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TROUTMAN SANDERS LLP

ATTORNEYS AT LAW
A LIMITED LIABILITY PARTNERSHIP

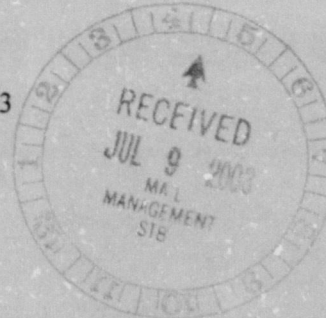
208 330

401 NINTH STREET, NW
SUITE 1000
WASHINGTON, DC 20004-2134
WWW.TR-OUTMANSANDERS.COM

William A. Mullins
william.mullins@troutmansanders.com

Direct Dial: 202-274-2953
Direct Fax: 202-854-5821

July 9, 2003



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

RE: **Change of Counsel/Change of Address**

Dear Secretary Williams:

Effective **Monday, July 14, 2003**, William A. Mullins and David C. Reeves will join the law firm of:

Baker & Miller PLLC
915 Fifteenth Street, NW
Suite 1000
Washington, DC 20005-2318
TEL: (202) 637-9499
FAX: (202) 637-9394
wmullins@bakerandmiller.com
dreeves@bakerandmiller.com

ENTERED
Office of Proceedings

JUL 09 2003

Part of
Public Record

Please update the Board's records to substitute Baker & Miller PLLC as counsel of record for all proceedings included on the enclosed list, and to reflect that Troutman Sanders LLP will no longer be counsel of record for clients represented by Messrs. Mullins and Reeves as noted on the enclosed list of proceedings in which either or both have entered an appearance. However, with respect to Finance Docket No. 33388 and 33388 (Sub No. 91), Baker and Miller should be shown as counsel of record for Gateway Western Railway Company and Troutman Sanders LLP should remain as counsel of record for New York State Electric and Gas.

Copies of any STB notices, pleadings or other correspondence related to these proceedings after July 11, 2003 should be sent to the attention of Messrs. Mullins or Reeves at Baker & Miller PLLC (at the address listed above).

All known parties of record in the proceedings listed on the enclosure have been sent a copy of this change of counsel/change of address notification.

Sincerely yours,

William A. Mullins

and

David C. Reeves

Enclosure

**Change of Counsel/Change of Address Notification
for**

William A. Mullins and David C. Reeves

Effective Monday, July 14, 2003

**Baker & Miller PLLC
915 Fifteenth Street, NW
Suite 1000
Washington, DC 20005-2318**

TEL: (202) 637-9499

FAX: (202) 637-9394

Docket No. Ex Parte No. or Finance Docket No.	List of Proceedings Before the STB
Docket No. AB-468 (Sub-No. 5X)	Paducah & Louisville Railway, Inc. - Abandonment Exemption - In McCracken County, KY
F.D. No. 34342	Kansas City Southern - Control - The Kansas City Southern Railway Company, Gateway Eastern Railway Company, And The Texas Mexican Railway Company
F.D. No. 34335	Keokuk Junction Railway Company - Feeder Railroad Development Application - Line Of Toledo, Peoria & Western Railway Corporation Between La Harpe And Hollis, IL
F.D. No. 34178	Dakota, Minnesota & Eastern Railroad Corporation And Cedar American Rail Holdings, Inc. - Control - Iowa, Chicago & Eastern Railroad Company
F.D. No. 34177	Iowa, Chicago & Eastern Railroad Company - Acquisition And Operation Exemption - Lines Of I&M Rail Link, LLC
F.D. No. 34015	Waterloo Railway Company - Acquisition Exemption - Bangor and Aroostook Railroad Company and Van Buren Bridge Company
F.D. No. 34014	Canadian National Railway Company - Trackage Rights Exemption - Bangor and Aroostook Railroad Company and Van Buren Bridge Company
F.D. No. 33740 and F.D. No. 33740 (Sub-No. 1)	The Burlington Northern and Santa Fe Railway Company - Petition For Declaration Or Prescription Of Crossing, Trackage Or Joint Use Rights and For Determination Of Compensation and Other Terms
F.D. No. 33388	CSX Corporation and CSX Transportation, Inc., Norfolk Southern Corporation and Norfolk Southern Railway Company - Control and Operating Leases/Agreements - Conrail Inc. and Consolidated Rail Corporation
F.D. No. 33388 (Sub-No. 91)	CSX Corporation and CSX Transportation, Inc., Norfolk Southern Corporation and Norfolk Southern Railway Company - Control and Operating Leases/Agreements - Conrail Inc. and Consolidated Rail Corporation (General Oversight)
F.D. 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
F.D. No. 32760 (Sub-No. 21)	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 - Oversight
F.D. No. 32760 (Sub-Nos. 26 - 32)	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

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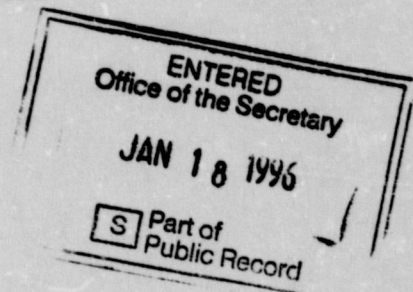
**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FINANCE DOCKET NO. 32760

UNION PACIFIC CORP. et. al.--- CONTROL & MERGER--SOUTHERN PACIFIC
CORP. et. al.

NOTIFICATION OF INTENT TO PARTICIPATE

PPG INDUSTRIES, INC
ONE PPG PLACE
PITTSBURGH, PA 15272



By: R. J. Henefeld
Manager Transportation - Rail
Chemicals
(412)434-3532

January 12, 1996

Item No. _____
Page Count 4
1294

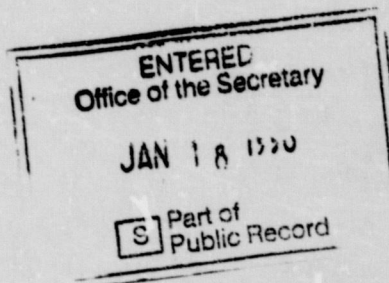


PPG Industries, Inc.
One PPG Place Pittsburgh, Pennsylvania 15272 USA

Distribution and Transportation Department
Chemicals

January 12, 1996

Mr. V. A. Williams
Secretary
Office of the Secretary
Case Control Branch
Attn: Finance Docket No. 32760
Surface Transportation Board
12th Street and Constitution Avenue
Washington, DC 20044



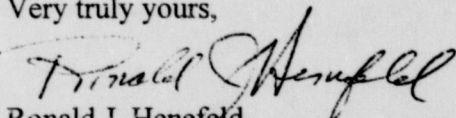
Dear Mr. Williams:

PPG as required under Finance Docket 32760 is filing this notice as our intention to participate and become a party of record in this proceeding. It is our intention to receive all applications and decisions that are part of Docket 32760.

Enclosed are twenty(20) additional copies of this Notification and copies have been sent to Honorable Jerome Nelson, Arvid E. Roach, II, Esq., and to Paul A. Cunningham, Esq.. Also, enclosed is a self addressed envelope and an extra copy of this notification to be acknowledged as received by the Board and returned to PPG.

All information submitted for dissemination to all parties, should be forwarded to: Ronald J. Henefeld at PPG Industries, One PPG Place, Pittsburgh, PA. 15272.

Very truly yours,

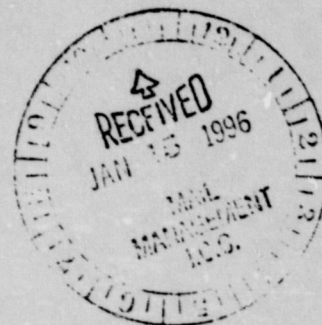

Ronald J. Henefeld
Manager Transportation- Rail
Chemicals
412-434-3532

cc: Mr. P. A. Cunningham, Esq.
Mr. J. Nelson
Mr. A. E. Roach, II, Esq.



Responsible Care®
A Public Commitment

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

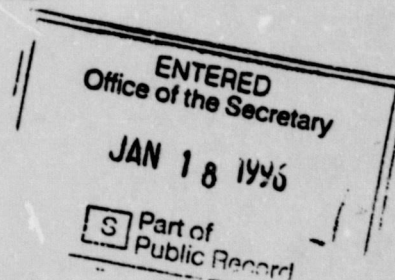


FINANCE DOCKET NO. 32760

UNION PACIFIC CORP. et. al.--- CONTROL & MERGER--SOUTHERN PACIFIC
CORP. et. al.

NOTIFICATION OF INTENT TO PARTICIPATE

PPG INDUSTRIES, INC
ONE PPG PLACE
PITTSBURGH, PA 15272



By: R. J. Henefeld
Manager Transportation - Rail
Chemicals
(412)434-3532

January 12, 1996

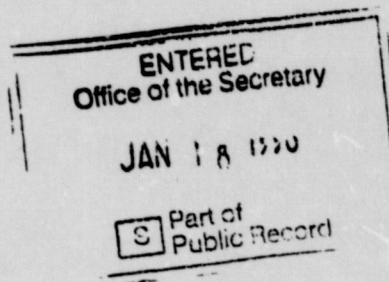


PPG Industries, Inc.
One PPG Place Pittsburgh, Pennsylvania 15272 USA

Distribution and Transportation Department
Chemicals

January 12, 1996

Mr. V. A. Williams
Secretary
Office of the Secretary
Case Control Branch
Attn: Finance Docket No. 32760
Surface Transportation Board
12th Street and Constitution Avenue
Washington, DC 20044



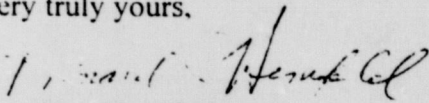
Dear Mr. Williams:

PPG as required under Finance Docket 32760 is filing this notice as our intention to participate and become a party of record in this proceeding. It is our intention to receive all applications and decisions that are part of Docket 32760.

Enclosed are twenty(20) additional copies of this Notification and copies have been sent to Honorable Jérôme Nelson, Arvid E. Roach, II, Esq., and to Paul A. Cunningham, Esq.. Also, enclosed is a self addressed envelope and an extra copy of this notification to be acknowledged as received by the Board and returned to PPG.

All information submitted for dissemination to all parties, should be forwarded to: Ronald J. Henefeld at PPG Industries, One PPG Place, Pittsburgh, PA. 15272.

Very truly yours,


Ronald J. Henefeld
Manager Transportation- Rail
Chemicals
412-434-3532

cc: Mr. P. A. Cunningham, Esq.
Mr. J. Nelson
Mr. A. E. Roach, II, Esq.



Responsible Care •
A Public Commitment

STB

FD-32760

1-13-96

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TRANSPORTATION
COMMISSION

BARTON W. LA BELLE
RICHARD T. WHITE
JBERT M. ANDREWS
JACK L. GINGRASS
JOHN C. KENNEDY
IRVING J. RUBIN
LH 0-0 (9/94)

STATE OF MICHIGAN



JOHN ENGLER, GOVERNOR

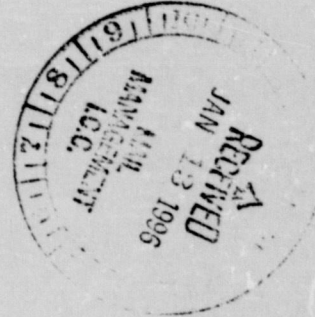
DEPARTMENT OF TRANSPORTATION

TRANSPORTATION BUILDING, 425 WEST OTTAWA POST OFFICE BOX 30050, LANSING, MICHIGAN 48909
PHONE: (517) 373-2090 FAX NO.: (517) 373-0167 TDD/TTY - MICHIGAN RELAY CENTER (800) 649-3777

PATRICK M. NOWAK, DIRECTOR

January 11, 1996

Office of the Secretary
Case Control Branch
Attn: Finance Docket No. 32760
Surface Transportation Board
12th Street and Constitution Avenue
Washington, DC 20423



Dear Mr. Secretary:

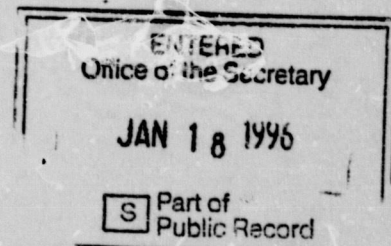
This letter serves as a Notice of Intent to Participate in Finance Docket No. 32760, concerning the merger application of the Union Pacific Corporation, et al, and the Southern Pacific Transportation Co., et al.

