEIHIST-WHTA-4) 08/01/97 11.32.10

TRANSPORTATION RESEARCH
 AEI SCANNER TRAIN HISTORY DETAIL REPORT FOR SCANNER #359-SOUTH WICHITA
 FOR PERIOD 07/01/97-07/31/97

DATE	TIME	SEQ NUM	TRAIN	TRN CAT	TRAIN TYPE	D I R
07/19/97	1144	4946	GSWAHO 17	G	THROUGH	S
07/19/97	1306	4947	LVO55 19	L	THROUGH	S
07/19/97	2256	4948	YWH62 19	Y	YARD/WORK	S
07/19/97	2337	4949	YWH62 19	Y	YARD/WORK	N
07/20/97	0011	4950	MFWWT 16	T	THROUGH	N
07/20/97	0505	4951	MFWWT 17	T	THROUGH	N
07/20/97	0919	4952	GSHQAB 16	G	THROUGH	N
07/20/97	0943	4953	GSBYHO 17	G	THROUGH	S
07/20/97	1006	4954	YWH55 20	Y	YARD/WORK	S
07/20/97	1141	4955	YWH55 20	Y	YARD/WORK	N
07/20/97	1423	4956	MWTFW 19	T	THROUGH	S
07/20/97	1951	4957	MWTFW 20	T	THROUGH	S
07/20/97	2201	4958	YWH60 20	Y	YARD/WORK	S
07/20/97	2250	4959	YWH60 20	Y	YARD/WORK	N
07/21/97	0630	4960	LVB55 21	L	ARK CTY LOC	S
07/21/97	0655	4961	MFWWT 19	T	THROUGH	N
07/21/97	0905	4962	LVB55 21	L	ARK CTY LOC	N
07/21/97	1049	4963	YWH55 21	Y	YARD/WORK	S
07/21/97	1059	4964	GSWIHO 21	G	THROUGH	S
07/21/97	1219	4965	YWH55 21	Y	YARD/WORK	N
07/21/97	1933	4966	MWTFW 21	T	THROUGH	S
07/21/97	2315	4967	YWH60 21	Y	YARD/WORK	S
07/21/97	2352	4968	YWH60 21	Y	YARD/WORK	N
07/22/97	0603	4969	GSOLGV 18	G	THROUGH	S
07/22/97	0635	4970	LVB55 22	L	ARK CTY LOC	S
07/22/97	0941	4971	YWH55 22	Y	YARD/WORK	S
07/22/97	1031	4972	LVB55 22	L	ARK CTY LOC	N
07/22/97	1058	4973	YWH55 22	Y	YARD/WORK	N
07/22/97	1115	4974	GSGVOL 19	G	THROUGH	N
07/22/97	1126	4975	OWTCK 22	O	THROUGH	N
07/22/97	1255	4976	GSCWHO 18	G	THROUGH	S
07/22/97	1426	4977	YWH55 22	Y	YARD/WORK	S
07/22/97	1458	4978	OWTCK 22	O	THROUGH	N
07/22/97	1612	4979	YWH55 22	Y	YARD/WORK	N
07/22/97	2203	4980	WWTCKG 20	W	YARD/WORK	S
07/22/97	2309	4981	OWTCK 22	O	THROUGH	S
07/22/97	2319	4982	YWH62 22	Y	YARD/WORK	S
07/23/97	0039	4983	YWH62 22	Y	YARD/WORK	N
07/23/97	0632	4984	LVB55 23	L	ARK CTY LOC	S
07/23/97	0947	4985	LVB55 23	L	ARK CTY LOC	N
07/23/97	1053	4986	YWH55 23	Y	YARD/WORK	S
07/23/97	1155	4987	YWH55 23	Y	YARD/WORK	N
07/23/97	1252	4988	GLCOGV 17	G	THROUGH	S
07/23/97	2039	4989	GSWAHO 20	G	THROUGH	S
07/23/97	2209	4990	YWH62 23	Y	YARD/WORK	S

PROGRAM: FSPAN127.FOCUS.EXEC(AEIHIST-WHTA-4) 08/01/97 11.32.10

TRANSPORTATION RESEARCH
 AEI SCANNER TRAIN HISTORY DETAIL REPORT FOR SCANNER #359-SOUTH WICHITA
 FOR PERIOD 07/01/97-07/31/97

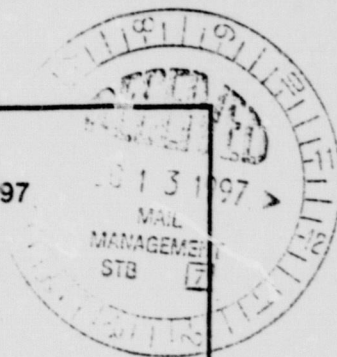
DATE	TIME	SEQ NUM	TRAIN	TRN CAT	TRAIN TYPE	D I R
07/23/97	2321	4991	YWH62	23 Y	YARD/WORK	N
07/24/97	0242	4992	LVO54	23 L	THROUGH	N
07/24/97	0641	4993	LVB55	24 L	ARK CTY LOC	S
07/24/97	0929	4994	YWH55	24 Y	YARD/WORK	S
07/24/97	1031	4995	MFWWT	21 T	THROUGH	N
07/24/97	1053	4996	YWH55	24 Y	YARD/WORK	N
07/24/97	1131	4997	LVB55	24 L	ARK CTY LOC	N
07/24/97	1318	4998	LVO55	24 L	THROUGH	S
07/24/97	1547	4999	MWTFW	23 T	THROUGH	S
07/24/97	1611	5000	OWTCK	24 O	THROUGH	N
07/24/97	1815	5001	MFWWT	22 T	THROUGH	N
07/24/97	2124	5002	MWTFW	24 T	THROUGH	S
07/24/97	2236	5003	YWH62	24 Y	YARD/WORK	S
07/24/97	2259	5004	YWH62	24 Y	YARD/WORK	N
07/25/97	0023	5005	OWTCK	24 O	THROUGH	S
07/25/97	0643	5006	LVB55	25 L	ARK CTY LOC	S
07/25/97	0908	5007	GSWIBV	25 G	THROUGH	N
07/25/97	1111	5008	YWH55	25 Y	YARD/WORK	S
07/25/97	1216	5009	YWH55	25 Y	YARD/WORK	N
07/25/97	1224	5010	LVB55	25 L	ARK CTY LOC	N
07/25/97	2320	5011	YWH62	25 Y	YARD/WORK	S
07/26/97	0009	5012	YWH62	25 Y	YARD/WORK	N
07/26/97	0101	5013	LVO54	25 L	THROUGH	N
07/26/97	0723	5014	LVB55	26 L	ARK CTY LOC	S
07/26/97	1048	5015	YWH55	26 Y	YARD/WORK	S
07/26/97	1205	5016	YWH55	26 Y	YARD/WORK	N
07/26/97	1223	5017	LVB55	26 L	ARK CTY LOC	N
07/26/97	1332	5018	LVO55	26 L	THROUGH	S
07/26/97	1728	5019	MWTFW	25 T	THROUGH	S
07/26/97	2334	5020	YWH62	26 Y	YARD/WORK	S
07/27/97	0044	5021	YWH62	26 Y	YARD/WORK	N
07/27/97	1041	5022	MFWWT	26 T	THROUGH	N
07/27/97	1112	5023	YWH55	27 Y	YARD/WORK	S
07/27/97	1231	5024	YWH55	27 Y	YARD/WORK	N
07/27/97	1354	5025	MWTFW	26 T	THROUGH	S
07/27/97	1442	5026	MFWWT	24 T	THROUGH	N
07/27/97	1458	5027	YWH55	27 Y	YARD/WORK	S
07/27/97	1638	5028	YWH55	27 Y	YARD/WORK	N
07/27/97	2301	5029	MWTFW	27 T	THROUGH	S
07/28/97	0645	5030	LVB55	28 L	ARK CTY LOC	S
07/28/97	0815	5031	MFWWT	27 T	THROUGH	N
07/28/97	0914	5032	YWH55	28 Y	YARD/WORK	S
07/28/97	0942	5033	YWH55	28 Y	YARD/WORK	N
07/28/97	0956	5034	YWH55	28 Y	YARD/WORK	S
07/28/97	1131	5035	YWH55	28 Y	YARD/WORK	N

PROGRAM: FPN127.FOCUS.EXEC(AEIHIST-WHTA-4) 08/01/97 11.32.10

TRANSPORTATION RESEARCH
 AEI SCANNER TRAIN HISTORY DETAIL REPORT FOR SCANNER #359-SOUTH WICHITA
 FOR PERIOD 07/01/97-07/31/97

DATE	TIME	SEQ NUM	TRAIN	TRN CAT	TRAIN TYPE	D I R
07/28/97	1149	5036	LVB55 28	L	ARK CTY LOC	N
07/28/97	1413	5037	GSWAHO 26	G	THROUGH	S
07/28/97	2104	5038	MWTFW 28	T	THROUGH	S
07/28/97	2300	5039	YWH60 28	Y	YARD/WORK	S
07/28/97	2359	5040	YWH60 28	Y	YARD/WORK	N
07/29/97	0128	5041	GSOLGV 24	G	THROUGH	S
07/29/97	0245	5042	LVO54 28	L	THROUGH	N
07/29/97	0635	5043	LVB55 29	L	ARK CTY LOC	S
07/29/97	1037	5044	LVB55 29	L	ARK CTY LOC	N
07/29/97	1312	5046	YWH55 29	Y	YARD/WORK	N
07/29/97	1344	5047	MFWWT 28	T	THROUGH	N
07/29/97	1357	5048	LVO55 29	L	THROUGH	S
07/29/97	1425	5049	OWTCK 29	O	THROUGH	N
07/29/97	1529	5050	YWH55 29	Y	YARD/WORK	S
07/29/97	1707	5051	YWH55 29	Y	YARD/WORK	N
07/29/97	1736	5052	MWTFW 29	T	THROUGH	S
07/29/97	2020	5053	OWTCK 29	O	THROUGH	S
07/29/97	2314	5054	YWH62 30	Y	YARD/WORK	S
07/30/97	0001	5055	YWH62 30	Y	YARD/WORK	N
07/30/97	0642	5056	LVB55 30	L	ARK CTY LOC	S
07/30/97	1050	5057	YWH55 30	Y	YARD/WORK	S
07/30/97	1142	5058	YWH55 30	Y	YARD/WORK	N
07/30/97	1148	5059	LVB55 30	L	ARK CTY LOC	N
07/30/97	1746	5060	MWTFW 30	T	THROUGH	S
07/30/97	2310	5061	YWH62 30	Y	YARD/WORK	S
07/31/97	0010	5062	YWH62 30	Y	YARD/WORK	N
07/31/97	0104	5063	LVO54 30	L	THROUGH	N
07/31/97	0625	5064	MFWWT 29	T	THROUGH	N
07/31/97	0641	5065	LVB55 31	L	ARK CTY LOC	S
07/31/97	1019	5066	YWH55 31	Y	YARD/WORK	S
07/31/97	1109	5067	YWH55 31	Y	YARD/WORK	N
07/31/97	1149	5068	LVO55 31	L	THROUGH	S
07/31/97	1216	5069	LVB55 31	L	ARK CTY LOC	N
07/31/97	1437	5070	GSWAHO 28	G	THROUGH	S
07/31/97	1509	5071	OCKWT 30	O	THROUGH	N
07/31/97	1729	5072	MWTFW 31	T	THROUGH	S
07/31/97	2051	5073	OWTCK 31	O	THROUGH	S
07/31/97	2149	5074	YWH62 31	Y	YARD/WORK	S
07/31/97	2234	5075	YWH62 31	Y	YARD/WORK	N

RECAP OF PASSING REPORTS FOR MONTH OF JULY 1997
RENO, NEVADA



DATE	FREIGHT
1-Jul	10
2-Jul	9
3-Jul	9
4-Jul	11
5-Jul	14
6-Jul	10
7-Jul	14
8-Jul	10
9-Jul	11
10-Jul	10
11-Jul	11
12-Jul	13
13-Jul	13
14-Jul	11
15-Jul	10
16-Jul	12
17-Jul	10
18-Jul	13
19-Jul	13
20-Jul	9
21-Jul	10
22-Jul	14
23-Jul	8
24-Jul	8
25-Jul	13
26-Jul	13
27-Jul	13
28-Jul	9
29-Jul	11
30-Jul	9
31-Jul	11

FREIGHT TRAIN MONTH TO DATE AVERAGE

11.0


STATION PASSING REPORT FOR July 1, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train / Engine ID	Direction	Type*
1	1215 AM	1BKOGG-29	E	F
2	650 AM	1MRVRO-30	E	F
3	1150 AM	1ZOACH2-01	E	F
4	320 PM	1AOAKS-30	E	F
5	655 PM	1MSTGJ-30	E	F
6	735 AM	1ZG1OA-29	W	F
7	755 AM	1AHNOA-28	W	F
8	250 PM	1CBGRS-21	W	F
9	410 PM	1MROOA-30	W	F
10	1020 PM	1MROST-30	W	F
11	610 PM	PASSENGER	E	P
12	1217 PM	PASSENGER	W	P
13				
14				
15				
16				
17				
18				
19				
20				
21				
22				
23				
24				
25				

*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
SW (Local and Industry Switch Movements)
EM (Snow, Wreck, Fire and other emergency movements)

AUTHENTICATION:

I certify under penalty of perjury that the foregoing record is true and correct and compiled from records maintained by SPT Company in the usual and ordinary course of business.



Assistant General Manager
Transportation Service Center

7/2/97

Date

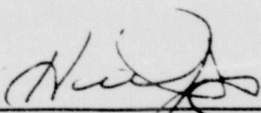
STATION PASSING REPORT FOR July 2, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train / Engine ID	Direction	Type*
1	1250 PM	1ZOACH-02	E	F
2	210 PM	1MRVRO-01	E	F
3	610 PM	1AOAKS-01	E	F
4	940 PM	1MSTGJ-01	E	F
5	1220 AM	1GUPTJ-01	W	F
6	405 AM	1MRORV-29	W	F
7	655 AM	1ZG1OA1-30	W	F
8	355 PM	1MROST-30	W	F
9	715 PM	1AHNOA-29	W	F
10	728 PM	PASSENGER	E	P
11	1121 AM	PASSENGER	W	P
12	108 PM - 529 PM	WORK TRAIN	N/A	W
13				
14				
15				
16				
17				
18				
19				
20				
21				
22				
23				
24				
25				

*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
SW (Local and Industry Switch Movements)
EM (Snow, Wreck, Fire and other emergency movements)

AUTHENTICATION:

I certify under penalty of perjury that the foregoing record is true and correct and compiled from records maintained by SPT Company in the usual and ordinary course of business.



Assistant General Manager
Transportation Service Center

7/3/97
Date

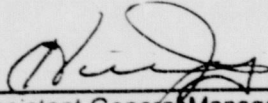
STATION PASSING REPORT FOR July 3, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train / Engine ID	Direction	Type*
1	635 AM	1MRVRO-02	E	F
2	1120 AM	1MOARO-02	E	F
3	120 PM	1ZOACH-03	E	F
4	300 PM	1GBKOG-01	E	F
5	455 PM	1AOAKS-02	E	F
6	650 AM	1ZG1OA2-01	W	F
7	145 PM	1MROST-01	W	F
8	510 PM	1MROOA-01	W	F
9	1045 PM	1AHNOA-30	W	F
10	622 PM	PASSENGER	E	P
11	1220 PM	PASSENGER	W	P
12	230 PM	YARD ENGINE	W	SW
13		YARD ENGINE	E	SW
14				
15				
16				
17				
18				
19				
20				
21				
22				
23				
24				
25				

*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
SW (Local and Industry Switch Movements)
EM (Snow, Wreck, Fire and other emergency movements)

AUTHENTICATION:

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Assistant General Manager
Transportation Service Center

7/7/97

Date

STATION PASSING REPORT FOR July 4, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train / Engine ID	Direction	Type*
1	835 AM	1MEUCH-02	E	F
2	135 PM	1ZOACH-04	E	F
3	230 PM	1AOAKS-03	E	F
4	255 PM	1GBKOG-02	E	F
5	840 PM	1MSTGJ-02	E	F
6	850 PM	1GBKOG-03	E	F
7	1020 AM	1ZG1OA2-03	W	F
8	330 PM	1CCOPT-03	W	F
9	700 PM	1UPBKG-04	W	F
10	820 PM	1AHNOA-01	W	F
11	930 PM	1MROOA-03	W	F
12	640 PM	PASSENGER	E	P
13	1220 PM	PASSENGER	W	P
14				
15				
16				
17				
18				
19				
20				
21				
22				
23				
24				
25				

*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
SW (Local and Industry Switch Movements)
EM (Snow, Wreck, Fire and other emergency movements)

AUTHENTICATION:

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and compiled from records maintained by SPT Company in the usual and
ordinary course of business.



Assistant General Manager
Transportation Service Center

7/7/97

Date


STATION PASSING REPORT FOR July 5, 1997
Train and Engine Movements through central Reno, Nevada
twenty-four hour period

	Reno Time (Est)	Train / Engine ID	Direction	Type*
1	220 AM	2MRVRO-02	E	F
2	355 AM	1MEUCH-03	E	F
3	1020 AM	1MRVRO-03	E	F
4	515 PM	1MOARO-04	E	F
5	905 PM	1AOAKS-04	E	F
6	1015 PM	1CTASK-04	E	F
7	225 AM	1MROSTB-02	W	F
8	645 AM	3MRORV-02	W	F
9	825 AM	1ZG1OA1-03	W	F
10	1030 AM	1MOGSTB-02	W	F
11	100 PM	2AHNOA-02	W	F
12	240 PM	1MROSTB-03	W	F
13	755 PM	1GUPTZ-01	W	F
14	1050 PM	1MROOA-04	W	F
15	607 PM	PASSENGER	E	P
16	1233 PM	PASSENGER	W	P
17				
18				
19				
20				
21				
22				
23				
24				
25				

*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
SW (Local and Industry Switch Movements)
EM (Snow, Wreck, Fire and other emergency movements)

AUTHENTICATION:

I certify under penalty of perjury that the foregoing record is true and correct
and compiled from records maintained by SPT Company in the usual and
ordinary course of business.



Assistant General Manager
Transportation Service Center

7/7/97

Date

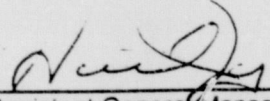
STATION PASSING REPORT FOR July 6, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train / Engine ID	Direction	Type*
1	215 AM	1CRIGV-04	E	F
2	1145 AM	1ZOACH-06	E	F
3	1220 PM	1MRVRO-04	E	F
4	850 PM	1MEUCH-05	E	F
5	1040 PM	1GTJUP-05	E	F
6	1155 PM	1MSTGJ-05	E	F
7	715 AM	1ZGF10A-04	W	F
8	735 AM	1MRORV-04	W	F
9	1040 AM	1AHNOA-03	W	F
10	725 PM	1MROSTB-05	W	F
11	541 PM	PASSENGER	E	P
12	1230 PM	PASSENGER	W	P
13	430 PM	YARD ENGINE	W	SW
14	630 PM	YARD ENGINE	E	SW
15	100 AM - 134 AM	HELPER ENGINE	N/A	LE
16				
17				
18				
19				
20				
21				
22				
23				
24				
25				

*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
SW (Local and Industry Switch Movements)
EM (Snow, Wreck, Fire and other emergency movements)

AUTHENTICATION:

I certify under penalty of perjury that the foregoing record is true and correct and compiled from records maintained by SPT Company in the usual and ordinary course of business.



Assistant General Manager
Transportation Service Center

7/7/97
Date

STATION PASSING REPORT FOR July 7, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train / Engine ID	Direction	Type*
1	345 AM	1MEUCH-04	E	F
2	925 AM	1MSTGJ-06	E	F
3	1035 AM	1AOAKS-06	E	F
4	1210 PM	1MRVRO-05	E	F
5	335 PM	1MEUCH-06	E	F
6	410 PM	1MOARO-06	E	F
7	1020 PM	1MRVRO-06	E	F
8	500 AM	1ZG1OA-05	W	F
9	625 AM	1MROSTB-03	W	F
10	830 AM	1AHNOA-04	W	F
11	930 AM	1MROOA-05	W	F
12	1140 AM	1MOGSTB-04	W	F
13	240 PM	1MRORV-05	W	F
14	1110 PM	1MROSTB-06	W	F
15	635 PM	PASSENGER	E	P
16	1101 AM	PASSENGER	W	P
17				
18				
19				
20				
21				
22				
23				
24				
25				

*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
SW (Local and Industry Switch Movements)
EM (Snow, Wreck, Fire and other emergency movements)

AUTHENTICATION:

I certify under penalty of perjury that the foregoing record is true and correct and compiled from records maintained by SPT Company in the usual and ordinary course of business.



Assistant General Manager
Transportation Service Center

7/8/97

Date

STATION PASSING REPORT FOR July 8, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train / Engine ID	Direction	Type*
1	550 AM	1MAOAKS-07	E	F
2	1105 AM	1ZOACH2-08	E	F
3	450 PM	1MSTGJ-06	E	F
4	650 PM	1GTZUP-06	E	F
5	230 AM	1MOGSTB-06	W	F
6	305 AM	1UPDKG-07	W	F
7	635 AM	1MROST-07	W	F
8	910 AM	1ZG1OA-06	W	F
9	1040 AM	1AHNOA-05	W	F
10	220 PM	1MOGSTB-07	W	F
11	635 PM	PASSENGER	E	P
12	125 PM	PASSENGER	W	P
13	1215 AM	YARD ENGINE	W	SW
14	1245 AM	YARD ENGINE	E	SW
15				
16				
17				
18				
19				
20				
21				
22				
23				
24				
25				

*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
SW (Local and Industry Switch Movements)
EM (Snow, Wreck, Fire and other emergency movements)

AUTHENTICATION:

I certify under penalty of perjury that the foregoing record is true and correct and compiled from records maintained by SPT Company in the usual and ordinary course of business.



Assistant General Manager
Transportation Service Center

7/9/97
Date


STATION PASSING REPORT FOR July 9, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train / Engine ID	Direction	Type*
1	535 AM	1MSTGJ-08	E	F
2	610 AM	1RVROO-07	E	F
3	1105 AM	1MRVRO-08	E	F
4	1220 PM	1ZOACH-08	E	F
5	320 PM	1AOAKS-08	E	F
6	520 PM	1GBKOG-07	E	F
7	1235 AM	1MROOA-06	W	F
8	155 AM	1MRORV-06	W	F
9	425 AM	1CSKTA-04	W	F
10	710 AM	1ZG1OA-07	W	F
11	740 AM	1AHNOA-06	W	F
12	744 PM	PASSENGER	E	P
13	1202 PM	PASSENGER	W	P
14				
15				
16				
17				
18				
19				
20				
21				
22				
23				
24				
25				

*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
SW (Local and Industry Switch Movements)
EM (Snow, Wreck, Fire and other emergency movements)

AUTHENTICATION:

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and compiled from records maintained by SPT Company in the usual and
ordinary course of business.



Assistant General Manager
Transportation Service Center

7/10/97
Date


STATION PASSING REPORT FOR July 10, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train / Engine ID	Direction	Type*
1	1100 AM	1MOARO-08	E	F
2	1115 AM	1AOAKS-09	E	F
3	225 PM	1ZOACH-10	E	F
4	445 PM	1MEUCH-08	E	F
5	115 AM	1MROSTB-08	W	F
6	300 AM	1MROOA-07	W	F
7	630 AM	1CSKTA-08	W	F
8	835 AM	1ZK1OA-08	W	F
9	1230 PM	2MROSTB-08	W	F
10	220 PM	1AHNOA-07	W	F
11	635 PM	PASSENGER	E	P
12	1215 PM	PASSENGER	W	F
13	1020 AM	YARD ENGINE	W	Sw
14	1130 AM	YARD ENGINE	W	SW
15				
16				
17				
18				
19				
20				
21				
22				
23				
24				
25				

*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
SW (Local and Industry Switch Movements)
EM (Snow, Wreck, Fire and other emergency movements)

AUTHENTICATION:

I certify under penalty of perjury that the foregoing record is true and correct
and compiled from records maintained by SPT Company in the usual and
ordinary course of business.



Assistant General Manager
Transportation Service Center

7/11/97

Date


STATION PASSING REPORT FOR July 11, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train / Engine ID	Direction	Type*
1	655 AM	1MEUCH-09	E	F
2	1225 PM	1ZOACH-11	E	F
3	250 PM	1AOAKS-10	E	F
4	500 PM	1MEUCH-10	E	F
5	845 PM	1MSTGJ-09	E	F
6	1235 AM	1GUPTJ-09	W	F
7	305 AM	1MOGSTB-08	W	F
8	535 AM	1MOGRV-10	W	F
9	1055 AM	1AHNOA-08	W	F
10	945 PM	1ZG1OA-09	W	F
11	1105 PM	1MOGRV-11	W	F
12	656 PM	PASSENGER	E	P
13	1020 AM	PASSENGER	W	P
14	337 PM - 439 PM	HELPER ENGINE	N/A	LE
15				
16				
17				
18				
19				
20				
21				
22				
23				
24				
25				

*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
SW (Local and Industry Switch Movements)
EM (Snow, Wreck, Fire and other emergency movements)

AUTHENTICATION:

I certify under penalty of perjury that the foregoing record is true and correct and compiled from records maintained by SPT Company in the usual and ordinary course of business.



Assistant General Manager
Transportation Service Center

7/11/97

Date

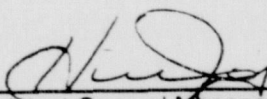
STATION PASSING REPORT FOR July 12, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train / Engine ID	Direction	Type*
1	1020 AM	1MSTGJ-10	E	F
2	1135 AM	1MRVRO-09	E	F
3	1205 PM	1MRVRO-10	E	F
4	1210 PM	1AOAKS-11	E	F
5	115 PM	1AOZCH-12	E	F
6	625 PM	1MSTNPB-11	E	F
7	700 PM	1MEUNPK-11	E	F
8	925 PM	1GBKOG-12	E	F
9	140 AM	1MOGSTB-09	W	F
10	310 AM	1UPPYG-11	W	F
11	745 AM	1ZG1OA-10	W	F
12	1135 PM	1MROOA-10	W	F
13	1250 PM	2MOGSTB-09	W	F
14	600 PM	PASSENGER	E	P
15	1101 AM	PASSENGER	W	P
16	229 AM - 254 AM	HELPER ENGINE	N/A	LE
17				
18				
19				
20				
21				
22				
23				
24				
25				

*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
SW (Local and Industry Switch Movements)
EM (Snow, Wreck, Fire and other emergency movements)

AUTHENTICATION:

I certify under penalty of perjury that the foregoing record is true and correct and compiled from records maintained by SPT Company in the usual and ordinary course of business.



Assistant General Manager
Transportation Service Center

7/14/97

Date

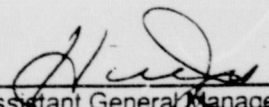
STATION PASSING REPORT FOR July 13, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train / Engine ID	Direction	Type*
1	1120 AM	1MOARO-01	E	F
2	1145 AM	1MOARO-12	E	F
3	225 PM	1ZOACH-13	E	F
4	320 PM	1ACAKS-12	E	F
5	625 PM	1CTASK-12	E	F
6	1000 PM	1MEUNP-12	E	F
7	1159 PM	1GTJUP-13	E	F
8	205 AM	1AHNOA-09	W	F
9	320 AM	1MROSTB-10	W	F
10	515 AM	1CCOPT-12	W	F
11	635 AM	1ZG1OA-11	W	F
12	1255 PM	1AHNOA-10	W	F
13	155 PM	1MROOA-11	W	F
14	552 PM	PASSENGER	E	P
15	1022 AM	PASSENGER	W	P
16	1053 AM - 455 PM	HELPER ENGINE	N/A	LE
17				
18				
19				
20				
21				
22				
23				
24				
25				

*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
SW (Local and Industry Switch Movements)
EM (Snow, Wreck, Fire and other emergency movements)

AUTHENTICATION:

I certify under penalty of perjury that the foregoing record is true and correct and compiled from records maintained by SPT Company in the usual and ordinary course of business.


Assistant General Manager
Transportation Service Center

7/14/97
Date


STATION PASSING REPORT FOR July 14, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train / Engine ID	Direction	Type*
1	240 AM	1MRVRO-11	E	F
2	415 AM	1MSTNPB-12	E	F
3	715 AM	1CRIGV-11	E	F
4	1220 PM	1MRVRO-12	E	F
5	720 PM	1MSTNPB-13	E	F
6	1220 AM	2UPPYG-11	W	F
7	300 AM	1UPBKG-13	W	F
8	335 AM	2MOSTB-10	W	F
9	520 AM	1AHNOA-11	W	F
10	1040 AM	1MZG10A-12	W	F
11	1130 AM	1MOGSTB-12	W	F
12	535 PM	PASSENGER	E	P
13	1022 AM	PASSENGER	W	P
14	1100 AM	YARD ENGINE	W	SW
15	100 PM	YARD ENGINE	E	SW
16	1116 AM - 1159 AM	HELPER ENGINE	N/A	LE
17	655 PM	BALLAST TRAIN	E	W
18				
19				
20				
21				
22				
23				
24				
25				

*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
SW (Local and Industry Switch Movements)
EM (Snow, Wreck, Fire and other emergency movements)

AUTHENTICATION:

I certify under penalty of perjury that the foregoing record is true and correct
and compiled from records maintained by SPT Company in the usual and
ordinary course of business.



Assistant General Manager
Transportation Service Center

7/15/97
Date

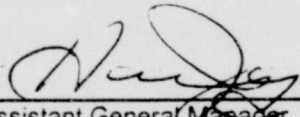
STATION PASSING REPORT FOR July 15, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train / Engine ID	Direction	Type*
1	705 AM	1MRVRO-13	E	F
2	720 AM	1AOAKS-14	E	F
3	1235 PM	1CTASK-13	E	F
4	110 PM	1ZOACH2-15	E	F
5	440 PM	1MEUNP-13	E	F
6	325 AM	1GUPTZ-14	W	F
7	425 AM	1MOGSTB-12	W	F
8	725 AM	1ZG1OA-13	W	F
9	735 AM	1GUPTJ-14	W	F
10	835 AM	1AHNOA-12	W	F
11	720 PM	PASSENGER	E	P
12	150 PM	PASSENGER	W	P
13	110 AM - 319 AM	HELPER ENGINE	N/A	LE
14				
15				
16				
17				
18				
19				
20				
21				
22				
23				
24				
25				

*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
SW (Local and Industry Switch Movements)
EM (Snow, Wreck, Fire and other emergency movements)

AUTHENTICATION:

I certify under penalty of perjury that the foregoing record is true and correct and compiled from records maintained by SPT Company in the usual and ordinary course of business.



Assistant General Manager
Transportation Service Center

7/16/97

Date

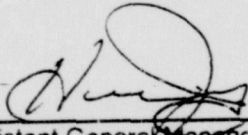
STATION PASSING REPORT FOR July 16, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train / Engine ID	Direction	Type*
1	820 AM	1MOARO-15	E	F
2	1005 AM	1AOAKS-15	E	F
3	1105 AM	1MSTNPB-15	E	F
4	1250 PM	1ZOACH-16	E	F
5	750 PM	1MEUNP-13	E	F
6	920 PM	1MRVRO-14	E	F
7	255 AM	1MROOA-14	W	F
8	425 AM	1MOGSTB-13	W	F
9	650 AM	1ZG1OA-14	W	F
10	725 AM	1CBGRS-13	W	F
11	1000 AM	1AHNOA-13	W	F
12	1040 AM	1MROSTB-14	W	F
13	703 PM	PASSENGER	E	P
14	1259 PM	PASSENGER	W	P
15	835 PM - 844 PM	WORK TRAIN	N/A	W
16				
17				
18				
19				
20				
21				
22				
23				
24				
25				

*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
SW (Local and Industry Switch Movements)
EM (Snow, Wreck, Fire and other emergency movements)

AUTHENTICATION:

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and compiled from records maintained by SPT Company in the usual and
ordinary course of business.



Assistant General Manager
Transportation Service Center

7/17/97
Date


STATION PASSING REPORT FOR July 17, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train / Engine ID	Direction	Type*
1	620 AM	1MSTNPB-16	E	F
2	1030 AM	1AOAKS-16	E	F
3	1135 AM	1MOARO-16	E	F
4	1250 PM	1ZOACH-17	E	F
5	410 PM	1MRVRO-15	E	F
6	430 PM	1GPYUP-15	E	F
7	815 PM	1MEUNP-16	E	F
8	115 AM	1MROSTB-15	W	F
9	710 AM	1ZG1OA-15	W	F
10	755 AM	1AHNOA-14	W	F
11	825 PM	PASSENGER	E	P
12	1108 AM	PASSENGER	W	P
13	305 AM	LIGHT ENGINE	N/A	LE
14				
15				
16				
17				
18				
19				
20				
21				
22				
23				
24				
25				

*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
SW (Local and Industry Switch Movements)
EM (Snow, Wreck, Fire and other emergency movements)

AUTHENTICATION:

I certify under penalty of perjury that the foregoing record is true and correct and compiled from records maintained by SPT Company in the usual and ordinary course of business.



Assistant General Manager
Transportation Service Center

7/18/97
Date

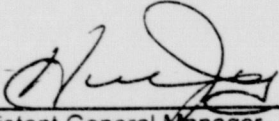
STATION PASSING REPORT FOR July 18, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train / Engine ID	Direction	Type*
1	650 AM	1GPYUP-16	E	F
2	715 AM	1CTASK-16	E	F
3	730 AM	1CRSBG-15	E	F
4	1035 AM	1MRVRO-16	E	F
5	1145 AM	1MEUNP-17	E	F
6	115 PM	1ZOACH-18	E	F
7	145 PM	1AOAKS-17	E	F
8	500 PM	1CTSK-17	E	F
9	535 PM	1MRVRO-17	E	F
10	140 AM	1MNPSTB-15	W	F
11	505 AM	1MOGSTB-17	W	F
12	915 AM	1ZG1OA-16	W	F
13	1125 AM	2MOGRV-18	W	F
14	620 PM	PASSENGER	E	P
15	1056 AM	PASSENGER	W	P
16	955 AM	YARD ENGINE	W	SW
17	1230 PM	YARD ENGINE	S	SW
18				
19				
20				
21				
22				
23				
24				
25				

*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
SW (Local and Industry Switch Movements)
EM (Snow, Wreck, Fire and other emergency movements)

AUTHENTICATION:

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and compiled from records maintained by SPT Company in the usual and
ordinary course of business.



Assistant General Manager
Transportation Service Center

7/21/97

Date

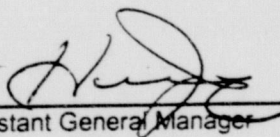
STATION PASSING REPORT FOR July 19, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train / Engine ID	Direction	Type*
1	1005 AM	1MSTROB-17	E	F
2	1055 AM	1MSTNPB-17	E	F
3	1235 PM	1AOAKS-18	E	F
4	1250 PM	1ZOACH-19	E	F
5	620 PM	1MEUNP-18	E	F
6	920 PM	1GTZUP-18	E	F
7	1055 PM	13TJUP-18	E	F
8	325 AM	1AHNOA-15	W	F
9	155 AM	1CSKST-13	W	F
10	830 AM	1AHNOA-16	W	F
11	900 AM	1ZG1OA-17	W	F
12	1220 PM	1MOGSTB-17	W	F
13	330 PM	1UPBKG-19	W	F
14	705 PM	PASSENGER	E	P
15	1037 AM	PASSENGER	W	P
16				
17				
18				
19				
20				
21				
22				
23				
24				
25				

*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
SW (Local and Industry Switch Movements)
EM (Snow, Wreck, Fire and other emergency movements)

AUTHENTICATION:

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Assistant General Manager
Transportation Service Center

7/21/97

Date

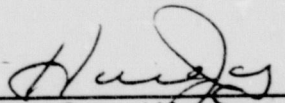
STATION PASSING REPORT FOR July 20, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train / Engine ID	Direction	Type*
1	740 AM	1MOARO-17	E	F
2	1135 AM	1MOARO-19	E	F
3	1235 PM	1ZOACH-20	E	F
4	225 PM	1AOAKS-19	E	F
5	245 PM	1MEUNP-19	E	F
6	220 AM	1MROSTB-17	W	F
7	845 PM	1ZG1OA-18	W	F
8	1255 PM	1CCOPT-16	W	F
9	1015 PM	2MROSTB-17	W	F
10	550 PM	PASSENGER	E	P
11	1024 AM	PASSENGER	W	P
12				
13				
14				
15				
16				
17				
18				
19				
20				
21				
22				
23				
24				
25				

*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
SW (Local and Industry Switch Movements)
EM (Snow, Wreck, Fire and other emergency movements)

AUTHENTICATION:

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and compiled from records maintained by SPT Company in the usual and
ordinary course of business.