The Union Pacific Railroad (UP) directly serves the State of Michigan, and both the UP and Southern Pacific provide service to shippers based in Michigan. As a result, the Michigan Department of Transportation has an interest in the merger proceedings and wishes to preserve the right to provide future comments regarding the merger.

Sincerely,

Larry B. Karnes
Supervisor, Freight Planning Unit

cc: Arvid E. Roach, II (Covington & Burling)
Paul A. Cunningham (Harkins Cunningham)



Item No. _____
Page Count 1
JAN 89

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60811

ROGER F. CUTLER
CITY ATTORNEY

SALT LAKE CITY CORPORATION
LAW DEPARTMENT

DEEDEE CORRADINI
MAYOR

January 12, 1996

Vernon A. Williams, Secretary
Case Control Branch; Attn: Finance Docket 32760
Surface Transportation Board
United States Department of Transportation
1201 Constitution Avenue, N.W.
Washington, D.C. 20423



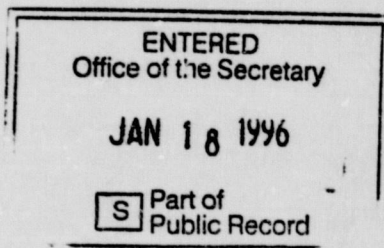
Re: Application of Union Pacific Corporation, et al.,
Finance Docket 32760

Dear Mr. Secretary:

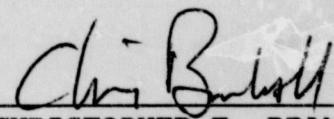
Transmitted herewith for filing and the attention of the Commission are original and twenty copies of Notice of Intent to Participate in the subject proceeding, filed on behalf of the City of Salt Lake City, a Utah municipal corporation. A Certificate of Service confirming service by mail upon the appointed Administrative Law Judge and counsel for the Applicants is attached to the original.

Please confirm your receipt and acceptance of this filing by returning the attached copy of this letter and the Notice of Intent, endorsed with your "Filed" stamp, in the enclosed stamped self addressed envelope.

Should there be any question about this filing please call me collect at the number set forth below.



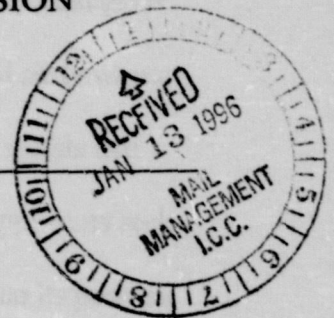
Very truly yours,


CHRISTOPHER E. BRAMHALL
Assistant City Attorney

CEB:cc
Enclosure
cc: Brian Hatch

Item No. _____
Page Count 4
88

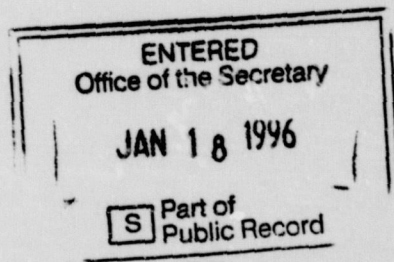
BEFORE THE
UNITED STATES INTERSTATE COMMERCE COMMISSION



In the matter of the Application)
of Union Pacific Corporation,)
Union Pacific Railroad Company,)
Missouri Pacific Railroad Company,)
Southern Pacific Rail Corporation,)
Southern Pacific Transportation)
Company, St. Louis Southwestern)
Railway Company, SPCSL Corp., and)
the Denver and Rio Grande Western)
Railroad Company)

Finance Docket No. 32760

NOTICE OF INTENT TO PARTICIPATE
OF
SALT LAKE CITY CORPORATION



Christopher E. Bramhall
Assistant City Attorney
Salt Lake City Corporation
451 So. State Street, Room 505
Salt Lake City, UT 84111
Telephone (801) 535-7788
Fax (801) 535-7640

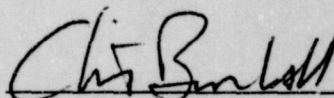
Comes now Salt Lake City Corporation, a municipal corporation of the State of Utah (the "City"), appearing by and through Christopher E. Bramhall, Assistant City Attorney, and gives notice of its intent to formally participate in the subject proceeding as an interested party whose position of support or opposition has not yet been determined. The Application suggests that significant changes affecting the City will occur if the transaction for which the Applicants seek authority is consummated. The City's analysis of the Application is continuing, and its position will be determined by the results of that analysis. The City reserves the right to conduct discovery concerning matters arising from its analysis in accordance with the Rules of Practice and Orders of the Commission issued in this proceeding, and to request imposition of conditions upon any authority granted by the Commission.

The City requests that copies of all pleadings, orders, decisions and other papers filed in this proceeding be served upon it at the following address:

Christopher E. Bramhall
Assistant City Attorney
Salt Lake City Corporation
451 So. State Street, Room 505
Salt Lake City, UT 84111
Telephone (801) 535-7788
Telephone (801) 535-7640

Dated: January 12, 1996.

Respectfully submitted,



CHRISTOPHER E. BRAMHALL
Assistant City Attorney

CERTIFICATE OF SERVICE

I hereby certify that I mailed a copy of the foregoing
by depositing the same in the U.S. mail, postage prepaid, to
the following this 12th day of January, 1996:

Arvie E. Roach II, Esq.
Covington & Burling
1201 Pennsylvania Avenue, N.W.
P.O. Box 7566
Washington, D.C. 20044

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

Administrative Law Judge Jerome Nelson, FERC
825 North Capitol Street, N.E.
Washington D.C. 20426

Chris Burling

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1-11-96

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MAYER, BROWN & PLATT

2000 PENNSYLVANIA AVENUE, N.W.

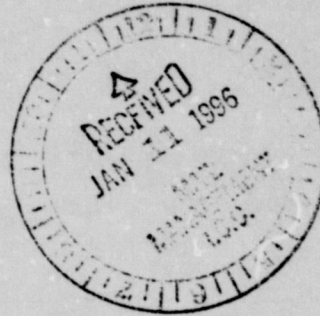
WASHINGTON, D.C. 20006-1882

202-463-2000
TELEX 892603
FACSIMILE
202-861-0473

CHICAGO
BERLIN
BRUSSELS
HOUSTON
LONDON
LOS ANGELES
NEW YORK
TOKYO
MEXICO CITY CORRESPONDENT
JAUREGUI, NAVARRETE, NADER Y ROJAS

WRITER'S DIRECT DIAL NUMBER

January 11, 1996



BY HAND

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

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

Dear Secretary Williams:

Enclosed for filing in the above-captioned docket are the original and twenty (20) copies of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company's Notice of Intent to Participate (BN/SF-4). Also enclosed is a 3.5-inch disk containing the text of this pleading in Wordperfect 5.1 format.

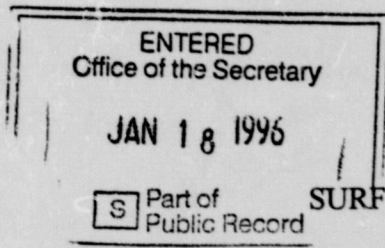
I would appreciate it if you would date-stamp the enclosed extra copy and return it to the messenger for our files.

Sincerely,

Kelley O'Brien
Kelley O'Brien

ENTERED	
Office of the Secretary	
JAN 18 1996	
<input checked="" type="checkbox"/> S	Part of Public Record

Item No. _____
Page Count 4
Jan #84



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

NOTICE OF INTENT TO PARTICIPATE

Burlington Northern Railroad Company ("BN") and The Atchison, Topeka and Santa Fe Railway Company ("Santa Fe") confirm that they intend to participate in this proceeding. Earlier in this proceeding, appearances were entered on behalf of Burlington Northern Railroad Company (BN-1) and The Atchison, Topeka and Santa Fe Railway Company (SF-1). Additionally, on December 29, 1995, BN and Santa Fe jointly filed BN/Santa Fe's Comments on the Primary Application (BN/SF-1). For the purpose of future

pleadings filed jointly by BN and Santa Fe in this proceeding, we will use the acronym "BN/SF".

Respectfully submitted,

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

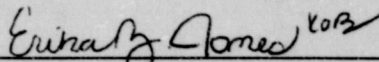
Burlington Northern
•Railroad Company
3800 Continental Plaza
777 Main Street
Ft. Worth, Texas 76102-5384
(817) 333-7954

and

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

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

January 11, 1996

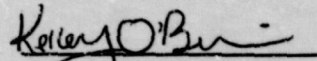


Erika Z. Jones
Adrian L. Steel, Jr.
Roy T. Englert, Jr.
Kathryn A. Kusske

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

CERTIFICATE OF SERVICE

I hereby certify that copies of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company's Notice of Intent to Participate (BN/SF-4) have been served this 11th day of January, 1996, by fax and by first-class mail, postage prepaid on all persons on the Service List in Finance Docket No. 32760.


Kelley O'Brien

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

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1-11-96

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ID-60804

Law Department

UNION PACIFIC RAILROAD COMPANY

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

Item No. _____

Page Count 1

JAN 81



January 8, 1996



Airborne
~~VIA FAX (202) 927-5984~~

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
Twelfth St. & Constitution Ave., NW - Room 1324
Washington, DC 20423

Re: ~~Ex Parte No. 5020 (Sub No. 1)~~

FD-32760

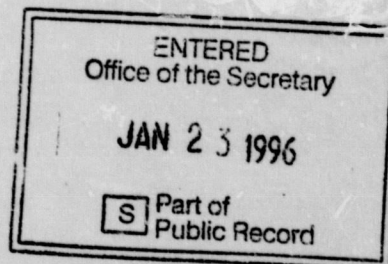
Dear Mr. Williams:

Union Pacific Railroad Company wishes to participate in the above-captioned proceeding by receiving releases from the Commission as well as receiving statements filed by other interested parties. Union Pacific anticipates filing statements in conjunction with other railroads but reserves the right to file independent comments.

Very truly yours,

Louise A. Rinn

Louise A. Rinn
(402) 271-4227



STB

FD-32760

1-11-96

D

ID-60801

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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 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

QUANTUM CHEMICAL CORPORATION'S
NOTICE OF ITS INTENT TO
PARTICIPATE IN THIS PROCEEDING

Pursuant to Decision No. 6, in the above referenced proceeding, Quantum Chemical Corporation hereby provides its notice to the Interstate Commerce Commission of its intent to participate in this proceeding. Please forward any notices to Quantum Chemical Corporation's attorneys at the address listed below.

Respectfully submitted,

Office of the Secretary

JAN 16 1996

Martin W. Bercovici
Douglas J. Behr
Leslie E. Silverman
KELLER AND HECKMAN
1001 G Street, N. W.
Suite 500 West
Washington, D.C. 20001
Tel: (202) 434-4100
Fax: (202) 434-4646
Attorneys for Quantum Chemical
Corporation

January 11, 1996

Item No. _____

Page Count 2
JAN 4 78

CERTIFICATE OF SERVICE

I hereby certify that the foregoing Quantum Chemical Corporation's Notice of Intent to Participate, was served this 11th day of January, 1996, via first-class mail, postage prepaid, upon:

The Honorable Jerome Nelson
Administrative Law Judge
FERC
825 North Capital Street, N.E.
Washington, D.C. 20426

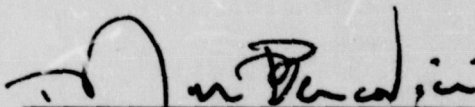
Arvid E. Roach, II, Esquire
Covington & Burling
1201 Pennsylvania Avenue, N.W.
P.O. Box 7566
Washington, D.C. 20044

Paul A. Cunningham, Esquire
Harkins Cunningham
1300 Nineteenth Street, N.W.
Washington, D.C. 20036

Joan S. Huggler, Esquire
Michael D. Billiel, Esquire
U.S. Department of Justice
Antitrust Division
Transportation, Energy and
Agriculture Section
555 4th Street, N.W.
Room 9104
Washington, D.C. 20001

Secretary Federico Peña
Office of the Secretary S-1
U.S. Department of Transportation
400 7th Street, S.W.
Washington, D.C. 20590

George W. Mayo, Jr.
Eric A. Von Salzen
Hogan & Hartson L.L.P.
555 Thirteenth Street, NW
Washington, D.C. 20004-1109



Martin W. Bercovici

STB

FD-32760

1-11-96

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ID-60806

60806

ORIGINAL

LAW OFFICES
BELNAP, SPENCER, McFARLAND & HERMAN
20 NORTH WACKER DRIVE - SUITE 3118
CHICAGO, ILLINOIS 60606-3101
TELEPHONE (312) 236-0204
FAX (312) 201-9695

THOMAS F. McFARLAND, JR.
STEPHEN C. HERMAN

NUEL D. BELNAP (1882-1972)

HAROLD E. SPENCER
COUNSEL

January 10, 1996

By J.P.S. Overnight Mail

Vernon A. Williams, Secretary
Surface Transportation Board
U.S. Department of Transportation, Rm. 1324
12th & Constitution Avenue, NW
Washington, DC 20423



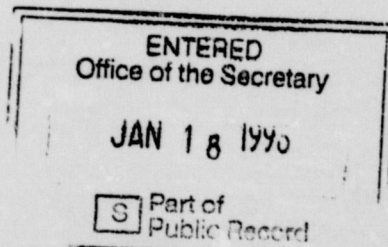
Re: **Finance Docket No. 32760, Union Pacific Corporation, et al. -- Control and Merger -- Southern Pacific Rail Corporation, et al.**

Dear Mr. Williams:

Pursuant to Decision No. 6 in the above proceeding (60 F.R. 54384, Oct. 23, 1995), and Decision No. 9 (60 F.R. 66988, Dec. 27, 1995), this is to provide notice of intent to participate in the proceeding in behalf of:

Wisconsin Electric Power Company
231 West Michigan
P.O. Box 2046
Milwaukee, WI 53201-2046

Twenty copies of this notice of intent to participate accompany the original. Computer data are also enclosed. A copy of this notice of intent to participate is being served on representatives of the applicants.



Very truly yours,

Tom McFarland

Thomas F. McFarland, Jr.
Attorney for Wisconsin Electric Power Company

TMCF:kl:encl:521

cc: Arvid E. Roach, II) by U.P.S. overnight mail
Paul A. Cunningham) by U.P.S. overnight mail

Item No. _____

Page Count 1

JAN 83

STB

FD-32760

1-11-96

D

ID-60800

Item No. 60800
Page Count 1

DONELAN, CLEARY, WOOD & MASER, F.

ATTORNEYS AND COUNSELORS AT LAW

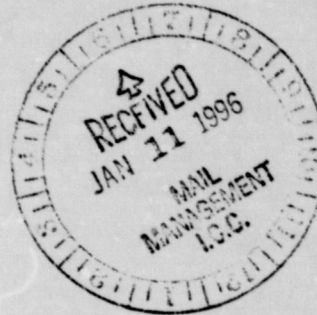
SUITE 750

1100 NEW YORK AVENUE, N.W.
WASHINGTON, D.C. 20005-3934

OFFICE: (202) 371-9500

TELECOPIER: (202) 371-0900

January 11, 1996



DOW-1

Via Hand Delivery

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
12th Street & Constitution Avenue, NW
Washington, DC 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:

On August 4, 1995, the applicants in the above-referenced proceeding submitted their Notice of Intent to File Railroad Control Application.

This letter is to request that the Board place The Dow Chemical Company ("Dow") and its representatives indicated below on the list of all parties of record prepared and issued under the provisions of 49.C.F.R. §1180.4(a)(4). Dow intends to participate in this proceeding as an active party. As such, in accordance with 49 C.F.R. §1180.4(a)(2), Dow selects the acronym "DOW-x" for identifying all documents and pleadings it submits.

Nicholas J. DiMichael
Jeffrey O. Moreno
Donelan, Cleary, Wood & Maser, P.C.
1100 New York Avenue, N.W., Suite 750
Washington, D.C. 20005-3934
(202) 371-9500

James E. Hanson
Counsel
Legal Department
The Dow Chemical Company
2020 Willard H. Dow Center
Midland, MI 48674
(517) 636-5993

Copies of this letter are being served on all persons presently on the Board's service list, including the applicants' representatives.

Office of the Secretary

JAN 16 1996

Respectfully submitted,

Nicholas J. DiMichael
Jeffrey O. Moreno
Attorneys for The Dow Chemical Company

STB

FD-32760

1-11-96

D

ID-60797

Item No. _____

60797

Page Count 3

JAN 7 1996



Norfolk Southern Corporation
Law Department
Three Commercial Place
Norfolk, Virginia 23510-2191

Robert J. Cooney
Senior General Attorney

Writer's Direct Dial Number

(804) 629-2838

January 10, 1996



BY AIRBORNE EXPRESS

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
12th Street and 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

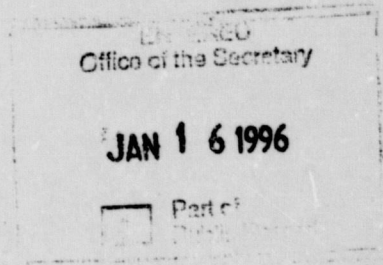
Dear Mr. Williams:

Enclosed for filing in the above-entitled proceeding are the original and ten (10) copies of Norfolk Southern Railway Company's Notice of Intent to Participate.

Very truly yours,

Robert J. Cooney

RJC/sg



BEFORE THE
SURFACE TRANSPORTATION BOARD
Washington, D.C.

Finance Docket No. 32760

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

-- Control and Merger --

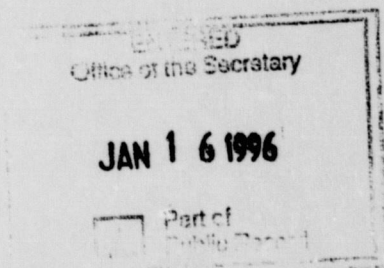
Southern Pacific Rail Corporation, Southern Pacific
Transportation Company, St. Louis Southwestern
Railway Company, SPCSL Corp. and the Denver and Rio Grande
Western Railroad Company

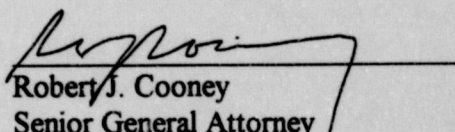
NOTICE OF INTENT TO PARTICIPATE

Norfolk Southern Railway Company ("NS"), by its undersigned counsel, hereby provides notice of its intent to participate in this proceeding as an active party. All service of pleadings and decisions to NS may be made to the undersigned counsel. In accordance with 49 C.F.R. § 1180.4(a)(2), NS selects the acronym "NS" for identifying all documents and pleadings it submits.

Dated: January 10, 1996

Respectfully submitted,

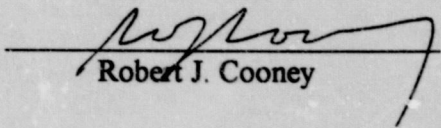



Robert J. Cooney
Senior General Attorney
Norfolk Southern Corporation
Three Commercial Place
Norfolk, VA 23510-2191
(804) 629-2838

Counsel for
Norfolk Southern Railway Company

CERTIFICATE OF SERVICE

I hereby certify that on January 10, 1996, a copy of the foregoing Norfolk Southern Railway Company ("NS") Notice of Intent to Participate was served by first-class, U.S. mail, postage prepaid upon all parties of record in this proceeding.


Robert J. Cooney

STB

FD-32760

1-11-96

D

ID-60795

60795
STEPTOE & JOHNSON LLP

ATTORNEYS AT LAW

1330 CONNECTICUT AVENUE, N.W.
WASHINGTON, D.C. 20036-1795

(202) 429-3000
FACSIMILE: (202) 429-3902
TELEX: 89-2503

PHOENIX, ARIZONA
TWO RENAISSANCE SQUARE

TELEPHONE: (602) 257-5200
FACSIMILE: (602) 257-5299

SAMUEL M. SIPE, JR.
(202) 429-6486

Item No. _____

Page Count 4

JAN 72

STEPTOE & JOHNSON INTERNATIONAL
AFFILIATE IN MOSCOW, RUSSIA

TELEPHONE: (011-7-501) 258-5250
FACSIMILE: (011-7-501) 258-5251

January 11, 1996

BY MESSENGER

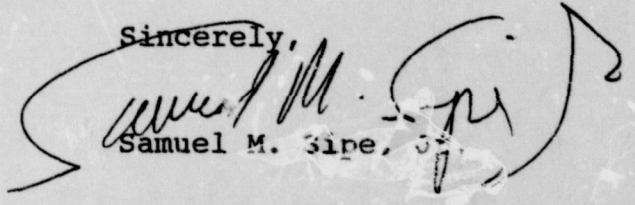
Hon. Vernon A. Williams, Secretary
Case Control Branch
Surface Transportation Board
1201 Constitution Avenue, N.W.
Washington D.C. 20423

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

Dear Secretary Williams:

Enclosed for filing in the above captioned matter are
the original and twenty (20) copies of the City of Los Angeles
and the City of Long Beach's Notice of Intent to Participate in
Finance Docket No. 32760 (POLA/POLB-1).

Sincerely,


Samuel M. Sipe, Jr.

Encl.

cc. ALJ Jerome Nelson

Arvid E. Roach II, Esq.

Paul A. Cunningham, Esq.

Office of the Secretary

JAN 16 1996

Part of

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, SPCLS Corp., and The Denver and
Rio Grande Western Railroad Company

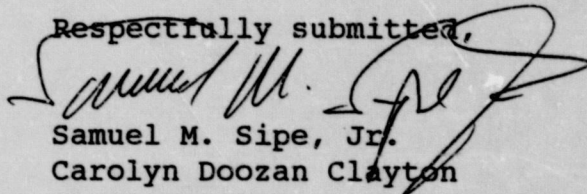
NOTICE OF INTENT TO PARTICIPATE

Pursuant to Decision No. 6, Notice of Issuance of
Procedural Schedule, served by the Interstate Commerce Commission
in the above captioned matter on October 19, 1995, The City of
Los Angeles, CA, by and through its Board of Harbor Commissioners
("the Port of Los Angeles" OR "POLA") and The City of Long Beach,
CA, by and through its Board of Harbor Commissioners ("the Port
of Long Beach" or "POLB") (collectively referred to as "the
Ports") hereby notify the Surface Transportation Board that they
intend to participate in Finance Docket No. 32760. The Ports
respectfully request that their following representative be added
as a party of record ("POR") to the official service list to be
prepared by the Board in this matter:

Samuel M. Sipe, Jr., Esq.
Steptoe & Johnson LLP
1330 Connecticut Ave., N.W.
Washington, D.C. 20036

The Ports have selected the acronym POLA/POLB to
designate the pleadings they file in this proceeding.

Respectfully submitted,



Samuel M. Sipe, Jr.
Carolyn Doozan Clayton
Steptoe & Johnson LLP
1330 Connecticut Ave., N.W.
Washington, D.C. 20036
(202) 429-6486

ATTORNEYS FOR THE CITY OF LOS
ANGELES AND THE CITY OF LONG
BEACH

James K. Hahn, City Attorney
Gerald F. Swan, Assistant
425 South Palos Verdes Street
San Pedro, California 90733
(310) 732-3775

ATTORNEYS FOR THE CITY OF LOS
ANGELES

John R. Calhoun, City Attorney
Richard L. Landes, Principal Deputy
333 E. Ocean Boulevard
11th Floor
Long Beach, California 90802
(310) 570-2200

ATTORNEYS FOR THE CITY OF LONG
BEACH

January 11, 1996

Certificate of Service

I hereby certify that a true copy of the City of Los Angeles and City of Long Beach's Notice of Intent to Participate in Finance Docket No. 32760 was served on January 11, 1996, by first class mail, postage prepaid on the following:

Administrative Law Judge Jerome Nelson
Federal Energy Regulatory Commission
825 North Capitol Street, N.E.
Washington, D.C. 20426

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

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

Carolyn D. Clayton

STB

FD-32760

1-11-96

D

ID-60794

EASTMAN

60794
Eastman Chemical Company
P. O. Box 1990
Kingsport, Tennessee 37662

January 5, 1996

Item No. _____
Page Count 2
JAN #71



MR VERNON A WILLIAMS
SECRETARY
CASE CONTROL BRANCH
ATTENTION: FINANCE DOCKET NO 32760
INTERSTATE COMMERCE COMMISSION
1201 CONSTITUTION AVENUE NW
WASHINGTON DC 20423

RE: UNION PACIFIC CORPORATION, ET AL. -- CONTROL AND MERGER --
SOUTHERN PACIFIC RAIL CORPORATION, ET AL. FINANCE DOCKET
NO 32760

Dear Secretary Williams:

Eastman Chemical Company intends to participate in this proceeding as a party of record.
All copies of filings and pleadings may be sent to the undersigned.

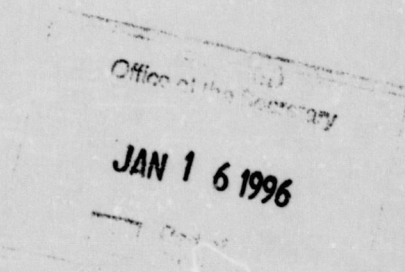
If you have any questions on this matter, please contact the undersigned.