Assistant General Manager
Transportation Service Center

7/21/97
Date

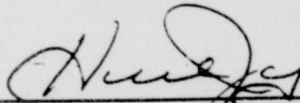
STATION PASSING REPORT FOR July 21, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train / Engine ID	Direction	Type*
1	1230 AM	1MSTNPB-20	E	F
2	1250 AM	1MRVRO-18	E	F
3	835 AM	1MSTNPB-19	E	F
4	1005 AM	1MRVRO-19	E	F
5	545 AM	1CTASK-20	E	F
6	355 PM	1MOARO-20	E	F
7	300 AM	1MNPSTB-17	W	F
8	535 AM	1ZG10A-19	W	F
9	600 AM	1AHNOA-18	W	F
10	1230 PM	1AHNOA-17	W	F
11	601 PM	PASSENGER	E	P
12	1007 AM	PASSENGER	W	P
13	115 AM	YARD ENGINE	W	SW
14	145 AM	YARD ENGINE	E	SW
15				
16				
17				
18				
19				
20				
21				
22				
23				
24				
25				

*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
SW (Local and Industry Switch Movements)
EM (Snow, Wreck, Fire and other emergency movements)

AUTHENTICATION:

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Assistant General Manager
Transportation Service Center

7/22/97

Date

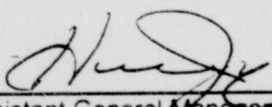
STATION PASSING REPORT FOR July 22, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train / Engine ID	Direction	Type*
1	635 AM	1GBKOG-19	E	F
2	845 AM	1AOAKS-21	E	F
3	935 AM	2MEUNP-21	E	F
4	955 AM	1GBKOG-20	E	F
5	1145 AM	1ZOACH-22	E	F
6	310 PM	1MRVRO-20	E	F
7	340 PM	1MRVRO-21	E	F
8	715 PM	1GBKOG-21	E	F
9	425 AM	1MOGRV-20	W	F
10	330 AM	1MROST-19	W	F
11	515 AM	1AHNOA-19	W	F
12	740 AM	1ZG1OA-20	W	F
13	800 AM	1MROOA-20	W	F
14	940 AM	1GUPTJ-21	W	F
15	521 PM	PASSENGER	E	P
16	1202 PM	PASSENGER	W	P
17	1045 AM	YARD ENGINE	W	SW
18	115 PM	YARD ENGINE	E	SW
19				
20				
21				
22				
23				
24				
25				

*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
SW (Local and Industry Switch Movements)
EM (Snow, Wreck, Fire and other emergency movements)

AUTHENTICATION:

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Assistant General Manager
Transportation Service Center

7/23/97

Date

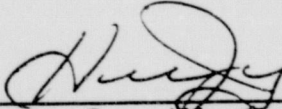
STATION PASSING REPORT FOR July 23, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train / Engine ID	Direction	Type*
1	835 AM	1MOARO-22	E	F
2	845 AM	1MSTNPB-21	E	F
3	935 AM	1MSTNPB-22	E	F
4	1150 AM	1ZOACH-23	E	F
5	550 PM	1AOAKS-22	E	F
6	430 AM	1MOGSTB-20	W	F
7	650 AM	1ZG1OA-21	W	F
8	1155 PM	1AHNOA-20	W	F
9	601 PM	PASSENGER	E	P
10	1058 AM	PASSENGER	W	P
11	1050 AM	YARD ENGINE	W	SW
12	115 PM	YARD ENGINE	E	SW
13	1240 AM	SXRVW-23	N/A	W
14				
15				
16				
17				
18				
19				
20				
21				
22				
23				
24				
25				

*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
SW (Local and Industry Switch Movements)
EM (Snow, Wreck, Fire and other emergency movements)

AUTHENTICATION:

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Assistant General Manager
Transportation Service Center

7/24/97
Date

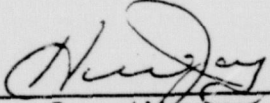
STATION PASSING REPORT FOR July 24, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train / Engine ID	Direction	Type*
1	510 PM	1MONRO-20	E	F
2	1050 AM	1AOAKS-23	E	F
3	135 PM	1ZOACH-24	E	F
4	445 PM	2MSTNPB-23	E	F
5	455 PM	1CTASK-23	E	F
6	240 AM	1MROSTB-21	W	F
7	830 AM	1ZG1OA-22	W	F
8	840 AM	1AHNOA-21	W	F
9	623 PM	PASSENGER	E	P
10	1003 AM	PASSENGER	W	P
11				
12				
13				
14				
15				
16				
17				
18				
19				
20				
21				
22				
23				
24				
25				

*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
SW (Local and Industry Switch Movements)
EM (Snow, Wreck, Fire and other emergency movements)

AUTHENTICATION:

I certify under penalty of perjury that the foregoing record is true and correct and compiled from records maintained by SPT Company in the usual and ordinary course of business.



Assistant General Manager
Transportation Service Center

7/25/97

Date

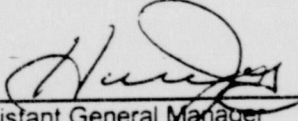
STATION PASSING REPORT FOR July 25, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train / Engine ID	Direction	Type*
1	750 AM	1MRVRO-23	E	F
2	1255 PM	1MEUNP-23	E	F
3	145 PM	1GTJUP-24	E	F
4	155 PM	1ZOACH-25	E	F
5	445 PM	1AOAKS-24	E	F
6	910 PM	1MSTNPB-25	E	F
7	210 AM	1MNPSTB-19	W	F
8	305 AM	1CCOPT-24	W	F
9	455 AM	1MNPSTB-21	W	F
10	620 AM	1MROOA-24	W	F
11	635 AM	2AHNOA-22	W	F
12	835 AM	1MOGRV-22	W	F
13	125 PM	1ZG1OA3-23	W	F
14	700 PM	PASSENGER	E	P
15	1005 AM	PASSENGER	W	P
16	1000 AM	YARD ENGINE	W	SW
17	1255 PM	YARD ENGINE	E	SW
18				
19				
20				
21				
22				
23				
24				
25				

*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
SW (Local and Industry Switch Movements)
EM (Snow, Wreck, Fire and other emergency movements)

AUTHENTICATION:

I certify under penalty of perjury that the foregoing record is true and correct and compiled from records maintained by SPT Company in the usual and ordinary course of business.


Assistant General Manager
Transportation Service Center

7/28/97
Date

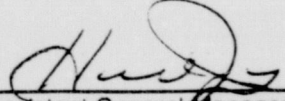
STATION PASSING REPORT FOR July 26, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train / Engine ID	Direction	Type*
1	1100 AM	1AOAKS-25	E	F
2	120 PM	1MSTNPB-23	E	F
3	400 PM	1ZOACH-26	E	F
4	435 PM	1MOARO-25	E	F
5	515 PM	1CTASK-25	E	F
6	915 PM	1MSTNPB-25	E	F
7	940 PM	1MOARO-26	E	F
8	100 AM	1UPPYG-25	W	F
9	520 AM	1MNPSTB-22	W	F
10	920 AM	1ZG10A-24	W	F
11	930 AM	1MROSTB-23	W	F
12	1255 PM	1MROSTB-22	W	F
13	350 PM	1AHNOA-22	W	F
14	838 PM	PASSENGER	E	P
15	1012 AM	PASSENGER	W	P
16				
17				
18				
19				
20				
21				
22				
23				
24				
25				

*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
SW (Local and Industry Switch Movements)
EM (Snow, Wreck, Fire and other emergency movements)

AUTHENTICATION:

I certify under penalty of perjury that the foregoing record is true and correct
and compiled from records maintained by SPT Company in the usual and
ordinary course of business.



Assistant General Manager
Transportation Service Center

7/28/97

Date


STATION PASSING REPORT FOR July 27, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train / Engine ID	Direction	Type*
1	350 AM	1MEUNP-25	E	F
2	1005 AM	1CSTSK-23	E	F
3	1010 AM	1AOAKS-26	E	F
4	435 PM	1ZOACH-27	E	F
5	530 PM	1MRVRO-25	E	F
6	1145 PM	1MNEUP-26	E	F
7	1225 AM	1GUPTZ-26	W	F
8	340 AM	1AHNOA-K23	W	F
9	415 AM	1AHNOA-24	W	F
10	810 AM	1ZG1OA-25	W	F
11	1100 AM	1UPBKG-26	W	F
12	400 PM	1UPPYG-27	W	F
13	805 PM	1MR0STB-26	W	F
14	623 PM	PASSENGER	E	P
15	1046 AM	PASSENGER	W	P
16	1130 AM	YARD ENGINE	W	SW
17	145 PM	YARD ENGINE	E	SW
18				
19				
20				
21				
22				
23				
24				
25				

*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
SW (Local and Industry Switch Movements)
EM (Snow, Wreck, Fire and other emergency movements)

AUTHENTICATION:

I certify under penalty of perjury that the foregoing record is true and correct
and compiled from records maintained by SPT Company in the usual and
ordinary course of business.



Assistant General Manager
Transportation Service Center

7/28/97

Date

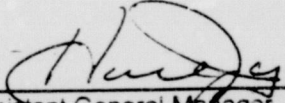
STATION PASSING REPORT FOR July 28, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train / Engine ID	Direction	Type*
1	205 AM	1MSTNPB-27	E	F
2	1135 AM	1MRVRO-26	E	F
3	1145 AM	1MEUNP-24	E	F
4	1255 PM	1AOAKS-27	E	F
5	210 AM	1CBGRS-23	W	F
6	840 AM	1ZG1OA-26	W	F
7	935 AM	2MOGRV-25	W	F
8	210 PM	2MROOA-26	W	F
9	1140 PM	1AHNOA-25	W	F
10	620 PM	PASSENGER	E	P
11	323 PM	PASSENGER	W	P
12				
13				
14				
15				
16				
17				
18				
19				
20				
21				
22				
23				
24				
25				

*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
SW (Local and Industry Switch Movements)
EM (Snow, Wreck, Fire and other emergency movements)

AUTHENTICATION:

I certify under penalty of perjury, that the foregoing record is true and correct and compiled from records maintained by SPT Company in the usual and ordinary course of business.



Assistant General Manager
Transportation Service Center

7/29/97

Date

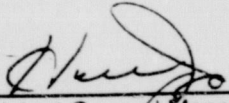
STATION PASSING REPORT FOR July 29, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train / Engine ID	Direction	Type*
1	800 AM	1GTZUP-28	E	F
2	850 AM	1GPYUP-28	E	F
3	1025 AM	1MOARO-27	E	F
4	1035 AM	1MRVRO-27	E	F
5	1110 AM	1AOAKS-28	E	F
6	1155 AM	1ZOACH-29	E	F
7	315 PM	1MNEUP-27	E	F
8	110 AM	2MROOA-28	W	F
9	845 AM	1ZG1OA-27	W	F
10	910 AM	1MROSTB-27	W	F
11	1125 PM	1AHNOA-26	W	F
12	628 PM	PASSENGER	E	P
13	1129 AM	PASSENGER	W	P
14	657 AM - 725 AM	HELPER ENGINE	N/A	LE
15				
16				
17				
18				
19				
20				
21				
22				
23				
24				
25				

*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
SW (Local and Industry Switch Movements)
EM (Snow, Wreck, Fire and other emergency movements)

AUTHENTICATION:

I certify under penalty of perjury that the foregoing record is true and correct
and compiled from records maintained by SPT Company in the usual and
ordinary course of business.



Assistant General Manager
Transportation Service Center

7/30/97
Date

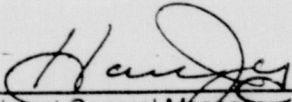
STATION PASSING REPORT FOR July 30, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train / Engine ID	Direction	Type*
1	730 AM	1MSTNPB-28	E	F
2	735 AM	1CRSBG-29	E	F
3	835 AM	1MRVRO-28	E	F
4	230 PM	1ZOACH-30	E	F
5	500 PM	1MSTNPB-29	E	F
6	700 PM	1AOAKS-29	E	F
7	835 AM	1MNPSTB-26	W	F
8	1040 AM	2MOGRV-27	W	F
9	1150 PM	1ZG1OA-28	W	F
10	630 PM	PASSENGER	E	P
11	1118 AM	PASSENGER	W	P
12				
13				
14				
15				
16				
17				
18				
19				
20				
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22				
23				
24				
25				

*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
SW (Local and Industry Switch Movements)
EM (Snow, Wreck, Fire and other emergency movements)

AUTHENTICATION:

I certify under penalty of perjury that the foregoing record is true and correct
and compiled from records maintained by SPT Company in the usual and
ordinary course of business.



Assistant General Manager
Transportation Service Center

7/31/97

Date

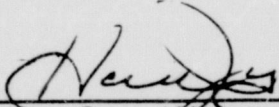
STATION PASSING REPORT FOR July 31, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train / Engine ID	Direction	Type*
1	605 AM	1MEUNP-K29	E	F
2	145 PM	1ZOACH-31	E	F
3	250 PM	1AOAKS-30	E	F
4	420 PM	1MOARO-29	E	F
5	450 PM	1MSTNPB-29	E	F
6	505 PM	1MSTNPB-30	E	F
7	530 PM	1MOARO-28	E	F
8	130 AM	1CBGRS-25	W	F
9	545 AM	1AHNOA-27	W	F
10	835 AM	1AHNOA-28	W	F
11	940 AM	1ZG1OA-29	W	F
12	650 PM	PASSENGER	E	P
13	1022 AM	PASSENGER	W	P
14				
15				
16				
17				
18				
19				
20				
21				
22				
23				
24				
25				

*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
SW (Local and Industry Switch Movements)
EM (Snow, Wreck, Fire and other emergency movements)

AUTHENTICATION:

I certify under penalty of perjury that the foregoing record is true and correct
and compiled from records maintained by SPT Company in the usual and
ordinary course of business.



Assistant General Manager
Transportation Service Center

8/1/97

Date

STB

FD

32760

8-13-97

181181

181187

MAYER, BROWN & PLATT

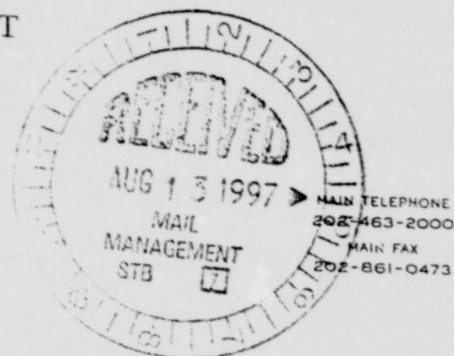
2000 PENNSYLVANIA AVENUE, N.W.

WASHINGTON, D.C. 20006-1882

ERIKA Z. JONES

DIRECT DIAL (202) 778-0642
ejones@mayerbrown.com

AUG 11 1997



August 13, 1997

VIA HAND DELIVERY

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Room 711
Washington, DC 20423

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 Reply of The Burlington Northern and Santa Fe Railway Company to the Petition of Montell USA, Inc. for Determination of West Lake Charles as a 2-to-1 Point (BN/SF-82). Also enclosed is a 3.5-inch disk containing the text of the Reply in WordPerfect 6.1 format.

I would appreciate it if you would date-stamp the enclosed extra copy of this filing and return it to the messenger for our files. Thank you for your assistance.

Sincerely,

Erika Z. Jones
Erika Z. Jones

Enclosures

cc: All Parties of 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

REPLY OF THE BURLINGTON NORTHERN AND
SANTA FE RAILWAY COMPANY
TO PETITION OF MONTELL USA, INC.
FOR DETERMINATION OF WEST LAKE CHARLES AS A 2-TO-1 POINT

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

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

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(202) 463-2000

and

1700 East Golf Road
Schaumburg, Illinois 60173
(847) 995-6837

Attorneys for The Burlington Northern and Santa Fe Railway Company

August 13, 1997



BEFORE THE
SURFACE TRANSPORTATION BOARD

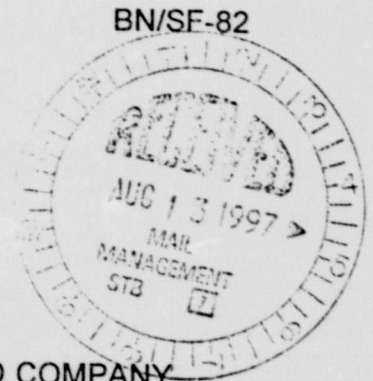
Finance Docket No. 32760

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

REPLY OF THE BURLINGTON NORTHERN AND
SANTA FE RAILWAY COMPANY
TO PETITION OF MONTELL USA, INC.
FOR DETERMINATION OF WEST LAKE CHARLES AS A 2-TO-1 POINT

The Burlington Northern and Santa Fe Railway Company ("BNSF")^{1/} submits this Reply to the Petition of Montell USA, Inc. for Determination of West Lake Charles as a 2-to-1 Point. In its petition, Montell USA, Inc. ("Montell") requests that the Surface Transportation Board ("Board") determine that Montell is a 2-to-1 shipper at its West Lake Charles, Louisiana plant and that, therefore, Montell may invoke the contract modification condition imposed by the Board in its decision approving the merger of Union Pacific and Southern Pacific ("UP/SP merger"). As we show below, Montell's petition should be granted.

^{1/} The acronyms used herein are the same as those in Appendix B to Decision No. 44.



ARGUMENT

In Decision No. 44, the Board modified and imposed the BNSF Agreement as a condition of the UP/SP merger. The BNSF Agreement gave BNSF the right to serve all 2-to-1 points — that is, all points at which shippers would lose one of only two competitive rail options as a result of an unconditioned UP/SP merger. *See, e.g.*, Decision No. 44, slip op. at 12 n.15; *id.* at 16-17; Decision No. 57, slip op. at 4 (describing BNSF Agreement). In addition, the Board expanded and imposed, as a condition of the UP/SP merger, the CMA Agreement's contract modification or reopening provision ("contract modification condition"). *See* Decision No. 44, slip op. at 18 (describing CMA Agreement); Decision No. 57, slip op. at 4-5 (describing CMA Agreement and contract modification condition).

The contract modification condition was designed to provide BNSF access to a sufficient traffic base to permit BNSF to "replicate the competition that would otherwise be lost when SP is absorbed into UP." Decision No. 44, slip op. at 145. *See also* Decision No. 57, slip op. at 5 ("Our contract modification condition responded to the argument that, because UP and SP had locked up so much 2-to-1 traffic in long-term contracts, an insufficient amount of 2-to-1 traffic supposedly open to BNSF under the BNSF agreement would actually be available to BNSF in the short run."); *ibid* (the contract modification condition was "intended to allow BNSF to achieve, sooner rather than later, sufficient traffic density on the trackage rights lines"). ^{2/}

^{2/} The Board sought to craft the contract modification condition to allow BNSF to achieve sufficient traffic density on the trackage rights lines while, at the same time,
(continued...)

Notwithstanding the fact that the Applicants did not refer to Montell and other West Lake Charles and Lake Charles area shippers as 2-to-1 shippers, the Board recognized that, prior to the UP/SP merger, these shippers were, for all practical purposes, 2-to-1 shippers who faced the immediate loss of competitive rail options as a result of the UP/SP merger. Accordingly, in approving, subject to conditions, the UP/SP merger, the Board expanded BNSF access to area shippers beyond the level contemplated in the CMA Agreement. *See* Decision No. 44, at 153 (directing applicants to remove the geographical restrictions on BNSF service to West Lake Charles, Lake Charles, and Westlake shippers "and permit BNSF to serve all destinations from these points").

The Board expanded BNSF's access at West Lake Charles and Lake Charles because it recognized, in Decision No. 44, that, notwithstanding the presence of KCS in the area, UP/SP would control the traffic of West Lake Charles and Lake Charles area shippers unless BNSF received expanded access. Accordingly, West Lake Charles and Lake Charles shippers are, in effect, 2-to-1 shippers. As the Board stated, "KCS must

^{2/}(...continued)

"put[ting] a cap upon the amount of traffic that UP/SP runs the risk of losing immediately upon consummation of the merger." Decision No. 57, slip op. at 5. Moreover, the Board recognized that the contract modification condition was "somewhat of a windfall for any shipper whose traffic it covers." *Id.* at 6. Accordingly, the Board limited the application of the condition to shippers who were 2-to-1 shippers "immediately prior to the consummation of the [UP/SP] merger." *Ibid.* Because, as described more fully below, the West Lake Charles and Lake Charles area shippers were, for all practical purposes, 2-to-1 shippers "immediately prior to the consummation of the [UP/SP] merger" (*ibid.*), the relief sought by Montell is consistent with the rationale used in Decision No. 57 to limit the reach of the contract modification condition. *See also ibid.* (stating preference for "imposition of a fixed cutoff date" limiting application of contract modification to shippers who had 2-to-1 status "immediately prior to the consummation of the merger").

interline with UP or SP to provide efficient routing to the New Orleans, Houston, and St Louis gateways. Thus, while those shippers now benefit from direct rail competition, an unconditioned merger would place all the efficient routings under the applicants' control." Decision No. 44, slip op. at 152. Consequently, as noted above, the Board sought to "preserve existing competitive alternatives for shippers in the Lake Charles area" by building upon UP's chosen remedy for these shippers in the CMA Agreement and *expanding* BNSF's right to serve these shippers beyond the level contemplated by that agreement. *Id.* at 153.^{3/}

Nevertheless, UP has indicated that the Board's clarification of the contract modification condition (Decision No. 57) precludes the relief sought by Montell. *See* Letter of Pat B. Collins, Business Manager, Chemical, Union Pacific Railroad Company to B.F. LeBlanc ("Collins letter") (attached to Montell petition) ("BNSF previously contended before the STB that shippers at West Lake Charles, LA are the 'functional equivalent of a 2-to-1 situation for the purpose of the contract modification condition.' The STB declined to find in favor of BNSF on this issue in the STB's decision clarifying the contract modification which was issued last November.").

UP's reliance on Decision No. 57 is misplaced. In Decision No. 57, the Board expressly left open the issue of whether West Lake Charles, Lake Charles, and Westlake are a 2-to-1 points for the purposes of the contract modification condition. *See* slip op. at 14 (stating that "[n]othing said in this decision is intended to prejudge" whether West

^{3/} The CMA Agreement provided BNSF restricted access to West Lake Charles. *See* UP/SP-260, at 23 n.9.

Lake Charles, Lake Charles, and Westlake shippers may invoke the contract modification condition). Thus, having clearly contemplated that Montell or BNSF might wish to submit the issue to the Board for resolution, the Board did not, in any way, seek to discourage Montell or BNSF from doing so.^{4/}

Moreover, Decision No. 57 *supports* Montell's petition. As Decision No. 57 makes clear, the contract modification condition is available to shippers who were 2-to-1 shippers "immediately prior" to the UP/SP merger. Slip op. at 6 ("We had in mind, when we imposed the contract modification condition, that this condition would apply to those shippers that had 2-to-1 status immediately prior to the consummation of the merger."). Unlike LCRA and Entergy — the shippers whose requests to invoke the contract modification condition were rejected in Decision No. 57 — the West Lake Charles and Lake Charles area shippers were, for all practical purposes, 2-to-1 shippers "immediately prior to the merger." Slip op. at 6. Their status as 2-to-1 shippers is clear from Decision No. 44, in which the Board concluded that "an unconditioned merger would place all the efficient routings [for those shippers] under the applicants' control." Decision No. 44, slip op. at 152. See *also* Decision 63, slip op. at 8 (stating that "KCS specifically noted that this area should be deemed not a '3-to-2' point, but a '2-to-1' point due to the routing

^{4/} In addition, there is nothing in the nature of the issue presented by Montell that makes it inappropriate for submission to the Board at this time. The Board indicated that parties may submit implementation-related disputes to it for resolution. See Decision No. 57, slip op. at 13-14. In stating its "willingness to resolve such disputes" (*id.* at 14), the Board did not articulate any restrictions with respect to the kinds of contract modification disputes that it would be willing to resolve.

limitations faced by KCS in getting to Houston and New Orleans" and noting that the Board had "chosen BNSF to correct this").

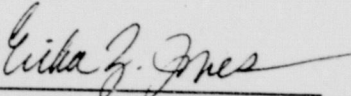
By recognizing that, in an unconditioned merger, the West Lake Charles and Lake Charles area shippers would *immediately* lose their competitive rail options for all efficient routings, the Board also recognized that, for all practical purposes, West Lake Charles and Lake Charles area shippers *were* 2-to-1 shippers prior to the UP/SP merger. For that reason, the Board expanded BNSF access to West Lake Charles and Lake Charles areas shippers. Thus, because Montell and other West Lake Charles and Lake Charles area shippers were, immediately prior to the merger, functionally 2-to-1 shippers who would lose "one of two present competitive options" (Decision No. 57, slip op. at 8), Decision No. 57 supports Montell's request for permission to invoke the contract modification condition, and UP's assertion to the contrary is wrong.^{5/}

CONCLUSION

For the reasons set forth above, Montell's petition should be granted.

^{5/} In an earlier submission, BNSF stated that West Lake Charles, Lake Charles, and Westlake are "not defined as" 2-to-1 points in the BNSF Agreement. BNSF-PR#1, at 13 n.8. This was, of course, because those points received service from KCS. However, BNSF also noted that "logically," the "same competition-protective" rationale that "appl[ies] at 2-to-1 points appl[ies] as well in the Lake Charles area." *Ibid.* The reason these rationales apply in the Lake Charles area is that "an unconditioned merger would place all the efficient routings [for these shippers] under the applicants' control." Decision No. 44, slip op. at 152. Thus, BNSF has consistently taken the position that, functionally, these shippers *are* 2-to-1 shippers.

Respectfully submitted,



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

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

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and

1700 East Golf Road
Schaumburg, Illinois 60173
(847) 995-6887

Attorneys for The Burlington Northern and Santa Fe Railway Company

August 13, 1997

CERTIFICATE OF SERVICE

I do hereby certify that a copy of the foregoing Reply to Petition of Montell USA, Inc. for Determination of West Lake Charles As A 2-to-1 Point (BN/SF-82) was served, by first-class mail, postage prepaid, or by a more expeditious manner of delivery, on all Parties of Record in Finance Docket No. 32760.



Adam C. Sloane
Mayer, Brown & Platt
2000 Pennsylvania Ave., N.W.
Washington, D.C. 20006

STB

FD

32760

6-4-97

180021

1/2

UNION PACIFIC RAILROAD COMPANY

1416 DODGE STREET
ROOM 830
OMAHA, NEBRASKA 68179-0001
FAX (402) 271-5610

180021

June 3, 1997

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street NW, Suite 700
Washington, DC 20423

Re: Finance Docket 32760, UP - Control and Merger - SP

Dear Mr. Williams:

Pursuant to Decision No. 44, UP/SP submits station passing reports for the month of May 1997 for the cities of Reno, Nevada and Wichita, Kansas. The reports indicate that UP/SP is in compliance with Condition 22.a and Condition 23.a of Exhibit G to Decision No. 44.

	<u>Reno</u>	<u>Wichita</u>
Cap	14.7	6.4
Average Through Freight Trains	10.8	3.65

The attached original and 20 copies of the verified reports include the details for both included and excluded trains for each day during May.

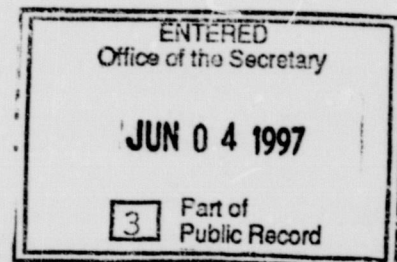
Very truly yours,

Louise A. Rinn
General Attorney
(402) 271-4227

Attachments

~~RECEIVED~~

JUN 04 1997

SURFACE
TRANSPORTATION BOARD

C: (With attachments)

PERSONAL (2 copies)

Elaine Kaiser

Section of Environmental Analysis

Surface Transportation Board

1925 K Street, NW

Washington, DC 20423-0001

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(UPS Next Day Air)

J. Michael Hemmer, Esq.

Covington & Burling

1201 Pennsylvania Avenue, NW

Washington, DC 20044

(With Wichita Report)

Bill Stockwell

Metropolitan Planning Department

City Hall

455 North Main Street

Wichita, KS 67202

TRANSPORTATION RESEARCH
AEI SCANNER TRAIN HISTORY SUMMARY FOR SCANNER #359-SOUTH WICHITA
FOR PERIOD 05/01/97-05/31/97

DATE	THRU TRAINS
05/01/97	6
05/02/97	3
05/03/97	3
05/04/97	3
05/05/97	3
05/06/97	6
05/07/97	3
05/08/97	7
05/09/97	4
05/10/97	4
05/11/97	3
05/12/97	4
05/13/97	5
05/14/97	3
05/15/97	3
05/16/97	3
05/17/97	4
05/18/97	3
05/19/97	2
05/20/97	5
05/21/97	3
05/22/97	7
05/23/97	2
05/24/97	4
05/25/97	2
05/26/97	1
05/27/97	2
05/28/97	2
05/29/97	6
05/30/97	3
05/31/97	4

*TOTAL 97

113

** AVG_THRU_TRN 3.65

TOTAL

113

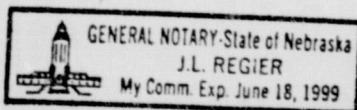
VERIFICATION

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

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

Clyde Anderson
Clyde Anderson

SUBSCRIBED AND SWORN to before me this 2 day of June, 1997.



J.L. Regier
Notary Public

PROGRAM: FPAN127.. FOCUS. EXEC(AEIHLST-WHTA-4) 06/02/97 07.35.20

TRANSPORTATION RESEARCH
 AEI SCANNER TRAIN HISTORY DETAIL REPORT FOR SCANNER #359-SOUTH WICHITA
 FOR PERIOD 05/01/97-05/31/97

DATE	TIME	SEQ NUM	TRAIN	TRN CAT	TRAIN TYPE	D I R
05/01/97	0030	4153	LVO54	30 L	THROUGH	N
05/01/97	0634	4154	LVB55	01 L	ARK CTY LOC	S
05/01/97	0656	4155	MFWWT	30 T	THROUGH	N
05/01/97	0855	4156	WWIWTO	01 W	YARD/WORK	S
05/01/97	1000	4157	LVB55	01 L	ARK CTY LOC	N
05/01/97	1020	4158	YWH55	01 Y	YARD/WORK	S
05/01/97	1112	4159	LVO55	01 L	THROUGH	S
05/01/97	1208	4160	YWH55	01 Y	YARD/WORK	N
05/01/97	1436	4161	OCKWT	01 O	THROUGH	N
05/01/97	1452	4162	YWH55	01 Y	YARD/WORK	S
05/01/97	1647	4163	YWH55	01 Y	YARD/WORK	N
05/01/97	1812	4164	MWTFW	01 T	THROUGH	S
05/01/97	2130	4165	OWTCK	01 O	THROUGH	S
05/01/97	2310	4166	YWH62	01 Y	YARD/WORK	S
05/01/97	2355	4167	YWH62	01 Y	YARD/WORK	N
05/02/97	0513	4168	MFWWT	01 T	THROUGH	N
05/02/97	0637	4169	LVB55	02 L	ARK CTY LOC	S
05/02/97	1035	4170	YWH55	02 Y	YARD/WORK	S
05/02/97	1149	4171	YWH55	02 Y	YARD/WORK	N
05/02/97	1312	4172	LVB55	02 L	ARK CTY LOC	N
05/02/97	1413	4173	YWH55	02 Y	YARD/WORK	S
05/02/97	1614	4174	YWH55	02 Y	YARD/WORK	N
05/02/97	1618	4175	WWIWTO	02 W	YARD/WORK	N
05/02/97	1752	4176	MWTFW	02 T	THROUGH	S
05/02/97	2011	4177	LVO54	02 L	THROUGH	N
05/02/97	2325	4178	YWH62	02 Y	YARD/WORK	S
05/03/97	0019	4179	YWH62	02 Y	YARD/WORK	N
05/03/97	0635	4180	LVB55	03 L	ARK CTY LOC	S
05/03/97	0733	4181	WWIWTO	03 W	YARD/WORK	S
05/03/97	0846	4182	MFWWT	02 T	THROUGH	N
05/03/97	0941	4183	LVB55	03 L	ARK CTY LOC	N
05/03/97	1041	4184	LVO55	03 L	THROUGH	S
05/03/97	1102	4185	YWH55	03 Y	YARD/WORK	S
05/03/97	1130	4186	YWH55	03 Y	YARD/WORK	N
05/03/97	1837	4187	MWTFW	03 T	THROUGH	S
05/03/97	2203	4188	YWH62	03 Y	YARD/WORK	S
05/03/97	2249	4189	YWH62	03 Y	YARD/WORK	N
05/04/97	0145	4190	MFWWT	03 T	THROUGH	N
05/04/97	0554	4191	GSSITHO	02 G	THROUGH	S
05/04/97	1002	4192	YWH55	04 Y	YARD/WORK	S
05/04/97	1100	4193	YWH55	04 Y	YARD/WORK	N
05/04/97	1436	4194	YWH55	04 Y	YARD/WORK	S
05/04/97	1553	4195	YWH55	04 Y	YARD/WORK	N
05/04/97	1613	4196	MWTFW	04 T	THROUGH	S
05/04/97	2126	4197	YWH62	04 Y	YARD/WORK	S

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DATE	TIME	SEQ NUM	TRAIN	TRN CAT	TRAIN TYPE	D I R
05/04/97	2210	4198	YWH62 04	Y	YARD/WORK	N
05/05/97	0653	4199	LVB55 05	L	ARK CTY LOC	S
05/05/97	1039	4200	YWH55 05	Y	YARD/WORK	S
05/05/97	1152	4201	LVB55 05	L	ARK CTY LOC	N
05/05/97	1218	4202	YWH55 05	Y	YARD/WORK	N
05/05/97	1613	4203	MFWWT 04	T	THROUGH	N
05/05/97	1632	4204	WWIWTO 05	W	YARD/WORK	N
05/05/97	1842	4205	MWTFW 05	T	THROUGH	S
05/05/97	2211	4206	LVO54 05	L	THROUGH	N
05/05/97	2222	4207	YWH60 05	Y	YARD/WORK	S
05/05/97	2312	4208	YWH60 05	Y	YARD/WORK	N
05/06/97	0638	4209	LVB55 06	L	ARK CTY LOC	S
05/06/97	0752	4210	MFWWT 05	T	THROUGH	N
05/06/97	0809	4211	WWIWTO 06	W	YARD/WORK	S
05/06/97	0948	4212	YWH55 06	Y	YARD/WORK	S
05/06/97	1119	4213	LVO55 06	L	THROUGH	S
05/06/97	1129	4214	YWH55 06	Y	YARD/WORK	N
05/06/97	1138	4215	LVB55 06	L	ARK CTY LOC	N
05/06/97	1531	4216	OCKWT 06	O	THROUGH	N
05/06/97	1743	4217	MWTFW 06	T	THROUGH	S
05/06/97	2057	4218	GSWIBE 06	G	THROUGH	S
05/06/97	2207	4219	OWTCK 06	O	THROUGH	S
05/06/97	2346	4220	YWH62 06	Y	YARD/WORK	S
05/07/97	0020	4221	YWH62 05	Y	YARD/WORK	N
05/07/97	0548	4222	MFWWT 06	T	THROUGH	N
05/07/97	0634	4223	LVB55 07	L	ARK CTY LOC	S
05/07/97	0950	4224	YWH55 07	Y	YARD/WORK	S
05/07/97	1045	4225	WFWKBR 06	W	YARD/WORK	N
05/07/97	1106	4226	YWH55 07	Y	YARD/WORK	N
05/07/97	1107	4227	WWIWTO 07	W	YARD/WORK	N
05/07/97	1138	4228	LVB55 07	L	ARK CTY LOC	N
05/07/97	1222	4229	WWIWTO 07	W	YARD/WORK	S
05/07/97	1558	4230	YWH55 07	Y	YARD/WORK	S
05/07/97	1743	4231	WWIWTO 07	W	YARD/WORK	N
05/07/97	1809	4232	YWH55 07	Y	YARD/WORK	N
05/07/97	1912	4233	MWTFW 07	T	THROUGH	S
05/07/97	2243	4234	GLOWW 02	G	THROUGH	S
05/07/97	2314	4235	YWH62 07	Y	YARD/WORK	S
05/08/97	0044	4237	MFWWT 07	T	THROUGH	N
05/08/97	0133	4238	YWH62 07	Y	YARD/WORK	N
05/08/97	0649	4239	LVB55 08	L	ARK CTY LOC	S
05/08/97	1154	4240	LVB60 08	L	THROUGH	N
05/08/97	1236	4241	YWH55 08	Y	YARD/WORK	N
05/08/97	1244	4242	LVO55 08	L	THROUGH	S
05/08/97	1458	4243	OCKWT 08	O	THROUGH	N

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05/08/97	1525	4244	YWH55	08 Y	YARD/WORK	S
05/08/97	1628	4245	MWTFW	08 T	THROUGH	S
05/08/97	1743	4246	YWH55	08 Y	YARD/WORK	N
05/08/97	2130	4247	OWTCK	08 O	THROUGH	S
05/08/97	2332	4248	YWH62	08 Y	YARD/WORK	S
05/09/97	0050	4249	YWH62	08 Y	YARD/WORK	N
05/09/97	0522	4250	MFWWT	08 T	THROUGH	N
05/09/97	0637	4251	LVB55	09 L	ARK CTY LOC	S
05/09/97	1002	4252	YWH55	09 Y	YARD/WORK	S
05/09/97	1126	4253	YWH55	09 Y	YARD/WORK	N
05/09/97	1144	4254	MWTFW	09 T	THROUGH	N
05/09/97	1203	4255	LVB55	09 L	ARK CTY LOC	N
05/09/97	1854	4256	MWTFW	09 T	THROUGH	S
05/09/97	2354	4257	LVO55	09 L	THROUGH	N
05/10/97	0011	4258	YWH62	09 Y	YARD/WORK	S
05/10/97	0142	4259	YWH62	09 Y	YARD/WORK	N
05/10/97	0647	4260	LVB55	10 L	ARK CTY LOC	S
05/10/97	1034	4261	YWH55	10 Y	YARD/WORK	S
05/10/97	1121	4262	YWH55	10 Y	YARD/WORK	N
05/10/97	1123	4263	LVB55	10 L	ARK CTY LOC	N
05/10/97	1159	4264	LVO55	10 L	THROUGH	S
05/10/97	1353	4265	MFWWT	09 T	THROUGH	N
05/10/97	1437	4266	YWH55	10 Y	YARD/WORK	S
05/10/97	1609	4267	YWH55	10 Y	YARD/WORK	N
05/10/97	1753	4268	GSWAHO	09 G	THROUGH	S
05/10/97	1832	4269	MWTFW	10 T	THROUGH	S
05/10/97	2247	4270	YWH55	10 Y	YARD/WORK	S
05/10/97	2345	4271	YWH62	10 Y	YARD/WORK	N
05/11/97	0515	4272	MFWWT	10 T	THROUGH	N
05/11/97	0837	4273	GSBEWT	09 G	THROUGH	N
05/11/97	1025	4274	WWIWIO	11 W	YARD/WORK	S
05/11/97	1038	4275	YWH55	11 Y	YARD/WORK	S
05/11/97	1126	4276	YWH55	11 Y	YARD/WORK	N
05/11/97	1408	4277	YWH55	11 Y	YARD/WORK	S
05/11/97	1527	4278	YWH55	11 Y	YARD/WORK	N
05/11/97	1538	4279	MWTFW	11 T	THROUGH	S
05/11/97	2139	4280	YWH62	11 Y	YARD/WORK	S
05/11/97	2217	4281	YWH62	11 Y	YARD/WORK	N
05/12/97	0043	4282	MFWWT	11 T	THROUGH	N
05/12/97	0632	4283	LVB55	12 L	ARK CTY LOC	S
05/12/97	1020	4284	YWH55	12 Y	YARD/WORK	S
05/12/97	1106	4285	LVB55	12 L	ARK CTY LOC	N
05/12/97	1152	4286	YWH55	12 Y	YARD/WORK	N
05/12/97	2018	4287	LVO54	12 L	THROUGH	N
05/12/97	2159	4288	MWTFW	12 T	THROUGH	S

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DATE	TIME	SEQ NUM	TRAIN	TRN CAT	TRAIN TYPE	D I R
05/12/97	2344	4289	GSWHO 12	G	THROUGH	S
05/12/97	2356	4290	YWH62 12	Y	YARD/WORK	S
05/13/97	0042	4291	YWH62 12	Y	YARD/WORK	N
05/13/97	0636	4292	LVB55 13	L	ARK CTY LOC	S
05/13/97	0710	4293	MFWWT 12	T	THROUGH	N
05/13/97	0957	4294	YWH55 13	Y	YARD/WORK	S
05/13/97	1103	4295	YWH55 13	Y	YARD/WORK	N
05/13/97	1128	4296	LVO55 13	L	THROUGH	S
05/13/97	1224	4297	LVB55 13	L	ARK CTY LOC	N
05/13/97	1554	4298	OCKWT 13	O	THROUGH	N
05/13/97	2024	4299	OWTCK 13	O	THROUGH	S
05/13/97	2305	4300	MWTFW 13	T	THROUGH	S
05/14/97	0112	4301	GEFWOO 13	G	THROUGH	N
05/14/97	0128	4302	YWH62 13	Y	YARD/WORK	S
05/14/97	0226	4303	YWH62 13	Y	YARD/WORK	N
05/14/97	0427	4304	WWIDNR 13	W	YARD/WORK	S
05/14/97	0630	4305	LVB55 14	L	ARK CTY LOC	S
05/14/97	0652	4306	MFWWT 13	T	THROUGH	N
05/14/97	1045	4307	LVB55 14	L	ARK CTY LOC	N
05/14/97	1150	4308	YWH55 14	Y	YARD/WORK	S
05/14/97	1250	4309	YWH55 14	Y	YARD/WORK	N
05/14/97	1806	4310	MWTFW 14	T	THROUGH	S
05/15/97	0003	4312	WSWTB 12	W	YARD/WORK	N
05/15/97	0016	4313	YWH62 14	Y	YARD/WORK	N
05/15/97	0638	4314	LVB55 15	L	ARK CTY LOC	S
05/15/97	0941	4315	MFWWT 14	T	THROUGH	N
05/15/97	1019	4316	M OF W 15	W	YARD/WORK	S
05/15/97	1024	4317	YWH55 15	Y	YARD/WORK	S
05/15/97	1132	4318	LVB55 15	L	ARK CTY LOC	N
05/15/97	1155	4319	YWH55 15	Y	YARD/WORK	N
05/15/97	1313	4321	LVO55 15	L	THROUGH	S
05/15/97	1412	4322	YWH55 15	Y	YARD/WORK	S
05/15/97	1555	4323	YWH55 15	Y	YARD/WORK	N
05/15/97	1825	4324	MWTFW 15	T	THROUGH	S
05/15/97	2233	4325	WWTELB 15	W	YARD/WORK	S
05/15/97	2320	4326	YWH62 15	Y	YARD/WORK	S
05/15/97	2345	4327	YWH62 15	Y	YARD/WORK	N
05/16/97	0639	4328	LVB55 16	L	ARK CTY LOC	S
05/16/97	1001	4329	MFWWT 15	T	THROUGH	N
05/16/97	1045	4330	YWH55 16	Y	YARD/WORK	S
05/16/97	1156	4331	LVB55 16	L	ARK CTY LOC	N
05/16/97	1236	4332	YWH55 16	Y	YARD/WORK	N
05/16/97	1433	4333	YWH55 16	Y	YARD/WORK	S
05/16/97	1619	4334	YWH55 16	Y	YARD/WORK	N
05/16/97	1918	4335	MWTFW 16	T	THROUGH	S

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DATE	TIME	SEQ NUM	TRAIN	TRN CAT	TRAIN TYPE	D I R
05/16/97	2200	4336	LVO54	16 L	THROUGH	N
05/16/97	2339	4337	YWH62	16 Y	YARD/WORK	S
05/17/97	0041	4338	YWH62	16 Y	YARD/WORK	N
05/17/97	0229	4339	GSHOWT	15 G	THROUGH	N
05/17/97	0634	4340	LVB55	17 L	ARK CTY LOC	S
05/17/97	0936	4341	MFWWT	16 T	THROUGH	N
05/17/97	1101	4342	LVB55	17 L	ARK CTY LOC	N
05/17/97	1120	4343	LVO55	17 L	THROUGH	S
05/17/97	1155	4344	YWH55	17 Y	YARD/WORK	S
05/17/97	1341	4345	YWH55	17 Y	YARD/WORK	N
05/17/97	2253	4346	MWTFW	17 T	THROUGH	S
05/17/97	2304	4347	YWH62	17 Y	YARD/WORK	S
05/18/97	0017	4348	YWH62	17 Y	YARD/WORK	N
05/18/97	0809	4349	MFWWT	17 T	THROUGH	N
05/18/97	1100	4350	YWH55	18 Y	YARD/WORK	S
05/18/97	1215	4351	YWH55	18 Y	YARD/WORK	N
05/18/97	1637	4352	MWTFW	18 T	THROUGH	S
05/18/97	2141	4353	GLSILD	14 G	THROUGH	S
05/18/97	2155	4354	YWH55	19 Y	YARD/WORK	S
05/18/97	2215	4355	YWH55	19 Y	YARD/WORK	N
05/19/97	0633	4356	LVB55	19 L	ARK CTY LOC	S
05/19/97	0938	4357	SWIDC	19 S	THROUGH	S
05/19/97	1008	4358	YWH55	19 Y	YARD/WORK	S
05/19/97	1052	4359	LVB55	19 L	ARK CTY LOC	N
05/19/97	1110	4360	YWH55	19 Y	YARD/WORK	N
05/19/97	1127	4361	YWH55	19 Y	YARD/WORK	S
05/19/97	1216	4362	YWH55	19 Y	YARD/WORK	N
05/19/97	2114	4363	LVO54	19 L	THROUGH	N
05/19/97	2218	4364	YWH62	19 Y	YARD/WORK	S
05/19/97	2249	4365	YWH62	19 Y	YARD/WORK	N
05/20/97	0525	4366	MFWWT	18 T	THROUGH	N
05/20/97	0640	4367	LVB55	20 L	ARK CTY LOC	S
05/20/97	0806	4368	M OF W	20 W	YARD/WORK	N
05/20/97	0938	4369	YWH55	20 Y	YARD/WORK	S
05/20/97	1047	4370	LVO55	20 L	THROUGH	S
05/20/97	1137	4371	YWH55	20 Y	YARD/WORK	N
05/20/97	1306	4372	LVB55	20 L	ARK CTY LOC	N
05/20/97	1539	4373	OCKWT	20 O	THROUGH	N
05/20/97	1814	4374	MWTFW	20 T	THROUGH	S
05/20/97	2144	4375	OWTCK	20 O	THROUGH	S
05/21/97	0026	4376	YWH62	20 Y	YARD/WORK	S
05/21/97	0117	4377	YWH62	20 Y	YARD/WORK	N
05/21/97	0639	4378	LVB55	21 L	ARK CTY LOC	S
05/21/97	0724	4379	MFWWT	20 T	THROUGH	N
05/21/97	0954	4380	YWH55	21 Y	YARD/WORK	S

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DATE	TIME	SEQ NUM	TRAIN	TRN CAT	TRAIN TYPE	D I R
05/21/97	1057	4381	YWH55	21 Y	YARD/WORK	N
05/21/97	1116	4382	LVB55	21 L	ARK CTY LOC	N
05/21/97	1421	4383	YWH55	21 Y	YARD/WORK	S
05/21/97	1611	4384	YWH55	21 Y	YARD/WORK	N
05/21/97	2006	4385	MWTFW	21 T	THROUGH	S
05/21/97	2210	4386	LVO54	21 L	THROUGH	N
05/21/97	2351	4387	YWH62	22 Y	YARD/WORK	S
05/22/97	0135	4388	LITE ENG	E	YARD/WORK	S
05/22/97	0151	4389	YWH62	22 Y	YARD/WORK	N
05/22/97	0650	4390	LVB55	22 L	ARK CTY LOC	S
05/22/97	0908	4391	MFWWT	21 T	THROUGH	N
05/22/97	1018	4392	LVO55	22 L	THROUGH	S
05/22/97	1056	4393	YWH55	22 Y	YARD/WORK	S
05/22/97	1212	4394	YWH55	22 Y	YARD/WORK	N
05/22/97	1219	4395	LVB55	22 L	ARK CTY LOC	N
05/22/97	1432	4396	OCKWT	22 O	THROUGH	N
05/22/97	1511	4397	YWH55	22 Y	YARD/WORK	S
05/22/97	1626	4398	GLKSSH	22 G	THROUGH	S
05/22/97	1657	4399	YWH55	22 Y	YARD/WORK	N
05/22/97	1854	4400	MWTFW	22 T	THROUGH	S
05/22/97	2050	4401	GSWTWW	21 G	THROUGH	S
05/22/97	2142	4402	OWTCK	23 O	THROUGH	S
05/22/97	2303	4403	YWH62	22 Y	YARD/WORK	S
05/22/97	2353	4404	YWH62	22 Y	YARD/WORK	N
05/23/97	0442	4405	WMUWTC	21 W	YARD/WORK	N
05/23/97	0635	4406	LVB55	23 L	ARK CTY LOC	S
05/23/97	1117	4408	LVB55	23 L	ARK CTY LOC	N
05/23/97	1756	4409	MWTFW	23 T	THROUGH	S
05/23/97	2242	4410	YWH62	23 Y	YARD/WORK	S
05/23/97	2319	4411	YWH62	23 Y	YARD/WORK	N
05/23/97	2349	4412	LVO54	23 L	THROUGH	N
05/24/97	0636	4413	LVB55	24 L	ARK CTY LOC	S
05/24/97	0801	4414	MFWWT	23 T	THROUGH	N
05/24/97	1004	4415	YWH55	24 Y	YARD/WORK	S
05/24/97	1044	4416	LVO55	24 L	THROUGH	S
05/24/97	1052	4417	YWH55	24 Y	YARD/WORK	N
05/24/97	1100	4418	MFWWT	22 T	THROUGH	N
05/24/97	1144	4419	LVB55	24 L	ARK CTY LOC	N
05/24/97	1741	4420	MWTFW	24 T	THROUGH	S
05/24/97	2255	4421	YWH62	24 Y	YARD/WORK	S
05/24/97	2329	4422	YWH62	24 Y	YARD/WORK	N
05/25/97	1000	4423	YWH55	25 Y	YARD/WORK	S
05/25/97	1059	4424	YWH55	25 Y	YARD/WORK	N
05/25/97	1345	4425	2YWH55	25 Y	YARD/WORK	S
05/25/97	1413	4426	YWH55	25 Y	YARD/WORK	S

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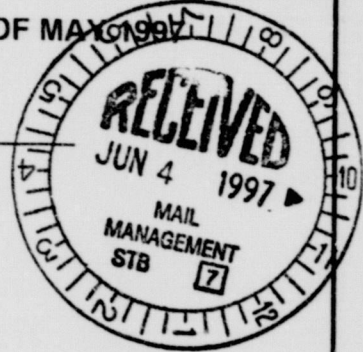
DATE	TIME	SEQ NUM	TRAIN	TRN CAT	TRAIN TYPE	D I R
05/25/97	1430	4427	MFWWT	24 T	THROUGH	N
05/25/97	1608	4428	YWH55	25 Y	YARD/WORK	N
05/25/97	1610	4429	2YWH55	25 Y	YARD/WORK	N
05/25/97	1625	4430	MWTFW	25 T	THROUGH	S
05/25/97	2207	4431	YWH60	25 Y	YARD/WORK	S
05/25/97	2248	4432	YWH60	25 Y	YARD/WORK	N
05/26/97	0500	4433	MFWWT	25 T	THROUGH	N
05/27/97	0644	4434	LVB55	27 L	ARK CTY LOC	S
05/27/97	1007	4435	MFWWT	26 T	THROUGH	N
05/27/97	1054	4436	YWH55	27 Y	YARD/WORK	S
05/27/97	1201	4437	YWH55	27 Y	YARD/WORK	N
05/27/97	1212	4438	LVB55	27 L	ARK CTY LOC	N
05/27/97	1936	4439	MWTFW	27 T	THROUGH	S
05/27/97	2252	4440	YWH62	27 Y	YARD/WORK	S
05/27/97	2333	4441	YWH62	27 Y	YARD/WORK	N
05/28/97	0432	4442	MFWWT	27 T	THROUGH	N
05/28/97	0639	4443	LVB55	28 L	ARK CTY LOC	S
05/28/97	1200	4444	LVB55	28 L	ARK CTY LOC	N
05/28/97	1449	4445	YWH55	28 Y	YARD/WORK	S
05/28/97	1643	4446	YWH55	28 Y	YARD/WORK	N
05/28/97	1805	4447	MWTFW	28 T	THROUGH	S
05/29/97	0015	4448	LVO54	28 L	THROUGH	N
05/29/97	0511	4449	MFWWT	28 T	THROUGH	N
05/29/97	0637	4450	LVB55	29 L	ARK CTY LOC	S
05/29/97	1019	4451	YWH55	29 Y	YARD/WORK	S
05/29/97	1101	4452	LVO55	29 L	THROUGH	S
05/29/97	1145	4453	YWH55	29 Y	YARD/WORK	N
05/29/97	1222	4454	LVB55	29 L	ARK CTY LOC	N
05/29/97	1412	4455	OCKWT	29 O	THROUGH	N
05/29/97	1449	4456	YWH55	29 Y	YARD/WORK	S
05/29/97	1615	4457	MWTFW	29 T	THROUGH	S
05/29/97	1635	4458	YWH55	29 Y	YARD/WORK	N
05/29/97	2050	4459	OWICK	29 O	THROUGH	S
05/30/97	0640	4460	LVB55	30 L	ARK CTY LOC	S
05/30/97	0933	4461	YWH55	30 Y	YARD/WORK	S
05/30/97	1011	4462	LVB55	30 L	ARK CTY LOC	N
05/30/97	1114	4463	YWH55	30 Y	YARD/WORK	N
05/30/97	1429	4464	MFWWT	29 T	THROUGH	N
05/30/97	1802	4465	MWTFW	30 T	THROUGH	S
05/30/97	2257	4466	YWH62	30 Y	YARD/WORK	S
05/30/97	2310	4467	LVO54	30 L	THROUGH	N
05/30/97	2327	4468	YWH62	30 Y	YARD/WORK	N
05/31/97	0200	4469	GLSILD	29 G	THROUGH	S
05/31/97	0641	4470	LVB55	31 L	ARK CTY LOC	S
05/31/97	0806	4471	MFWWT	30 T	THROUGH	N

PROGRAM: FPAN127.FOCUS.EXEC(AETHIST-WHTA-4) 06/02/97 07.35.20

TRANSPORTATION RESEARCH
AEI SCANNER TRAIN HISTORY DETAIL REPORT FOR SCANNER #359-SOUTH WICHITA
FOR PERIOD 05/01/97-05/31/97

DATE	TIME	SEQ NUM	TRAIN	TRN CAT	TRAIN TYPE	D I R
05/31/97	1100	4472	YWH55 31	Y	YARD/WORK	S
05/31/97	1126	4473	LVB55 31	L	ARK CTY LOC	N
05/31/97	1137	4474	LVO55 31	L	THROUGH	S
05/31/97	1235	4475	YWH55 31	Y	YARD/WORK	N
05/31/97	1630	4476	MWTFW 31	T	THROUGH	S

RECAP OF PASSING REPORTS FOR MONTH OF MAY 1997
RENO, NEVADA



DATE	FREIGHT
1-May	12
2-May	8
3-May	7
4-May	12
5-May	11
6-May	14
7-May	7
8-May	13
9-May	11
10-May	10
11-May	14
12-May	15
13-May	8
14-May	8
15-May	11
16-May	10
17-May	10
18-May	11
19-May	11
20-May	12
21-May	10
22-May	10
23-May	14
24-May	10
25-May	14
26-May	7
27-May	10
28-May	15
29-May	9
30-May	12
31-May	9

FREIGHT TRAIN MONTH TO DATE AVERAGE

10.8

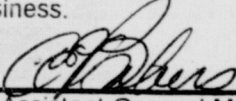
STATION PASSING REPORT FOR May 1, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	930 AM	1IOAKS-30	E	F
2	1035 AM	1ZOACH-01	E	F
3	205 PM	1TJUPG-30	E	F
4	600 PM	1MRVAS-01	E	F
5	1135 PM	1MRVRO-01	E	F
6	1240 AM	1AKSRV-27	W	F
7	250 AM	1AKSOA-28	W	F
8	540 AM	1ZGIOA2-29	W	F
9	110 PM	2AKSOA-28	W	F
10	245 PM	1SKTAC-30	W	F
11	940 PM	1AKSRV-28	W	F
12	1159 PM	1UPPYG-01	W	F
13	1028 AM	PASSENGER	W	P
14	1130 AM	YARD ENGINE	W	SW
15	130 PM	YARD ENGINE	E	SW
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
 SW (Local and Industry Switch movements)
 EM (Snow, wreck, fire, and other emergency movements)

AUTHENTICATION:

I certify under penalty of perjury that the foregoing record is true and correct and compiled from records maintained by SPT Company in the usual and ordinary course of business.


 Assistant General Manager
 Transportation Service Center

6/2/97
 DATE

STATION PASSING REPORT FOR May 2, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	440 AM	1TASKC-30	E	F
2	1230 PM	1IOAKS-01	E	F
3	105 PM	1ZOACH-02	E	F
4	640 PM	1MRVAS-02	E	F
5	920 PM	1MRVRO-02	E	F
6	445 AM	1ZGIOA3-30	W	F
7	900 AM	1AROOA-01	W	F
8	525 PM	1MRORV-30	W	F
9	1048 AM	PASSENGER	W	P
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
 SW (Local and Industry Switch movements)
 EM (Snow, wreck, fire, and other emergency movements)

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 Assistant General Manager
 Transportation Service Center

6/2/97
 DATE

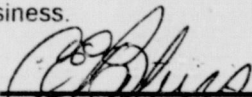
STATION PASSING REPORT FOR May 3, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	200 PM	1ZOACH-03	E	F
2	350 PM	1IOAKS-02	E	F
3	550 PM	1MRVAS-03	E	F
4	550 AM	1ZGIOA-01	W	F
5	750 AM	1AROOA-02	W	F
6	1150 AM	1MRORV-01	W	F
7	840 PM	1UPBKG-03	W	F
8	410 PM	PASSENGER	E	P
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
 SW (Local and Industry Switch movements)
 EM (Snow, wreck, fire, and other emergency movements)

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 Assistant General Manager
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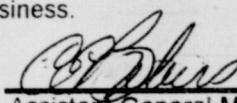
STATION PASSING REPORT FOR May 4, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	200 AM	1MRVKS-03	E	F
2	235 AM	1MRVRO-03	E	F
3	1135 AM	1ZOACH-04	E	F
4	520 PM	1IOAKS-03	E	F
5	935 PM	1MRVAS-04	E	F
6	940 PM	1RIGVC-02	E	F
7	300 AM	1ARORV-03	W	F
8	640 AM	1ZGIOA-02	W	F
9	1020 AM	1MRORV-02	W	F
10	1230 PM	1AROOA-03	W	F
11	545 PM	1SKWCC-02	W	F
12	930 PM	1SKTAC-03	W	F
13	1005 AM	PASSENGER	W	P
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
 SW (Local and Industry Switch movements)
 EM (Snow, wreck, fire, and other emergency movements)

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 Assistant General Manager
 Transportation Service Center

6/2/97
 DATE

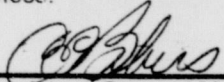
STATION PASSING REPORT FOR May 5, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	315 PM	1MRVKS-04	E	F
2	830 PM	1IOAKS-04	E	F
3	1015 PM	1MRVAS-05	E	F
4	1040 PM	1PYUPG-04	E	F
5	520 AM	1ZGIOA-03	E	F
6	600 AM	1MRORVB-K03	E	F
7	1050 AM	1AROOA-04	E	F
8	100 PM	1ARORV-04	E	F
9	445 PM	1MRORV-04	E	F
10	810 PM	1MRORV-03	E	F
11	945 PM	2MRORV-04	E	F
12	440 PM	PASSENGER	E	P
13	530 PM	YARD ENGINE	W	SW
14	630 PM	YARD ENGINE	E	SW
15	109 AM - 151 AM	HELPER ENGINE	N/A	LE
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
 SW (Local and Industry Switch movements)
 EM (Snow, wreck, fire, and other emergency movements)

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 Assistant General Manager
 Transportation Service Center

6/2/97
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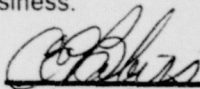
STATION PASSING REPORT FOR May 6, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	240 AM	1MRVKS-05	E	F
2	640 AM	1MRVRO-04	E	F
3	950 AM	1IOAKS-05	E	F
4	1255 PM	1ZOACH2-06	E	F
5	920 PM	1MRVRO-05	E	F
6	950 PM	1TASKC-04	E	F
7	115 AM	2MRORV-05	W	F
8	305 AM	1ARORV-K05	W	F
9	505 AM	1AROOA-05	W	F
10	620 AM	1ZGIOA-04	W	F
11	1205 PM	1MRORVB-04	W	F
12	640 PM	1UPTZG-05	W	F
13	1055 PM	1MRORVB-05	W	F
14	1150 PM	1UPBKG-06	W	F
15	1141 AM	PASSENGER	W	P
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
 SW (Local and Industry Switch movements)
 EM (Snow, wreck, fire, and other emergency movements)

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 Assistant General Manager
 Transportation Service Center

6/2/97
 DATE

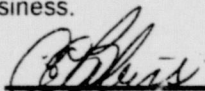
STATION PASSING REPORT FOR May 7, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	830 AM	1MRVRO-06	E	F
2	1110 AM	1ZOACH-07	E	F
3	1020 PM	1IOAKS-06	E	F
4	1135 PM	1RIGVC-05	E	F
5	350 AM	1ZGIOA-05	W	F
6	510 PM	1AROOA-06	W	F
7	840 PM	2UPBKG-06	W	F
8	440 PM	PASSENGER	E	P
9	615 PM	YARD ENGINE	W	SW
10	635 PM	YARD ENGINE	E	SW
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
 SW (Local and Industry Switch movements)
 EM (Snow, wreck, fire, and other emergency movements)

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 Assistant General Manager
 Transportation Service Center

6/2/97

 DATE

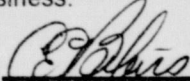
STATION PASSING REPORT FOR May 8, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	435 AM	1MRVRO-07	E	F
2	525 AM	1RIGVC-06	E	F
3	1000 AM	1MRVKS-06	E	F
4	1155 AM	1ZOACH-08	E	F
5	130 PM	1IOAKS-07	E	F
6	320 PM	1BKOGG-07	E	F
7	345 PM	1MRVAS-07	E	F
8	1110 PM	1MRVKS-03	E	F
9	205 AM	1MRORV-06	W	F
10	310 AM	1MRORVB-06	W	F
11	630 AM	1ZG10A2-06	W	F
12	220 PM	1AROOA-07	W	F
13	230 PM	1MRORVB-07	W	F
14	1050 AM	PASSENGER	W	P
15	430 PM	YARD ENGINE	W	SW
16	730 PM	YARD ENGINE	E	SW
17	532 AM - 651 AM	HELPER ENGINE	N/A	LE
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
 SW (Local and Industry Switch movements)
 EM (Snow, wreck, fire, and other emergency movements)

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 Assistant General Manager
 Transportation Service Center

6/2/97
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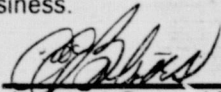
STATION PASSING REPORT FOR May 9, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	1205 PM	1ZOACH-09	E	F
2	205 PM	1MRVRO-K08	E	F
3	220 PM	1BKOGG-08	E	F
4	710 PM	1IOAKS-08	E	F
5	815 PM	1IZUPG-08	E	F
6	1230 AM	1UPBKG-08	W	F
7	735 AM	1ZG10A3-07	W	F
8	840 AM	1ARORV-07	W	F
9	920 AM	1AROOA-08	W	F
10	1200 PM	2MRORV-K07	W	F
11	855 PM	1CSKTA-08	W	F
12	1105 AM	PASSENGER	W	P
13	425 PM	PASSENGER	E	P
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
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 Assistant General Manager
 Transportation Service Center


 DATE

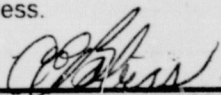
STATION PASSING REPORT FOR May 10, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	1140 AM	1ZOACH-10	E	F
2	1250 PM	1IOAKS-09	E	F
3	205 PM	1CTASK-08	E	F
4	850 PM	1MRVRO-09	E	F
5	930 PM	1MRVKS-09	E	F
6	300 AM	1MRORVB-K08	W	F
7	410 AM	1ARORV-09	W	F
8	825 AM	1ZG10A-08	W	F
9	1030 AM	1AROOA-09	W	F
10	110 PM	1MRORV-07	W	F
11	440 PM	PASSENGER	E	P
12	530 PM	YARD ENGINE	W	SW
13	730 PM	YARD ENGINE	E	SW
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
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 EM (Snow, wreck, fire, and other emergency movements)

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 Assistant General Manager
 Transportation Service Center

6/2/97
 DATE

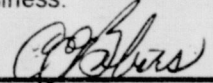
STATION PASSING REPORT FOR May 11, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	225 AM	2MRVAS-09	E	F
2	915 AM	1IOAKS-10	E	F
3	1130 AM	1ZOACH-11	E	F
4	145 PM	1MRVAS-10	E	F
5	430 PM	1MRVRO-10	E	F
6	750 PM	1MRVKS-10	E	F
7	810 PM	1MRVAS-11	E	F
8	1240 AM	1MRORVB-09	W	F
9	410 AM	1CSKWC-09	W	F
10	810 AM	1ZG10A-09	W	F
11	1205 PM	1AROOA-10	W	F
12	125 PM	1MRORV-09	W	F
13	400 PM	1MRORV-K10	W	F
14	1005 PM	1ARORV-10	W	F
15	712 PM	PASSENGER	E	P
16	1027 AM	PASSENGER	W	P
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
 SW (Local and Industry Switch movements)
 EM (Snow, wreck, fire, and other emergency movements)

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 Assistant General Manager
 Transportation Service Center

6/2/97
 DATE


STATION PASSING REPORT FOR May 12, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	255 AM	2TJUPG-11	E	F
2	440 AM	1MRVRO-11	E	F
3	530 AM	1CTASK-11	E	F
4	700 AM	1MRVRO-K12	E	F
5	1100 AM	1IOAKS-11	E	F
6	355 PM	1MRVAS-12	E	F
7	510 PM	1MRVKS-11	E	F
8	150 AM	1UPPYG-11	W	F
9	520 AM	1ZG10A-10	W	F
10	755 AM	2MRORVB-K10	W	F
11	1020 AM	1AROOA-11	W	F
12	645 PM	1AROOA-12	W	F
13	1025 PM	2MRORVB-K12	W	F
14	1040 PM	2MRORVB-11	W	F
15	1110 PM	1MRORVB-10	W	F
16	610 PM	PASSENGER	E	P
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
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 EM (Snow, wreck, fire, and other emergency movements)

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 Transportation Service Center

DATE 6/2/97

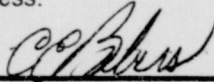
STATION PASSING REPORT FOR May 13, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	610 AM	1MRVKS-12	E	F
2	1115 AM	1ZOACH2-13	E	F
3	1250 PM	1IOAKS-12	E	F
4	320 AM	1ARORV-11	W	F
5	545 AM	1ZG10A-11	W	F
6	915 AM	1MRORVB-11	W	F
7	325 PM	1CSKTA-12	W	F
8	830 PM	2AROOA-12	W	F
9	645 PM	PASSENGER	E	P
10	1040 AM	PASSENGER	W	P
11	601 PM	LIFESAVER SPECIAL	W	P
12	806 PM	LIFESAVER SPECIAL	E	P
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
 SW (Local and Industry Switch movements)
 EM (Snow, wreck, fire, and other emergency movements)

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6/2/97
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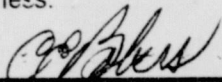
STATION PASSING REPORT FOR May 14, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	1220 AM	1ZOACH-14	E	F
2	1115 AM	1MRVKS-13	E	F
3	310 PM	1IOAKS-13	E	F
4	400 AM	1MRORVB-12	W	F
5	820 AM	1ZG10A1-12	W	F
6	1200 PM	1ARORV-13	W	F
7	440 PM	1MRORVB-13	W	F
8	1120 PM	2MRORVB-13	W	F
9	720 PM	PASSENGER	E	P
10	1008 AM	PASSENGER	W	P
11	300 PM	YARD ENGINE	W	SW
12	610 PM	YARD ENGINE	E	SW
13	844 AM - 1217 PM	LIFESAVER	E	P
14	424 PM - 606 PM	LIFESAVER	W	P
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
 SW (Local and Industry Switch movements)
 EM (Snow, wreck, fire, and other emergency movements)

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 Assistant General Manager
 Transportation Service Center