Yours very truly,

E. Calvin Cassell
Manager, North American Delivery Operations


lah/f:\secretry\wp60data\letters\369

Enclosures



CERTIFICATE OF SERVICE

I, E. Calvin Cassell, hereby certify that a copy of the foregoing Notice of Intention To Participate As A Party of Record and Opposition To Petition For Exemption, was mailed this 5th day of January, 1996 to: (1) Arvid E. Roach, II Esquire, Covington & Burling, 1201 Pennsylvania Avenue, N.W., P.O. Box 7566, Washington, D.C. 20044-7566; (2) Paul A. Cunningham, Esquire, Harkins Cunningham, 1300 Nineteenth Street, N.W., Washington, D.C. 20036, first class, postage pre-paid mail.



E. Calvin Cassell

STB

FD-32760

1-11-96

D

ID-60793

UAACOG

60793

UPPER ARKANSAS AREA COUNCIL OF GOVERNMENTS
P.O. Box 510 Cañon City, CO 81215-0510
(719) 275-8350

Office of the Secretary

JAN 17 1996

-Certified-
Return Receipt Requested
Z 205 794 054



Interstate Commerce Commission
Attn: Honorable Vernon Williams
12th and Constitution NW
Washington, D.C. 20423

January 3, 1996

Subjects: Docket No. AB-8 (Sub-No. 39)
Docket No. AB-8 (Sub-No. 36x)
Docket No. AB-3 (Sub-No. 130)
NOTICE OF INTENT TO ABANDON AND DISCONTINUE SERVICE
- and -
ICC Finance Docket No. 32760
PROPOSED CONSOLIDATION, et al

Dear Secretary;

Pursuant to the Interstate Commerce Commission procedural schedule adopted by Decision No.6 in the above outlined four (4) Dockets, please accept this as our official "Notice of Intent to Participate" in all four (4) Subject Dockets as listed above.

Please direct all future correspondence and/or telephone or FAX with respect to the Subject Dockets to:

Upper Arkansas Area Council of Governments
P.O. Box 510
Attention: Judy Lohnes
Telephone Number (719) 275-8350
FAX Number (719) 275-2907

Item No. _____

Page Count 2

JAN 70

CHAFFEE CUSTER FREMONT LAKE

We are aware of the schedule dates applicable for the filing of subsequent "comments, protests, requests for conditions and any other opposition evidence and argument due" and/or Briefs due", and will meet those required deadlines.

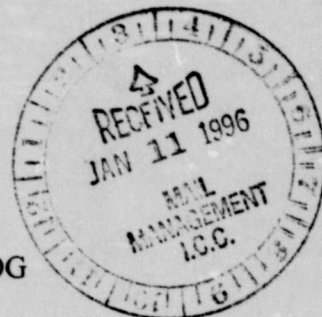
Please advise if any questions or changes occur in these proceedings.

Thank you very much.

Respectfully submitted,

Judy Lohnes

Judy Lohnes
Executive Director, UAACOG



CERTIFICATE OF SERVICE

I hereby certify that I have this day served the foregoing document upon Applicant's Representative, Gary Laakso, General Attorney, Southern Pacific Building, Room 846, One Market Plaza, San Francisco, California 94105, by Prepaid, First-Class, Certified Return Receipt Requested, United States Postal Service.

Dated at 330 Royal Gorge Blvd., Canon City, Colorado, this 3rd day of December 1996.

ATTEST:

Judy Lohnes
Judy Lohnes

CERTIFICATE OF SERVICE

I hereby certify that I have this day served the foregoing document upon the Applicant's Representative, Robert T. Opal, General Attorney, 1416 Dodge Street, Omaha, NE 68179-0830, by Prepaid, First-Class Certified Return Receipt Requested, United State Postal Service.

Dated at 330 Royal Gorge Blvd., Canon City, Colorado, this 3rd day of January 1996.

ATTEST:

Judy Lohnes
Judy Lohnes

STB

FD-32760

1-11-96

D

ID-60792

Law Offices

HOLLAND & KNIGHT

2100 Pennsylvania Avenue, N.W.
Suite 400
Washington, D.C. 20037-3202
202-955-3000
FAX 202-955-5564

Item No. _____
Page Count 1
JAN #69

A Partnership Including Professional Corporations

Atlanta
Fort Lauderdale
Jacksonville
Lakeland
Miami

Orlando
St. Petersburg
Tallahassee
Tampa
West Palm Beach
RECEIVED
JAN 11 1996
OFFICE OF SECRETARY

January 11, 1996

Office of the Secretary
Case Control Branch, Attn: Finance Docket No. 32760
Room 2215
Interstate Commerce Commission
1201 Constitution Avenue, N.W.
Washington, D.C. 20423

Re: Notice of Intent to Participate of Sunkist Growers

Dear Mr. Secretary:

Pursuant to the Commission's order of December 27, 1995 in Finance Docket No. 32760, this letter constitutes a notice of intent to participate in this proceeding on behalf of **Sunkist Growers, Inc.** of Sherman Oaks, California.

As directed in the Commission's order, an original and 20 copies of this notice are being filed with the Office of the Secretary. In addition, a copy of this notice is being sent to applicants' representatives, Arvid E. Roach and Paul A. Cunningham, at their respective addresses, by first class mail.

Thank you for your assistance in this matter.

Very truly yours,

HOLLAND & KNIGHT



David H. Baker
Attorney for Sunkist Growers

Enclosures
WAS-141785

Office of the Secretary

JAN 16 1996

STB

FD-32760

1-11-96

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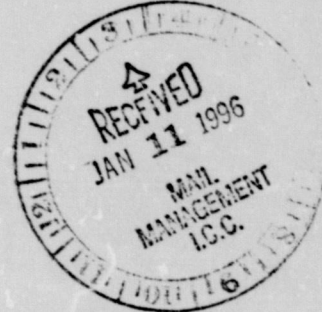
ID-60791

Item No. 60791
Page Count 2
JAN 6 9

The City of Cañon City

Box 1460
Cañon City, Colorado 81215-1460

-Certified-
Return Receipt Requested
P-503 551 009



Secretary
Interstate Commerce Commission
Washington, D.C. 20423

January 2, 1996

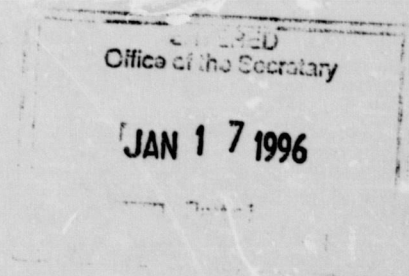
Subjects: Docket No. AB-12 (Sub-No. 188)
Docket No. AB-8 (Sub-No. 39)
NOTICE OF INTENT TO ABANDON AND DISCONTINUE SERVICE
-and-
ICC Finance Docket No. 32760
PROPOSED CONSOLIDATION, et al

Dear Secretary:

Pursuant to the Interstate Commerce Commission procedural schedule adopted by Decision No. 6 in the above outlined three (3) Dockets, please accept this as our official "Notice of Intent to Participate" in all three (3) Subject Dockets as listed above.

Please direct all future correspondence and/or telephone or FAX with respect to the Subject Dockets to:

City of Cañon City, Colorado
P.O. Box 1460
Cañon City, Colorado 81215-1460
Attention: Steve Thacker, City Administrator
Telephone Number (719) 269-9013
FAX Number (719) 269-9017



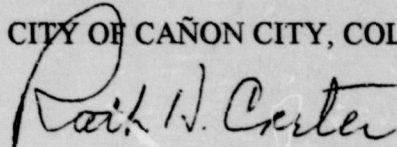
We are aware of the schedule dates applicable for the filing of subsequent "comments, protests, requests for conditions and any other opposition evidence and argument due" and/or "Briefs due" and will meet those required deadlines.

Please advise if any questions or changes occur in these proceedings.

Thank you very much.

Respectfully submitted,

CITY OF CAÑON CITY, COLORADO

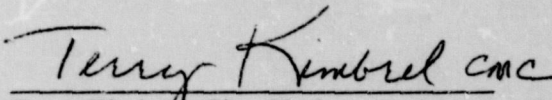


Ruth H. Carter
Mayor

CERTIFICATE OF SERVICE

I hereby certify that I have this day served the foregoing document upon Applicant's Representative, Robert T. Opal, General Attorney, 1416 Dodge Street, Omaha, Nebraska 68179-0830, by Prepaid, First-Class, Certified Return Receipt Requested, United States Postal Service.

Dated at Cañon City, Colorado, this 3rd day of January, 1996.


Terry Kimbrel, City Clerk

STB

FD-32760

1-11-96

D

ID-60790

60790

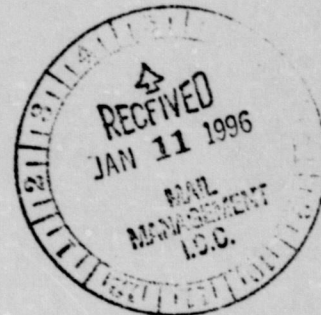
DONELAN, CLEARY, WOOD & MASER, P.C.

ATTORNEYS AND COUNSELORS AT LAW
SUITE 750
1100 NEW YORK AVENUE, N.W.
WASHINGTON, D.C. 20005-3934

OFFICE: (202) 371-9500

TELECOPIER: (202) 371-0900

January 11, 1996



Via Hand Delivery

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1201 Constitution Avenue, N.W.
Washington, D.C. 20423

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

Dear Secretary Williams:

Please find enclosed for filing with the Board an original and twenty (20) copies of the Notice of Intent to Participate submitted on behalf of Cargill, Incorporated for filing in this proceeding. In accordance with 49 C.F.R. § 1180.4(a)(2), this party selects the acronym "CARG" and, accordingly, the enclosed document is identified as CARG-1. Finally, in accordance with Decision No. 9 in this proceeding, copies of the enclosed document are being served upon Applicants' counsel, Administrative Law Judge Jerome Nelson, and all known parties of record.

Should you have any questions, please do not hesitate to contact the undersigned.

Office of the Secretary

JAN 16 1996

Respectfully submitted,

A handwritten signature in dark ink, appearing to read "John K. Maser III".

John K. Maser III
Attorney for Cargill, Incorporated

Enclosures

cc: Hon. Jerome Nelson
All parties of record

1200-190

STB

FD-32760

1-11-96

D

ID-60786

60786

COVINGTON & BURLING ENTERED
1201 PENNSYLVANIA AVENUE, N. W.
P.O. BOX 7566
WASHINGTON, D.C. 20044-7566
(202) 662-6000

Office of the Secretary

JAN 18 1996

Part of
Public Record

LECONFIELD HOUSE
CURZON 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

TELEFAX: (202) 662-6291
TELEX: 89-593 (COVLING WSH)
CABLE: COVLING

ARVID E. ROACH II
DIRECT DIAL NUMBER
(202) 662-5388
DIRECT TELEFAX NUMBER
(202) 778-5388

January 10, 1996

BY FACSIMILE

Alan E. Lubel, Esq.
Troutman Sanders, LLP
601 Pennsylvania Avenue, N.W.
Suite 640 - North Building
Washington, D.C. 20004-2609



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

Dear Alan:

The information redacted on the documents HC33-000005 and HC33-000017 refers to privileged attorney-client advice. In support of this claim of privilege we advise as follows:

1. The information in both HC33-000005 and HC33-000017 reflects legal advice of Carl W. Von Bernuth, the general counsel of UPC, and Covington & Burling.
2. HC33-000005 was part of a presentation to the UPC Board on February 23, 1995, made by White Matthews.
3. HC33-000017 was included in materials distributed to Board members for the February 23, 1995 meeting.
4. The only parties present during this Board discussion were members of the Board and staff and advisors involved in this matter.

Mr. Von Bernuth is prepared to swear to these facts, should that be necessary.

There is no basis for submitting this material to Judge Nelson for in camera inspection. A party requesting in camera review of documents claimed to be privileged as attorney-client communications must provide a showing that the

Item No. _____

Page Count _____

JAN 14 1996 3

Alan E. Lubel, Esq.
January 10, 1996
Page 2

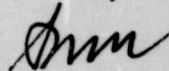
privilege does not apply to those documents. Such a party must:

"show a factual basis sufficient to support a reasonable, good faith belief that in camera inspection may reveal evidence that information in the materials is not privileged."

See In re Grand Jury Investigation, 974 F.2d 1068, 1075 (9th Cir. 1992).