6/2/97

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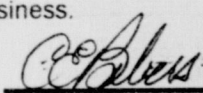
STATION PASSING REPORT FOR May 15, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	1045 AM	1IOAKS-14	E	F
2	225 PM	1ZOACH-15	E	F
3	920 PM	1MRVRO-14	E	F
4	1025 PM	1MRVAS-14	E	F
5	1110 PM	1PYUPG-13	E	F
6	335 AM	1CSKTA-13	W	F
7	530 AM	1G10A2-13	W	F
8	120 PM	3MRORVB-13	W	F
9	355 PM	1UPTZG-14	W	F
10	635 PM	1MRORV-14	W	F
11	1050 PM	3MRORVB-14	W	F
12	550 PM	PASSENGER	E	P
13	1103 AM	PASSENGER	W	P
14	840 AM - 1121 AM	LIFESAVER	E	P
15				
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
 SW (Local and Industry Switch movements)
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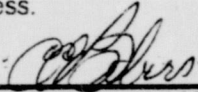
STATION PASSING REPORT FOR May 16, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	205 AM	1MRVRO-15	E	F
2	1140 AM	1ZOACH-16	E	F
3	630 PM	1AOAKS-15	E	F
4	905 PM	1MRVAS-15	E	F
5	1130 PM	1MRVAS-16	E	F
6	140 AM	2MRORVB-14	W	F
7	840 AM	1ZG10A3-14	W	F
8	950 AM	1ARORV-15	W	F
9	200 PM	1AROOA-15	W	F
10	300 PM	1MRORVB-14	W	F
11	605 PM	PASSENGER	E	P
12	135 PM	PASSENGER	W	P
13	854 PM - 1126 PM	HELPER ENGINE	N/A	LE
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
 SW (Local and Industry Switch movements)
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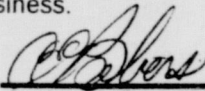
STATION PASSING REPORT FOR May 17, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	230 AM	1CRIGV-15	E	F
2	715 AM	1MRVRO-16	E	F
3	850 AM	1CTASK-15	E	F
4	1045 AM	1AOAKS-16	E	F
5	205 PM	1ZOACH-17	E	F
6	235 PM	1MRVKS-16	E	F
7	125 AM	3MRORVB-15	VV	F
8	903 AM	1ZG10A-K15	VJ	F
9	1130 AM	1AROOA-16	W	F
10	700 PM	2AROOA-16	W	F
11	550 PM	PASSENGER	E	P
12	1000 AM	PASSENGER	W	P
13	200 PM	YARD ENGINE	W	SW
14	215 PM	YARD ENGINE	E	SW
15	300 PM	HELPER ENGINE	E	LE
16	545 PM	HELPER ENGINE	W	LE
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
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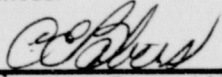
STATION PASSING REPORT FOR May 18, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	235 AM	1AOAKS-17	E	F
2	1025 AM	1MRVAS-17	E	F
3	1125 AM	1ZOACH-18	E	F
4	550 PM	1MRVRO-K17	E	F
5	655 PM	1TZUPG-17	E	F
6	400 AM	1CCPPT-16	W	F
7	830 AM	1ZG10A-16	W	F
8	1050 AM	1MRORVB-K15	W	F
9	115 PM	1MRORVMB-K16	W	F
10	310 PM	1AROOA-17	W	F
11	845 PM	1MRORVB-17	W	F
12	550 PM	PASSENGER	E	P
13	1027 AM	PASSENGER	W	P
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
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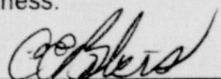
STATION PASSING REPORT FOR May 19, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	1240 AM	1MRVKS-17	E	F
2	250 PM	1BKOGG-17	E	F
3	520 PM	1MRVKS-18	E	F
4	850 PM	1AOAKS-18	E	F
5	1220 AM	1CBGRS-15	W	F
6	120 AM	2MRORVB-17	W	F
7	535 AM	1ZG10A-17	W	F
8	630 AM	1MRORV-16	W	F
9	250 PM	1AROOA-18	W	F
10	640 PM	3MRORVB-17	W	F
11	1050 PM	1MRORV-18	W	F
12	650 PM	PASSENGER	E	P
13	1050 AM	PASSENGER	W	P
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
 SW (Local and Industry Switch movements)
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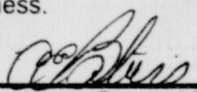
STATION PASSING REPORT FOR May 20, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	320 AM	1MRVAS-18	E	F
2	745 AM	1MRVRO-K18	E	F
3	1050 AM	1CRIA-V-16	E	F
4	950 AM	1ZOACH2-20	E	F
5	250 PM	1CTASK-18	E	F
6	900 PM	1MRVAS-19	E	F
7	1000 PM	1MRVKS-19	E	F
8	1140 PM	1AOAKS-19	E	F
9	220 AM	1UPTJB-19	W	F
10	430 AM	1AROOA-19	W	F
11	535 AM	1ZG10A-18	W	F
12	1210 PM	1ARORV-K19	W	F
13	610 PM	PASSENGER	E	P
14	1037 AM	PASSENGER	W	P
15	100 PM	YARD ENGINE	W	SW
16	130 PM	YARD ENGINE	E	SW
17				
18				
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26				
27				
28				
29				

*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
 SW (Local and Industry Switch movements)
 EM (Snow, wreck, fire, and other emergency movements)

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6/2/97

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STATION PASSING REPORT FOR May 21, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	1240 AM	1MRVAS-20	E	F
2	405 AM	1MRVRO-K19	E	F
3	1205 PM	1MRVRO-20	E	F
4	115 PM	1ZOACH-21	E	F
5	905 PM	1AOAKS-20	E	F
6	340 AM	1ZG10A1-19	W	F
7	350 AM	1CSKTA-19	W	F
8	630 AM	2MRORV-K19	W	F
9	230 PM	1UPBKG-20	W	F
10	345 PM	1MRORVB-18	W	F
11	636 PM	PASSENGER	E	P
12	1053 AM	PASSENGER	W	P
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
 SW (Local and Industry Switch movements)
 EM (Snow, wreck, fire, and other emergency movements)

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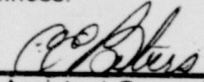
STATION PASSING REPORT FOR May 22, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	1210 PM	1ZOACH-22	E	F
2	350 PM	1MRVKS-21	E	F
3	415 PM	1CRIGV-21	E	F
4	700 PM	1AOAKS-21	E	F
5	1225 AM	1AROOA-20	W	F
6	350 AM	1ZG10A2-20	W	F
7	445 AM	1AROOA-21	W	F
8	740 AM	1ARORV-21	W	F
9	535 PM	2MRORVB-21	W	F
10	950 PM	2MRORV-K20	W	F
11	620 PM	PASSENGER	E	P
12	1052 AM	PASSENGER	W	P
13	1100 AM	YARD ENGINE	W	SW
14	1245 PM	YARD ENGINE	E	SW
15	122 PM - 249 PM	HELPER ENGINE	N/A	LE
16				
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
 SW (Local and Industry Switch movements)
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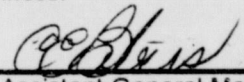
STATION PASSING REPORT FOR May 23, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	255 AM	1MRVRO-21	E	F
2	820 AM	1MRVRC-22	E	F
3	1015 AM	1CRIGV-22	E	F
4	120 PM	1ZOACH-23	E	F
5	445 PM	1AOAKS-22	E	F
6	520 PM	1MRVAS-22	E	F
7	715 PM	1MRVKS-22	E	F
8	1211 AM	2AROOA-21	W	F
9	510 AM	1ZG10A3-21	W	F
10	520 AM	1MRORV-21	W	F
11	705 AM	1CSKTA-21	W	F
12	145 PM	2MRORV-21	W	F
13	725 PM	1AROOA-22	W	F
14	735 PM	1UPPYG-22	W	F
15	610 PM	PASSENGER	E	P
16	1125 AM	PASSENGER	W	P
17				
18				
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
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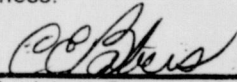
STATION PASSING REPORT FOR May 24, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	1140 AM	1ZOACH-24	E	F
2	1255 PM	1TJUPG-21	E	F
3	115 PM	1AOAKS-23	E	F
4	330 PM	1MRVKS-23	E	F
5	1125 PM	2MRVRO-24	E	F
6	415 AM	1ARORV-22	W	F
7	625 AM	1MRORV-22	W	F
8	710 AM	1CSKWC-22	W	F
9	505 PM	1AROOA-23	W	F
10	956 PM	1ZG10A-22	W	F
11	625 PM	PASSENGER	E	P
12	1225 PM	PASSENGER	W	P
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
 SW (Local and Industry Switch movements)
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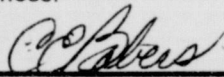
STATION PASSING REPORT FOR May 25, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	230 AM	1MRVRO-23	E	F
2	340 AM	1CTASK-23	E	F
3	1100 AM	1ZOACH-25	E	F
4	125 PM	1AOAKS-24	E	F
5	905 PM	1MRVRO-24	E	F
6	315 AM	2MRORV-23	W	F
7	420 AM	1ZG10A-23	W	F
8	510 AM	2MRORVB-K22	W	F
9	1100 AM	2MRORV-K24	W	F
10	310 PM	1MRORV-24	W	F
11	405 PM	1ARORV-24	W	F
12	710 PM	1AROOA-24	W	F
13	925 PM	2MRORVB-24	W	F
14	1115 PM	1UPTZG-25	W	F
15	543 PM	PASSENGER	E	P
16	1238 PM	PASSENGER	W	P
17	500 PM	YARD ENGINE	W	SW
18	640 PM	YARD ENGINE	E	SW
19				
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
 SW (Local and Industry Switch movements)
 EM (Snow, wreck, fire, and other emergency movements)

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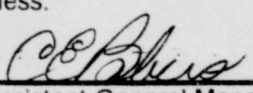
STATION PASSING REPORT FOR May 26, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	1255 AM	1MRVAS-25	E	F
2	130 AM	1MRVKS-24	E	F
3	815 PM	1AOAKS-25	E	F
4	915 PM	1MRVKS-25	E	F
5	340 AM	1UPBKG-25	W	F
6	150 PM	1ZG10A-24	W	F
7	230 PM	1CSKTA-23	W	F
8	555 PM	PASSENGER	E	P
9	1137 AM	PASSENGER	W	P
10	723 AM - 754 AM	HELPER ENGINE	N/A	LE
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
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 EM (Snow, wreck, fire, and other emergency movements)

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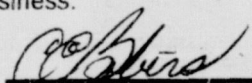
STATION PASSING REPORT FOR May 27, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	1015 AM	1MRVAS-27	E	F
2	210 PM	1MRVRO-K27	E	F
3	240 PM	1CRIGV-24	E	F
4	1125 PM	2MRVRO-K27	E	F
5	520 AM	1ZG10A-25	W	F
6	735 AM	1CSKTA-25	W	F
7	1140 AM	1ARORV-K25	W	F
8	255 PM	1MRORVB-25	W	F
9	455 PM	1AROOA-25	W	F
10	1000 PM	1ARORV-26	W	F
11	620 PM	PASSENGER	E	P
12	1034 AM	PASSENGER	W	P
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
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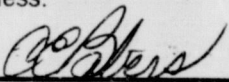
STATION PASSING REPORT FOR May 28, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	300 AM	1BKOGG-27	E	F
2	650 AM	1TZUPG-27	E	F
3	1135 AM	1ZOACH-28	E	F
4	320 PM	1MRVAS-28	E	F
5	430 PM	1PYUPG-26	E	F
6	525 PM	1AOAKS-27	E	F
7	850 PM	1MRVRO-28	E	F
8	940 PM	1CRIGV-28	E	F
9	950 PM	1CRSBG-27	E	F
10	235 AM	1ZG10A1-26	W	F
11	705 AM	1MRORVB-27	W	F
12	725 AM	1ARCOA-26	W	F
13	125 PM	1MRORVB-26	W	F
14	455 PM	1MRORV-26	W	F
15	1120 PM	1ARCOA-27	W	F
16	704 PM	PASSENGER	E	P
17	1149 AM	PASSENGER	W	P
18	815 PM	YARD ENGINE	W	SW
19	930 PM	YARD ENGINE	E	SW
20				
21				
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
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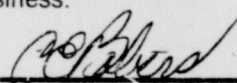
STATION PASSING REPORT FOR May 29, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	210 AM	1MRVKS-28	E	F
2	1010 AM	1ZOACH-29	E	F
3	215 PM	1AOAKS-28	E	F
4	420 AM	1ZG10A2-27	W	F
5	500 AM	1CCPPT-26	W	F
6	245 PM	1MRORVB-28	W	F
7	525 PM	1CSKWC-27	W	F
8	820 PM	2AROOA-28	W	F
9	935 PM	1AROOA-28	W	F
10	610 PM	PASSENGER	E	P
11	1045 AM	PASSENGER	W	P
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
 SW (Local and Industry Switch movements)
 EM (Snow, wreck, fire, and other emergency movements)

AUTHENTICATION:

I certify under penalty of perjury that the foregoing record is true and correct and compiled from records maintained by SPT Company in the usual and ordinary course of business.


 Assistant General Manager
 Transportation Service Center

6/2/97
 DATE

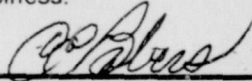
STATION PASSING REPORT FOR May 30, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	240 AM	1MRVKS-29	E	F
2	440 AM	1MRVRO-29	E	F
3	1110 AM	1ZOACH-30	E	F
4	450 PM	1MRVAS-30	E	F
5	515 PM	1AOAKS-29	E	F
6	1125 PM	1CTASK-29	E	F
7	800 AM	1ZG10A3-28	W	F
8	910 AM	1AROOA-29	W	F
9	140 PM	2MRORV-29	W	F
10	555 PM	2MRORVB-28	W	F
11	835 PM	1ARORV-29	W	F
12	1035 PM	1MRORVB-29	W	F
13	633 PM	PASSENGER	E	P
14	1110 AM	PASSENGER	W	P
15				
16				
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28				
29				

*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
 SW (Local and Industry Switch movements)
 EM (Snow, wreck, fire, and other emergency movements)

AUTHENTICATION:

I certify under penalty of perjury that the foregoing record is true and correct and compiled from records maintained by SPT Company in the usual and ordinary course of business.



 Assistant General Manager
 Transportation Service Center

6/2/97

 DATE

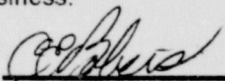
STATION PASSING REPORT FOR May 31, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	150 AM	1MRVKS-30	E	F
2	750 AM	1MRVRO-30	E	F
3	1205 PM	1ZOACH-31	E	F
4	605 PM	1AOAKS-30	E	F
5	1010 PM	2MRVRO-30	E	F
6	455 AM	1ARORV-30	W	F
7	915 AM	1ZG10A-29	W	F
8	930 AM	1AROOA-30	W	F
9	1110 PM	1UPTJG-31	W	F
10	613 PM	PASSENGER	E	P
11	1040 AM	PASSENGER	W	P
12	545 PM	YARD ENGINE	W	SW
13	745 PM	YARD ENGINE	E	SW
14	847 AM - 919 AM	HELPER ENGINE	N/A	LE
15				
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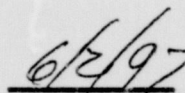
*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
 SW (Local and Industry Switch movements)
 EM (Snow, wreck, fire, and other emergency movements)

AUTHENTICATION:

I certify under penalty of perjury that the foregoing record is true and correct and compiled from records maintained by SPT Company in the usual and ordinary course of business.



 Assistant General Manager
 Transportation Service Center



 DATE

Dup

Law Department

UNION PACIFIC RAILROAD COMPANY

1416 DODGE STREET
ROOM 830
OMAHA, NEBRASKA 68179-0001
FAX (402) 271-5610



180021

June 3, 1997

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street NW, Suite 700
Washington, DC 20423



Re: Finance Docket 32760. UP - Control and Merger - SP

Dear Mr. Williams:

Pursuant to Decision No. 44, UP/SP submits station passing reports for the month of May 1997 for the cities of Reno, Nevada and Wichita, Kansas. The reports indicate that UP/SP is in compliance with Condition 22.a and Condition 23.a of Exhibit G to Decision No. 44.

	<u>Reno</u>	<u>Wichita</u>
Cap	14.7	6.4
Average Through Freight Trains	10.8	3.65

The attached original and 20 copies of the verified reports include the details for both included and excluded trains for each day during May.

Very truly yours,

Louise A. Rinn
General Attorney
(402) 271-4227

Attachments

RECEIVED

JUN 04 1997

**SURFACE
TRANSPORTATION BOARD**

ENTERED	
Office of the Secretary	
JUN 04 1997	
3	Part of Public Record

C: (With attachments)

PERSONAL (2 copies)
Elaine Kaiser
Section of Environmental Analysis
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423-0001

Steven J. Kalish, Esq.
McCarthy, Sweeney & Harkaway, PC
1750 Pennsylvania Avenue, NW
Washington, DC 20006

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Attorney at Law
1020 19th Street NW, Suite 400
Washington, DC 20036

(UPS Next Day Air)
J. Michael Hemmer, Esq.
Covington & Burling
1201 Pennsylvania Avenue, NW
Washington, DC 20044

(With Wichita Report)
Bill Stockwell
Metropolitan Planning Department
City Hall
455 North Main Street
Wichita, KS 67202

TRANSPORTATION RESEARCH
 AEI SCANNER TRAIN HISTORY SUMMARY FOR SCANNER #359-SOUTH WICHITA
 FOR PERIOD 05/01/97-05/31/97

<u>DATE</u>	<u>THRU TRAINS</u>
05/01/97	6
05/02/97	3
05/03/97	3
05/04/97	3
05/05/97	3
05/06/97	6
05/07/97	3
05/08/97	7
05/09/97	4
05/10/97	4
05/11/97	3
05/12/97	4
05/13/97	5
05/14/97	3
05/15/97	3
05/16/97	3
05/17/97	4
05/18/97	3
05/19/97	2
05/20/97	5
05/21/97	3
05/22/97	7
05/23/97	2
05/24/97	4
05/25/97	2
05/26/97	1
05/27/97	2
05/28/97	2
05/29/97	6
05/30/97	3
05/31/97	4

*TOTAL 97

113

** AVG_THRU_TRN 3.65

TOTAL

113

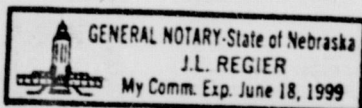
VERIFICATION

STATE OF NEBRASKA)
) ss.
 COUNTY OF DOUGLAS)

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

Clyde Anderson
 Clyde Anderson

SUBSCRIBED AND SWORN to before me this 2 day of June, 1997.



J.L. Regier
 Notary Public

PROGRAM: FPAN127.FOCUS.EXEC(AETHIST-WHTA-4) 06/02/97 07.35.20

TRANSPORTATION RESEARCH
 AEI SCANNER TRAIN HISTORY DETAIL REPORT FOR SCANNER #359-SOUTH WICHITA
 FOR PERIOD 05/01/97-05/31/97

DATE	TIME	SEQ NUM	TRAIN	TRN CAT	TRAIN TYPE	D I R
05/01/97	0030	4153	LVO54	30 L	THROUGH	N
05/01/97	0634	4154	LVB55	01 L	ARK CTY LOC	S
05/01/97	0656	4155	MFWWT	30 T	THROUGH	N
05/01/97	0855	4156	WWIWTO	01 W	YARD/WORK	S
05/01/97	1000	4157	LVB55	01 L	ARK CTY LOC	N
05/01/97	1020	4158	YWH55	01 Y	YARD/WORK	S
05/01/97	1112	4159	LVO55	01 L	THROUGH	S
05/01/97	1208	4160	YWH55	01 Y	YARD/WORK	N
05/01/97	1436	4161	OCKWT	01 O	THROUGH	N
05/01/97	1452	4162	YWH55	01 Y	YARD/WORK	S
05/01/97	1647	4163	YWH55	01 Y	YARD/WORK	N
05/01/97	1812	4164	MWTFW	01 T	THROUGH	S
05/01/97	2130	4165	OWTCK	01 O	THROUGH	S
05/01/97	2310	4166	YWH62	01 Y	YARD/WORK	S
05/01/97	2355	4167	YWH62	01 Y	YARD/WORK	N
05/02/97	0513	4168	MFWWT	01 T	THROUGH	N
05/02/97	0637	4169	LVB55	02 L	ARK CTY LOC	S
05/02/97	1035	4170	YWH55	02 Y	YARD/WORK	S
05/02/97	1149	4171	YWH55	02 Y	YARD/WORK	N
05/02/97	1312	4172	LVB55	02 L	ARK CTY LOC	N
05/02/97	1413	4173	YWH55	02 Y	YARD/WORK	S
05/02/97	1614	4174	YWH55	02 Y	YARD/WORK	N
05/02/97	1618	4175	WWIWTO	02 W	YARD/WORK	N
05/02/97	1752	4176	MWTFW	02 T	THROUGH	S
05/02/97	2011	4177	LVO54	02 L	THROUGH	N
05/02/97	2325	4178	YWH62	02 Y	YARD/WORK	S
05/03/97	0019	4179	YWH62	02 Y	YARD/WORK	N
05/03/97	0635	4180	LVB55	03 L	ARK CTY LOC	S
05/03/97	0733	4181	WWIWTO	03 W	YARD/WORK	S
05/03/97	0846	4182	MFWWT	02 T	THROUGH	N
05/03/97	0941	4183	LVB55	03 L	ARK CTY LOC	N
05/03/97	1041	4184	LVO55	03 L	THROUGH	S
05/03/97	1102	4185	YWH55	03 Y	YARD/WORK	S
05/03/97	1130	4186	YWH55	03 Y	YARD/WORK	N
05/03/97	1837	4187	MWTFW	03 T	THROUGH	S
05/03/97	2203	4188	YWH62	03 Y	YARD/WORK	S
05/03/97	2249	4189	YWH62	03 Y	YARD/WORK	N
05/04/97	0145	4190	MFWWT	03 T	THROUGH	N
05/04/97	0554	4191	SSIHQ	02 G	THROUGH	S
05/04/97	1002	4192	YWH55	04 Y	YARD/WORK	S
05/04/97	1100	4193	YWH55	04 Y	YARD/WORK	N
05/04/97	1436	4194	YWH55	04 Y	YARD/WORK	S
05/04/97	1553	4195	YWH55	04 Y	YARD/WORK	N
05/04/97	1613	4196	MWTFW	04 T	THROUGH	S
05/04/97	2126	4197	YWH62	04 Y	YARD/WORK	S

PROGRAM: FPAN127.FOCUS.EXEC(AETIHIST-WHTA-4) 06/02/97 07.35.20

TRANSPORTATION RESEARCH
 AEI SCANNER TRAIN HISTORY DETAIL REPORT FOR SCANNER #359-SOUTH WICHITA
 FOR PERIOD 05/01/97-05/31/97

DATE	TIME	SEQ NUM	TRAIN	TRN CAT	TRAIN TYPE	D I R
05/04/97	2210	4198	YWH62	04 Y	YARD/WORK	N
05/05/97	0653	4199	LVB55	05 L	ARK CTY LOC	S
05/05/97	1039	4200	YWH55	05 Y	YARD/WORK	S
05/05/97	1152	4201	LVB55	05 L	ARK CTY LOC	N
05/05/97	1218	4202	YWH55	05 Y	YARD/WORK	N
05/05/97	1613	4203	MFWWT	04 T	THROUGH	N
05/05/97	1632	4204	WWIWTO	05 W	YARD/WORK	N
05/05/97	1842	4205	MWTFW	05 T	THROUGH	S
05/05/97	2211	4206	LVO54	05 L	THROUGH	N
05/05/97	2222	4207	YWH60	05 Y	YARD/WORK	S
05/05/97	2312	4208	YWH60	05 Y	YARD/WORK	N
05/06/97	0638	4209	LVB55	06 L	ARK CTY LOC	S
05/06/97	0752	4210	MFWWT	05 T	THROUGH	N
05/06/97	0809	4211	WWIWTO	06 W	YARD/WORK	S
05/06/97	0948	4212	YWH55	06 Y	YARD/WORK	S
05/06/97	1119	4213	LVO55	06 L	THROUGH	S
05/06/97	1129	4214	YWH55	06 Y	YARD/WORK	N
05/06/97	1138	4215	LVB55	06 L	ARK CTY LOC	N
05/06/97	1531	4216	OCKWT	06 O	THROUGH	N
05/06/97	1743	4217	MWTFW	06 T	THROUGH	S
05/06/97	2057	4218	GSWIBE	06 G	THROUGH	S
05/06/97	2207	4219	OWTCK	06 O	THROUGH	S
05/06/97	2346	4220	YWH62	06 Y	YARD/WORK	S
05/07/97	0020	4221	YWH62	05 Y	YARD/WORK	N
05/07/97	0548	4222	MFWWT	06 T	THROUGH	N
05/07/97	0634	4223	LVB55	07 L	ARK CTY LOC	S
05/07/97	0950	4224	YWH55	07 Y	YARD/WORK	S
05/07/97	1045	4225	WFWKER	06 W	YARD/WORK	N
05/07/97	1106	4226	YWH55	07 Y	YARD/WORK	N
05/07/97	1107	4227	WWIWTO	07 W	YARD/WORK	N
05/07/97	1138	4228	LVB55	07 L	ARK CTY LOC	N
05/07/97	1222	4229	WWIWTO	07 W	YARD/WORK	S
05/07/97	1558	4230	YWH55	07 Y	YARD/WORK	S
05/07/97	1743	4231	WWIWTO	07 W	YARD/WORK	N
05/07/97	1809	4232	YWH55	07 Y	YARD/WORK	N
05/07/97	1912	4233	MWTFW	07 T	THROUGH	S
05/07/97	2243	4234	GLOONW	02 G	THROUGH	S
05/07/97	2314	4235	YWH62	07 Y	YARD/WORK	S
05/08/97	0044	4237	MFWWT	07 T	THROUGH	N
05/08/97	0133	4238	YWH62	07 Y	YARD/WORK	N
05/08/97	0649	4239	LVB55	08 L	ARK CTY LOC	S
05/08/97	1154	4240	LVB60	08 L	THROUGH	N
05/08/97	1236	4241	YWH55	08 Y	YARD/WORK	N
05/08/97	1244	4242	LVO55	08 L	THROUGH	S
05/08/97	1458	4243	OCKWT	08 O	THROUGH	N

PROGRAM: FPAN127.FOCUS.EXEC(AETHIST-WHTA-4) 06/02/97 07.35.20

TRANSPORTATION RESEARCH
 AEI SCANNER TRAIN HISTORY DETAIL REPORT FOR SCANNER #359-SOUTH WICHITA
 FOR PERIOD 05/01/97-05/31/97

DATE	TIME	SEQ NUM	TRAIN	TRN CAT	TRAIN TYPE	D I R
05/08/97	1525	4244	YWH55	08 Y	YARD/WORK	S
05/08/97	1628	4245	MWTFW	08 T	THROUGH	S
05/08/97	1743	4246	YWH55	08 Y	YARD/WORK	N
05/08/97	2130	4247	OWTCK	08 O	THROUGH	S
05/08/97	2332	4248	YWH62	08 Y	YARD/WORK	S
05/09/97	0050	4249	YWH62	08 Y	YARD/WORK	N
05/09/97	0522	4250	MFWWT	08 T	THROUGH	N
05/09/97	0637	4251	LVB55	09 L	ARK CTY LOC	S
05/09/97	1002	4252	YWH55	09 Y	YARD/WORK	S
05/09/97	1126	4253	YWH55	09 Y	YARD/WORK	N
05/09/97	1144	4254	MWTFW	09 T	THROUGH	N
05/09/97	1203	4255	LVB55	09 L	ARK CTY LOC	N
05/09/97	1854	4256	MWTFW	09 T	THROUGH	S
05/09/97	2354	4257	LVO55	09 L	THROUGH	N
05/10/97	0011	4258	YWH62	09 Y	YARD/WORK	S
05/10/97	0142	4259	YWH62	09 Y	YARD/WORK	N
05/10/97	0647	4260	LVB55	10 L	ARK CTY LOC	S
05/10/97	1034	4261	YWH55	10 Y	YARD/WORK	S
05/10/97	1121	4262	YWH55	10 Y	YARD/WORK	N
05/10/97	1123	4263	LVB55	10 L	ARK CTY LOC	N
05/10/97	1159	4264	LVO55	10 L	THROUGH	S
05/10/97	1353	4265	MFWWT	09 T	THROUGH	N
05/10/97	1437	4266	YWH55	10 Y	YARD/WORK	S
05/10/97	1609	4267	YWH55	10 Y	YARD/WORK	N
05/10/97	1753	4268	GSWAHO	09 G	THROUGH	S
05/10/97	1832	4269	MWTFW	10 T	THROUGH	S
05/10/97	2247	4270	YWH55	10 Y	YARD/WORK	S
05/10/97	2345	4271	YWH62	10 Y	YARD/WORK	N
05/11/97	0515	4272	MFWWT	10 T	THROUGH	N
05/11/97	0837	4273	GSBEWT	09 G	THROUGH	N
05/11/97	1025	4274	WWIWIO	11 W	YARD/WORK	S
05/11/97	1038	4275	YWH55	11 Y	YARD/WORK	S
05/11/97	1126	4276	YWH55	11 Y	YARD/WORK	N
05/11/97	1408	4277	YWH55	11 Y	YARD/WORK	S
05/11/97	1527	4278	YWH55	11 Y	YARD/WORK	N
05/11/97	1538	4279	MWTFW	11 T	THROUGH	S
05/11/97	2139	4280	YWH62	11 Y	YARD/WORK	S
05/11/97	2217	4281	YWH62	11 Y	YARD/WORK	N
05/12/97	0043	4282	MFWWT	11 T	THROUGH	N
05/12/97	0632	4283	LVB55	12 L	ARK CTY LOC	S
05/12/97	1020	4284	YWH55	12 Y	YARD/WORK	S
05/12/97	1106	4285	LVB55	12 L	ARK CTY LOC	N
05/12/97	1152	4286	YWH55	12 Y	YARD/WORK	N
05/12/97	2018	4287	LVO54	12 L	THROUGH	N
05/12/97	2159	4288	MWTFW	12 T	THROUGH	S

PROGRAM: FPAN127.FOCUS.EXEC(AETHIST-WHTA-4) 06/02/97 07.35.20

TRANSPORTATION RESEARCH
 AEI SCANNER TRAIN HISTORY DETAIL REPORT FOR SCANNER #359-SOUTH WICHITA
 FOR PERIOD 05/01/97-05/31/97

DATE	TIME	SEQ NUM	TRAIN	TRN CAT	TRAIN TYPE	D I R
05/12/97	2344	4289	GSWIHO 12	G	THROUGH	S
05/12/97	2356	4290	YWH62 12	Y	YARD/WORK	S
05/13/97	0042	4291	YWH62 12	Y	YARD/WORK	N
05/13/97	0636	4292	LVB55 13	L	ARK CTY LOC	S
05/13/97	0710	4293	MFWWT 12	T	THROUGH	N
05/13/97	0957	4294	YWH55 13	Y	YARD/WORK	S
05/13/97	1103	4295	YWH55 13	Y	YARD/WORK	N
05/13/97	1128	4296	LVO55 13	L	THROUGH	S
05/13/97	1224	4297	LVB55 13	L	ARK CTY LOC	N
05/13/97	1554	4298	OCKWT 13	O	THROUGH	N
05/13/97	2024	4299	OWTCK 13	O	THROUGH	S
05/13/97	2305	4300	MWTFW 13	T	THROUGH	S
05/14/97	0112	4301	GEFWCO 13	G	THROUGH	N
05/14/97	0128	4302	YWH62 13	Y	YARD/WORK	S
05/14/97	0226	4303	YWH62 13	Y	YARD/WORK	N
05/14/97	0427	4304	WWIDNR 13	W	YARD/WORK	S
05/14/97	0630	4305	LVB55 14	L	ARK CTY LOC	S
05/14/97	0652	4306	MFWWT 13	T	THROUGH	N
05/14/97	1045	4307	LVB55 14	L	ARK CTY LOC	N
05/14/97	1150	4308	YWH55 14	Y	YARD/WORK	S
05/14/97	1250	4309	YWH55 14	Y	YARD/WORK	N
05/14/97	1806	4310	MWTFW 14	T	THROUGH	S
05/15/97	0003	4312	WSTWIB 12	W	YARD/WORK	N
05/15/97	0016	4313	YWH62 14	Y	YARD/WORK	N
05/15/97	0638	4314	LVB55 15	L	ARK CTY LOC	S
05/15/97	0941	4315	MFWWT 14	T	THROUGH	N
05/15/97	1019	4316	M OF W 15	W	YARD/WORK	S
05/15/97	1024	4317	YWH55 15	Y	YARD/WORK	S
05/15/97	1132	4318	LVB55 15	L	ARK CTY LOC	N
05/15/97	1155	4319	YWH55 15	Y	YARD/WORK	N
05/15/97	1313	4321	LVO55 15	L	THROUGH	S
05/15/97	1412	4322	YWH55 15	Y	YARD/WORK	S
05/15/97	1555	4323	YWH55 15	Y	YARD/WORK	N
05/15/97	1825	4324	MWTFW 15	T	THROUGH	S
05/15/97	2233	4325	WWTELB 15	W	YARD/WORK	S
05/15/97	2320	4326	YWH62 15	Y	YARD/WORK	S
05/15/97	2345	4327	YWH62 15	Y	YARD/WORK	N
05/16/97	0639	4328	LVB55 16	L	ARK CTY LOC	S
05/16/97	1001	4329	MFWWT 15	T	THROUGH	N
05/16/97	1045	4330	YWH55 16	Y	YARD/WORK	S
05/16/97	1156	4331	LVB55 16	L	ARK CTY LOC	N
05/16/97	1236	4332	YWH55 16	Y	YARD/WORK	N
05/16/97	1433	4333	YWH55 16	Y	YARD/WORK	S
05/16/97	1619	4334	YWH55 16	Y	YARD/WORK	N
05/16/97	1918	4335	MWTFW 16	T	THROUGH	S

PROGRAM: FPAN127.FOCUS.EXEC(AETIHST-WHTA-4) 06/02/97 07.35.20

TRANSPORTATION RESEARCH
AET SCANNER TRAIN HISTORY DETAIL REPORT FOR SCANNER #359-SOUTH WICHITA
FOR PERIOD 05/01/97-05/31/97

DATE	TIME	SEQ NUM	TRAIN	TRN CAT	TRAIN TYPE	D I R
05/16/97	2200	4336	LVO54	16 L	THROUGH	N
05/16/97	2339	4337	YWH62	16 Y	YARD/WORK	S
05/17/97	0041	4338	YWH62	16 Y	YARD/WORK	N
05/17/97	0229	4339	GSHOWT	15 G	THROUGH	N
05/17/97	0634	4340	LVB55	17 L	ARK CTY LOC	S
05/17/97	0936	4341	MFWWT	16 T	THROUGH	N
05/17/97	1101	4342	LVB55	17 L	ARK CTY LOC	N
05/17/97	1120	4343	LVO55	17 L	THROUGH	S
05/17/97	1155	4344	YWH55	17 Y	YARD/WORK	S
05/17/97	1341	4345	YWH55	17 Y	YARD/WORK	N
05/17/97	2253	4346	MWTFW	17 T	THROUGH	S
05/17/97	2304	4347	YWH62	17 Y	YARD/WORK	S
05/18/97	0017	4348	YWH62	17 Y	YARD/WORK	N
05/18/97	0809	4349	MFWWT	17 T	THROUGH	N
05/18/97	1100	4350	YWH55	18 Y	YARD/WORK	S
05/18/97	1215	4351	YWH55	18 Y	YARD/WORK	N
05/18/97	1637	4352	MWTFW	18 T	THROUGH	S
05/18/97	2141	4353	GLSILD	14 G	THROUGH	S
05/18/97	2155	4354	YWH55	19 Y	YARD/WORK	S
05/18/97	2215	4355	YWH55	19 Y	YARD/WORK	N
05/19/97	0633	4356	LVB55	19 L	ARK CTY LOC	S
5/19/97	0938	4357	SWIDC	19 S	THROUGH	S
05/19/97	1008	4358	YWH55	19 Y	YARD/WORK	S
05/19/97	1052	4359	LVB55	19 L	ARK CTY LOC	N
05/19/97	1110	4360	YWH55	19 Y	YARD/WORK	N
05/19/97	1127	4361	YWH55	19 Y	YARD/WORK	S
05/19/97	1216	4362	YWH55	19 Y	YARD/WORK	N
05/19/97	2114	4363	LVO54	19 L	THROUGH	N
05/19/97	2218	4364	YWH62	19 Y	YARD/WORK	S
05/19/97	2249	4365	YWH62	19 Y	YARD/WORK	N
05/20/97	0525	4366	MFWWT	18 T	THROUGH	N
05/20/97	0640	4367	LVB55	20 L	ARK CTY LOC	S
05/20/97	0806	4368	M OF W	20 W	YARD/WORK	N
05/20/97	0938	4369	YWH55	20 Y	YARD/WORK	S
05/20/97	1047	4370	LVO55	20 L	THROUGH	S
05/20/97	1137	4371	YWH55	20 Y	YARD/WORK	N
05/20/97	1306	4372	LVB55	20 L	ARK CTY LOC	N
05/20/97	1539	4373	OCKWT	20 O	THROUGH	N
05/20/97	1814	4374	MWTFW	20 T	THROUGH	S
05/20/97	2144	4375	OWTCK	20 O	THROUGH	S
05/21/97	0026	4376	YWH62	20 Y	YARD/WORK	S
05/21/97	0117	4377	YWH62	20 Y	YARD/WORK	N
05/21/97	0639	4378	LVB55	21 L	ARK CTY LOC	S
05/21/97	0724	4379	MFWWT	20 T	THROUGH	N
05/21/97	0954	4380	YWH55	21 Y	YARD/WORK	S

PROGRAM: FPAN127.FOCUS.EXEC(AETIHIST-WHTA-4) 06/02/97 07.35.20

TRANSPORTATION RESEARCH
 AEI SCANNER TRAIN HISTORY DETAIL REPORT FOR SCANNER #359-SOUTH WICHITA
 FOR PERIOD 05/01/97-05/31/97

DATE	TIME	SEQ NUM	TRAIN	TRN CAT	TRAIN TYPE	D I R
05/21/97	1057	4381	YWH55	21 Y	YARD/WORK	N
05/21/97	1116	4382	LVB55	21 L	ARK CTY LOC	N
05/21/97	1421	4383	YWH55	21 Y	YARD/WORK	S
05/21/97	1611	4384	YWH55	21 Y	YARD/WORK	N
05/21/97	2006	4385	MWTFW	21 T	THROUGH	S
05/21/97	2210	4386	LVO54	21 L	THROUGH	N
05/21/97	2351	4387	YWH62	22 Y	YARD/WORK	S
05/22/97	0135	4388	LITE ENG	E	YARD/WORK	S
05/22/97	0151	4389	YWH62	22 Y	YARD/WORK	N
05/22/97	0650	4390	LVB55	22 L	ARK CTY LOC	S
05/22/97	0908	4391	MFWWT	21 T	THROUGH	N
05/22/97	1018	4392	LVO55	22 L	THROUGH	S
05/22/97	1056	4393	YWH55	22 Y	YARD/WORK	S
05/22/97	1212	4394	YWH55	22 Y	YARD/WORK	N
05/22/97	1219	4395	LVB55	22 L	ARK CTY LOC	N
05/22/97	1432	4396	OCKWT	22 O	THROUGH	N
05/22/97	1511	4397	YWH55	22 Y	YARD/WORK	S
05/22/97	1626	4398	GLKSSH	22 G	THROUGH	S
05/22/97	1657	4399	YWH55	22 Y	YARD/WORK	N
05/22/97	1854	4400	MWTFW	22 T	THROUGH	S
05/22/97	2050	4401	GSWTWW	21 G	THROUGH	S
05/22/97	2142	4402	OWTCK	23 O	THROUGH	S
05/22/97	2303	4403	YWH62	22 Y	YARD/WORK	S
05/22/97	2353	4404	YWH62	22 Y	YARD/WORK	N
05/23/97	0442	4405	WMOWTG	21 W	YARD/WORK	N
05/23/97	0635	4406	LVB55	23 L	ARK CTY LOC	S
05/23/97	1117	4408	LVB55	23 L	ARK CTY LOC	N
05/23/97	1756	4409	MWTFW	23 T	THROUGH	S
05/23/97	2242	4410	YWH62	23 Y	YARD/WORK	S
05/23/97	2319	4411	YWH62	23 Y	YARD/WORK	N
05/23/97	2349	4412	LVO54	23 L	THROUGH	N
05/24/97	0636	4413	LVB55	24 L	ARK CTY LOC	S
05/24/97	0801	4414	MFWWT	23 T	THROUGH	N
05/24/97	1004	4415	YWH55	24 Y	YARD/WORK	S
05/24/97	1044	4416	LVO55	24 L	THROUGH	S
05/24/97	1052	4417	YWH55	24 Y	YARD/WORK	N
05/24/97	1100	4418	MFWWT	22 T	THROUGH	N
05/24/97	1144	4419	LVB55	24 L	ARK CTY LOC	N
05/24/97	1741	4420	MWTFW	24 T	THROUGH	S
05/24/97	2255	4421	YWH62	24 Y	YARD/WORK	S
05/24/97	2329	4422	YWH62	24 Y	YARD/WORK	N
05/25/97	1000	4423	YWH55	25 Y	YARD/WORK	S
05/25/97	1059	4424	YWH55	25 Y	YARD/WORK	N
05/25/97	1345	4425	2YWH55	25 Y	YARD/WORK	S
05/25/97	1413	4426	YWH55	25 Y	YARD/WORK	S

PROGRAM: FPA127.FOCUS.EXEC(AETHIST-WHTA-4) 06/02/97 07.35.20

TRANSPORTATION RESEARCH
 AET SCANNER TRAIN HISTORY DETAIL REPORT FOR SCANNER #359-SOUTH WICHITA
 FOR PERIOD 05/01/97-05/31/97

DATE	TIME	SEQ NUM	TRAIN	TRN CAT	TRAIN TYPE	D I R	
05/25/97	1430	4427	MFWWT	24	T	THROUGH	N
05/25/97	1608	4428	YWH55	25	Y	YARD/WORK	N
05/25/97	1610	4429	2YWH55	25	Y	YARD/WORK	N
05/25/97	1625	4430	MWTFW	25	T	THROUGH	S
05/25/97	2207	4431	YWH60	25	Y	YARD/WORK	S
05/25/97	2248	4432	YWH60	25	Y	YARD/WORK	N
05/26/97	0500	4433	MFWWT	25	T	THROUGH	N
05/27/97	0644	4434	LVB55	27	L	ARK CTY LOC	S
05/27/97	1007	4435	MFWWT	26	T	THROUGH	N
05/27/97	1054	4436	YWH55	27	Y	YARD/WORK	S
05/27/97	1201	4437	YWH55	27	Y	YARD/WORK	N
05/27/97	1212	4438	LVB55	27	L	ARK CTY LOC	N
05/27/97	1936	4439	MWTFW	27	T	THROUGH	S
05/27/97	2252	4440	YWH55	27	Y	YARD/WORK	S
05/27/97	2333	4441	YWH62	27	Y	YARD/WORK	N
05/28/97	0432	4442	MFWWT	27	T	THROUGH	N
05/28/97	0639	4443	LVB55	28	L	ARK CTY LOC	S
05/28/97	1200	4444	LVB55	28	L	ARK CTY LOC	N
05/28/97	1449	4445	YWH55	28	Y	YARD/WORK	S
05/28/97	1643	4446	YWH55	28	Y	YARD/WORK	N
05/28/97	1805	4447	MWTFW	28	T	THROUGH	S
05/29/97	0015	4448	LVO54	28	L	THROUGH	N
05/29/97	0511	4449	MFWWT	28	T	THROUGH	N
05/29/97	0637	4450	LVB55	29	L	ARK CTY LOC	S
05/29/97	1019	4451	YWH55	29	Y	YARD/WORK	S
05/29/97	1101	4452	LVO55	29	L	THROUGH	S
05/29/97	1145	4453	YWH55	29	Y	YARD/WORK	N
05/29/97	1222	4454	LVB55	29	L	ARK CTY LOC	N
05/29/97	1412	4455	OCKWT	29	O	THROUGH	N
05/29/97	1449	4456	YWH55	29	Y	YARD/WORK	S
05/29/97	1615	4457	MWTFW	29	T	THROUGH	S
05/29/97	1635	4458	YWH55	29	Y	YARD/WORK	N
05/29/97	2050	4459	OWTCK	29	O	THROUGH	S
05/30/97	0640	4460	LVB55	30	L	ARK CTY LOC	S
05/30/97	0933	4461	YWH55	30	Y	YARD/WORK	S
05/30/97	1011	4462	LVB55	30	L	ARK CTY LOC	N
05/30/97	1114	4463	YWH55	30	Y	YARD/WORK	N
05/30/97	1429	4464	MFWWT	29	T	THROUGH	N
05/30/97	1802	4465	MWTFW	30	T	THROUGH	S
05/30/97	2257	4466	YWH62	30	Y	YARD/WORK	S
05/30/97	2310	4467	LVO54	30	L	THROUGH	N
05/30/97	2337	4468	YWH62	30	Y	YARD/WORK	N
05/31/97	0200	4469	GLSTLD	29	G	THROUGH	S
05/31/97	0641	4470	LVB55	31	L	ARK CTY LOC	S
05/31/97	0806	4471	MFWWT	30	T	THROUGH	N

PROGRAM: FPA127.FOCUS.EXEC(AEIHIST-WHTA-4) 06/02/97 07.35.20

TRANSPORTATION RESEARCH
 AEI SCANNER TRAIN HISTORY DETAIL REPORT FOR SCANNER #359-SOUTH WICHITA
 FOR PERIOD 05/01/97-05/31/97

DATE	TIME	SEQ NUM	TRAIN	TRN CAT	TRAIN TYPE	D I R
05/31/97	1100	4472	YWH55 31	Y	YARD/WORK	S
05/31/97	1126	4473	LVB55 31	L	ARK CTY LOC	N
05/31/97	1137	4474	LVO55 31	L	THROUGH	S
05/31/97	1235	4475	YWH55 31	Y	YARD/WORK	N
05/31/97	1630	4476	MWTFW 31	T	THROUGH	S

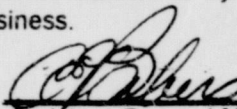
STATION PASSING REPORT FOR May 1, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	930 AM	1IOAKS-30	E	F
2	1035 AM	1ZOACH-01	E	F
3	205 PM	1TJUPG-30	E	F
4	600 PM	1MRVAS-01	E	F
5	1135 PM	1MRVRO-01	E	F
6	1240 AM	1AKSRV-27	W	F
7	250 AM	1AKSOA-28	W	F
8	540 AM	1ZGIOA2-29	W	F
9	110 PM	2AKSOA-28	W	F
10	245 PM	1SKTAC-30	W	F
11	940 PM	1AKSRV-28	W	F
12	1159 PM	1UPPYG-01	W	F
13	1028 AM	PASSENGER	W	P
14	1130 AM	YARD ENGINE	W	SW
15	130 PM	YARD ENGINE	E	SW
16				
17				
18				
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22				
23				
24				
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26				
27				
28				
29				

*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
 SW (Local and industry Switch movements)
 EM (Snow, wreck, fire, and other emergency movements)

AUTHENTICATION:

I certify under penalty of perjury that the foregoing record is true and correct and compiled from records maintained by SPT Company in the usual and ordinary course of business.


 Assistant General Manager
 Transportation Service Center

6/2/97
 DATE

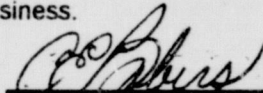
STATION PASSING REPORT FOR May 2, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	440 AM	1TASKC-30	E	F
2	1230 PM	1IOAKS-01	E	F
3	105 PM	1ZOACH-02	E	F
4	640 PM	1MRVAS-02	E	F
5	920 PM	1MRVRO-02	E	F
6	445 AM	1ZGIOA3-30	W	F
7	900 AM	1AROOA-01	W	F
8	525 PM	1MRORV-30	W	F
9	1048 AM	PASSENGER	W	P
10				
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
 SW (Local and Industry Switch movements)
 EM (Snow, wreck, fire, and other emergency movements)

AUTHENTICATION:

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 Assistant General Manager
 Transportation Service Center

6/2/97
 DATE

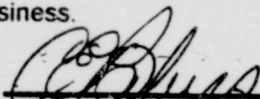
STATION PASSING REPORT FOR May 3, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	200 PM	1ZOACH-03	E	F
2	350 PM	1IOAKS-02	E	F
3	550 PM	1MRVAS-03	E	F
4	550 AM	1ZGIOA-01	W	F
5	750 AM	1AROOA-02	W	F
6	1150 AM	1MRORV-01	W	F
7	840 PM	1UPBKG-03	W	F
8	410 PM	PASSENGER	E	P
9				
10				
11				
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13				
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
 SW (Local and Industry Switch movements)
 EM (Snow, wreck, fire, and other emergency movements)

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 Assistant General Manager
 Transportation Service Center

6/2/97
 DATE

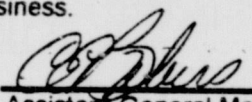
STATION PASSING REPORT FOR May 4, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	200 AM	1MRVKS-03	E	F
2	235 AM	1MRVRO-03	E	F
3	1135 AM	1ZOACH-04	E	F
4	520 PM	1IOAKS-03	E	F
5	935 PM	1MRVAS-04	E	F
6	940 PM	1RIGVC-02	E	F
7	300 AM	1ARORV-03	W	F
8	640 AM	1ZGIOA-02	W	F
9	1020 AM	1MRORV-02	W	F
10	1230 PM	1AROOA-03	W	F
11	545 PM	1SKWCC-02	W	F
12	930 PM	1SKTAC-03	W	F
13	1005 AM	PASSENGER	W	P
14				
15				
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
 SW (Local and Industry Switch movements)
 EM (Snow, wreck, fire, and other emergency movements)

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 Assistant General Manager
 Transportation Service Center

6/2/97
 DATE

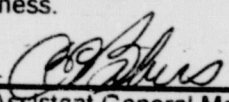
STATION PASSING REPORT FOR May 5, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	315 PM	1MRVKS-04	E	F
2	830 PM	1IOAKS-04	E	F
3	1015 PM	1MRVAS-05	E	F
4	1040 PM	1PYUPG-04	E	F
5	520 AM	1ZGIOA-03	E	F
6	600 AM	1MRORVB-K03	E	F
7	1050 AM	1AROOA-04	E	F
8	100 PM	1ARORV-04	E	F
9	445 PM	1MRORV-04	E	F
10	810 PM	1MRORV-03	E	F
11	945 PM	2MRORV-04	E	F
12	440 PM	PASSENGER	E	P
13	530 PM	YARD ENGINE	W	SW
14	630 PM	YARD ENGINE	E	SW
15	109 AM - 151 AM	HELPER ENGINE	N/A	LE
16				
17				
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29				

*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
 SW (Local and Industry Switch movements)
 EM (Snow, wreck, fire, and other emergency movements)

AUTHENTICATION:

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 Assistant General Manager
 Transportation Service Center

6/2/97
 DATE

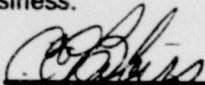
STATION PASSING REPORT FOR May 6, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	240 AM	1MRVKS-05	E	F
2	640 AM	1MRVRO-04	E	F
3	950 AM	1IOAKS-05	E	F
4	1255 PM	1ZOACH2-06	E	F
5	920 PM	1MRVRO-05	E	F
6	950 PM	1TASKC-04	E	F
7	115 AM	2MRORV-05	W	F
8	305 AM	1ARORV-K05	W	F
9	505 AM	1AROOA-05	W	F
10	620 AM	1ZGIOA-04	W	F
11	1205 PM	1MRORVB-04	W	F
12	640 PM	1UPTZG-05	W	F
13	1055 PM	1MRORVB-05	W	F
14	1150 PM	1UPBKG-06	W	F
15	1141 AM	PASSENGER	W	P
16				
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27				
28				
29				

*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
 SW (Local and Industry Switch movements)
 EM (Snow, wreck, fire, and other emergency movements)

AUTHENTICATION:

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 Assistant General Manager
 Transportation Service Center

6/2/97
 DATE

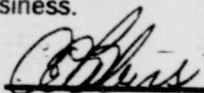
STATION PASSING REPORT FOR May 7, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	830 AM	1MRVRO-06	E	F
2	1110 AM	1ZOACH-07	E	F
3	1020 PM	1IOAKS-06	E	F
4	1135 PM	1RIGVC-05	E	F
5	350 AM	1ZGIOA-05	W	F
6	510 PM	1AROOA-06	W	F
7	840 PM	2UPBKG-06	W	F
8	440 PM	PASSENGER	E	P
9	615 PM	YARD ENGINE	W	SW
10	635 PM	YARD ENGINE	E	SW
11				
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29				

*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
 SW (Local and Industry Switch movements)
 EM (Snow, wreck, fire, and other emergency movements)

AUTHENTICATION:

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 Assistant General Manager
 Transportation Service Center

6/2/97
 DATE

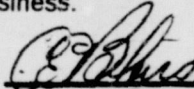
STATION PASSING REPORT FOR May 8, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

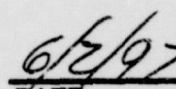
	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	435 AM	1MRVRO-07	E	F
2	525 AM	1RIGVC-06	E	F
3	1000 AM	1MRVKS-06	E	F
4	1155 AM	1ZOACH-08	E	F
5	130 PM	1IOAKS-07	E	F
6	320 PM	1BKOGG-07	E	F
7	345 PM	1MRVAS-07	E	F
8	1110 PM	1MRVKS-09	E	F
9	205 AM	1MRORV-06	W	F
10	310 AM	1MRORVB-06	W	F
11	630 AM	1ZG10A2-06	W	F
12	220 PM	1AROOA-07	W	F
13	230 PM	1MRORVB-07	W	F
14	1050 AM	PASSENGER	W	P
15	430 PM	YARD ENGINE	W	SW
16	730 PM	YARD ENGINE	E	SW
17	532 AM - 651 AM	HELPER ENGINE	N/A	LE
18				
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27				
28				
29				

*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
 SW (Local and Industry Switch movements)
 EM (Snow, wreck, fire, and other emergency movements)

AUTHENTICATION:

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 Assistant General Manager
 Transportation Service Center


 DATE

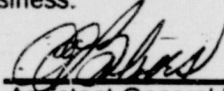
STATION PASSING REPORT FOR May 9, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	1205 PM	1ZOACH-09	E	F
2	205 PM	1MRVRO-K08	E	F
3	220 PM	1BKOGG-08	E	F
4	710 PM	1IOAKS-08	E	F
5	815 PM	1IZUPG-08	E	F
6	1230 AM	1UPBKG-08	W	F
7	735 AM	1ZG10A3-07	W	F
8	840 AM	1ARORV-07	W	F
9	920 AM	1AROOA-08	W	F
10	1200 PM	2MRORV-K07	W	F
11	855 PM	1CSKTA-08	W	F
12	1105 AM	PASSENGER	W	P
13	425 PM	PASSENGER	E	P
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
 SW (Local and Industry Switch movements)
 EM (Snow, wreck, fire, and other emergency movements)

AUTHENTICATION:

I certify under penalty of perjury that the foregoing record is true and correct and compiled from records maintained by SPT Company in the usual and ordinary course of business.



 Assistant General Manager
 Transportation Service Center

6/2/97

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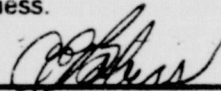
STATION PASSING REPORT FOR May 10, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	1140 AM	1ZOACH-10	E	F
2	1250 PM	1IOAKS-09	E	F
3	205 PM	1CTASK-08	E	F
4	850 PM	1MRVRO-09	E	F
5	930 PM	1MRVKS-09	E	F
6	300 AM	1MRORVB-K08	W	F
7	410 AM	1ARORV-09	W	F
8	825 AM	1ZG10A-08	W	F
9	1030 AM	1AROOA-09	W	F
10	110 PM	1MRORV-07	W	F
11	440 PM	PASSENGER	E	P
12	530 PM	YARD ENGINE	W	SW
13	730 PM	YARD ENGINE	E	SW
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
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6/2/97
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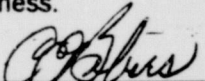
STATION PASSING REPORT FOR May 11, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	225 AM	2MRVAS-09	E	F
2	915 AM	11OAKS-10	E	F
3	1130 AM	1ZOACH-11	E	F
4	145 PM	1MRVAS-10	E	F
5	430 PM	1MRVRO-10	E	F
6	750 PM	1MRVKS-10	E	F
7	810 PM	1MRVAS-11	E	F
8	1240 AM	1MRORVB-09	W	F
9	410 AM	1CSKWC-09	W	F
10	810 AM	1ZG10A-09	W	F
11	1205 PM	1AROOA-10	W	F
12	125 PM	1MRORV-09	W	F
13	400 PM	1MRORV-K10	W	F
14	1005 PM	1ARORV-10	W	F
15	712 PM	PASSENGER	E	P
16	1027 AM	PASSENGER	W	P
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
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 Assistant General Manager
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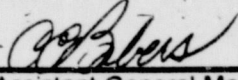
STATION PASSING REPORT FOR May 12, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	255 AM	2TJUPG-11	E	F
2	440 AM	1MRVRC-11	E	F
3	53L AM	1CTASK-11	E	F
4	700 AM	1MRVRO-K12	E	F
5	1100 AM	1IOAKS-11	E	F
6	355 PM	1MRVAS-12	E	F
7	510 PM	1MRVKS-11	E	F
8	150 AM	1UPPYG-11	W	F
9	520 AM	1ZG10A-10	W	F
10	755 AM	2MRORVB-K10	W	F
11	1020 AM	1AROOA-11	W	F
12	645 PM	1AROOA-12	W	F
13	1025 PM	2MRORVB-K12	W	F
14	1040 PM	2MRORVB-11	W	F
15	1110 PM	1MRORVB-10	W	F
16	610 PM	PASSENGER	E	P
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
 SW (Local and Industry Switch movements)
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6/2/97
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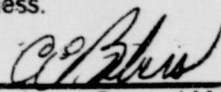
STATION PASSING REPORT FOR May 13, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	610 AM	1MRVKS-12	E	F
2	1115 AM	1ZOACH2-13	E	F
3	1250 PM	1IOAKS-12	E	F
4	320 AM	1ARORV-11	W	F
5	545 AM	1ZG10A-11	W	F
6	915 AM	1MRORVB-11	W	F
7	325 PM	1CSKTA-12	W	F
8	830 PM	2AROOA-12	W	F
9	645 PM	PASSENGER	E	P
10	1040 AM	PASSENGER	W	P
11	601 PM	LIFESAVER SPECIAL	W	P
12	806 PM	LIFESAVER SPECIAL	E	P
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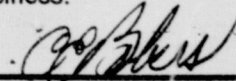
STATION PASSING REPORT FOR May 14, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	1220 AM	1ZOACH-14	E	F
2	1115 AM	1MRVKS-13	E	F
3	310 PM	1IOAKS-13	E	F
4	400 AM	1MRORVB-12	W	F
5	820 AM	1ZG10A1-12	W	F
6	1200 PM	1ARORV-13	W	F
7	440 PM	1MRORVB-13	W	F
8	1120 PM	2MRORVB-13	W	F
9	720 PM	PASSENGER	E	P
10	1008 AM	PASSENGER	W	P
11	300 PM	YARD ENGINE	W	SW
12	610 PM	YARD ENGINE	E	SW
13	844 AM - 1217 PM	LIFESAVER	E	P
14	424 PM - 606 PM	LIFESAVER	W	P
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
 SW (Local and Industry Switch movements)
 EM (Snow, wreck, fire, and other emergency movements)

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 Assistant General Manager
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6/2/97

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STATION PASSING REPORT FOR May 15, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

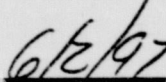
	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	1045 AM	1IOAKS-14	E	F
2	225 PM	1ZOACH-15	E	F
3	920 PM	1MRVRO-14	E	F
4	1025 PM	1MRVAS-14	E	F
5	1110 PM	1PYUPG-13	E	F
6	335 AM	1CSKTA-13	W	F
7	530 AM	1ZG10A2-13	W	F
8	120 PM	3MRORVB-13	W	F
9	355 PM	1UPTZG-14	W	F
10	635 PM	1MRORV-14	W	F
11	1050 PM	3MRORVB-14	W	F
12	550 PM	PASSENGER	E	P
13	1103 AM	PASSENGER	W	P
14	840 AM - 1121 AM	LIFESAVER	E	P
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
 SW (Local and Industry Switch movements)
 EM (Snow, wreck, fire, and other emergency movements)

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 Assistant General Manager
 Transportation Service Center


 DATE


STATION PASSING REPORT FOR May 16, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	205 AM	1MRVRO-15	E	F
2	1140 AM	1ZOACH-16	E	F
3	630 PM	1AOAKS-15	E	F
4	905 PM	1MRVAS-15	E	F
5	1130 PM	1MRVAS-16	E	F
6	140 AM	2MRORVB-14	W	F
7	840 AM	1ZG10A3-14	W	F
8	950 AM	1ARORV-15	W	F
9	200 PM	1ARCOA-15	W	F
10	300 PM	1MRORVB-14	W	F
11	605 PM	PASSENGER	E	P
12	135 PM	PASSENGER	W	P
13	854 PM - 1126 PM	HELPER ENGINE	N/A	LE
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
 SW (Local and Industry Switch movements)
 EM (Snow, wreck, fire, and other emergency movements)

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6/2/97
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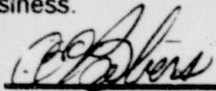
STATION PASSING REPORT FOR May 17, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	230 AM	1CRIGV-15	E	F
2	715 AM	1MRVRO-16	E	F
3	850 AM	1CTASK-15	E	F
4	1045 AM	1AOAKS-16	E	F
5	205 PM	1ZOACH-17	E	F
6	235 PM	1MRVKS-16	E	F
7	125 AM	3MRORVB-15	W	F
8	903 AM	1ZG10A-K15	W	F
9	1130 AM	1AROOA-16	W	F
10	700 PM	2AROOA-16	W	F
11	550 PM	PASSENGER	E	P
12	1000 AM	PASSENGER	W	P
13	200 PM	YARD ENGINE	W	SW
14	215 PM	YARD ENGINE	E	SW
15	300 PM	HELPER ENGINE	E	LE
16	545 PM	HELPER ENGINE	W	LE
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
 SW (Local and Industry Switch movements)
 EM (Snow, wreck, fire, and other emergency movements)

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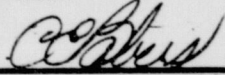
STATION PASSING REPORT FOR May 18, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	235 AM	1AOAKS-17	E	F
2	1025 AM	1MRVAS-17	E	F
3	1125 AM	1ZOACH-18	E	F
4	550 PM	1MRVRO-K17	E	F
5	655 PM	17UPG-17	E	F
6	400 AM	1CCPPT-16	W	F
7	830 AM	1ZG10A-16	W	F
8	1050 AM	1MRORVB-K15	W	F
9	115 PM	1MRORVMB-K16	W	F
10	310 PM	1AROOA-17	W	F
11	845 PM	1MRORVB-17	W	F
12	550 PM	PASSENGER	E	P
13	1027 AM	PASSENGER	W	P
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6/2/97
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STATION PASSING REPORT FOR May 19, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	1240 AM	1MRVKS-17	E	F
2	250 PM	1BKOGG-17	E	F
3	520 PM	1MRVKS-18	E	F
4	850 PM	1AOAKS-18	E	F
5	1220 AM	1CBGRS-15	W	F
6	120 AM	2MRORVB-17	W	F
7	535 AM	1ZG10A-17	W	F
8	630 AM	1MRORV-16	W	F
9	250 PM	1AROOA-18	W	F
10	640 PM	3MRORVB-17	W	F
11	1050 PM	1MRORV-18	W	F
12	650 PM	PASSENGER	E	P
13	1050 AM	PASSENGER	W	P
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
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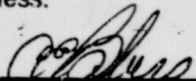
STATION PASSING REPORT FOR May 20, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	320 AM	1MRVAS-18	E	F
2	745 AM	1MF VRO-K18	E	F
3	1050 AM	1CRIA-V-16	E	F
4	950 AM	1ZOACH2-20	E	F
5	250 PM	1CTASK-18	E	F
6	900 PM	1MRVAS-19	E	F
7	1000 PM	1MRVKS-19	E	F
8	1140 PM	1AOAKS-19	E	F
9	220 AM	1UPTJB-19	W	F
10	430 AM	1AROOA-19	W	F
11	535 AM	1ZG10A-18	W	F
12	1210 PM	1ARCRV-K19	W	F
13	610 PM	PASSENGER	E	P
14	1037 AM	PASSENGER	W	P
15	100 PM	YARD ENGINE	W	SW
16	130 PM	YARD ENGINE	E	SW
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
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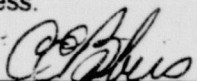
STATION PASSING REPORT FOR May 21, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	1240 AM	1MRVAS-20	E	F
2	405 AM	1MRVRO-K19	E	F
3	1205 PM	1MRVRO-20	E	F
4	115 PM	1ZOACH-21	E	F
5	905 PM	1AOAKS-20	E	F
6	340 AM	1ZG10A1-19	W	F
7	350 AM	1CSKTA-19	W	F
8	630 AM	2MRORV-K19	W	F
9	230 PM	1UPBKG-20	W	F
10	345 PM	1MRORVB-18	W	F
11	636 PM	PASSENGER	E	P
12	1053 AM	PASSENGER	W	P
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
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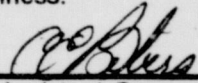
STATION PASSING REPORT FOR May 22, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	1210 PM	1ZOACH-22	E	F
2	350 PM	1MRVKS-21	E	F
3	415 PM	1CRIGV-21	E	F
4	700 PM	1AOAKS-21	E	F
5	1225 AM	1AROOA-20	W	F
6	350 AM	1ZG10A2-20	W	F
7	445 AM	1AROOA-21	W	F
8	740 AM	1ARORV-21	W	F
9	535 PM	2MRORVB-21	W	F
10	950 PM	2MRORV-K20	W	F
11	620 PM	PASSENGER	E	P
12	1052 AM	PASSENGER	W	P
13	1100 AM	YARD ENGINE	W	SW
14	1245 PM	YARD ENGINE	E	SW
15	122 PM - 249 PM	HELPER ENGINE	N/A	LE
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
 SW (Local and Industry Switch movements)
 EM (Snow, wreck, fire, and other emergency movements)

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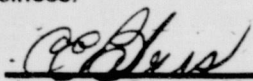
STATION PASSING REPORT FOR May 23, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	255 AM	1MRVRO-21	E	F
2	820 AM	1MRVRO-22	E	F
3	1015 AM	1CRIGV-22	E	F
4	120 PM	1ZOACH-23	E	F
5	445 PM	1AOAKS-22	E	F
6	520 PM	1MRVAS-22	E	F
7	715 PM	1MRVKS-22	E	F
8	1211 AM	2AROOA-21	W	F
9	510 AM	1ZG10A3-21	W	F
10	520 AM	1MRORV-21	W	F
11	705 AM	1CSKTA-21	W	F
12	145 PM	2MRORV-21	W	F
13	725 PM	1AROOA-22	W	F
14	735 PM	1UPPYG-22	W	F
15	610 PM	PASSENGER	E	P
16	1125 AM	PASSENGER	W	P
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
 SW (Local and Industry Switch movements)
 EM (Snow, wreck, fire, and other emergency movements)

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 ordinary course of business.



 Assistant General Manager
 Transportation Service Center

6/2/97

 DATE

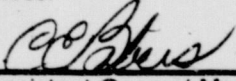
STATION PASSING REPORT FOR May 24, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	1140 AM	1ZOACH-24	E	F
2	1255 PM	1TJUPG-21	E	F
3	115 PM	1AOAKS-23	E	F
4	330 PM	1MRVKS-23	E	F
5	1125 PM	2MRVRO-24	E	F
6	415 AM	1ARORV-22	W	F
7	625 AM	1MRORV-22	W	F
8	710 AM	1CSKWC-22	W	F
9	505 PM	1AROOA-23	W	F
10	956 PM	1ZG10A-22	W	F
11	625 PM	PASSENGER	E	P
12	1225 PM	PASSENGER	W	P
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
 SW (Local and Industry Switch movements)
 EM (Snow, wreck, fire, and other emergency movements)

AUTHENTICATION:

I certify under penalty of perjury that the foregoing record is true and correct and compiled from records maintained by SPT Company in the usual and ordinary course of business.



 Assistant General Manager
 Transportation Service Center

6/2/97

 DATE

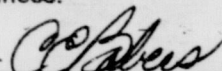
STATION PASSING REPORT FOR May 25, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	230 AM	1MRVRO-23	E	F
2	340 AM	1CTASK-23	E	F
3	1100 AM	1ZOACH-25	E	F
4	125 PM	1AOAKS-24	E	F
5	905 PM	1MRVRO-24	E	F
6	3.5 AM	2MRORV-23	W	F
7	420 AM	1ZG1CA-23	W	F
8	510 AM	2MRORVB-K22	W	F
9	1100 AM	2MRORV-K24	W	F
10	310 PM	1MRORV-24	W	F
11	405 PM	1ARORV-24	W	F
12	710 PM	1AROOA-24	W	F
13	925 PM	2MRORVB-24	W	F
14	1115 PM	1UPTZG-25	W	F
15	543 PM	PASSENGER	E	P
16	1238 PM	PASSENGER	W	P
17	500 PM	YARD ENGINE	W	SW
18	640 PM	YARD ENGINE	E	SW
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
 SW (Local and Industry Switch movements)
 EM (Snow, wreck, fire, and other emergency movements)

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 Assistant General Manager
 Transportation Service Center

6/2/97
 DATE

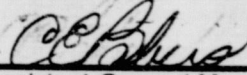
STATION PASSING REPORT FOR May 26, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	1255 AM	1MRVAS-25	E	F
2	130 AM	1MRVKS-24	E	F
3	815 PM	1AOAKS-25	E	F
4	915 PM	1MRVKS-25	E	F
5	340 AM	1UPBKG-25	W	F
6	150 PM	1ZG10A-24	W	F
7	230 PM	1CSKTA-23	W	F
8	555 PM	PASSENGER	E	P
9	1137 AM	PASSENGER	W	P
10	723 AM - 754 AM	HELPER ENGINE	N/A	LE
11		PASSENGER		
12		PASSENGER		
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
 SW (Local and Industry Switch movements)
 EM (Snow, wreck, fire, and other emergency movements)

AUTHENTICATION:

I certify under penalty of perjury that the foregoing record is true and correct and compiled from records maintained by SPT Company in the usual and ordinary course of business.


 Assistant General Manager
 Transportation Service Center

6/2/97
 DATE

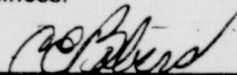
STATION PASSING REPORT FOR May 29, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	210 AM	1MRVKS-28	E	F
2	1010 AM	1ZOACH-29	E	F
3	215 PM	1AOAKS-28	E	F
4	420 AM	1ZG10A2-27	W	F
5	500 AM	1CCPPT-26	W	F
6	245 PM	1MRORVB-28	W	F
7	525 PM	1CSKWC-27	W	F
8	820 PM	2AROOA-28	W	F
9	935 PM	1AROOA-28	W	F
10	610 PM	PASSENGER	E	P
11	1045 AM	PASSENGER	W	P
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
 SW (Local and Industry Switch movements)
 EM (Snow, wreck, fire, and other emergency movements)

AUTHENTICATION:

I certify under penalty of perjury that the foregoing record is true and correct and compiled from records maintained by SPT Company in the usual and ordinary course of business.


 Assistant General Manager
 Transportation Service Center

6/2/97
 DATE

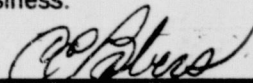
STATION PASSING REPORT FOR May 30, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

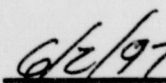
	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	240 AM	1MRVKS-29	E	F
2	440 AM	1MRVRO-29	E	F
3	1110 AM	1ZOACH-30	E	F
4	450 PM	1MRVAS-30	E	F
5	515 PM	1AOAKS-29	E	F
6	1125 PM	1CTASK-29	E	F
7	800 AM	1ZG10A3-28	W	F
8	910 AM	1AROOA-29	W	F
9	140 PM	2MRORV-29	W	F
10	555 PM	2MRORVB-28	W	F
11	835 PM	1ARORV-29	W	F
12	1035 PM	1MRORVB-29	W	F
13	633 PM	PASSENGER	E	P
14	1110 AM	PASSENGER	W	P
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
 SW (Local and Industry Switch movements)
 EM (Snow, wreck, fire, and other emergency movements)

AUTHENTICATION:

I certify under penalty of perjury that the foregoing record is true and correct and compiled from records maintained by SPT Company in the usual and ordinary course of business.