KCS has made no showing that would indicate that the redactions in these documents are not privileged.

Sincerely,



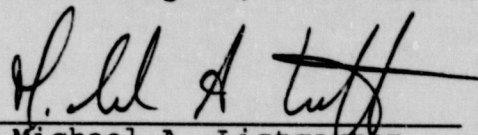
Arvid E. Roach II

CERTIFICATE OF SERVICE

I, Michael A. Listgarten, certify that, on this 11th day of January 1996, I caused a copy of the foregoing document to be served by first-class mail, postage prepaid, or by a more expeditious manner of delivery on all parties appearing on the restricted service list established pursuant to paragraph 9 of the Discovery Guidelines in Finance Docket No. 32760, and on

Director of Operations
Antitrust Division
Room 9104-TEA
Department of Justice
Washington, D.C. 20530

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



Michael A. Listgarten

STB

FD-32760

1-11-95

D

ID-60785



Shelby County Tennessee

Item No. 60755

Page Count 2
JAN 62

Office of the Secretary

Jim Rout, Mayor

JAN 17 1996

November 28, 1995

Secretary Vernon A. Williams
Interstate Commerce Commission
12th Street and Constitution Avenue
Washington, D. C. 20423

FD 32760

RECEIVED
JAN 11 11 29 AM '96
OFFICE OF SECRETARY
ICB

Dear Secretary Williams:

As Mayor of Shelby County, Tennessee, I am extremely concerned about the competitive effects on Memphis and Shelby County businesses relative to the proposed acquisition of the Southern Pacific (SP) Railroad by the Union Pacific (UP). While I am somewhat familiar with the proposed agreement between UP and the Burlington Northern-Santa Fe (BNSF) which is intended to remedy those effects, I am not persuaded that this arrangement will produce effective competition for area rail traffic in Memphis, Tennessee.

I have also reviewed Conrail's proposal to acquire a significant portion of the SP's eastern lines in connection with the merger, especially the lines running from Chicago and St. Louis to Arkansas, Texas and Louisiana. I find this proposal to be more appropriate and far more effective in addressing the concerns of Memphis rail shippers. The Conrail proposal calls for ownership of the lines, whereas the UP-BNSF agreement primarily involves the granting of trackage rights. I believe an owning railroad is in a far better position than a renter to encourage economic development activities on its lines which is of primary importance to this office.

Another reason I favor Conrail's proposal is that it would provide efficient service for area shippers, especially to the Northeast and Midwest markets. Presently, the Port of Memphis averages 3000 loaded rail cars a month and Conrail's service to the Northeast would be the fastest and most direct and involve the fewest car handlings.

Finally, I believe Conrail's proposal will ensure that area rail customers have multiple rail options. I am extremely concerned about the recent merger trend that could lead to only a few giant railroads serving the nation's businesses.

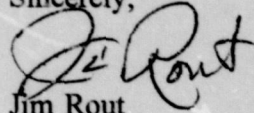
Secretary Vernon Williams

November 28, 1995

Page Two

For all of these reasons, I oppose the UP-SP merger unless it is conditioned upon acceptance of Conrail's proposal.

Sincerely,

A handwritten signature in dark ink, appearing to read "Jim Rout", is written over the printed name.

Jim Rout

Mayor

JR/kw

cc: David LeVan

President, Conrail

STB

FD-32760

1-11-96

D

ID-60784



Port of Portland

Box 3529, Portland, Oregon 97208
503/231-5000

Item No. 1
Page Count JAN 61



January 2, 1996

Hon. Vernon A. Williams
Secretary
Surface Transportation Board
Twelfth Street and Constitution Avenue, NW
Washington DC 20423

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

Dear Mr. Williams:

The Port of Portland wishes to become a Party of Record in the above captioned proceeding. The Port of Portland is served by both the Union and Southern Pacific rail carriers and is directly affected by the proposed merger.

Please direct copies of all filings to:

Port of Portland
Mr. Craig Levie
Box 3529
Portland, Oregon 97208

Sincerely,

Craig Levie
Manager Rail Development

Office of the Secretary

JAN 17 1996

cc: Bob Hrdlicka, Director, Marine
Dave Lohman, Director, Policy and Planning
Claudia Howells, Oregon State Department of Transportation
Dave Fischer, Director - Government Affairs UPRR

STB

FD-3270

1-11-96

D

ID-796

60796

LEBOEUF, LAMB, GREENE & MACRAE
L.L.P.

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

NEW YORK
WASHINGTON
ALBANY
BOSTON
DENVER
HARRISBURG
HARTFORD
JACKSONVILLE

1875 CONNECTICUT AVENUE, N.W.
WASHINGTON, DC 20009-5728

(202) 986-8000

TELEX: 440274 FACSIMILE: (202) 986-8102

WRITER'S DIRECT DIAL:

202-986-8050

LOS ANGELES
NEWARK
PITTSBURGH
SALT LAKE CITY
SAN FRANCISCO

LONDON
BRUSSELS
MOSCOW
ALMATY

Office of the Secretary

JAN 16 1996

January 11, 1996

BY HAND

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

Attn.: Case Control Branch

Re: Finance Docket No. 32760, Union Pacific Corp., et al.;
Notice of Intent to Participate

Dear Mr. Williams:

In accordance with the Commission's various decisions in this proceeding (see, e.g., Decision No. 9 at 3), this is a Notice of Intent to Participate in the above-referenced proceeding on behalf of Farmland Industries, Inc. ("Farmland"). Farmland intends to participate as a full participant, and should be listed as a party of record, with the undersigned as counsel of record. Because the undersigned will be included on the service list for other clients, please include the following as the person to receive service on behalf of Farmland:

Mr. Frederic Schrodt
Vice President-Transportation
Farmland Industries, Inc.
P.O. Box 7305
3315 N. Oak Trafficway
Kansas City, Missouri 64116
Phone: 816-459-5100
Fax: 816-459-6917

RECEIVED
JAN 11 4 58 PM '96
OFFICE OF SECRETARY

Item No. _____
Page Count 2
JAN 73

Farmland is still evaluating the position it intends to take in this proceeding.

Very truly yours,

Michael F. McBride

Michael F. McBride
Attorney for Farmland
Industries, Inc.

cc: Arvid E. Roach, II, Esq.
Paul A. Cunningham, Esq.

STB

FD-32760

1-4-96

D

ID-60816

60816

MOUNTAIN/PLAINS
COMMUNITIES & SHIPPERS
COALITION
123 NORTH MAIN
HOISINGTON, KANSAS 67544
(316) 653-4311



January 10, 1996

Office of the Secretary
Case Control Branch
Attn: Finance Docket No. 32760
Interstate Commerce Commission
1201 Constitution Avenue, N.W.
Washington, D.C. 20423

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

Dear Mr. Secretary:

The Mountain/Plains Communities & Shippers wishes to
participate, as a Party of Record, in the pending proceedings of
Finance Docket No. 32760.

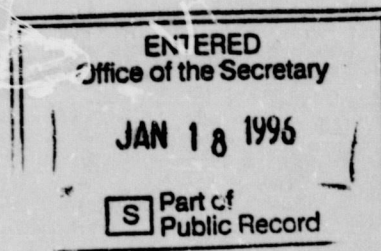
Enclosed for filing in the docket are the original and twenty
copies, in accordance with the Commission's requirements.

In accordance with the Commission's request, we also enclose
a copy of this document on a 3.5 inch diskette formatted for Word
Perfect 5.1.

Sincerely yours,

Junior Strecker
Chairman

CC: Hon. Jerome Nelson
Arvid E. Roach II, Esq.
Paul A. Cunningham, Esq.



Item No. 2

Page Count #93

CERTIFICATE OF SERVICE

I hereby certify that on January 10, 1996 I caused to be served, by first class mail, postage prepaid, copies of the request for Party of Record in Finance Docket No. 32760 on attorneys for the Applicants, the Honorable Jerome Nelson, as known parties of record in this proceedings at this date.

Junior Strecker

Junior Strecker

STB

FD-32760

1-1-96

D

ID-60809

60809

SLOVER & LOFTUS

ATTORNEYS AT LAW

1224 SEVENTEENTH STREET, N. W.
WASHINGTON, D. C. 20036

WILLIAM L. SLOVER
C. MICHAEL LOFTUS
DONALD G. AVERY
JOHN H. LE SEUR
KELVIN J. DOWD
ROBERT D. ROSENBERG
CHRISTOPHER A. MILLS*
FRANK J. PERGOLIZZI
ANDREW B. KOLESAR III
PATRICIA E. DIETRICH

Item No. _____

Page Count 34

Jan 86

202 347-7170

* ADMITTED IN ILLINOIS ONLY

January 12, 1996



By Hand

Office of the Secretary
Case Control Branch
Attn: Finance Docket No. 32760
Surface Transportation Board
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

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

Dear Sirs:

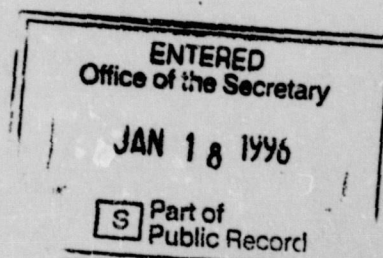
Enclosed for filing in the above-referenced proceeding are the original and twenty copies of the Notice of Intent to Participate of Commonwealth Edison Company.

Sincerely yours,

Christopher A. Mills

CAM:mfw
Enclosures

cc: Arvid E. Roach II, Esq. (via facsimile)
Paul A. Cunningham, Esq. (via facsimile)
Restricted Service List (via mail)



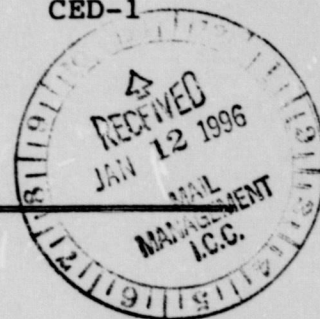
Original

ENTERED
Office of the Secretary

JAN 18 1996

BEFORE THE
SURFACE TRANSPORTATION BOARD

CED-1



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

Finance Docket No. 32760

NOTICE OF INTENT TO PARTICIPATE
BY
COMMONWEALTH EDISON COMPANY

Pursuant to Interstate Commerce Commission Decision No. 9 served on December 27, 1995, Commonwealth Edison Company ("ComEd"), by and through its undersigned counsel, hereby gives notice of its intent to participate in the above-referenced proceeding as an active party. In accordance with 49 C.F.R. §1180.4(a)(2), the acronym "CED" will be used for identifying all documents and pleadings filed by ComEd in this proceeding.

ComEd is an investor-owned electric utility headquartered in Chicago, IL. Its service territory covers most of northern Illinois including the Chicago metropolitan area. ComEd operates nine coal-fired power plants in Illinois that burn approximately 15 million tons annually of western coal trans-

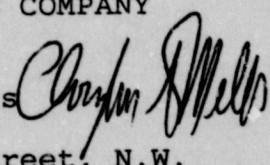
ported by the Applicants and by Applicants' current competitors. ComEd has a direct interest in the consequences of the merger application and its potential adverse effect on the competition presently available for the transportation of coal to ComEd power plants.

ComEd requests that the following person be placed on the service list in this proceeding in addition to its undersigned counsel and that copies of all pleadings and decisions be furnished to such person:

James A. Small
Vice President
Commonwealth Edison Company
1411 Opus Place, Suite 200
Downers Grove, IL 60515-5701

Respectfully submitted,

COMMONWEALTH EDISON COMPANY

By: C. Michael Loftus
Christopher A. Mills 
Slover & Loftus
1224 Seventeenth Street, N.W.
Washington, D.C. 20036

Attorneys and Practitioners

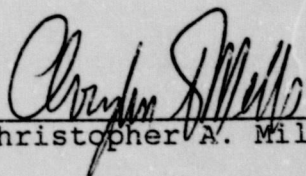
Dated: January 12, 1996

CERTIFICATE OF SERVICE

I hereby certify that, on this 12th day of January, 1996, I caused a copy of the foregoing Notice of Intent to Participate to be served by facsimile on the individuals listed below, and by first-class United States mail, postage prepaid, on all other persons on the Restricted Service List in this proceeding.