 Assistant General Manager
 Transportation Service Center


 DATE

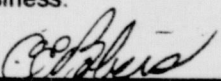
STATION PASSING REPORT FOR May 31, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	150 AM	1MRVKS-30	E	F
2	750 AM	1MRVRO-30	E	F
3	1205 PM	1ZOACH-31	E	F
4	605 PM	1AOAKS-30	E	F
5	1010 PM	2MRVRO-30	E	F
6	455 AM	1ARORV-30	W	F
7	915 AM	1ZG10A-29	W	F
8	930 AM	1AROOA-30	W	F
9	1110 PM	1UPTJG-31	W	F
10	613 PM	PASSENGER	E	P
11	1040 AM	PASSENGER	W	P
12	545 PM	YARD ENGINE	W	SW
13	745 PM	YARD ENGINE	E	SW
14	847 AM - 919 AM	HELPER ENGINE	N/A	LE
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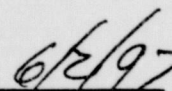
*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
 SW (Local and Industry Switch movements)
 EM (Snow, wreck, fire, and other emergency movements)

AUTHENTICATION:

I certify under penalty of perjury that the foregoing record is true and correct and compiled from records maintained by SPT Company in the usual and ordinary course of business.



 Assistant General Manager
 Transportation Service Center



 DATE

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MAYER, BROWN & PLATT

2000 PENNSYLVANIA AVENUE, N.W.

WASHINGTON, D.C. 20006-1092

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NEW YORK
MEXICO CITY CORRESPONDENT
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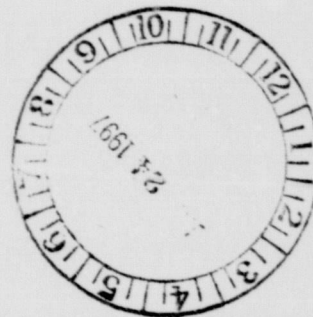
202-463-2000
TELEX 892603
FACSIMILE
202-861-0473

ERIKA Z. JONES
202-778-0642

January 24, 1997

VIA HAND DELIVERY

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

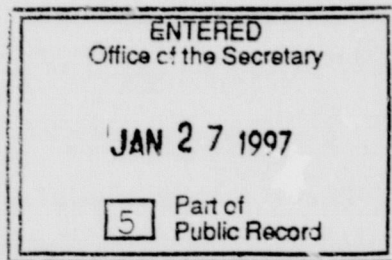


Re: Finance Docket No. 32760, Union Pacific Corp., et al. --
Control and Merger -- Southern Pacific Rail Corp., et al.

Dear Secretary Williams:

Enclosed for filing in the above-captioned proceeding are the original and twenty-five (25) copies of the Submission of The Burlington Northern and Santa Fe Railway Company on Implementation of the TUE Condition (BN/SF-78). Also enclosed is a 3.5-inch disk containing the text of this pleading in Wordperfect 5.1 format.

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



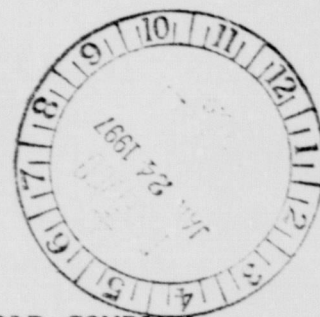
Sincerely,

Erika Z. Jones
Erika Z. Jones

Enclosures

cc: Arvid E. Roach II, Esq.
David L. Meyer, Esq.
John R. Molm, Esq.
William A. Mullins, Esq.
John H. LeSeur, Esq.
Christopher A. Mills, Esq.

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

SUBMISSION OF THE BURLINGTON NORTHERN
AND SANTA FE RAILWAY COMPANY ON
IMPLEMENTATION OF THE TUE CONDITION

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

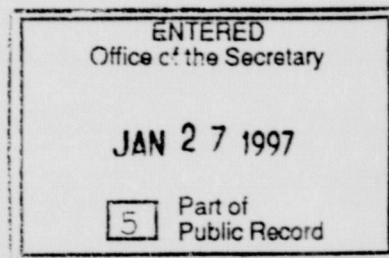
Erika Z. Jones
Adrian L. Steel, Jr.
Roy T. Englert, Jr.
Kathryn A. Kusske

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and

Burlington Northern Santa Fe
Corporation
1700 East Golf Road
Schaumburg, Illinois 60173
(847) 995-6000



Attorneys for The Burlington Northern and Santa Fe Railway Company

January 24, 1997

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

SUBMISSION OF THE BURLINGTON NORTHERN
AND SANTA FE RAILWAY COMPANY ON
IMPLEMENTATION OF THE TUE CONDITION

Pursuant to Decision No. 44 in this proceeding, The Burlington Northern and Santa Fe Railway Company ("BN/Santa Fe")^{1/} makes this submission concerning the implementation of the "TUE Condition" imposed by the Board as a condition to its approval of the UP/SP merger. That condition requires that the BNSF Agreement be amended to permit KCS and BN/Santa Fe to interchange TUE coal trains: (a) at Shreveport, for movement by BN/Santa Fe over SP's line between Shreveport and Tenaha; and (b) at Texarkana, for movement by BN/Santa Fe over UP's line between Texarkana and Longview. As required by the Board, the interested parties (UP/SP, BN/Santa Fe,

^{1/} The acronyms used herein for references to other parties are the same as those in Appendix B to Decision No. 44.

KCS, and TUE) have attempted to reach agreement upon the terms for the implementation of the condition, but they have been unable to do so. Accordingly, BN/Santa Fe is making this separate submission concerning the implementation of the TUE Condition.^{2/}

As set forth in the separate submission being filed by TUE on the implementation of the condition (TUE-20), there are four areas of disagreement between TUE and UP/SP concerning implementation of the TUE Condition. They are:

1. Directional running of TUE trains,
2. TUE participation in the selection of interchange facilities,
3. TUE Condition enforcement rights, and
4. Commodity limitations.

BN/Santa Fe is making this submission to set forth its agreement with TUE's position on the directional running of TUE trains. BN/Santa Fe takes no position with respect to the other three areas of disagreement between TUE and UP/SP.^{3/}

Discussion

The Board imposed the TUE Condition to permit KCS and BN/Santa Fe "to provide an efficient PRB joint-line movement into [TUE's] Martin Lake [plant] as an independent competitive alternative to

^{2/} In Decision No. 64 (served December 10, 1996), the deadline for the parties' submissions concerning the implementation of the TUE Condition was extended to January 24, 1997.

^{3/} Accordingly, BN/Santa Fe agrees with the proposed amendments to Section 6c of the BNSF Agreement and to Sections 2(a)(v) and 2(c) of the Houston Agreement set forth in the attachments to TUE's separate submission, but expresses no opinion as to the other proposed amendments to those agreements.

the single-line UP/SP routing." Decision No. 44 at 154. In the parties' negotiations, UP/SP has taken the position that BN/Santa Fe is not entitled to operate TUE's trains against the flow on the SP line between Shreveport and Tenaha and the UP line between Texarkana and Longview. For the reasons set forth in TUE's separate submission and below, UP/SP's position would significantly undercut the relief the Board granted to TUE.

The Board was aware that the CMA Agreement granted BN/Santa Fe additional trackage rights over the UP line in the Houston/St. Louis Corridor. TUE requested that the Board further amend the BNSF Agreement to permit KCS to interchange TUE trains at Shreveport with BN/Santa Fe, for movement by BN/Santa Fe over SP's line between Shreveport and Tenaha. Decision No. 44 at 58. The Board granted that condition but also expanded it to permit routings of TUE coal trains over UP's Houston/St. Louis line between Texarkana and Longview. In so doing, the Board noted that this additional routing would "facilitate" BN/Santa Fe's directional running of the trains. Id. at 186. Nothing in the Board's decision, however, mandates such directional running by BN/Santa Fe of TUE's trains in implementing the condition.^{4/}

^{4/} Moreover, both the BNSF agreement, as amended, and the CMA agreement, which were imposed as conditions to the Board's approval of the UP/SP merger, provide that BN/Santa Fe would have the discretion to run its trains on either line: BN/Santa Fe shall have "the right to move some or all of its traffic via its trackage rights over either the UP line or the SP line, at its discretion, for operating convenience." See BNSF agreement at Section 6c (as amended by the Second Supplemental Agreement), and CMA agreement at Section 10. Additionally, in submitting the final BNSF agreement and implementing agreements to the Board, UP/SP advised the Board

(continued...)

If the Board's express purpose of providing "an efficient PRB joint-line movement into Martin Lake" (id. at 154 (emphasis added)) is to be met, then TUE and BN/Santa Fe must have the flexibility to route the TUE trains in whatever manner is identified, after further study and examination, as the most economic and efficient routing. Otherwise, UP/SP will effectively be able to preclude what may well turn out to be the most efficient and economic routing by forbidding against-the-flow movements. UP/SP could thereby deprive TUE of the second independent and efficient PRB routing that the Board acted to preserve.

Moreover, as set forth in the Verified Statement of Ernest L. Hord submitted herewith as Attachment 1, no serious operational problems would be encountered if TUE and BN/Santa Fe determine that the most economic and efficient routing requires that the TUE trains be run against the flow on the Shreveport-Tenaha line or the Texarkana-Longview line. On both lines, there is sufficient capacity to handle the limited number of TUE trains that will be involved, and the sidings on each line are sufficient in number and length to enable the TUE trains to operate without interfering with the directional flow operations. In fact, UP/SP's own witness, R. Bradley King, has testified that "UP and SP have [had] a lot of experience with directional running" over several long segments of track (including two that involve trackage rights), and that the

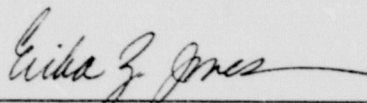
⁴/ (...continued)

that "BN/Santa Fe is authorized at its discretion to operate trains with the flow of UP/SP traffic over either the UP line or the SP line between Houston and both East St. Louis and Memphis." See UP/SP-266, at 4.

directional running of trains "works very well" for UP/SP. See
UP/SP-232, R.V.S. King at 17-18, 21.

Accordingly, BN/Santa Fe submits that the Board should adopt
the implementation terms as proposed in TUE's separate submission
relating to directional flow, so that BN/Santa Fe can have the
flexibility to provide TUE with a fully independent and efficient
second routing for its coal trains from the PRB.

Respectfully submitted,



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

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and

Burlington Northern Santa Fe
Corporation
1700 East Golf Road
Schaumburg, Illinois 60173
(847) 995-6000

Attorneys for The Burlington Northern and Santa Fe Railway Company
January 24, 1997

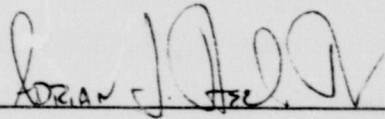
CERTIFICATE OF SERVICE

I hereby certify that copies of Submission of The Burlington Northern and Santa Fe Railway Company on Implementation of the TUE Condition (BN/SF-78) have been served this 24th day of January, 1997, by first-class mail, postage prepaid, or by a more expeditious manner on the following:

Arvid E. Roach II
David L. Meyer
Covington & Burling
1201 Pennsylvania Avenue, N.W.
P.O. Box 7566
Washington, D.C. 20044-7566

John R. Molm
William A. Mullins
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601 Pennsylvania Avenue, N.W.
Suite 640, North Building
Washington, D.C. 20004-2609

John H. LeSeur
Christopher A. Mills
Slover & Loftus
1224 17th Street, N.W.
Washington, D.C. 20036



BRIAN J. JTC

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

VERIFIED STATEMENT OF
ERNEST L. HORD

My name is Ernest L. Hord. I am employed by The Burlington Northern and Santa Fe Railway Company ("BN/Santa Fe") as Vice President Operations -- UP/SP Lines, with offices at 2650 Lou Menk Drive, Fort Worth, TX 76131. In that position, I am responsible for the implementation of BN/Santa Fe's operations on the Union Pacific/Southern Pacific ("UP/SP") lines over which BN/Santa Fe received trackage rights pursuant to its settlement agreement with UP/SP in Finance Docket No. 32760.

I am submitting this verified statement on behalf of BN/Santa Fe regarding the implementation of the condition imposed by the Surface Transportation Board ("STB") in Decision No. 44 in

this proceeding that requires that the trackage rights settlement agreement between BN/Santa Fe and UP/SP be amended to permit BN/Santa Fe and the Kansas City Southern Railway Company ("KCS") to interchange trains destined to and from the Martin Lake Generating Station of Texas Utilities Electric Company ("TUE"), near Tatum, TX (the "TUE Condition"). The STB required the establishment of interchanges (a) at Shreveport, LA for movement by BN/Santa Fe over SP's line between Shreveport and Tenaha, TX, and (b) at Texarkana, TX for movement by BN/Santa Fe over UP's line between Texarkana and Longview, TX. I have personally inspected and am familiar with both of those lines.

The purpose of this statement is to address certain operational objections raised by UP/SP with respect to the movement by BN/Santa Fe of both loaded and empty TUE coal trains over the routes described above. I understand that, as expressed in negotiations concerning the implementation of the TUE Condition, UP/SP's position is that BN/Santa Fe must move TUE coal trains southbound via Shreveport and Tenaha and northbound via Longview and Texarkana in order to operate these trains in a manner consistent with the planned "directional flow" of traffic over those lines once such flows commence. As explained below, from an operating/engineering standpoint, no serious difficulties would be encountered in operating these trains "against the flow" on either of the trackage rights line segments in issue.

I. DESCRIPTION OF BN/SANTA FE OPERATING
PLANS FOR TUE COAL TRAINS

The STB provided for two alternative BNSF/KCS routings for the movement of coal produced in the Powder River Basin ("PRB") to TUE's Martin Lake plant. One route is BNSF-Kansas City-KCS-Shreveport-BNSF (via Tenaha). The other is BNSF-Kansas City-KCS-Texarkana-BNSF (via Longview). As stated in BN/Santa Fe's Progress Report and Operating Plan submitted to the STB on October 1, 1996 (BNSF-PR-1, Exhibit A at 11), the Martin Lake unit coal trains will be handled as BN/Santa Fe local service between Texarkana and/or Shreveport and the plant.

UP/SP would prefer that BN/Santa Fe operate TUE coal trains using a third route, which is a combination of the two routes described above. UP/SP's preferred route involves the movement of loaded trains southbound on the SP line via Shreveport and Tenaha, and the movement of empty trains northbound on the UP line via Longview and Texarkana. This would enable the TUE trains to be operated entirely with the planned directional flow of through traffic on these lines.

BN/Santa Fe and TUE are still in the process of determining which route to use, and a decision as to which route is the most efficient and economical will be made before the TUE coal movements commence. At this point, BN/Santa Fe and TUE desire the flexibility to choose any of the cited routes.

II. OPERATING AGAINST THE DIRECTIONAL FLOW

BN/Santa Fe plans to operate two daily through trains in each direction between Houston and Memphis/East St. Louis using the trackage rights granted to it under its settlement agreement with UP/SP. See BNSF-PR-1, Exhibit A at 8-9. Initially, all BN/Santa Fe trains will operate exclusively on SP's line via Shreveport and Tenaha. When UP/SP begins directional train service in this corridor, which is currently expected to begin in early 1998, northbound BN/Santa Fe trains will, with the exception of local and switch moves, be shifted to UP's line via Longview and Texarkana.

I do not believe that BN/Santa Fe's operation of TUE coal trains "against the flow" over either the Shreveport-Tenaha line or the Texarkana-Longview line would present any serious operational problems given that relatively few trains are involved (about five train movements per week in each direction) and that these trains will operate over only a small fraction of the total trackage rights granted to BN/Santa Fe in the Houston-Memphis/East St. Louis corridor.

A. Shreveport-Tenaha

The Shreveport-Tenaha line segment represents only 54.5 miles of SP's approximately 557-mile line between Memphis and Houston over which BN/Santa Fe has been granted trackage rights. The loaded TUE trains would access the trackage rights at Shreveport en route to Tenaha, where they would leave the track-

age rights and return to BN/Santa Fe's existing line for further movement to the Martin Lake plant.

If both loaded and empty TUE coal trains operate via the Shreveport-Tenaha route, a total of ten trains (five loaded and five empty) would move over this route each week based on TUE's annual tonnage estimates. UP/SP has estimated that it will operate eight trains per day over this line. See UP/SP-24 (Operating Plan--Exhibit 13), at 382.

The 54.5-mile segment of this line between Shreveport and Tenaha has three sidings, each of which is well over a mile long (7684' to 8343') and is therefore sufficient to accommodate a unit coal train. The line is currently unsignaled, which is appropriate given its light traffic density.

Shreveport has been designated a "Home Terminal" for BN/Santa Fe crews, and TUE coal trains received from the KCS at Shreveport would thus operate over the trackage rights (indeed, all the way to the Martin Lake plant, a total distance of about 92.5 miles) without having to change crews. Empty trains would receive a fresh crew before leaving the power plant, and again would operate back to Shreveport before changing crews. Because the TUE trains are unit coal trains, there would be no need to stop en route on the SP line for switching except for emergencies such as an equipment defect detected by a hot box/dragging equipment detector.

Given these facts, TUE trains would be able to operate against the directional flow on the Shreveport-Tenaha line

segment without causing any problems. The total traffic volume expected on this line segment is light, including only five empty TUE trains per week (or less than one per day) that would operate northbound against the directional flow, and the siding capacity is sufficient to accommodate such infrequent train conflicts as may develop.

B. Texarkana-Longview

UP/SP's objections to BN/Santa Fe's operation of TUE coal trains against the directional flow appear to be directed primarily at the Texarkana-Longview line segment. In this regard, UP/SP has stated that the "undulating" nature of this line makes such operations problematic. In my opinion, UP/SP's concerns are unfounded, and no serious operational problems would arise in operating TUE coal trains against the flow on this line.

The Texarkana-Longview line is part of UP's main line between East St. Louis/Memphis and Houston via Little Rock, over which BN/Santa Fe has received trackage rights under the merger settlement agreement. The total distance between Memphis and Houston via this line is approximately 609 miles. Loaded TUE coal trains would access the trackage rights at Texarkana and operate approximately 85.5 miles "against the flow" to Longview, where they would return to BN/Santa Fe's existing line for delivery to the Martin Lake plant. The empty trains would return in the reverse direction, and would operate with the directional flow.

UP/SP has indicated that it plans to operate between 24 and 29 trains per day over the Longview-Texarkana segment. See UP/SP-24, at 380. This represents a decrease of 6 to 9 trains per day from 1994 actual levels. Id. BN/Santa Fe plans to operate two daily northbound trains over this line when UP/SP begin directional operations in the Houston-Memphis Corridor (see BNSF-PR-1, Exhibit A at 8-9), plus a total of ten weekly TUE coal trains (five in each direction) in local service if this route is selected for these trains. Again, only five (loaded) TUE trains would operate against the flow on this line per week, or less than one train per day.

Texarkana would be a crew change point for TUE trains. Thus, the loaded trains would stop and crews would be changed before the trains enter the trackage rights, and there would be no need to change crews again until the train reached the power plant. (The total distance between Texarkana and the Martin Lake plant via Longview is about 109 miles.) In the empty direction, a single crew would also operate between the plant and Texarkana, and the trains would leave the trackage rights before crews are changed.

UP's line between Texarkana and Longview is a busy line, but it is also a high-capacity line. It has a heavy-duty, well-maintained track structure similar to that of other UP lines that carry unit-train coal traffic. It is equipped with a Centralized Traffic Control System and has a total of ten passing tracks (all of which are at least a mile long, and seven of which

are a mile and a half or longer) operated with power switches. In addition, about 8.3 miles of the line from Longview northeastward toward Texarkana are double-tracked.

The "undulation" problem mentioned by UP/SP during the negotiations to implement the TUE Condition is, in my view, a red herring. I have personally inspected the Texarkana-Longview line segment, and I have also reviewed UP's track charts for this segment, which are attached to the Verified Statement of Ronald H. Dunn included in TUE's separate submission. The line has a few grades slightly in excess of 1% (the optimum for unit coal train operations), as well as several areas of contiguous rise and fall. However, with two or three exceptions, the areas where there is a change from an ascending to a descending grade (and vice versa) are more than a train-length long, which minimizes train handling problems. UP operates heavy-tonnage trains in this corridor without any significant problems caused by the line's profile so far as I am aware, and there is no reason why the addition of five loaded coal trains per week operating against the flow should cause any problems.

Given the Texarkana-Longview line's excellent physical condition and its high capacity, it should easily be able to accommodate five weekly TUE unit coal train movements a distance of only 85.5 miles "against the flow" without causing any significant delay or operational problems.

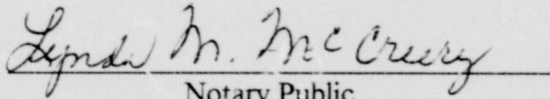
VERIFICATION

THE STATE OF TEXAS)
)
COUNTY OF TARRANT)

Ernest L. Hord, being duly sworn, deposes and says that he has read the foregoing statement, and that the contents thereof are true and correct to the best of his knowledge and belief.


Ernest L. Hord

Subscribed and sworn to before me on this 23rd day of January, 1997.


Notary Public

My Commission expires:

09/30/00



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October 2, 1996

VIA HAND DELIVERY

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

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

Dear Secretary Williams:

This is to advise you that the page numbers were inadvertently omitted from the index to Burlington Northern Railroad Company and The Atchison, Topeka And Santa Fe Railway Company ("BN/Santa Fe") Progress Report and Operating Plan that was filed with the Surface Transportation Board on October 1, 1996. Enclosed please find twenty replacement copies of the filing with a corrected index. Replacement courtesy copies have also been provided to parties on the restricted service list.

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

Sincerely,

Erika Z. Jones

Enclosures

ENTERED	
Office of the Secretary	
OCT 3 1996	
5	Part of Public Record

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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

BURLINGTON NORTHERN RAILROAD COMPANY AND
THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY'S
PROGRESS REPORT AND OPERATING PLAN

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

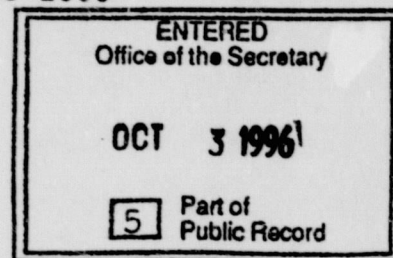
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Attorneys for Burlington Northern Railroad Company
and The Atchison, Topeka and Santa Fe Railway Company

October 1, 1996

BEFORE THE
SURFACE TRANSPORTATION BOARD



Finance Docket No. 32760

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

-- CONTROL AND MERGER --

SOUTHERN PACIFIC RAIL CORPORATION, SOUTHERN PACIFIC
TRANSPORTATION COMPANY, ST. LOUIS SOUTHWESTERN RAILWAY
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RIO GRANDE WESTERN RAILROAD COMPANY

BURLINGTON NORTHERN RAILROAD COMPANY AND
THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY'S
PROGRESS REPORT AND OPERATING PLAN

In Decision No. 44 in Finance Docket No. 32760, the Surface Transportation Board ("Board") conditionally approved the common control and merger of the rail carriers controlled by Union Pacific Corporation and the rail carriers controlled by Southern Pacific Rail Corporation. Union Pacific Corp., et al. -- Control and Merger -- Southern Pacific Rail Corp., et al., Fin. Dkt. No. 32760, Decision No. 44 (served Aug. 12, 1996). Among the conditions imposed by the Board in that decision were the terms of agreements giving Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company (collectively, "BN/Santa Fe")^{1/} access to shippers that faced a loss of one of two rail

^{1/} The acronyms used herein for references to other parties are the same as those in Appendix B to Decision No. 44.

options as a result of the UP/SP merger. The Board also directed BN/Santa Fe to "submit a progress report and an operating plan on or before October 1st of this year." Id. at 146-47. BN/Santa Fe is filing this Report pursuant to that directive in Decision No. 44.2/ .

The progress that will be described in Part I of this Report is the result of an ongoing, focused effort within BN/Santa Fe to make the most effective use of the trackage rights, line sales, and other rights BN/Santa Fe obtained by settlement agreements with UP/SP and by the Board's augmentation of those agreements. That effort will be led by a Task Force reporting to BN/Santa Fe's Senior Vice President and Chief of Staff. The sole purpose of the Task Force is to make the trackage rights and other conditions work as effectively as possible.

In Section A of Part I of this Report, BN/Santa Fe summarizes both its progress in implementing the conditions imposed by the Board in Decision No. 44 and its Operating Plan. As explained below, and as set forth in detail in the attached Verified Statement of Frank D. Clifton, BN/Santa Fe has developed a detailed, feasible, and highly efficient Operating Plan to implement service over the lines to which it has been granted access under the Board's decision.

2/ BN/Santa Fe is providing courtesy copies of this Report by mail on all parties on the restricted service list in Finance Docket No. 32760. In addition, BN/Santa Fe is sending notice to all other parties of record indicating that a copy of the Report is available from counsel upon request. Should the Board desire BN/Santa Fe to make this Report available in another manner, BN/Santa Fe is prepared to do so.

Section B of Part I summarizes the vigorous efforts to date of BN/Santa Fe personnel to market services to shippers to which BN/Santa Fe has gained access pursuant to Decision No. 44. These efforts, which are described more fully in the Verified Statement of Richard W. Brown, have already begun to bear fruit. BN/Santa Fe is eager to attract business from the shippers to which it has gained access as a result of Decision No. 44. It is also eager to use its newly acquired routes to increase its business with its existing shippers.

Although BN/Santa Fe has made substantial progress in realizing the Board's intent that service by BN/Santa Fe fully replace the competition lost to shippers as a result of the UP/SP merger, a number of challenges remain to the full accomplishment of the Board's intention to preserve vigorous competition. These challenges are discussed in Part II of this Report.^{3/}

First, Applicants' interpretation of the rights and obligations with respect to volume incentives under existing contracts, if sustained by the Board, would substantially hinder BN/Santa Fe's attempts to provide vigorous competition on the routes to which it has been granted access. BN/Santa Fe has been

^{3/} BN/Santa Fe has already set forth in detail its position on several of the challenges discussed in this filing. See Reply of Burlington Northern Railroad Company And The Atchison, Topeka And Santa Fe Railway Company To Applicants' Petition for Clarification (BN/SF-68); Reply of Burlington Northern Railroad Company And The Atchison, Topeka And Santa Fe Railway Company To The Petition Of The Texas Mexican Railway Company To Reopen Decision No. 44 (BN/SF-69); and Reply of Burlington Northern Railroad Company And The Atchison, Topeka And Santa Fe Railway Company To KCS's Petition To Reopen/Reconsider (BN/SF-70).

joined by numerous shippers in expressing concern about this point.4/

In addition, the Board's goals of preserving competitive options for shippers affected by the UP/SP merger and ensuring that BN/Santa Fe has a sufficient traffic base will be substantially impeded if the Applicants' proposed restrictions on new facilities and transload facilities are sustained by the Board.5/ And the

4/ Formal filings expressing concern that Applicants' position would defeat the purpose of the Board's contract reopener provision, and suggesting a variety of possible approaches to solve the problems, have been made not only by BN/Santa Fe but also by the Railroad Commission of Texas (RCT-8) and the following shippers or shipper organization: Geneva Steel (GS 3, GS-6); Entergy (ESI-27); Chemical Manufacturers Association (CMA-4); Glass Producers Transportation Council (GPTC-2); NIT League (NITL-21); Dow (DOW-29); Kennecott (KENN-22); Western Coal Traffic League (WCTL-25); Quantum Chemical Corp. (QCC-7); Society of the Plastics Industry (SPI-26); and Lower Colorado River Authority and City of Austin, Texas (LCRA-4). BN/Santa Fe does not agree with everything said in every one of these filings, but they certainly point out the existence and seriousness of a problem deserving the Board's attention. Less formal shipper support letters for BN/Santa Fe's position have been sent to the Board by the following shippers, among others: Albemarle Corp.; Aristech Chemical Corp.; Ashland Chemical; Badger Mining Corp.; Champion International Corp.; Chaparral Steel; Charles Emmons Pulpwood Co.; Chemical Lime Co.; Columbia Metals Co.; Consolidated Waste Industries; Coors Brewing Co.; Corning Inc.; DairyAmerica, Inc.; Desticon Transportation Services Inc.; DuPont Sourcing; Fairmount Minerals, Ltd.; Fina Oil & Chemical Co.; Franklin Industrial Minerals; Furman Lumber, Inc.; Georgia-Pacific Corp.; Glass Mtn. Pumice, Inc.; Grain Processing Corp.; GST Steel Co.; Hoechst Celanese Corp.; Holnam Inc.; American Honda Motor Co.; Incide Technologies, Inc.; International Reload Systems Ltd.; Jefferson Smurfit Corp.; L&R Timber Co.; LaRoche Industries Inc.; MFA Inc.; Monsanto; PlumCreek; Prince Manufacturing Co.; Quincy Soybean Co.; Rio Mountain Forest Products, LLC; Robertson Tie & Lumber Co.; Sebastiani Vineyards; Solvay Polymers; Sun Country Transportation, Inc.; Tg Soda Ash, Inc.; Union Carbide Corp.; United Salt Corp.; United States Gypsum Co.; U.S. Silica; Vanalco, Inc; and Witco Corp.

5/ Many of the same shippers who support BN/Santa Fe's position on the contract reopener condition support its position on
(continued...)

Board's purposes with respect to the UP/SP merger may be frustrated if the Board grants Tex Mex's Petition to Reopen, and thereby dilutes the traffic base available to BN/Santa Fe. Moreover, Lake Charles area shippers will be denied fully competitive service if the Board grants KCS's challenge to BN/Santa Fe access to those shippers.

Finally, although BN/Santa Fe will not provide details in this Report because the negotiations are ongoing, there are potentially serious obstacles to BN/Santa Fe's competitiveness as a result of positions that other carriers have taken in negotiations. UP/SP has taken positions in negotiations with respect to the I-5 Corridor on the West Coast that seriously threaten BN/Santa Fe's competitiveness there. In addition, since negotiations with Tex Mex to determine the basis on which traffic will be handled to Laredo are not yet finalized, there remain substantial uncertainties about BN/Santa Fe's ability to compete for traffic to Mexico over Laredo.

PART I

A. Summary of Implementation Progress and Operating Plan

This section summarizes BN/Santa Fe's progress in implementing the conditions imposed by the Board in Decision No. 44 and highlights certain key aspects of its plans for operations for the first full year following consummation of the UP/SP merger.

5/ (...continued)

transloads as well, as do other shippers, notably including International Paper Co. (IP-17).

(BN/Santa Fe's full Operating Plan and Progress Report are attached hereto as Exhibit A.)

For ease of presentation, this summary is organized into the following subject areas: line purchases, dispatching, preparation for direct BN/Santa train service, start-up interim haulage, and start-up of direct BN/Santa Fe service.

1. Line Purchases. BN/Santa Fe's purchases of the three UP/SP line segments set forth in the BN/Santa Fe Agreement are proceeding under the following schedule:

- * Dallas to Waxahachie, TX: The closing took place September 20, 1996.
- * Iowa Jct. to Avondale, LA: The closing is planned for no later than December 16, 1996.
- * Bieber to Keddie, CA: The closing is planned for no later than December 16, 1996.

2. Dispatching. BN/Santa Fe plans to implement the dispatching protocol required under the CMA Agreement on or before December 16, 1996.

BN/Santa Fe will assume direct dispatching control on each of the three purchased segments. Necessary notices to affected employees were issued the week of September 16, 1996.

Closing and control dates are planned to coincide as closely as possible under the following schedule:

- * Dallas to Waxahachie: Dispatching control from BN/Santa Fe's Fort Worth, TX Network Operations Center was assumed on September 21, 1996.
- * Iowa Jct. to Avondale: Dispatching control from Fort Worth is planned to immediately follow the closing, which is to occur no later than December 16, 1996.

- * Bieber to Keddie: Dispatching control from Fort Worth is also planned to immediately follow the closing, which is to occur no later than December 16, 1996.

3. Preparation for Direct BN/Santa Fe Train Service.

BN/Santa Fe supervisory personnel began qualification trips over UP and SP lines in August. These trips will enable operating supervisors to train and qualify train and engine personnel for each route prior to implementation of actual BN/Santa Fe train service. Qualification trips on all trackage rights lines, except the Central and I-5 Corridors, have been completed.

Qualification trips for acquired lines between Keddie and Bieber, CA, and between Iowa Jct. and Avondale, LA, will be completed in sufficient time to permit actual train operation by no later than December 16. The same is true for I-5 trackage rights operations between Keddie and Stockton, CA.

Appropriate notices were served by BN/Santa Fe on affected labor organizations on August 20, 1996, in accord with contract provisions.

Initially, BN/Santa Fe will reimburse UP/SP for supplying crews to operate BN/Santa Fe trains on the Central Corridor route. Specifically, an agreement has been reached with UP/SP that allows BN/Santa Fe to reimburse UP/SP for supplying crews to operate BN/Santa Fe trains between Denver, CO and Salt Lake City, UT for up to one year. After that, BN/Santa Fe will use its own crews between Denver and Salt Lake City. Between Salt Lake City and Stockton/Richmond, CA, BN/Santa Fe will continue to reimburse UP/SP for supplying crews to operate BN/Santa Fe trains until such time

as it becomes more efficient and economical to use BN/Santa Fe crews.

4. Interim Haulage. Initially, UP/SP will handle BN/Santa Fe traffic on an interim haulage basis, until direct BN/Santa Fe train service commences (described in section 5), as outlined below.

- * UP/SP began interim haulage for BN/Santa Fe traffic on all routes except the I-5 corridor on September 13, 1996.
- * Haulage on the I-5 route between Bieber and Stockton has not commenced pending resolution of issues concerning implementation of the BN/Santa Fe Agreement provision on proportional rates.
- * BN/Santa Fe traffic between Pine Bluff, AR and Little Rock, AR and between Houston, TX and Brownsville, TX will continue on a haulage basis, as direct train service is not currently planned.

5. Direct Train Service Start-Up. BN/Santa Fe plans to begin direct train service on its new routes as follows:

- * Between Temple and Kerr, TX, direct train service with BN/Santa Fe crews is planned to start on October 9, 1996. This service will extend to Houston as soon as traffic flows warrant.
- * Between Temple and San Antonio, TX, BN/Santa Fe direct service has been operating since January 15, 1996, under the terms of a settlement between BN/Santa Fe and SP in the BN/Santa Fe merger. This service will continue to operate on SP's line from Caldwell, TX via Flatonia, TX for a period of 90 days. On or about December 16, 1996, these trains will shift to the trackage rights lines via Smithville, TX.
- * Between San Antonio and Eagle Pass, TX, UP/SP will continue to move BN/Santa Fe traffic on a haulage basis for six months. Direct BN/Santa Fe train service will commence in March 1997.
- * Between Houston and Corpus Christi/Robstown, TX, direct train service using BN/Santa Fe crews is planned to start on October 9, 1996.
- * Between Houston, TX, Memphis, TN, and East St. Louis, IL, start-up of direct BN/Santa Fe train service is planned

to commence no later than December 16, 1996. This service will be structured to provide continuing connections over Illinois gateways to the Northeast.

- * Between Houston and New Orleans, LA, start-up of direct BN/Santa Fe train service will commence immediately following closing on the Iowa Jct.-Avondale segment purchase and is planned for no later than December 16.
- * Between Denver and Stockton/Richmond, direct BN/Santa Fe train service is planned to start on October 10, 1996.
- * Between Bieber and Stockton/Richmond, start-up of direct BN/Santa Fe train service will commence following closing on the Bieber to Keddie segment purchase, currently planned for no later than December 16, 1996.

As reflected in this summary of implementation progress and the Operating Plan, and as further supplemented in greater detail in the Operating Plan itself and the Verified Statement of Frank D. Clifton, BN/Santa Fe has developed a detailed, feasible, and highly efficient Operating Plan to implement service over the lines to which it has been granted access under the Board's decision. Most importantly, with respect to trackage rights operations over the key corridors previously identified by the Board -- between Houston and New Orleans, between Houston and Memphis and in the Central Corridor -- BN/Santa Fe's Operating Plan shows that such operations are planned to be in place by December 16, 1996, just over three months' time from the effective date of Decision No. 44. Decision No. 44, at 146 n.178.

As volumes grow and traffic develops, additional train service beyond that reflected in the Operating Plan will be made available to shippers on each of the corridors. Further, as demonstrated by the through train schedules contained in the Appendix to the

Operating Plan, BN/Santa Fe direct train service as implemented will offer competitive schedules on each of the new routes.

B. Summary of Marketing Efforts

Attached is the Verified Statement of Richard W. Brown, which explains the successes that BN/Santa Fe has already -- less than three weeks after the merger of UP and SP -- had in marketing its services utilizing the rights granted in Decision No. 44. As Mr. Brown explains, BN/Santa Fe has already moved substantial volumes of a variety of commodities to several different destinations covered by the trackage and other rights granted in Decision No. 44. In addition, BN/Santa Fe has published tariff rates that are highly competitive with UP's rates to move certain commodities (particularly agricultural commodities). BN/Santa Fe is moving, has commitments to move, or is confident that at harvest time it will move substantial volumes of these commodities. Destinations reached or to be reached by these commodities include Salt Lake City, UT, in the Central Corridor; New Orleans, LA; various points in Texas, including Corpus Christi; the San Joaquin Valley of California, reached via the Central Corridor; and Ontario, CA.

Mr. Brown's Verified Statement notes that some of the traffic that BN/Santa Fe has already moved, in the earliest days of its new rights, is traffic that formerly moved by other modes of transportation (truck and pipeline). BN/Santa Fe's success in diverting this traffic almost instantaneously back onto the rail

system should help to show other potential customers the advantages that BN/Santa Fe can offer.

As Mr. Brown also explains, BN/Santa Fe has contacted more than 400 of the nearly 600 customers who (to BN/Santa Fe's knowledge) were formerly served by UP and SP and no other railroad. BN/Santa Fe has made offerings or bids to the customers who actually control substantially more than half of the total traffic of this group (more than 150,000 carloads/year).

As Mr. Brown explains, by moving traffic from existing customers to new destinations, by hiring new marketing personnel, and by publishing a large number of rate authorities, BN/Santa Fe is demonstrating its commitment and ability to serve such customers, and BN/Santa Fe is confident that customers will recognize that BN/Santa Fe can be competitive with UP/SP everywhere it has new rights.

PART II

Potential Challenges to BN/Santa Fe's Full Achievement Of The Board's Intent

In Decision No. 44, the Board imposed a number of conditions aimed at addressing specific competitive problems that would result from the merger of UP and SP and/or ensuring that BN/Santa Fe would have a sufficient traffic base to operate competitively under the trackage rights it was to receive. The Board found that each of these conditions is necessary to eliminate the competitive problems caused by the merger. As noted in the Operating Plan, BN/Santa Fe is acting to ensure that it is an effective competitive alternative

clarification because of the risk that the Board's intent could be thwarted by an overly narrow, anticompetitive interpretation.^{8/}

Applicants have indicated their intent to give an inappropriately narrow interpretation to those terms -- specifically, by denying that Decision No. 44 requires them to modify volume incentives (including minimum-volume penalties) in current contracts. UP/SP-280 at 6-7, 11-13. As a result, in many cases BN/Santa Fe might not have any realistic possibility of matching the value of those incentives in bidding for only half the volume of the current contracts. Similarly, Applicants have indicated that they believe it is permissible for them to modify the contract terms covering the 50% of a shipper's volume that (they would say) need not be opened to BN/Santa Fe, offering aggregated concessions of a value that BN/Santa Fe could not match on only half the volume. UP/SP-280 at 13. Such tactics, to which BN/Santa Fe could not reasonably respond, would effectively render BN/Santa Fe's "immediate[]" access worthless and of no practical value in hastening competition.

Accordingly, BN/Santa Fe, the Railroad Commission of Texas, and various shippers (e.g., Geneva Steel) have asked the Board to clarify the contract reopener condition. Specifically, BN/Santa Fe

^{8/} As noted in Brown V.S., because Lake Charles, Westlake, and West Lake Charles, LA, are not defined as 2-to-1 points, it is not clear that the literal terms of the contract reopener condition apply to the Lake Charles area shippers. Logically, however, the same competition-protective and density rationales for the contract reopener condition that apply at 2-to-1 points apply as well in the Lake Charles area. The contract reopener provision therefore should apply in the Lake Charles area, and the Board should so clarify.

to the UP/SP system. However, Applicants and other parties have taken actions or positions that threaten to undermine the Board's decision.^{6/}

1. Contract Reopener

In Decision No. 44, the Board conditioned the merger on a contract reopener provision, stating that, "immediately upon consummation of the merger, applicants must modify any contracts with shippers at 2-to-1 points * * * to allow BNSF access to at least 50% of the volume (p. 146)."^{7/} This condition was found to be necessary for BN/Santa Fe to generate the needed density for it to serve as a competitive alternative to UP/SP. As discussed in BN/SF-65, this aspect of the Board's order -- particularly the terms "immediately," "at least," and "access" -- requires

^{6/} In addition to the four points discussed below, we note that there is some lingering uncertainty over whether certain particular shippers are "2-to-1" shippers, which BN/Santa Fe will have to ask the Board to resolve if agreement cannot be reached with UP/SP (see Brown V.S. at 8-9); and that, as mentioned above and in the Brown Verified Statement (at 9-10), ongoing negotiations with UP/SP and with Tex Mex (joined by KCS) give BN/Santa Fe concern about the willingness of those carriers to provide the level of cooperation necessary for the Board's pro-competitive intent to be realized on the I-5 Corridor and at the Laredo gateway to Mexico. BN/Santa Fe will continue to try to resolve these issues through negotiation but may be compelled to seek action from the Board if negotiations do not yield a pro-competitive result.

^{7/} See also id. at 106 (requiring "that applicants expand Paragraph 3 of the CMA agreement to make immediately available to BNSF at least 50% of the volume under contract at 2-to-1 points on all of the BNSF trackage rights (not limited to just Texas and Louisiana)").

requested that the Board clarify that condition to state that Applicants must open 100% of contract volumes in the relevant corridors and points to competition from BN/Santa Fe. In the alternative, and as a less effective alternative, BN/Santa Fe asked the Board to clarify the condition to state: first, that all volume incentives (whether discounts or penalties) on contracts that must be opened under the Board's condition must be removed or prorated to 50% volumes, at the shipper's option; second, that if Applicants offer to modify any of the terms of a contract with a 2-to-1 shipper (such as offering to lower rates on volumes remaining closed as well as on volumes opened to BN/Santa Fe in compliance with the Board's order), then the shipper must be permitted to solicit a competitive bid from BN/Santa Fe on all volumes to which Applicants' offer to modify applies; and third, that shippers -- not Applicants -- are entitled to choose and to designate (on a shipper-by-shipper, contract-by-contract basis) the 50% of their traffic that is open to BN/Santa Fe competition, if in fact no more than 50% of the traffic is to be open.

The Railroad Commission of Texas, in RCT-8, suggested that the Board mandate that all contracts at 2-to-1 points be open to new competitive bidding between UP/SP and BN/Santa Fe at the outset. As pointed out by the Railroad Commission, without a clarification, the contract reopener condition is unworkable.

There is real-world evidence that the contract reopener provision will not achieve its intended result unless the Board clarifies that UP/SP may not insist on applying volume incentive

provisions exactly as written or use other tactics that deny shippers any practical opportunity to benefit by shipping 50% (or more) of their contract volumes on BN/Santa Fe. In addition to the outpouring of shipper support cited in note 4, supra, we invite the Board's attention to the very real example given by the Lower Colorado River Authority in LCRA-4, filed on September 23, 1996. (Because LCRA-4 is highly confidential, we do not discuss the particular facts here.) Applicants are entirely wrong in saying that "BNSF offers not a shred of evidence that the supposed problems it hypothesizes have any existence in the real world." UP/SP-280 at 14.

It is quite troubling that Applicants, in response to BN/Santa Fe's and others' petitions for clarification, maintain that it is "outrageous" to suggest that volume discounts cannot remain in place unmodified if the Board's contract reopener condition is to be meaningful. UP/SP-280 at 6-7, 11-12, 17; Shattuck V.S. at 5. Applicants cannot possibly deny that such volume discounts constitute an extremely powerful disincentive to shippers who would otherwise be eager to shift substantial volume to BN/Santa Fe in accordance with the Board's intent. Yet they complain about how uneconomical it would be for UP/SP to carry lesser volumes than those it intended to carry when it negotiated a contract at the negotiated rate. That there might be some short-term revenue loss to UP/SP from the Board's contract reopener condition is undeniable; but the Board must act in order to ensure that the contract reopener condition is meaningful.

Similarly, it is surprising that Applicants resist so strongly BN/Santa Fe's reasonable point that, if UP/SP tries to retain shipper loyalty by offering to sweeten an existing contract, BN/Santa Fe must be allowed to match the sweetener without being hampered by a 50% limitation. UP/SP-280 at 12-13. Again, UP/SP has available to it a tactic that could easily circumvent the Board's clear intent in imposing the 50% contract reopener condition, and the Board should make it clear that UP/SP may not use that tactic.

What is most disturbing of all is UP/SP's contention, newly unveiled in UP/SP-280, that "UP/SP can opt to release 100% of the traffic if a shipper seeks to hold UP/SP to service or rate commitments that are economically unsustainable as applied to the 50% of the traffic that the shipper wishes to leave under the contract. The decision should be UP/SP's alone." UP/SP-280 at 11. In other words, in addition to the tactics that BN/Santa Fe and shippers identified that UP/SP might use to deter shippers from giving BN/Santa Fe 50% of the volume under contract, as the Board intended shippers to be able to do, UP/SP has come up with -- and publicly threatened to use -- another tactic that BN/Santa Fe and shippers had not mentioned. If a shipper tries to take advantage of the Board's condition and use BN/Santa Fe, UP/SP will claim the right not to live up to its existing contract and will force the shipper to renegotiate without the benefit of rates it previously bargained for with UP or SP. A more powerful disincentive is difficult to imagine. This is outright intimidation of shippers.

The Board should make clear that none of the UP/SP tactics to deter shippers from choosing BN/Santa Fe is consistent with the intent of the contract reopener condition. As we have previously observed, all of these problems go away if the Board simply clarifies that 100% of the contract volumes must be opened to BN/Santa Fe competition (with the shipper able to retain its existing contract with UP/SP in the event that BN/Santa Fe does not successfully compete for some or all of the business). In the alternative, the Board should clarify the contract reopener provision in the other ways suggested in BN/SF-65.

2. Transloads/New Facilities

In order to protect both the direct and indirect benefits that shippers derived from the competition between UP and SP, and in order to address specific concerns raised by numerous parties, including NITL, SPI, KCS, Conrail, DOJ, DOT and USDA, the Board mandated that Applicants must grant BN/Santa Fe "the right to serve new facilities [including transload facilities] on both SP-owned and UP-owned tracks over which BNSF will receive trackage rights" under the BN/Santa Fe Agreement. Decision No. 44, at 145-46. The Board then reiterated that BN/Santa Fe or third parties should be allowed "to locate transloading facilities anywhere on the lines where BNSF will receive trackage rights." Id. at 124 (emphasis added).

On August 29, 1996, Applicants filed a Petition for Clarification (UP/SP-275) in which they asserted that the Board should "clarify" BN/Santa Fe's right to serve new transload

facilities. The Applicants urged an interpretation that the condition is solely for the purpose of enabling BN/Santa Fe to handle traffic transloaded from or to points on the other merging carrier's line (i.e., on the line on which BN/Santa Fe does not have trackage rights). The Applicants also proposed in their Petition that BN/Santa Fe's right to serve new facilities on BN/Santa Fe's trackage rights lines should not apply to certain UP lines where BN/Santa Fe's access is allegedly not needed to preserve competition or was granted solely for operational convenience.

As discussed in BN/SF-68, Applicants are seeking to avoid the unambiguous language respecting the Board's condition by ascribing an artificially narrow purpose to the Board's decision to expand the new facilities provision contained in the CMA agreement to include UP-owned lines and new transload facilities. For instance, as to transloads, they assert that the Board required the expansion of the provision solely in order to address situations where a shipper on the line over which BN/Santa Fe has no access would lose the competitive benefit of an existing transload option as the result of the UP/SP merger. UP/SP-275 at 2. That is not so. The Board gave no indication that it intended to abandon shippers on the BN/Santa Fe trackage rights lines that previously had the ability to threaten or develop transloads or new facilities on the parallel UP or SP route.^{9/} To the contrary, the Board noted that

^{9/} Specific examples of shippers that would lose competitive options under the Applicants' proposed restriction are included in
(continued...)

it intended to address these shippers' loss of acknowledged "competitive leverage" (Decision No. 44, at 106), and "preserve [the] competition" that shippers otherwise would lose by authorizing BN/Santa Fe or third parties "to locate transloading facilities anywhere on the lines where BNSF will receive trackage rights." Id. at 124.

Similarly, the Applicants' effort to limit BN/Santa Fe's right to serve new facilities on certain UP lines would undermine BN/Santa Fe's competitiveness. In making this argument, the Applicants overlooked the plain language of the Board's decision. The Board identified one of the principal purposes of the new facilities condition as ensuring that BN/Santa Fe has a sufficient traffic base to compete effectively. Decision No. 44, at 133.

Moreover, the clear line that, the Applicants profess, separates "competitive" trackage rights from "operating convenience" trackage rights is illusory. All of the trackage rights that BN/Santa Fe received were granted for the purpose of

2/(...continued)

recent filings with the Board. For instance, as set forth in SPP-18, Sierra Pacific Power's North Valmy plant is dependent on coal from mines in Colorado and Utah, and it has benefited from the ability of mines located on or near SP lines to truck their coal to existing or potential transload facilities on UP lines in the Central Corridor. As SPP notes, that option will be eliminated if Applicants' restriction is adopted since BN/Santa Fe does not have trackage rights on the UP lines. See SPP-18 at 5-6. Similarly, International Paper described how its plant at Nacogdoches, TX, which is located on an SP line over which BN/Santa Fe has received trackage rights, will lose a viable transload option to a UP line over which BN/Santa Fe will not operate under the Applicants' proposed restriction. IP-17 at 3-4.

enabling BN/Santa Fe to compete, even if the reason why BN/Santa Fe would not be competitive without those lines is "operational."

Further, the Applicants' claim that there would be no loss of competition on the UP lines is incorrect. As Mr. Brown explained in his Verified Statement attached to BN/SF-68, shippers on SP lines would lose not only their existing transload options to the UP lines, but also their existing new facilities options, if the Applicants' proposed restrictions are adopted.

Thus, the Applicants' effort to narrow the unambiguous language of Decision No. 44 granting BN/Santa Fe the right to serve all new facilities, including transload facilities, on any UP-owned or SP-owned line over which B. Santa Fe is to receive trackage rights threatens to undermine the competitive effectiveness of BN/Santa Fe. Access to all such new facilities is needed not only to preserve existing competition but also to ensure that BN/Santa Fe has a sufficient traffic base on each of its trackage rights lines to provide competitive service effectively and efficiently.

3. Mexico Issues

In Decision No. 44, the Board awarded extensive trackage rights to Tex Mex -- effectively overlaying Tex Mex as a third carrier on the Beaumont-Houston-Robstown/Corpus Christi line where only two carriers previously operated. Decision No. 44, at 149.

Tex Mex filed a Petition to Reopen (TM-44) in which it asserted that the Board should have also allowed Tex Mex to serve as a third carrier for traffic heading north from Houston and other points served by UP/SP and BN/Santa Fe. BN/Santa Fe has requested

that the Board deny Tex Mex's Petition (BN/SF-69), arguing that the additional rights sought by Tex Mex would undermine the competitive strength of BN/Santa Fe by diluting the available traffic base.

In Decision No. 44, the Board recognized that, by means of the trackage rights giving BN/Santa Fe access to Laredo (in partnership with Tex Mex), which were negotiated voluntarily, BN/Santa Fe would be able to provide a complete competitive replacement for SP -- indeed, a competitive improvement. E.g., Decision No. 44, at 103, 124, 148, 157, 163.

As discussed in BN/SF-69, once the competition that would be lost through a merger has been replaced, there is no room for other carriers to insist that more or better competition would ensue if alternative or additional conditions were imposed. See, e.g., Union Pacific Corp., et al. -- Control -- Missouri Pacific Corp., et al., 366 I.C.C. 459, 562-563 (1982); Union Pacific Corp. -- Control -- Missouri-Kansas-Texas R.R., 4 I.C.C.2d 409, 458, 461-463 (1988). The Board in this case has already determined that the proper "narrow tailoring" of its grant of Tex Mex trackage rights requires a focus on Mexico-bound traffic and that it is only with respect to such traffic that there exists a competitive problem requiring the imposition of an involuntary condition.

The expanded trackage rights that Tex Mex now requests fall short of meeting the Board's criteria for imposing involuntary conditions. Rather, the expanded Tex Mex trackage rights would "risk diluting the traffic base for all the competitors and jeopardizing the success" of the principal competitor to "the

merged system" in this corridor. Santa Fe Southern Pacific Corp.
-- Control -- Southern Pacific Transportation Co., 2 I.C.C.2d 709,
827 (1986).

BN/Santa Fe has been working with Tex Mex to negotiate terms and a neutral division arrangement for rates on traffic interchanged at Robstown between the two carriers, to assure the continuation of vigorous competition for Mexico-bound traffic moving via the Laredo gateway. Unfortunately, as of the date of this Report, BN/Santa Fe has been unable to reach agreement with Tex Mex on terms that will permit BN/Santa Fe to offer Laredo service to shippers in a manner that is fully competitive with the newly merged UP/SP. At present, it appears that Tex Mex intends to establish rates that will favor traffic interchanged with its affiliate, KCS, rather than rates that will ensure vigorous competition for Laredo-bound traffic for the benefit of shippers. BN/Santa Fe will continue to work with Tex Mex to establish terms that will allow such competition, and will, if necessary, ask the Board to intervene as appropriate to assure viable competition for Mexico-bound traffic through the rights that were granted by the Board.

4. Access to Lake Charles Area Shippers

In a Petition to Reopen/Reconsider filed on September 3, 1996 (KCS-65), KCS asserted that the Board should not have granted BN/Santa Fe access to Lake Charles area shippers as a condition to the merger and should not have expanded on that access in Decision No. 44. Specifically, KCS asserted that the Board "inadvertently"

violated longstanding precedent on the imposition of merger-related conditions when it imposed ¶ 8 of the CMA Agreement as a condition to its approval of the proposed UP/SP merger. KCS also asserted that UP lacked the contractual authority to grant BN/Santa Fe access to Lake Charles, LA area shippers over certain KCS/SP joint trackage and that a terminal trackage rights application under 49 U.S.C. § 11102 (formerly § 11103) is required in order for BN/Santa Fe to access that trackage. As established in BN/SF-70, however, KCS's arguments are without merit and untimely.

Initially, KCS has based its argument that the Board improperly imposed ¶ 8 of the CMA Agreement as a condition of merger approval on the premise that the Board was acting to impose an involuntary condition on the Applicants. As the Board is well aware, however, the CMA Agreement was submitted to the Board as a settlement agreement between the Applicants and other parties to the proceeding. Thus, the CMA Agreement did not need to satisfy the criteria for the imposition of involuntary conditions. Rather, the Board properly evaluated the CMA Agreement under the public interest standard applied in prior decisions to voluntary settlements and found that, as modified by the Board, it met that standard.

Further, KCS has misstated the rationale behind the Board's decision to remove the geographic route restrictions that were a part of the Lake Charles area access provision. Contrary to KCS's assertion, those restrictions were not removed by the Board in order to provide BN/Santa Fe with additional storage-in-transit

yard ("SIT") capacity, but rather they were removed to ensure that BN/Santa Fe could fully compete for traffic from plastics shippers in the Lake Charles area who use SIT for much of their traffic without knowing at the time their cars are put into storage what the cars' final destination will be.

Moreover, while a terminal trackage rights application could have been filed to secure the Board's approval for BN/Santa Fe's access to the joint trackage at issue had KCS raised its concern about UP/SP's contractual authority to grant such access to BN/Santa Fe in a timely manner, such an application is not necessary under the former 49 U.S.C. § 11341(a) (now § 11321(a)). As the Board recognized in Decision No. 44, the immunity provision of Section 11341(a) would override any restrictions requiring KCS's consent to BN/Santa Fe access that may be contained in the underlying contractual documents. Decision No. 44, at 169-70.

Finally, KCS could have -- and should have--- raised many of the concerns it now raises several months ago. For example, KCS was aware of UP/SP's grant of access to BN/Santa Fe to Lake Charles area shippers as far back as April 19, 1996; yet it waited for more than 3½ months to raise its concerns about that access with the Board. The Board's rules do not permit KCS to raise those concerns at this late date in an effort to prevent BN/Santa Fe from competing at Lake Charles in accordance with the Board's decision.

CONCLUSION

BN/Santa Fe is off to a fast start in implementing the rights the Board granted in Decision No. 44. It has developed a feasible

and highly efficient Operating Plan, and it is already marketing its services to 2-to-1 shippers and carrying substantial traffic to new destinations using its rights. BN/Santa Fe will continue to pursue aggressively its efforts to compete for traffic and to resist obstacles to the goal of effective competition, such as UP/SP's position on the contract reopener provision and on transloads. BN/Santa Fe hopes that the Board will remain vigilant, as it has been throughout this case, to prevent other parties from inappropriately obstructing BN/Santa Fe's ability to provide competitive service to shippers.

Respectfully submitted,

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October 1, 1996

EXHIBIT A

**BURLINGTON NORTHERN/SANTA FE'S
PROGRESS REPORT AND OPERATING PLAN**

October 1, 1996

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I. INTRODUCTION

This document sets forth BN/Santa Fe's Progress Report and Operating Plan which are being submitted pursuant to the Board's directive in Decision No. 44.

The Progress Report, which is presented in Section II, discusses BN/Santa Fe's progress to date on implementation of the rights and access granted to BN/Santa Fe pursuant to the BNSF Agreement. It will also describe events planned to take place before the end of 1996.

The Operating Plan, which is presented in Section III, details the train service BN/Santa Fe plans to operate by the end of the first full year following consummation of the UP/SP merger. The Operating Plan is divided into two geographic regions -- the Gulf Region and the Central Region. Train service details are provided for each corridor within a region. Support operations and personnel requirements are aggregated at the regional level.

II. IMPLEMENTATION PROGRESS REPORT

1. Line Purchases.

BN/Santa Fe's purchase of the three UP/SP line segments set forth in the BNSF Agreement is proceeding under the following schedule:

- * Dallas to Waxahachie, TX: The closing took place on September 20, 1996.
- * Iowa Jct. to Avondale, LA: The closing is planned for no later than December 16, 1996.

- * Bieber to Keddie, CA: The closing is planned for no later than December 16, 1996.

2. Dispatching. BN/Santa Fe plans to implement the dispatching protocol required under the CMA Agreement on or before December 16, 1996.

BN/Santa Fe will assume direct dispatching control on each of the three purchased segments. Necessary notices to affected employees were issued during the week of September 16, 1996.

Closing and control dates are planned to coincide as closely as possible under the following schedule:

- * Dallas to Waxahachie: Dispatching control from BN/Santa Fe's Fort Worth, TX Network Operations Center was assumed on September 21, 1996.
- * Iowa Jct. to Avondale: Dispatching control from Fort Worth is planned to immediately follow the closing, which is to occur no later than December 16, 1996.
- * Bieber to Keddie: Dispatching control from Fort Worth is also planned to immediately follow the closing, which is to occur no later than December 16, 1996.

3. Preparation for Direct BN/Santa Fe Train Service.

BN/Santa Fe supervisory personnel began qualification trips over UP and SP lines in August. These trips will enable operating supervisors to train and qualify train and engine personnel for each route prior to implementation of actual BN/Santa Fe train service. Qualification trips on all trackage rights lines, except the Central and I-5 Corridors, have been completed.

Qualification trips for acquired lines between Keddie and Bieber, CA and between Iowa Jct. and Avondale, LA will be completed in sufficient time to permit actual train operation by

no later than December 16. The same is true for I-5 trackage rights operations between Keddie and Stockton, CA.

Appropriate notices were served by BN/Santa Fe on affected labor organizations on August 20, 1996, in accord with contract provisions.

Initially, BN/Santa Fe will reimburse UP/SP for supplying crews to operate BN/Santa Fe trains on the Central Corridor route. Specifically, an agreement has been reached with UP/SP that allows BN/Santa Fe to reimburse UP/SP for supplying crews to operate BN/Santa Fe trains between Denver, CO and Salt Lake City, UT for up to one year. After that, BN/Santa Fe will use its own crews between Denver and Salt Lake City. Between Salt Lake City and Stockton/Richmond, CA, BN/Santa Fe will continue to reimburse UP/SP for supplying crews to operate BN/Santa Fe trains until such time as it becomes more efficient and economical to use BN/Santa Fe crews.

4. Start-up Interim Haulage. UP/SP will handle BN/Santa Fe traffic on a start-up interim haulage basis, until the direct BN/Santa Fe train service commences (described in section 5), as outlined below.

- * UP/SP began interim haulage for BN/Santa Fe traffic on all routes, except the I-5 Corridor, on September 13, 1996.
- * Haulage on the I-5 route between Bieber and Stockton will commence following implementation of the BNSF Agreement provision on proportional rates.
- * BN/Santa Fe traffic between Pine Bluff, AR and Little Rock, AR and between Houston, TX and Brownsville, TX will continue on a haulage basis, as direct train service is not now planned.

5. Direct Train Service Start-Up. BN/Santa Fe plans to begin direct train service on its new routes as follows:

- * Between Temple and Kerr, TX, direct train service with BN/Santa Fe crews is planned to start on October 9, 1996. This service will extend to Houston as soon as traffic flows warrant.
- * Between Temple and San Antonio, TX, BN/Santa Fe direct service has been operating since January 15, 1996, under the terms of a settlement between BN/Santa Fe and SP in the BN/Santa Fe merger. This service will continue to operate on SP's line from Caldwell, TX via Flatonia, TX for a period of 90 days. On or about December 16, 1996, these trains will shift to the trackage rights lines via Smithville, TX.
- * Between San Antonio and Eagle Pass, TX, UP/SP will continue to move BN/Santa Fe traffic on a haulage basis for six months. Direct BN/Santa Fe train service will commence in March 1997.
- * Between Houston and Corpus Christi/Robstown, TX, direct train service using BN/Santa Fe crews is planned to start on October 9, 1996.
- * Between Houston, Memphis, TN, and East St. Louis, IL, start-up of direct BN/Santa Fe train service is planned to commence no later than December 16, 1996. This service will be structured to provide continuing connections over Illinois gateways to the Northeast.
- * Between Houston and New Orleans, LA, start-up of direct BN/Santa Fe train service will commence immediately following closing on the Iowa Jct.-Avondale segment purchase and is planned for no later than December 16.
- * Between Denver and Stockton/Richmond, direct BN/Santa Fe train service is planned to start on October 10, 1996.
- * Between Bieber and Stockton/Richmond, start-up of direct BN/Santa Fe train service will commence following closing on the Bieber to Keddie segment purchase, currently planned for no later than December 16, 1996.

6. Marketing Discussion. Information concerning shippers, contracts and tariffs, and other items that outline BN/Santa Fe's marketplace activity is presented in the Verified Statement of Richard W. Brown as part of this submission.

III. BN/SANTA FE OPERATING PLAN

A. GULF REGION

1. Houston-New Orleans. This corridor and its train crew districts are depicted by Figure 1.

a. Through Train Service. Three daily through trains, in each direction, are planned to serve this corridor.

- * Trains M-HOUNEO and M-NEOHOU will operate between Houston and New Orleans starting on or about December 16, 1996. Eastbound, the train will set out in Beaumont, TX and will set out and pick up in Lafayette, LA. It will be blocked in Lafayette for New Orleans connections. Westbound, the train will set out and pick up in Lafayette and pick up westbound traffic in Beaumont.
- * Trains M-TEMNEO and M-NEOTEM will operate between Temple and New Orleans starting in the first quarter of 1997. These trains will run via Silsbee, TX. Both will set out and pick up in Beaumont and Lafayette.
- * Trains Q-LOSAVO and Q-AVOLOS will be dedicated international intermodal trains between Los Angeles, CA and New Orleans starting about August 1997. These trains will originate/terminate in the Westwego intermodal facility and will bypass Houston running via Silsbee and Temple. Western intermodal traffic, for other than Los Angeles, will be marshalled at Clovis, N.M.

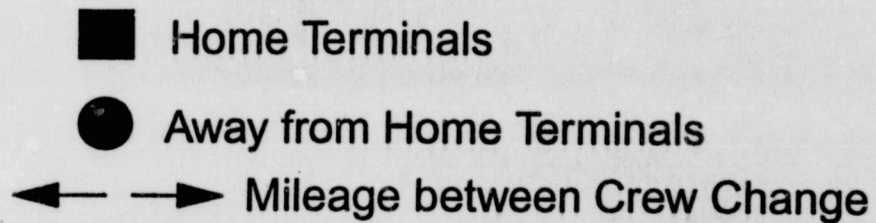
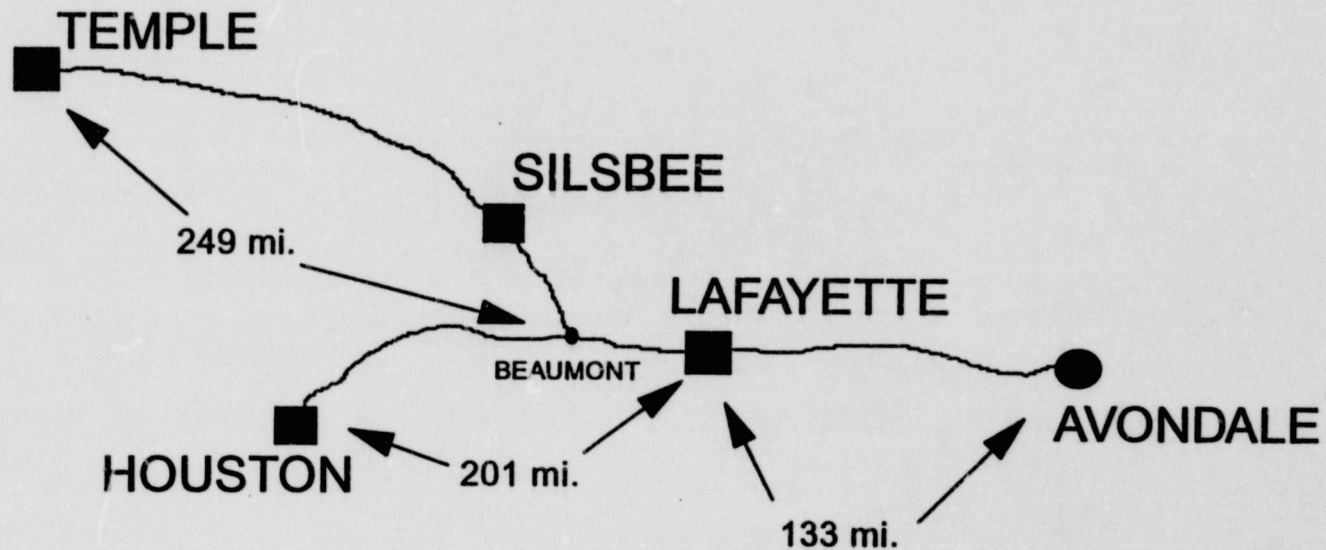
Schedule outlines for these trains are contained in the Operating Plan Appendix.

b. Local Train Service.

- * BN/Santa Fe local service will operate between Lafayette and Avondale three times weekly in each direction. This local will commence operation following

GULF

Figure 1



closing on the line segment planned for no later than December 16, 1996. The train will handle Louisiana & Delta Railroad ("L&D") interchange at Schriever, LA and New Iberia, LA.

- * A daily turnaround local will run between Beaumont and Lake Charles, LA to haul Lake Charles and Orange, TX traffic starting no later than December 16, 1996. The schedule for this local is contained in the Appendix as Train L-BEALKC.
- * A daily turnaround local will run between Houston and the Dayton, TX storage yard handling BN/Santa Fe Baytown Branch traffic and storage yard plastics. The schedule for this local is contained in the Appendix as Train L-HOUSJO.
- * UP/SP will switch industries at Amelia (Beaumont) for BN/Santa Fe. BN/Santa Fe will haul traffic between UP/SP and its Beaumont Yard.
- * UP/SP will switch industries at Orange and will provide east and west blocks for pick up by BN/Santa Fe.
- * UP/SP will switch industries in the greater Lake Charles area and will provide two blocks for BN/Santa Fe.

c. Yard Operation.

- * Houston. New Orleans manifest trains and the Dayton local will originate and terminate at the Houston Belt & Terminal Railroad's ("HB&T") New South Yard. HB&T will switch BN/Santa Fe traffic for connections and Houston industry.
- * Dayton. The Sjolander facility (Dayton Storage Yard) will classify BN/Santa Fe Baytown Branch traffic.
- * Beaumont. BN/Santa Fe's existing yard will serve Beaumont and the new train service described above.
- * Lafayette. BN/Santa Fe will employ two switch crews to serve Lafayette Yard and to classify New Orleans traffic in both directions.
- * New Orleans. BN/Santa Fe through trains will do any necessary work at Avondale and Westwego in conjunction with their own trains. Lafayette Yard will classify New Orleans interchange traffic in both directions. Delivery of non-run-through interchange traffic to connecting lines in New Orleans is now planned to be by

BN/Santa Fe crews unless more efficient service can be implemented using the New Orleans Public Belt or other carrier.

2. Houston-Memphis/East St. Louis. BN/Santa Fe is pursuing two alternatives in this corridor to assure that service offered to its new and existing customers maximizes BN/Santa Fe's competitive posture.

The first alternative focuses on new BN/Santa Fe direct train service between Houston and Memphis utilizing UP/SP trackage rights and Illinois Central ("IC") beyond. North of Memphis, Conrail and Norfolk Southern interchange traffic, otherwise routed over the East St. Louis, IL Gateway, would move over Effingham, IL and Centralia, IL junctions, respectively, via the IC, on a direct Memphis connection. To the extent such traffic is not pre-blocked by BN/Santa Fe, IC would block the train for Effingham and Centralia interchanges at Fulton, KY. Other traffic would move beyond Memphis on existing BN/Santa Fe trains.

The second alternative would use trackage rights on UP/SP over the entire route as provided by the BNSF Agreement. The full UP/SP route would be used to access East St. Louis as the gateway to the Northeast. BN/Santa Fe trains described herein would route north of Brinkley, AR and Bald Knob, AR on UP/SP lines to and from East St. Louis as provided by the BNSF Agreement. In such event, a BN/Santa Fe crew change point would be established at Dexter, MO. Memphis traffic would be passed

in-block to and from existing BN/Santa Fe Memphis-Springfield, MO trains at Jonesboro, AR or Hoxie, AR.