Arvid E. Roach II, Esq.
Covington & Burling
1201 Connecticut Avenue, N.W.
P.O. Box 7566
Washington, D.C. 20044

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



Christopher A. Mills

STB

FD-32760

12-19-95

D

ID-60646

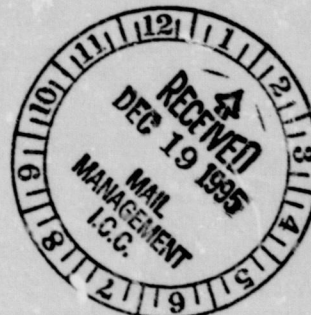


Brotherhood of Locomotive Engineers

STANDARD BUILDING
CLEVELAND, OHIO 44113-1702
TELEPHONE: 216/241-2630
FAX: 216/241-6516

Item No. 60646
Page Count 5
Due 138

RONALD P. McLAUGHLIN
International President



December 14, 1995

Office Of The Secretary
• Case Control Branch
Attn: Finance Docket No. 32760
Interstate Commerce Commission
1201 Constitution Avenue, N.W.
Washington, D.C. 20423

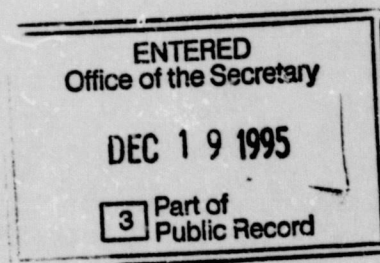
Dear Sir:

Enclosed for filing are the original and twenty (20) copies of the Notice of the Brotherhood of Locomotive Engineers of its Intent to Participate in Finance Docket No. 32760. The Notice has been served upon Administrative Law Judge Nelson and applicants' representatives as set forth in the attached certificate.

Very truly yours,

Ronald P. McLaughlin
International President

cc: ALJ Jerome Nelson
Arvid E. Roach, II, Esq.
Paul A. Cunningham, Esq.
William G. Mahoney, Esq.



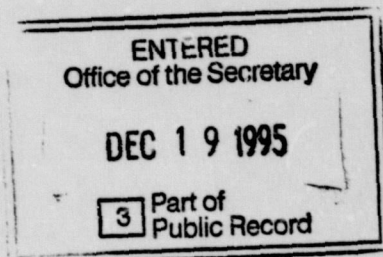
BEFORE THE
INTERSTATE COMMERCE COMMISSION

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

BROTHERHOOD OF LOCOMOTIVE ENGINEERS'
NOTICE OF INTENT TO PARTICIPATE



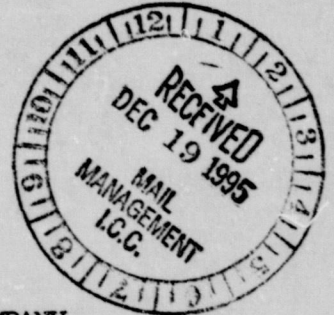
RONALD P. McLAUGHLIN
International President
International Brotherhood of
Locomotive Engineers
Mezzanine - Standard Building
1370 Ontario Street
Cleveland, Ohio 44113-1702
(216) 241-2630

Date: December 14, 1995

BLE-1

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

BROTHERHOOD OF LOCOMOTIVE ENGINEERS'
NOTICE OF INTENT TO PARTICIPATE

The Brotherhood of Locomotive Engineers ("BLE"), through the undersigned, its International President, respectfully submits this Notice of Intent to Participate in the above captioned proceeding in accordance with the Commission's Decision No. 6, the Notice of Procedural Schedule, served and published in the Federal Register on October 23, 1995, 60 FR 54384.

BLE is the duly designated and authorized collective bargaining representative for the craft of locomotive engineers on the applicant railroads.

The address of the undersigned is at the principal offices of the BLE located at the Mezzanine, Standard Building, Cleveland, Ohio 44113-1702, where service may be made upon BLE and the undersigned.

BLE intends to participate as a party to this proceeding and, unless otherwise noted, will adopt as its own and be party to those documents filed by the Railway Labor Executives' Association and its counsel, William G. Mahoney and Highsaw, Mahoney & Clarke, P.C.

Respectfully submitted,

Ronald P. McLaughlin

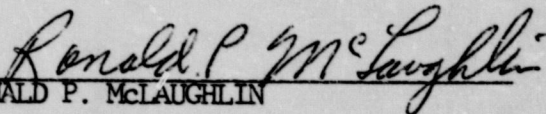
RONALD P. McLAUGHLIN
Mezzanine - Standard Building
1370 Ontario Street
Cleveland, Ohio 44113-1702
(216) 241-2630

International President
International Brotherhood of
Locomotive Engineers

Date: December 14, 1995

CERTIFICATE OF SERVICE

I hereby certify that I have this date served copies of this Notice upon Administrative Law Judge Jerome Nelson, Federal Energy Regulatory Commission, 825 North Capitol Street, NE, Washington, D.C. 20426; Arvid E. Roach, II, Esq., Covington & Burling, 1201 Pennsylvania Avenue, NW, P.O. Box 7566, Washington, D.C. 20044; and Paul C. Cunningham, Esq., Harkins Cunningham, 1300 Nineteenth Street, NW, Washington, D.C. 20036, on this 14th day of December 1995.


RONALD P. McLAUGHLIN

STB

FD-32760

12-18-95

D

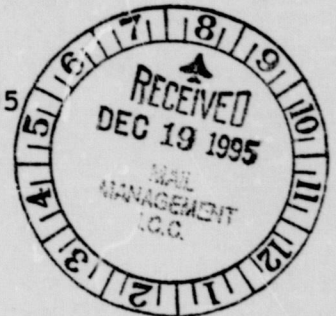
ID-60644

Item No. _____
Page Count 1
Dec 4 1996

60644

FD-32760

December 12, 1995



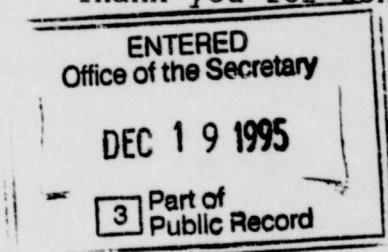
Honorable Vernon A. Williams, Secretary
Interstate Commerce Commission
12th St. & Constitution Avenue
Washington D.C. 20423

Dear Secretary Williams:

Having recently heard about the proposal to merge Union Pacific-Southern Pacific Railroads I am concerned that this might adversely effect the local economy of Northeast Ohio. I urge you to consider selling the UP-SP eastern route to Conrail as part of the proposed merger and not leasing to another western railroad. Specifically, Lake County businesses need to reach broader markets affordably. A healthy competition and a strong commercial rail service will ensure that by keeping costs reasonable. When transportation costs rise, small companies are forced to cut back often resulting in unemployment. Having been a social worker in the field of mental health for 25 years and the Executive Director at an agency providing mental health and alcohol/drug abuse services to children and families, I have seen first hand the financial and emotional effects of unemployment in families. It can be devastating not only to the unemployed adult but to his or her spouse and children.

The citizens in our area would be best served if UP-SP eastern routes were sold to Conrail as part of the proposed merger, not leased to another western railroad.

Thank you for consideration as you review this situation.



Sincerely,

Suzanne Plumb
10 Meadowlawn Drive, #14
Mentor, Ohio 44060

STB

FD-32760

12-19-95

D

ID-60643

Item No: _____

Page Count _____

Dec 4 1995

60603

Ohio House of Representatives



Columbus
43215

ROCCO J. COLONNA

State Representative, 18th District

6477 Wolf Road
Brook Park, Ohio 44142

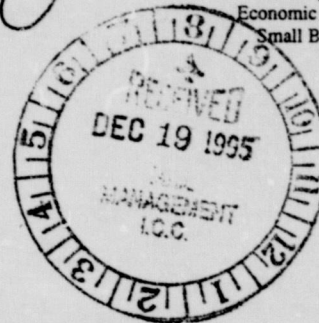
Home (216) 676-4040
District Office (216) 238-3755
Columbus Office (614) 466-4895

COMMITTEES:

Finance & Appropriations
Committee
Transportation Subcommittee
of Finance
Transportation & Public
Safety Committee
-Ranking Minority Member
Economic Development &
Small Business Committee

FD-32760

December 14, 1995



- Honorable Vernon A. Williams, Secretary
Interstate commerce Commission
12th Street & Constitution Avenue
Washington, DC 20423

Dear Secretary Williams,

As ranking minority member of the Ohio House Committee on Transportation, I am very interested in developing our rail system in Ohio. I recently became aware of the plans by Union Pacific Railroad to acquire Southern Pacific Railroad. But I believe Conrail has a better alternative.

As you know, Conrail is very interested in acquiring the eastern routes of Southern Pacific. Conrail's plan would give Ohio direct rail access to the growing Gulf Coast and Mexican markets. Ohio is the second largest auto manufacturing state in the country as well as a major producer of auto parts, glass, steel, paper and cellular equipment. Conrail's proposed acquisition would help our industries export numerous products to the South and to the new Mexican markets now available because of NAFTA. My district includes a huge Ford Motor Company assembly plant and that plant depends on good rail transportation. The Conrail alternative would provide access to new markets for our area businesses.

The company has a superb reputation for service and is vital part of our economic well-being. The access to new markets that could be created through the Conrail proposal would be extremely advantageous to our economy.

Please give favorable consideration to the Conrail alternative to the UP-SP merger.

Sincerely,

Rocco J. Colonna
ROCCO J. COLONNA
State Representative
18th House District

RJC/jab

Office of the Secretary

DEC 19 1995

Part of
Public Record

STB

FD-32760

12-19-95

D

ID-60641

SUE LOWDEN

SENATOR

Clark District No. 3

MAJORITY WHIP

COMMITTEES:

Vice Chairman

Commerce and Labor

Vice Chairman

Government Affairs

Member

Taxation

December 13, 1995



State of Nevada Senate

Sixty-Seventh Session

DISTRICT OFFICE:

P.O. Box 98503
Las Vegas, Nevada 89193
Office: (702) 794-0811
Fax No.: (702) 735-5921

LEGISLATIVE BUILDING:

401 S. Carson Street
Carson City, Nevada 89710
Office: (702) 687-8127 or 687-5742
Fax No.: (702) 687-5962



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

Subject: Finance Docket No. 32760
Proposed Merger Between the Union Pacific and Southern Railroads

Item No. _____

Page Count 1
Dec #133

Dear Secretary Williams,

I am writing to express my support for the proposed merger of the Union Pacific and Southern Pacific Railroads.

I am the Majority Whip of the Nevada Senate and represent a large part of Clark County in Southern Nevada.

A merger between the Union Pacific and the Southern Pacific would bring the financial strength of the Union Pacific together with the routes of the Southern Pacific. That is important because the SP's Phil Anschutz has said that his railroad cannot survive long with the recent merger of the Burlington Northern and Atchison, Topeka & Santa Fe railroads. Survival of the SP, as part of the Union Pacific, is crucial to the employees and customers of the Southern Pacific. Merging the two railroads will ensure the financial strength needed to invest in their future.

A merger would also provide Nevada businesses with improved rail road service, since facilities located on the UP and SP would have single-railroad service to points now located on the other railroad's system. For example, businesses with facilities on the UP in Western Nevada will have single-railed service to facilities in Northern and Central California. Businesses in Western Nevada would for the first time, have single-railroad service as far North as Seattle and Spokane, Washington.

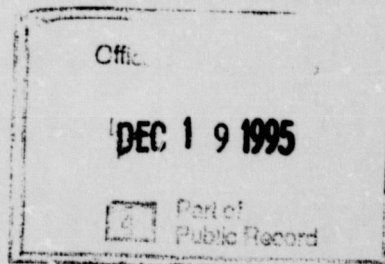
For all these reasons, I believe that a merger between the Union Pacific and Southern Pacific Railroads would be in the public interest, in the interest of the employees of their two Railroad, and in the interest of railroad customers, and I would like to urge your support for their merger proposal.

Sincerely,

Sue Lowden
Nevada State Senator

cc: Larry Bennett
Joe Guild
Wayne Horiuchi

SL/lf



STB

FD-32760

12-19-95

D

DENNIS L. ALLARD

ASSEMBLYMAN

District No. 20

REPUBLICAN WHIP

COMMITTEES:

Vice Chairman

Transportation

Member

Ways and Means

Commerce

Elections and Procedures



State of Nevada
Assembly
Sixty-Eighth Session

60637

DISTRICT OFFICE:

5409 Langston Circle
Las Vegas, Nevada 89120

Office: (702) 642-1231
Carson Home/Office/Fax No.:
(702) 246-5754

LEGISLATIVE BUILDING:

401 S. Carson Street
Carson City, Nevada 89710

Office: (702) 687-3582 or 687-5739
Fax No.: (702) 687-5962

8 December 1995

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



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

Dear Secretary Williams:

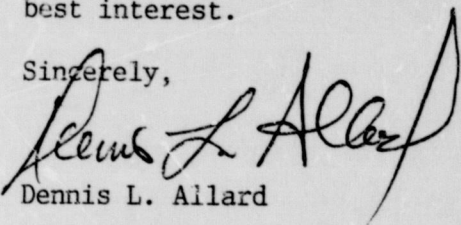
As a Nevada State Assemblyman and businessman, I feel I must urge your approval of the proposed merger of the Union Pacific and Southern Pacific Railroads.