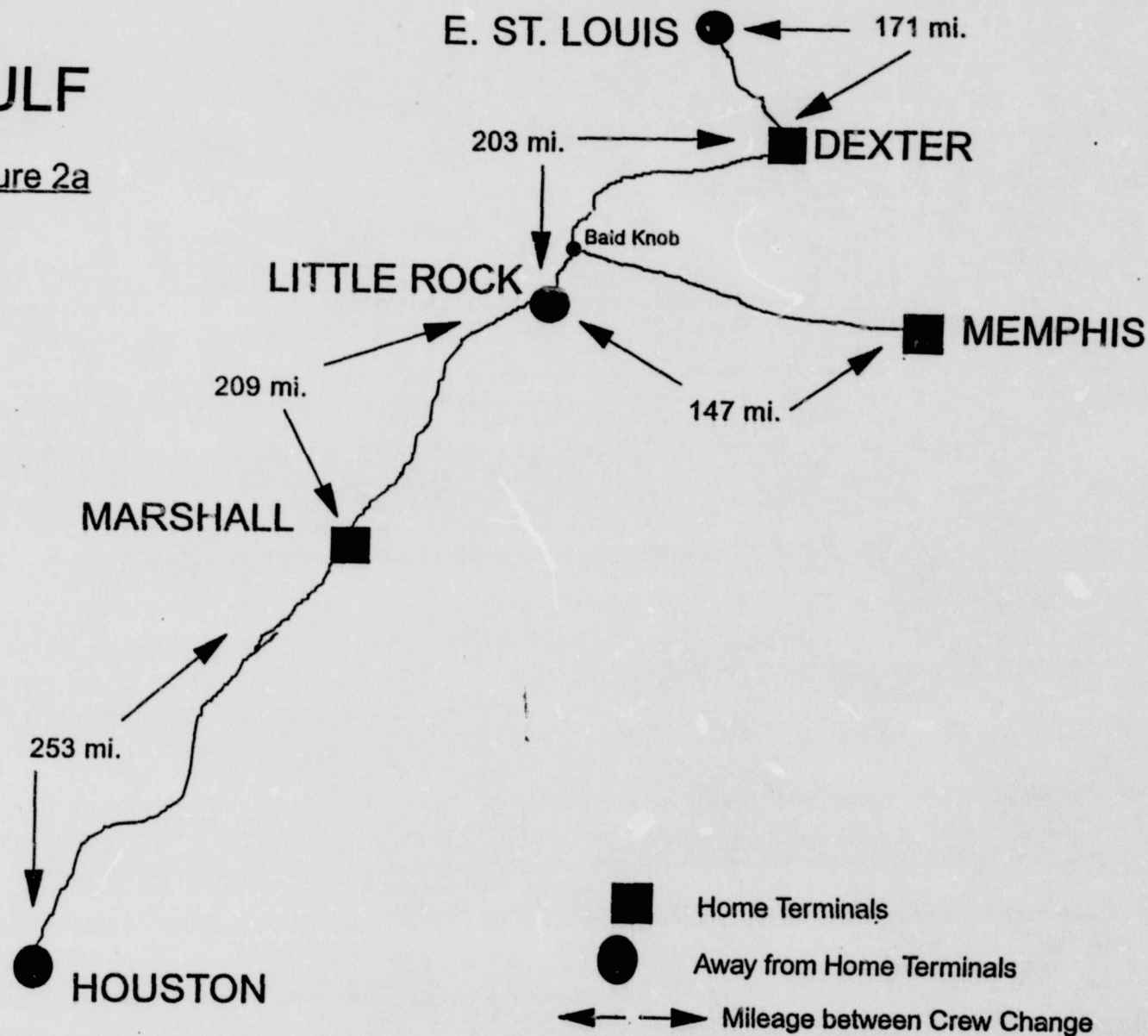
This Operating Plan describes operations under both alternative routings, UP/SP to East St. Louis and the IC routings to Eastern junctions. BN/Santa Fe anticipates utilizing the IC routings if an agreement is finalized in advance of December 16, 1996. (Attachment 1 to the Verified Statement of Frank D. Clifton is a BN/Santa Fe press release describing the BN/Santa Fe and IC letter of intent for this service.) No delay is expected, under either alternative, in the date direct BN/Santa Fe train service is planned to commence.

The routes and train crew districts in this corridor are shown by Figures 2a and 2b. The IC route is depicted in Figure 2c. Through train service descriptions are provided below for each alternative.

a. Alternative 1 -- Through Train Service Using the IC.
Two daily through trains in each direction are planned to serve the corridor. One train-pair replaces BN/Santa Fe trains 177-178, which now operate between Houston and St. Louis via Tulsa, OK. The second train-pair will be new BN/Santa Fe service between Houston and Memphis. Until volume warrants the second train-pair, the single northbound train will handle Memphis traffic to BN/Santa Fe's Tennessee Yard after passing the CR-NS interchange block to an IC connecting train in Memphis at BN/Santa Fe's Yale Yard. Southbound, BN/Santa Fe will start

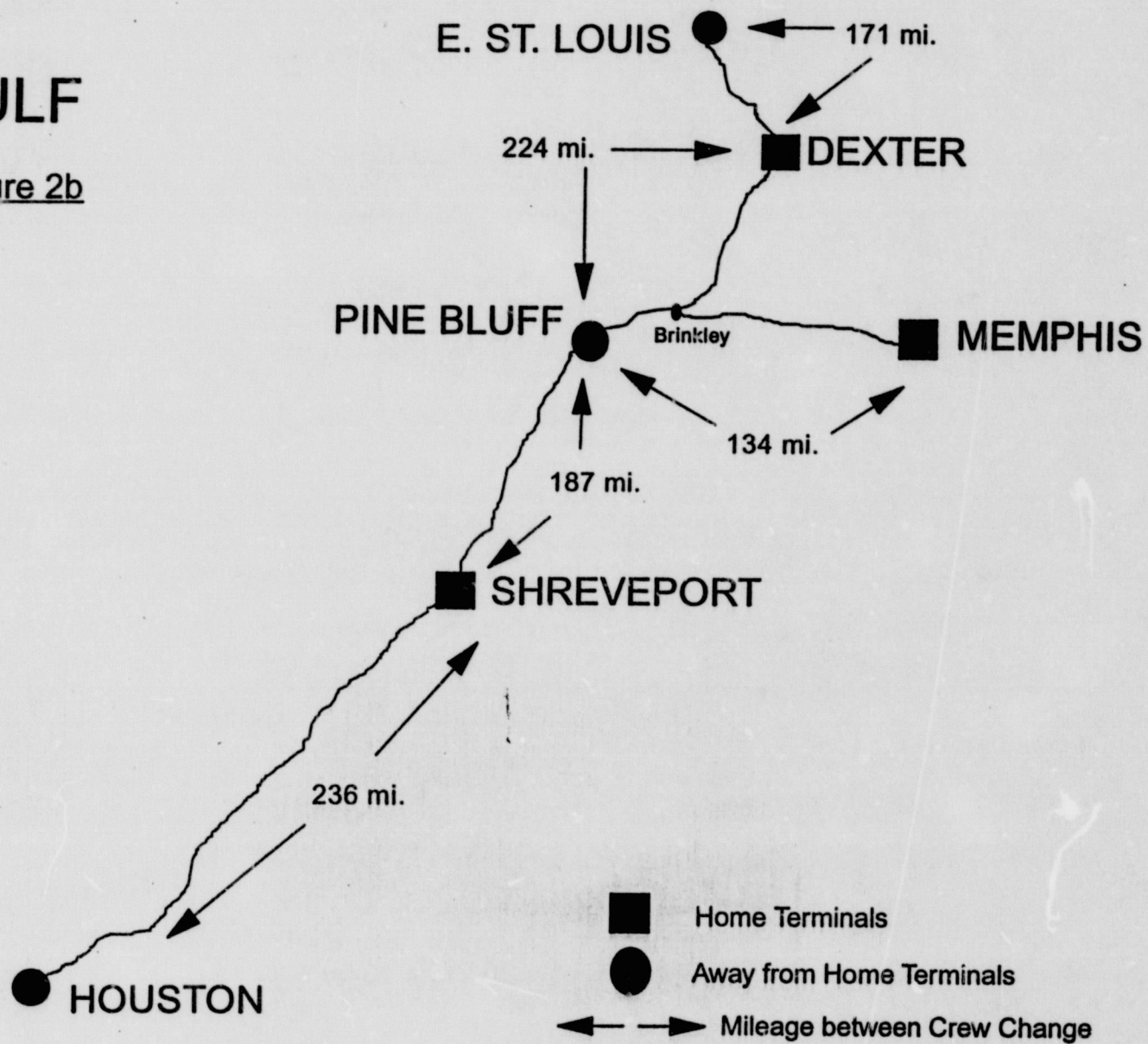
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Figure 2a



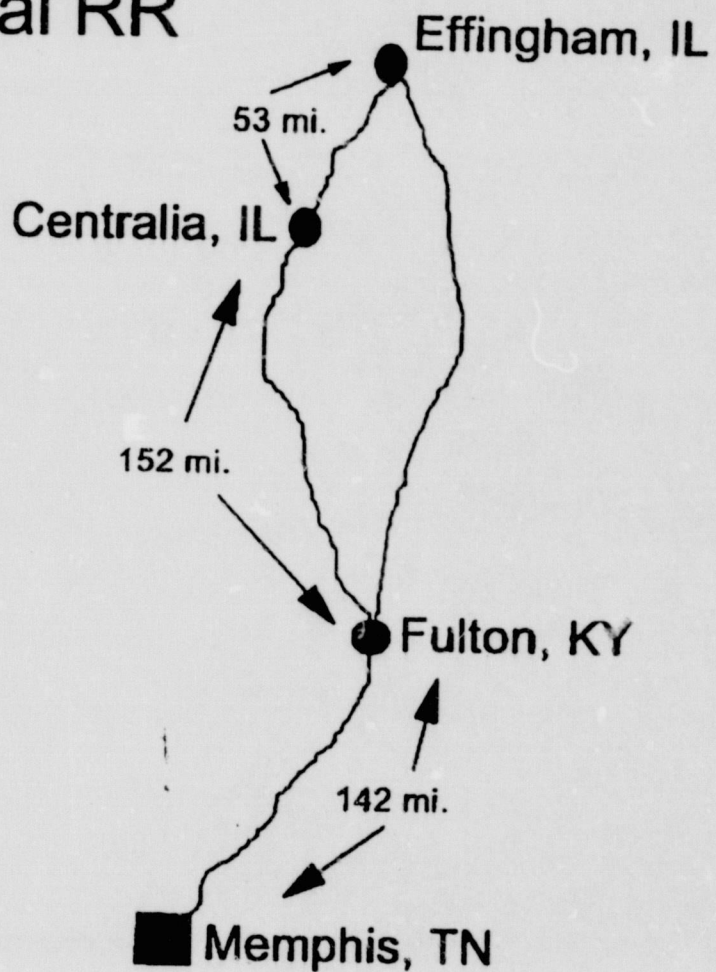
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Figure 2b



Memphis to Effingham via Illinois Central RR

Figure 2C



■ Home Terminal
← → Mileage

trains from Tennessee Yard to receive a direct connection from the IC in Memphis.

Initially, all BN/Santa Fe trains will operate exclusively on SP's route via Pine Bluff and Brinkley. At such time as UP/SP begins directional train service, northbound BN/Santa Fe trains will, with the exception of local and switch moves, use UP's northbound route via Longview, North Little Rock and Bald Knob, while southbound trains will, with the same exceptions, remain on SP's route.

- * Trains M-HOUMEM(1) and M-MEMHOU(1) will commence operation on or about December 16, 1996. The trains will set out and pick up at Shreveport and Pine Bluff. Upon the start of directional running, the northbound train will work at Longview and North Little Rock.^{1/} Initially, this train will carry both IC interchange and Memphis proper blocks. Subsequently, this train will carry only IC traffic.
- * Trains M-HOUMEM(2) and M-MEMHOU(2) are planned to begin operation in the second quarter 1997. Its on-line operation would be essentially the same as the previous train-pair. It is planned as a train for Memphis Tennessee Yard without an IC interchange block.
- b. Alternative 2 --Through Train Service Using UP/SP Trackage.

Two daily through trains in each direction are planned to serve this corridor. One train-pair replaces BN/Santa Fe trains 177-178, which now operate between Houston and St. Louis, MO via Tulsa, OK. The second train-pair will be new BN/Santa Fe service

^{1/} Due to operational constraints, UP/SP has indicated it will shuttle Longview pick up/set out traffic to and from Marshall, TX. Similarly, Little Rock traffic would be shuttled to and from Bald Knob. This operation would also apply to subsequent references in the Operating Plan to through trains setting out or picking up at Longview or North Little Rock.

between Houston and East St. Louis. Until volume warrants the second train-pair, the single train will handle all East St. Louis traffic to and from the Alton & Southern ("A&S") Gateway Yard. The two-train-pair service is being planned as one A&S Yard train and one Conrail interchange train.

Initially, all BN/Santa Fe trains will operate on UP's route via Little Rock and Hoxie. At such time as UP/SP begins directional train service, northbound BN/Santa Fe trains will, with the exception of local and switch moves, continue to use UP's route, while southbound trains will, with the same exceptions, use SP's route via Jonesboro and Pine Bluff.

- * Trains M-HOUESL(1) and M-ESLHOU(1) will start operation on or about December 16, 1996. The trains will set out and pick up at Longview and North Little Rock. Memphis traffic will be passed in-block to existing BN/Santa Fe trains at Hoxie. Upon start of directional running, southbound trains will perform their work at Jonesboro, Pine Bluff and Shreveport, respectively.
- * Trains M-HOUESL(2) and M-ESLHOU(2) are planned to begin operation in the second quarter 1997. Its on-line operation will be essentially the same as the previous train-pair. At East St. Louis, one of the two schedule-pairs is planned as a Conrail interchange train, the second as an A&S Yard train.

Schedule outlines for these trains are contained in the Operating Plan Appendix.

c. Local Train Service.2/

- * Existing BN/Santa Fe local service will serve Longview. Northbound and southbound traffic will be placed in the UP/SP Yard for pick up by through trains. With directional running, southbound traffic will be handled by the BN/Santa Fe local to Tenaha, where UP/SP will shuttle the traffic to Shreveport for BN/Santa Fe through trains. The process will be reversed for arriving southbound traffic.
- * Martin Lake coal will be handled by BN/Santa Fe local service via Texarkana and/or Shreveport on an as-needed basis. Other Texarkana traffic will be hauled by UP/SP to and from North Little Rock or Marshall for BN/Santa Fe through trains.
- * UP/SP will provide local service for BN/Santa Fe to and from Camden. Traffic will connect with BN/Santa Fe trains at Pine Bluff or North Little Rock. No change is planned for Rail Link switching at the Camden IP Plant.
- * UP/SP will provide haulage for BN/Santa Fe traffic between Pine Bluff and North Little Rock.
- * UP/SP will provide switching service for BN/Santa Fe at Forest City, AR.
- * UP/SP will provide switching service for BN/Santa Fe at Paragould, AR and Dexter, MO.

d. Yard Operation.

- * Houston. East St. Louis/Memphis manifest trains will originate and terminate at HB&T's New South yard. HB&T will switch BN/Santa Fe traffic for connections and Houston industry.
- * Shreveport. UP/SP will switch any BN/Santa Fe traffic at Shreveport. This includes initial service to and from Longview.

2/ There may be some minor variations to the local service described in this section depending on BN/Santa Fe's selection of Alternative 1 or Alternative 2.

- * Pine Bluff. UP/SP will switch BN/Santa Fe traffic at Pine Bluff. This includes service to local industries. No change is planned for Rail Link switching at the Pine Bluff IP Plant.
- * Little Rock. UP/SP will switch BN/Santa Fe traffic at Little Rock/North Little Rock. This includes service to local industries and interchange.
- * Memphis. BN/Santa Fe's existing yard will block outbound trains for Houston, Shreveport/Longview and Pine Bluff/Little Rock.
- * East St. Louis. Under Alternative 2, BN/Santa Fe now plans to use the A&S Gateway Yard for necessary switching.

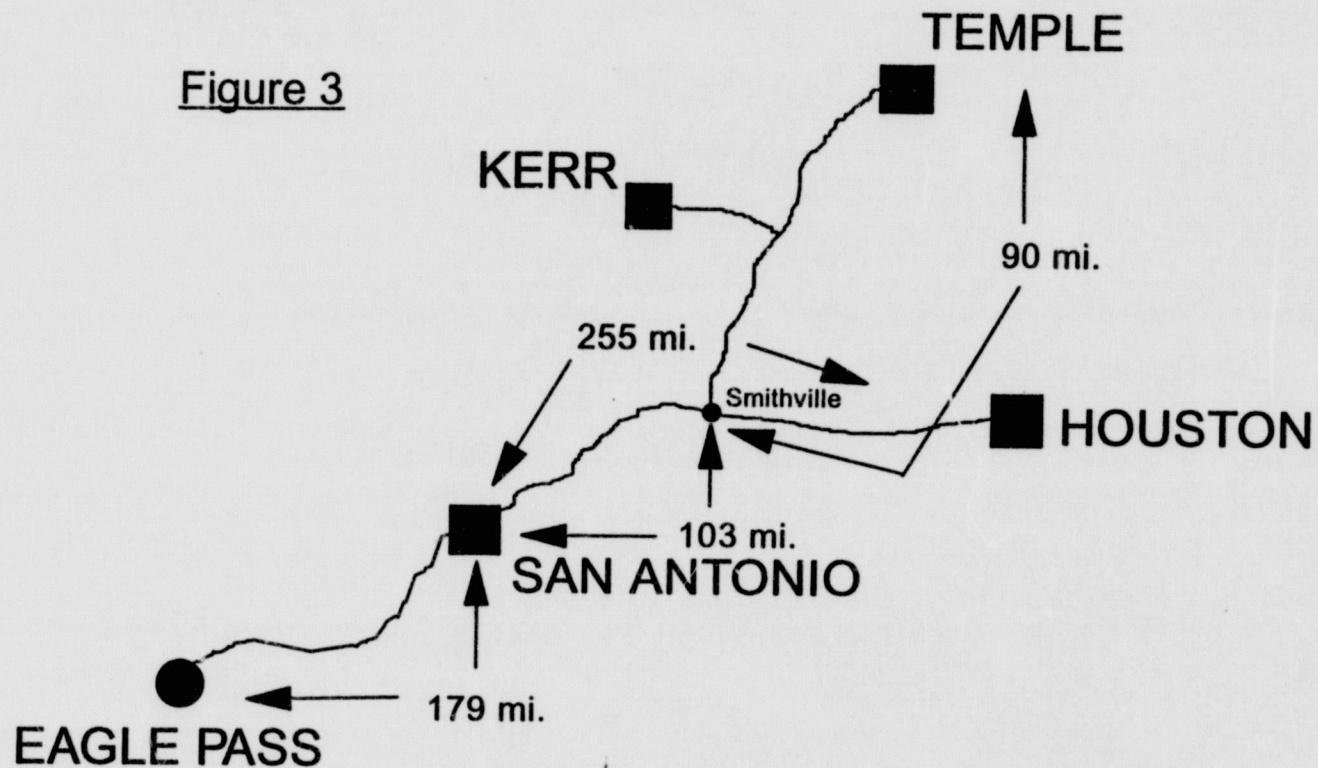
3. Houston/Temple-San Antonio/Eagle Pass. The routes and train crew districts in this corridor are shown by Figure 3.

a. Through Train Service.

- * Trains M-TEMEAG and M-EAGTEM are now operating with BN/Santa Fe crews under the previous BN/Santa Fe-SP arrangement running via the Caldwell-Flatonia haulage route. The trains handle San Antonio and Eagle Pass traffic. UP/SP moves Eagle Pass traffic beyond San Antonio under the haulage arrangement. BN/Santa Fe crews will operate directly between Temple and San Antonio via the Smithville trackage rights starting in mid-December 1996. UP/SP will continue Eagle Pass haulage service until March 1997 to permit hiring and training of new BN/Santa Fe personnel. Service frequency is planned three times weekly in each direction.
- * Trains M-HOUKER and M-KERHOU between Houston and Kerr, TX are planned to start about October 9, 1996. Their primary purpose is to haul aggregates from the Georgetown Railroad to the greater Houston area and return empties. The trains will run on an on-call basis. Dependent upon specific traffic destination, some of these trains will run between Kerr and Temple. Houston operation will normally be over existing UP/SP trackage rights east of Rosenberg, TX. Manifest traffic between Houston and San Antonio will be handled via Temple until volumes warrant direct service.
- * Unit coal trains will operate between Temple and the CPSB facility at San Antonio, and between Temple and

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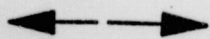
Figure 3



Home Terminals



Away from Home Terminal



Mileage between Crew Change

the ICRA facility at Halsted, TX on an as-needed basis.

As traffic volumes grow, BN/Santa Fe will increase weekly frequencies and/or add new service to this corridor. Schedule outlines for the Eagle Pass and Georgetown Railroad aggregate trains are contained in the Operating Plan Appendix.

b. Local Train Service.

- * BN/Santa Fe will base a road switcher crew to perform interchange and other switching at Eagle Pass.
- * Elgin, TX will be served by BN/Santa Fe through trains M-TEMEAG and M-EAGTEM.
- * Waco will be served by a BN/Santa Fe turnaround local train operating three times weekly from Temple. This service will commence about December 16, 1996.

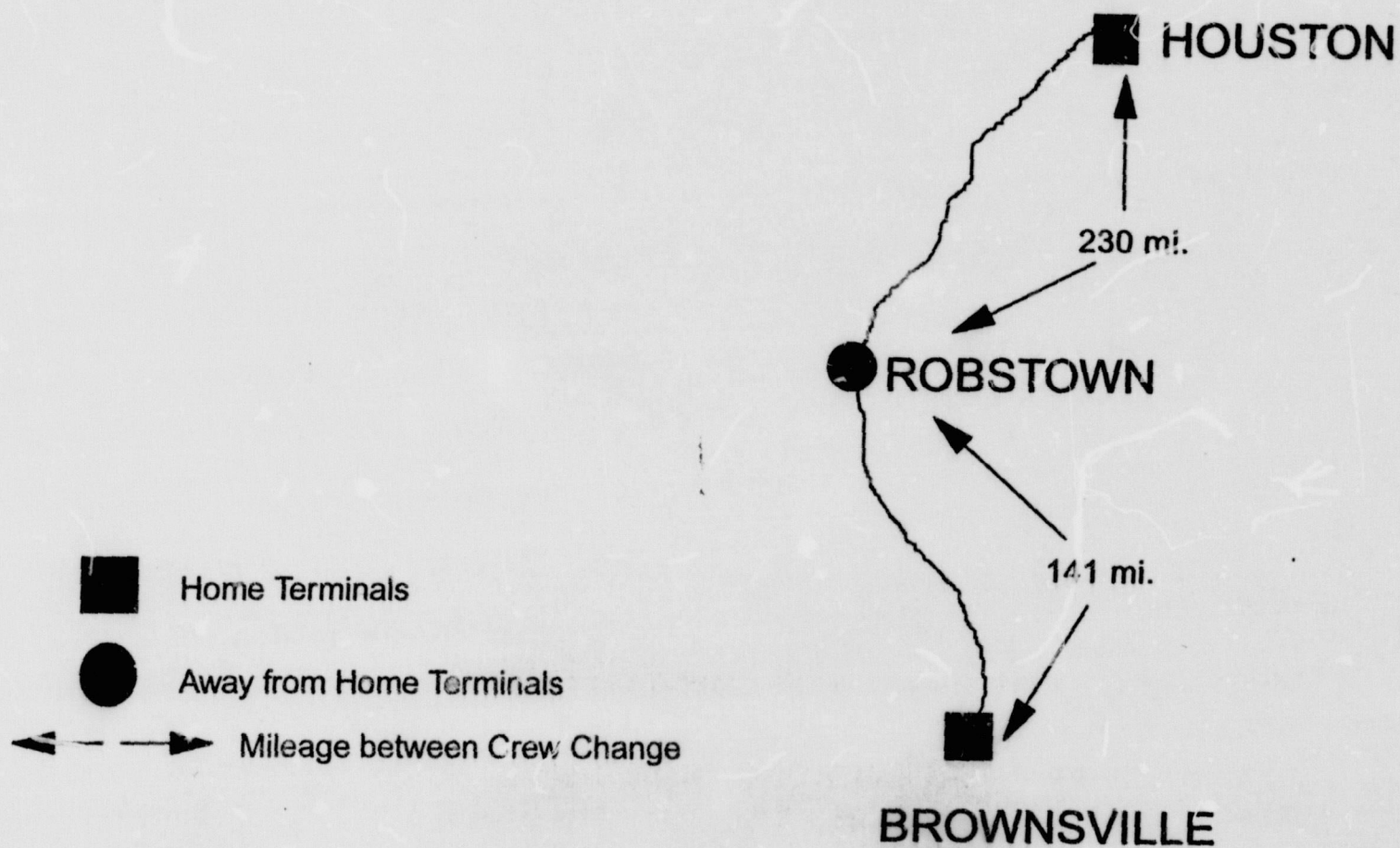
c. Yard Operation.

- * Houston. Manifest trains will originate and terminate at the HB&T's New South Yard. Unit train operation will be governed by traffic destination. HB&T will switch any BN/Santa Fe traffic for connections and Houston industry.
- * San Antonio. UP/SP will switch BN/Santa Fe traffic at San Antonio. BN/Santa Fe through trains will set out and pick up on the Adams Siding.
- * Eagle Pass. BN/Santa Fe will use its current two 10,000 foot yard tracks at Eagle Pass as storage to stage Ferrocarriles Nacionales De Mexico ("FNM") interchange traffic.
- * Temple. BN/Santa Fe's existing yard will block San Antonio, Eagle Pass and Mexican interchange traffic for movement on M-TEMEAG. The Waco local and some Georgetown Railroad trains will also originate/terminate at Temple.

4. Houston-Brownsville. This corridor and its train crew districts are depicted by Figure 4.

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Figure 4



<u>Home Terminal</u>	<u>Train</u>	<u>Engine</u>
Houston	9	9
Silsbee	8	7
Lafayette	16	11
Temple ^{3/}	0	0
Kerr	3	3
Eagle Pass/San Antonio	6	6
Marshall/Shreveport ^{4/}	8	8
Memphis/Dexter ^{5/}	4	4

Train and engine crew districts were depicted on the corridor maps, Figures 1-4.

b. Blocking Plan. Terminals will make new blocks to implement BNSF's Operating Plan as follows:

Houston HB&T New South Yard ^{6/}
 New Orleans CSXT
 Lafayette
 Beaumont
 Dayton
 Memphis IC (Conrail & NS) ^{7/}
 Memphis
 Pine Bluff/North Little Rock

^{3/} BN/Santa Fe's current train and engine forces are adequate to handle new service to and from Temple.

^{4/} Marshall/Shreveport must be considered a contiguous home terminal where crews may be taxed to an on duty point of either Marshall or Shreveport. A similar arrangement is needed for a contiguous away-from-home terminal at Little Rock/Pine Bluff.

^{5/} Memphis is applicable under Alternative 1, Dexter under Alternative 2.

^{6/} Any requirement for HB&T to make added blocks to implement Tex Mex's trackage rights may impair HB&T's ability to provide some of these blocks needed by BN/Santa Fe to fully implement this plan.

^{7/} Under Alternative 2, this block would become East St. Louis Conrail. All other East St. Louis traffic would be blocked to the A&S. The same is true for blocking plans at Pine Bluff/North Little Rock and Longview/Shreveport.

to/from El Paso with reciprocal movement for local industries by UP/SP.

6. Two-to-One Stations Not on Trackage Rights. UP/SP will provide haulage/switching service for BN/Santa Fe traffic at 2-to-1 stations not on trackage rights in the Gulf Region. Interchange will occur at locations providing the most efficient connection, generally the nearest interchange to the 2-to-1 station.

7. Other Operations.

a. Crew Districts and Personnel. BN/Santa Fe will operate the Gulf Region using the following home terminal locations. The number of employees required to operate new train and engine service, including extra board employees, is estimated for each location. Houston, Temple, Silsbee and Memphis are existing BN/Santa Fe terminals. The remaining locations are new to the system.

a. Through Train Service.

- * Trains M-CORHOU and M-HOUCOR will begin operation October 9, 1966 between Houston and Corpus Christi with BN/Santa crews. Frequency will be three times weekly in each direction. The southbound train will carry Corpus Christi and Laredo blocks for delivery to the Texas Mexican Railroad ("TM").
- * Initially, BN/Santa Fe operation will be based in Houston. As traffic volumes and weekly frequencies increase, the crew terminal will move to Robstown/Corpus Christi. Trains will then operate to and from Algoa, just south of Houston. Houston and Temple traffic will be passed to and from appropriate existing BN/Santa Fe trains at Algoa.
- * UP/SP will provide haulage for BN/Santa Fe traffic between Houston and Brownsville using its existing service.

b. Local Train Service.

- * BN/Santa Fe has an existing local on this line between Houston and Bay City, TX. No change is planned in the operation of this local. No new BN/Santa Fe local service is planned at this time.

c. Yard Operation.

- * Houston. Manifest traffic will be switched at the HB&T's New South Yard. HB&T will switch any BN/Santa Fe traffic for connections and Houston industry.
- * Corpus Christi. TM will switch BN/Santa Fe traffic at Corpus Christi and haul blocks to and from Robstown for BN/ Santa Fe connecting trains.
- * Brownsville. UP/SP will switch BN/Santa Fe traffic at Brownsville including cross border interchange. BRGI will handle BN/Santa traffic for the Port of Brownsville.

5. El Paso-Sierra Blanca. El Paso-Sierra Blanca segment traffic will be handled by existing BN/Santa Fe train service

Longview/Shreveport
Robstown/Laredo
Robstown/Corpus Christi
Kerr

Corpus Christi/Laredo
Houston HB&T via BN/Santa Fe

Temple
Waco
San Antonio
Lafayette
New Orleans CSXT

San Antonio (UP/SP)
Temple

Dayton (Storage Yard)
Houston HB&T

Beaumont
New Orleans CSXT
Lafayette
Houston HB&T
Orange/Lake Charles shorts

Lafayette
New Orleans CSXT
New Orleans Public Belt
New Orleans IC
New Orleans NS
New Orleans KCS
Avondale UP/SP
Beaumont
Houston HB&T
Temple
Clovis TOFC/COFC
Los Angeles TOFC/COFC

New Orleans Avondale/Westwego
Lafayette
Clovis TOFC/COFC
San Bernardino TOFC/COFC
Los Angeles TOFC/COFC

Memphis^{8/}

Pine Bluff/Little Rock
Shreveport/Longview
Houston HB&T

Pine Bluff/North Little Rock (UP/SP)

Memphis IC
Memphis
Houston HB&T

Shreveport/Longview

Memphis IC
Memphis
Houston HB&T

Clovis, N.M.

New Orleans TOFC/COFC

Los Angeles, CA

New Orleans TOFC/COFC

c. Storage-in-Transit. BN/Santa Fe will continue to use its existing storage-in-transit ("SIT") facilities, including trackage at Casey, TX, and will utilize the Dayton storage yard and its own yard at Lafayette to service Gulf Region shippers' needs.

As requirements expand, BN/Santa Fe plans to work with the management at Dayton to assure adequate capacity for its customers' needs. In addition, BN/Santa Fe is continuing to explore other alternatives for SIT facilities for use as such business develops and is working with individual shippers to determine what supplemental SIT capacity, if any, is required to meet their needs.

^{8/} Under Alternative 2, East St. Louis A&S would also make these blocks.

d. Terminal Trackage Rights. In Shreveport, all BN/Santa Fe trains moving in either direction over the former SP route will use terminal trackage rights granted by the STB over KCS lines. Under Alternative 1, this includes all four Houston-Memphis trains until such time as UP/SP's operation becomes directional. After that time, both Alternatives 1 and 2 would include BN/Santa Fe's two southbound East St. Louis/Memphis to Houston trains.

All BN/Santa Fe trains moving through Beaumont in either direction, on both the Houston-New Orleans and Temple-New Orleans routes, will use terminal trackage rights granted by the STB over KCS lines in Beaumont. This includes the six through trains described above and the Beaumont-Lake Charles turnaround local train.

In addition to the terminal trackage rights in Beaumont, the four Temple-New Orleans trains and the Lake Charles local will need to use SP's "Lacy" connection which connects BN/Santa Fe's main line to the terminal trackage rights. It is planned that UP/SP will assign SP's rights for this connection to BN/Santa Fe prior to December 16, 1996 and that an appropriate notice of exemption will be filed with the Board in the near future.

e. Mechanical Requirements.

Locomotives. No new facilities are planned. Road locomotives will be fueled and serviced at existing BN/Santa Fe facilities at Houston, St. Louis, Temple and Memphis. Yard and

local locomotives will be serviced at Lafayette. UP/SP will provide emergency fueling at San Antonio.

Cars. BN/Santa Fe will locate a road truck for mechanical support at Lafayette. Emergency and minor repairs at New Orleans and westward to Iowa Jct. will be covered from this location. Three new car repair positions will be established to staff the road truck. Train, engine and yard personnel will perform inspections and conduct air tests at Avondale and Lafayette.

UP/SP's road truck will handle on line requirements on trackage rights segments. Existing BN/Santa Fe forces will handle any needed repairs in the Memphis, Houston and Temple areas. UP/SP road truck support will be provided for other on-line emergency and minor repairs between Houston and Memphis, Houston and Eagle Pass and between Houston and Brownsville.

f. Interchanges. New interchange locations for BN/Santa Fe include:

New Orleans	All railroads
New Iberia, Schriever	L&D
Lafayette	L&D
Corpus Christi	Corpus Christi Terminal Association, TM, UP/SP
Robstown	TM
Brownsville	FNM, Brownsville Rio Grande International
Kerr	Georgetown Railroad
Eagle Pass	FNM
Elgin	Longhorn Railroad
Little Rock	Little Rock & Western

g. Administrative Functions. The line acquired by BN/Santa Fe between Iowa Jct. and Avondale and the New Orleans terminal will become part of BN/Santa Fe's Texas Division

headquartered in Temple. The Dallas-Waxahachie segment will also become part of BN/Santa Fe's Texas division. Both segments will be dispatched from Fort Worth.

BN/Santa Fe operations between Houston and Iowa Jct and on the Dayton branch will be supervised by Texas Division officers located at Silsbee/Beaumont.

Houston to Memphis operations will be supervised by Texas and Southeastern Division officers.

Houston/Temple to San Antonio and Houston to Robstown operations will be supervised by Texas Division officers.

BN/Santa Fe will add a Road Foreman's supervisory position at Pine Bluff/Little Rock. Between Lafayette and Avondale, BN/Santa Fe plans to have one Road Foreman and three Trainmasters. Additionally, there will be one Roadmaster and one Mechanical Supervisor.

Gulf Region Customer Service will be assigned to BN/Santa Fe's Customer Service Center in Topeka, KS.

BN/Santa Fe's TSS computer system will be installed on Gulf Region lines.

h. Equipment. Operating Plan train service, as a self-contained operation, requires 44 locomotive units. BN/Santa Fe expects that 21 of these units will come from trains 177-178 and existing service from Temple; and by retaining 23 locomotives in its existing leased fleet otherwise due for return during the last quarter of 1996.

BN/Santa Fe's existing car fleet is adequate for service detailed herein. Normal course-of-business adjustments will be made in fleet size and assignments as business volumes develop on individual Gulf Region corridors.

8. Capital Requirements.

a. New Orleans. Following modifications in the BNSF Agreement, BN/Santa Fe will now acquire SP's Old Yard at Avondale, instead of the New Yard. BN/Santa Fe will also acquire ownership of UP Main Track #1 (UP/SP's middle main track) from SP Mile Post 14.2 eastward to West Bridge Jct. Three connections at Avondale/New Orleans will be constructed to facilitate BN/Santa Fe and UP/SP train and switching operations. An overview of the terminal, and new connections, is shown in Figure 5. The total cost of the three Avondale projects, estimated to be \$5.7 million, will be shared by BN/Santa Fe and UP/SP. Construction is planned to begin within 60 days of STB's grant of UP/SP's exemption petitions (now estimated to be about December 1, 1996).

- * An interlocking and universal connections will be built near Live Oak Road west of Avondale at SP Mile Post 14.5. The four crossovers provide full flexibility for traffic on any of the three main tracks to access the other two. They will also assist in reducing the incidence of conflict between BN/Santa Fe and UP/SP train and switch movements at the west end of Avondale. The new crossovers are displayed by Figure 6.
- * Six turnouts and approximately 2000 feet of new track are planned east of George Road (SP MP 12.25). This will connect the BN/Santa Fe Yard (SP Old Yard) westward to both its own main track (former UP #1 main) and to the SP main track. It also will provide crossover capability for trains from the BN/Santa Fe main track to the SP main track eastward (also to the SP New Yard). This construction is shown by Figure 7.