This merger is important because it will increase competition with the BN/Sante Fe Lines and thereby increase service to area businesses.

As you probably already know, Southern Pacific's Chairman, Mr. Phil Anschutz, has stated that Southern Pacific alone cannot face the challenge that the BN/Sante Fe merger presents. I, therefore, feel a Southern Pacific - Union Pacific merger is the best solution to the competition/service problems.

I feel confident that once you examine all of the facts, you will come to the same conclusion that many of us in Nevada have come to i.e.. the merger of Union Pacific and Southern Pacific Railroads is in the public's best interest.

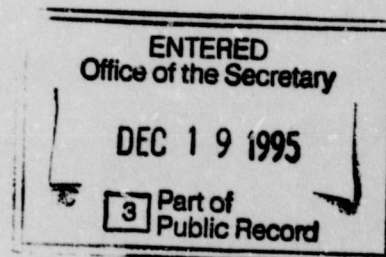
Sincerely,


Dennis L. Allard

Item No. _____

Page Count 1

Dec #170



STB

FD-32760

12-19-95

D

ID-60643

Item No. _____

Page Count _____

Dec 4 1995

60643

Ohio House of Representatives



Columbus
43215

ROCCO J. COLONNA

State Representative, 18th District

6477 Wolf Road
Brook Park, Ohio 44142

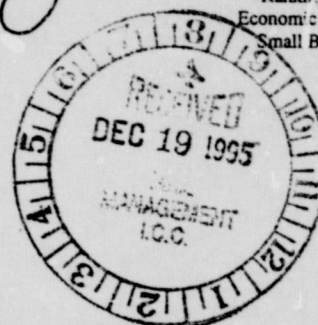
Home (216) 676-4040
District Office (216) 238-3755
Columbus Office (614) 466-4895

COMMITTEES:

Finance & Appropriations
Committee
Transportation Subcommittee
of Finance
Transportation & Public
Safety Committee
-Ranking Minority Member
Economic Development &
Small Business Committee

FD-32760

December 14, 1995



- Honorable Vernon A. Williams, Secretary
Interstate commerce Commission
12th Street & Constitution Avenue
Washington, DC 20423

Dear Secretary Williams,

As ranking minority member of the Ohio House Committee on Transportation, I am very interested in developing our rail system in Ohio. I recently became aware of the plans by Union Pacific Railroad to acquire Southern Pacific Railroad. But I believe Conrail has a better alternative.

As you know, Conrail is very interested in acquiring the eastern routes of Southern Pacific. Conrail's plan would give Ohio direct rail access to the growing Gulf Coast and Mexican markets. Ohio is the second largest auto manufacturing state in the country as well as a major producer of auto parts, glass, steel, paper and cellular equipment. Conrail's proposed acquisition would help our industries export numerous products to the South and to the new Mexican markets now available because of NAFTA. My district includes a huge Ford Motor Company assembly plant and that plant depends on good rail transportation. The Conrail alternative would provide access to new markets for our area businesses.

The company has a superb reputation for service and is vital part of our economic well-being. The access to new markets that could be created through the Conrail proposal would be extremely advantageous to our economy.

Please give favorable consideration to the Conrail alternative to the UP-SP merger.

Sincerely,

Rocco J. Colonna
ROCCO J. COLONNA
State Representative
18th House District

RJC/jab

Office of the Secretary

DEC 19 1995

Part of
Public Record

2TB

FD-35190

IS-19-22

D

ID-90941

SUE LOWDEN
SENATOR
Clark District No. 3
MAJORITY WHIP
COMMITTEES:
Vice Chairman
Commerce and Labor
Vice Chairman
Government Affairs
Member
Taxation

December 13, 1992

The Honorable Vernon A. Williams
Secretary, Interstate Commerce Commission
Twelfth Street and Constitution Avenue, N.W.
Room 2212
Washington, D.C. 20423

Subject: Finance Docket No. 32760
Proposed Merger Between the Union Pacific and Southern Railroads

Dear Secretary Williams,

I am writing to express my support for the proposed merger of the Union Pacific and Southern Pacific Railroads. I am the Majority Whip of the Nevada Senate and represent a large part of Clark County in Southern Nevada. A merger between the Union Pacific and the Southern Pacific would bring the financial strength of the Union Pacific together with the routes of the Southern Pacific. That is important because the SP's Phil Anschutz has said that his railroad cannot survive long with the recent merger of the Burlington Northern and Atchafalaya, Topeka & Santa Fe railroads. Survival of the SP, as part of the Union Pacific, is crucial to the employees and customers of the Southern Pacific. Merging the two railroads will ensure the financial strength needed to invest in their future. A merger would also provide Nevada businesses with improved rail road service, since facilities located on the UP and SP would have single-railroad service to points now located on the other railroad's system. For example, businesses with facilities on the UP in Western Nevada will have single-railed service to facilities in Northern and Central California. Businesses in Western Nevada would for the first time, have single-railroad service as far North as Seattle and Spokane, Washington. For all these reasons, I believe that a merger between the Union Pacific and Southern Pacific Railroads would be in the public interest, in the interest of the employees of their two Railroads, and in the interest of railroad customers, and I would like to urge your support for their merger proposal.

Sincerely,

Sue Lowden

Sue Lowden
Nevada State Senator

cc: Larry Bennett
Joe Guild
Wayne Horvath

SLM



State of Nevada Senate

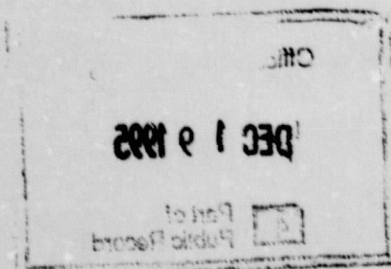
Sixty-seventh Session



LEGISLATIVE BUILDING:
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DISTRICT OFFICE:
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Page Count _____
Dec 13



STB

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12-18-95

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D

LAW OFFICES

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(202) 342-1316

Item No. _____

Page Count 18

Dec 18 1995

December 18, 1995



Via Hand Delivery

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

Re: Union Pacific Corp., Union Pacific RR. Co. and Missouri Pacific RR Co. -- Control and Merger -- Southern Pacific Rail Corp., Southern Pacific Transp. Co., St. Louis Southwestern Rv. Co., SPCSL Corp. and The Denver and Rio Grande Western RR Co.,
Finance Docket No. 32760

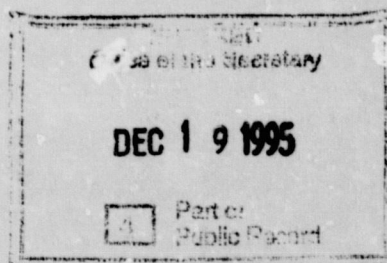
Dear Secretary Williams:

Enclosed are twenty-one copies of TM-4, The Texas Mexican Railway Company's First Interrogatories to Applicants, and TM-5, The Texas Mexican Railway Company's First Request to Applicants for the Production of Documents. Also enclosed is a 3.5" floppy computer disc containing a copy in Wordperfect 5.1 of the two filings.

Sincerely,

Richard A. Allen
Richard A. Allen

cc: The Honorable Judge Nelson
All Parties on the
Restricted Service List



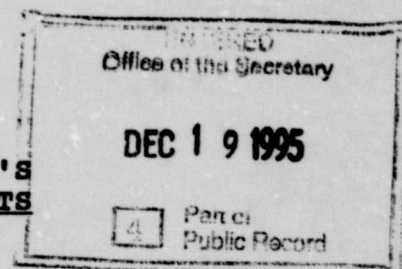
**BEFORE THE
INTERSTATE COMMERCE COMMISSION**

Union Pacific Corp., Union Pacific)
RR. Co. and Missouri Pacific RR Co.)
-- Control and Merger -- Southern)
Pacific Rail Corp., Southern)
Pacific Trans. Co., St. Louis)
Southwestern Rw. Co., SPCSL Corp.)
and The Denver and Rio Grande)
Western Corp.)

Finance Docket No. 3276



**THE TEXAS MEXICAN RAILWAY COMPANY'S
FIRST INTERROGATORIES TO APPLICANTS**



Pursuant to 49 C.F.R. Part 1114, Subpart B, The Texas Mexican Railway Company ("Tex Mex") directs the following interrogatories to Union Pacific Corporation, Union Pacific Railroad Company and Missouri Pacific Railroad Company and to Southern Pacific Rail Corporation, Southern Pacific Transportation Company, St. Louis Southwestern Railway Company, SPCSL Corp., and The Denver and Rio Grande Western Railroad Company, collectively referred to as "Applicants."

INSTRUCTIONS

1. Each interrogatory should be answered separately and fully in writing.
2. The answers are to be signed under oath by the person making them.

3. Objections are to be signed by the representative or counsel making them and the reasons for each objection should be stated in full.

4. A copy of the answers should be served upon the undersigned counsel for Tex Mex within fifteen (15) days after the date of service.

5. Applicants should contact the undersigned immediately to discuss any objections or questions with a view to resolving any dispute or issues of interpretation informally and expeditiously.

6. References to railroads, shippers, and other companies (including Applicants) include: parent companies; subsidiaries; controlled, affiliated, and predecessor firms; divisions; subdivisions; components; units; instrumentalities; partnerships; joint ventures; and all present and former directors, officers, employees, agents, consultants, and other persons acting for or on behalf of any of them.

7. Unless otherwise specified, all uses of the conjunctive include the disjunctive and vice versa, and words in the singular include the plural and vice versa.

8. Unless otherwise specified, these discovery requests cover the period beginning January 1, 1993, and ending with the date of response.

9. Where a request contains subparts denominated by letters (e.g., (a), (b)), respond separately to each subpart.

10. If Applicants have information that would permit a partial answer to any interrogatory, but they would have to conduct a special study to obtain information necessary to provide a more complete response to that interrogatory, and if the burden of conducting such special study would be greater for Applicants than Tex Mex, then: (a) state that fact; (b) provide the partial answer that may be made with information available to Applicant; and (c) as provided in 49 C.F.R. § 1114.26(b), produce such business records, or compilation, abstract, or summary based thereon, as will permit Tex Mex to derive or ascertain a more complete answer.

11. If any information is withheld on the ground that it is privileged or otherwise not discoverable, (a) identify the information; and (b) state the basis for the claim that it is privileged or otherwise not discoverable.

12. Where any interrogatory refers to "Applicants" or to any "Applicant," and the response for one applicant would be different from the response for other applicants, give separate responses for each applicant.

13. In responding to any request for data regarding intermodal traffic, indicate separately data for trailers and for containers.

14. If either Applicant later learns that its response to any interrogatory is incorrect, promptly correct that response.

15. Promptly supplement responses with respect to any questions directly addressed to the identity and locations of persons having knowledge of discoverable matters.

DEFINITIONS

1. The "Agreement and Plan of Merger" means the August 3, 1995 Agreement referred to on page 2 of the Applicants' Notice of Intent to File Application (UP/SP-1 at 2).

2. "Applicants" means Union Pacific Corporation, Union Pacific Railroad Company, Missouri Pacific Railroad Company, Southern Pacific Rail Corporation, Southern Pacific Transportation Company, St. Louis Southwestern Railway Company, SPCSL Corp., and The Denver and Rio Grande Western Railroad Company, individually and collectively.

3. "BN" means the Burlington Northern Railway Company.

4. "BNI" means Burlington Northern Inc.

5. "BNSF" means BNSF Corporation or the entity resulting from the merger of BNI and BN with SFP and Santa Fe.

6. "BNSF Agreement" refers to the agreement between UP and SP and the Burlington Northern Santa Fe Corporation relating to the proposed UP/SP merger that was announced in the Union Pacific News Release issued September 26, 1995, and was referred to by Applicants in their Reply to Comments on Proposed Schedule (UP/SP-14) submitted September 28, 1995.

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

8. "Commission" or "ICC" means the Interstate Commerce Commission.

9. "Competition" includes both intramodal and internodal competition and, where applicable, includes source competition.

10. "Consolidated System" means the integrated rail system under control of the Applicants after the Transaction (as defined below), or to the entity created by the merger proposed by Applicants.

11. "Describe" when used in relation to a discussion, meeting or other communication means to identify the participants, the date or time period when the communication took place, the location of the participants at the time of the communication and a detailed summary of the content of the communications.

12. "Document" means any writing or other compilation of information, whether printed, typed, handwritten, recorded, or produced or reproduced by any other process, including: intra-company communications; electronic mail; correspondence; telegrams; memoranda; contracts; instruments; studies; projections; forecasts; summaries, notes, or records of conversations or interviews; minutes, summaries, notes, or records of conferences or meetings; records or reports of negotiations; diaries; calendars; photographs; maps; tape recordings; computer tapes; computer disks; other computer storage devices; computer programs; computer printouts; models; statistical statements; graphs; charts; diagrams; plans;

drawings; brochures; pamphlets; news articles; reports; advertisements; circulars; trade letters; press releases; financial statements; accounting records; and workpapers and worksheets. Further, the term "document" includes: (a) both basic records and summaries of such records (including computer runs); (b) both original versions and copies that differ in any respect from original versions, including notes; and (c) both documents in the possession, custody, or control of Applicants and documents in the possession, custody, or control of consultants or others who have assisted Applicants in connection with this proceeding.

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

14. "FNM" means the Ferrocarriles Nacionales Mexicanos.

15. "Identify,"

(a) when used in relation to an individual, means to state the name, address, and home and business telephone number of the individual, the job title or position and the employer of the individual at the time of the activity inquired of, and the last-known position and employer of the individual;

(b) when used in relation to a corporation, partnership, or other entity, means to state the name of the entity and the address and telephone number of its principal place of business;

(c) when used in relation to a document, means to: (1) state the type of document (e.g., letter, memorandum, report,

chart); (2) identify the author, each addressee, and each recipient; and (3) state the number of pages, title, and date of the document;

(d) when used in relation to an oral communication or statement, means to: (1) identify the person making the communication or statement and the person, persons, or entity to whom the communication or statement was made; (2) state the date and place of the communication or statement; (3) describe in detail the contents of the communication or statement; and (4) identify all documents that refer to, relate to or evidence the communication or statement;

(e) when used in any other context means to describe or explain.

16. "Including" means including without limitation.

17. "KCS" means The Kansas City Southern Railway Company.

18. "Mexican Railroad Concession" means a right to purchase, lease, own, control, or operate over any railroad line in Mexico, including rights to operate over lines owned or leased by other entities.

19. "Mexican Railroad Gateway" means any or all of the following locations on the border between the United States and Mexico and located on the railroad lines present at that location: (a) Brownsville, Texas; (b) Laredo, Texas; (c) Eagle Pass, Texas; (d) Presidio, Texas; (e) El Paso, Texas; (f) Nogales, Arizona; and (g) Mexicali, California.

20. "MP" means Missouri Pacific Railroad Company.

21. "Person" means an individual, company, partnership, or other entity of any kind.

22. "Provide" (except where the word is used with respect to providing service or equipment) or "describe" means to supply a complete narrative response. If the information sought in a particular interrogatory is contained in existing documents, those documents may be specifically identified and produced as an alternative to supplying a narrative response; however, the documents shall be produced within the time provided for responding to these interrogatories and shall be identified as being responsive to that particular interrogatory.

23. "Rates" include contract rates and tariff rates.

24. "Relating to" a subject means concerning, making a statement about, referring to, or discussing the subject.

25. "Revenue share" means any share of revenue on traffic interchanged with another railroad, including contractual revenue shares, joint rates, proportional rates, and multiple independent factor rates.

26. "Santa Fe" means The Atchison, Topeka and Santa Fe Railway Company.

27. "SFP" means Santa Fe Pacific Corporation.

28. "Shipper" means a user of rail services, including a consignor, a consignee, or a receiver.

29. "SLSRC" means St. Louis Southwestern Railway Company.

30. "SPRC" means Southern Pacific Rail Corporation.

31. "SPCSL" means SPCSL Corp.

32. "SP" means all SPRC entities individually and collectively. i.e., Southern Pacific Rail Corporation, Southern Pacific Transportation Company, St. Louis Southwestern Railway Company, SPCSL Corp. and The Denver and Rio Grande Western Railroad Company.

33. "STCC" means Standard Transportation Commodity Code.

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

35. "Tex Mex" means The Texas Mexican Railway Company.

36. "This proceeding" means Finance Docket No. 32760 and any sub-dockets that may be established.

37. "Transaction" means the actions for which approval is sought by the Applicants, as described at UP/SP-1 including: (a) the acquisition of control of SPR by UP Acquisition; (b) the merger of SPR into UPRR; and (c) the resulting common control of UP and SP by UPC or any one of such actions or any combination of such actions, and any related transactions.

38. "UPC" means Union Pacific Corporation.

39. "UPRC" means Union Pacific Railroad Company.

40. "UP" means all UPC entities individually and collectively, i.e., Union Pacific Corporation, Union Pacific Railroad Company and Missouri Pacific Railroad Company.

41. "UP Acquisition" means UP Acquisition Corporation, an indirect wholly-owned subsidiary of Union Pacific Corporation.

42. "Western Class I Railroad" means any of the following: BN, Santa Fe, CNW, Illinois Central Railroad Company, KCS, and Soo Line Railroad Company.

INTERROGATORIES

1. Identify every study, analysis, business plan and marketing plan relating to the transportation of goods by UP, SP or the Combined System originating from or destined to Mexico, including but not limited to studies concerning the relative advantages and disadvantages of different Mexican Railroad Gateways, projections of rail traffic trends and the existence of competition to such transportation.

2. Identify every document relating to the marketing and implementation by SP of interline rail transportation by SP and Tex Mex of goods destined to or originating from Mexico, including but not limited to the marketing and implementation of intermodal train service known as the "Aztec Wind."

3. Identify every document relating to the possible obtaining of, bidding for or operations over any Mexican Railroad Concession by UP, SP, the Combined System or by any of those entities in conjunction with another entity, including but not limited to traffic and revenue projections and analyses of the anticipated competition to operations over any Mexican Railroad Concession by UP, SP, the Combined System or by any of those entities in conjunction with any other entity.

4. Identify every document relating to the possible granting of any Mexican Railroad Concession, including sub-concessions, by UP, SP, or the Combined System to any other entity.

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

6. Identify every agreement in effect after January 1, 1995 by which other railroads have provided trackage or haulage rights to UP or SP or both over railroad lines or railroad facilities in Texas.

7. Identify every agreement in effect after January 1, 1995 by which UP and SP have granted trackage or haulage rights or both to another railroad over railroad lines in Texas.

8. Identify every document relating to the possible sale of railroad lines in Texas to the following:

- (a) Tex Mex,
- (b) KCS, and
- (c) BNSF, and
- (d) any other railroad.

9. Identify every document relating to the possible granting of trackage or haulage rights over railroad lines in Texas by UP, SP or the Combined System to the following:

- (a) Tex Mex
- (b) KCS, and
- (c) any other railroad.

10. Identify every document relating to the possible sale or abandonment of any railroad line identified in Appendix A, or of any portion of said line.

11. Identify every letter, memorandum, study, analysis, business plan and marketing plan not previously identified that refers to the Tex Mex.

12. Identify every joint rate tariff and every transportation contract in effect after January 1, 1993 for the through rail transportation of goods by FNM on the one hand and UP or SP, exclusively or in conjunction with other U.S. railroads, on the other hand between points in the United States and points in Mexico.


13. Identify every document relating to studies or analyses of the property values of, and the costs of maintaining and operating over, all or any part of any railroad line identified in Appendix A or of any line of which a line identified in Appendix A constitutes a part.

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

15. Identify the "tiny handful [of the '2-to-1' shippers that] have direct service from both UP and SP according to the Verified Statement of Richard B. Peterson at page 72 of Volume 2 of the Application.

15. Identify any analysis or other basis for Mr. Peterson's statement at page 168 of Volume 2 that "BN/Santa Fe will be able to serve the '2-to-1' shippers either directly or via reciprocal trackage rights at a switch charge that will be well below SP's present charges."

16. With respect to Mr. Peterson's statement at page 298 of Volume 2 that "We estimated that BN/Santa Fe would divert to a Corpus Christi-Tex Mex-Laredo routing 25% of the traffic moving via UP direct or SP-Tex Mex between competitive points and Laredo" --

- a. identify any analysis or other basis for this estimate, including but not limited to the portions of Mr. Peterson's workpapers supporting this estimate; and
- b. state whether this estimate includes traffic originating or terminating at local industries at Laredo ("local traffic") and, if so, whether the estimated percentage diversion was the same for local traffic as for traffic moving through Laredo to and from FNM 

17. Did Mr. Peterson apply the "75% rule" described at pages 257-258 of Volume 2 to --

15. Identify the "tiny handful [of the '2-to-1' shippers that] have direct service from both UP and SP according to the Verified Statement of Richard B. Peterson at page 72 of Volume 2 of the Application.

15. Identify any analysis or other basis for Mr. Peterson's statement at page 168 of Volume 2 that "BN/Santa Fe will be able to serve the '2-to-1' shippers either directly or via reciprocal trackage rights at a switch charge that will be well below SP's present charges."

16. With respect to Mr. Peterson's statement at page 298 of Volume 2 that "We estimated that BN/Santa Fe would divert to a Corpus Christi-Tex Mex-Laredo routing 25% of the traffic moving via UP direct or SP-Tex Mex between competitive points and Laredo" --

- a. identify any analysis or other basis for this estimate, including but not limited to the portions of Mr. Peterson's workpapers supporting this estimate; and
- b. state whether this estimate includes traffic originating or terminating at local industries at Laredo ("local traffic") and, if so, whether the estimated percentage diversion was the same for local traffic as for traffic moving through Laredo to and from FNM.

17. Did Mr. Peterson apply the "75% rule" described at pages 257-258 of Volume 2 to --

a. traffic originating at points on SP and terminating at local industries at Laredo?

b. traffic interchanged with FNM at Laredo?

18. If the answer to 17a or 17b or both is no, state what percentage diversions were applied.

19. In developing the adjusted traffic base described by Mr. Peterson on pages 261-266 of Volume 2, did Mr. Peterson make any adjustment based on KCS's acquisition of an interest in Tex Mex?

20. Describe the consideration given by Mr. Peterson, in developing the adjusted traffic base described on pages 261-266 of Volume 2, to the compensation to be paid by BNSF to the Combined System for use of the trackage rights under the BNSF Agreement, and the quantitative effect of such compensation, if any, on the adjusted traffic base developed by Mr. Peterson.

21. Identify any memorandum, study or analysis relating to whether UP and SP would consummate the merger if its approval were conditioned on divesting certain lines to other entities or on granting trackage and haulage rights to entities other than BNSF, or both.

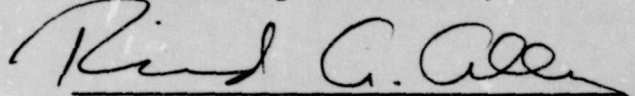
22. With respect to the statement by Mr. Peterson at page 96, footnote 42, of Volume 2 that "many shippers prefer Laredo and a substantial segment of Mexican shippers prefer to route traffic via Tex Mex --

a. state the basis for this statement;

b. identify every memorandum, study, analysis, shipper survey and letter from shippers supporting this statement.

23. Identify any analysis, study or memorandum relating to truck traffic between the United States and Mexico.

Respectfully submitted,



Richard A. Allen
Andrew R. Plump
John V. Edwards
ZUCKERT, SCOUTT & RASENBERGER,
LLP
888 Seventeenth Street, NW
Suite 600
Washington, DC 20006-3939
202/298-8660

Attorneys for Texas Mexican
Railway

Date :

APPENDIX A

SP Lines

<u>From</u>	<u>To</u>
Caldwell, TX	Flatonia, TX
Flatonia, TX	Victoria, TX
Victoria, TX	Placedo, TX
McAllen, TX	Brownsville, TX

UP Lines

<u>From</u>	<u>To</u>
Algoa, TX	Brownsville, TX
Victoria, TX	Bloomington, TX
Odem, TX	Corpus Christi, TX

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60630

THE SPANISH AMERICAN COMMITTEE

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Agency

FD 32760
December 12, 1995

Hon Vernon A. Williams
Secretary
Interstate Commerce Commission
12th St. & Constitution Ave.
Washington, DC 20423



0
Dear Secretary Williams:

I am concerned that the proposed Union Pacific-Southern Pacific railroad merger is not in the public interest in Northeast Ohio. We would be far better served if the UP-SP'S eastern routes were, as part of the proposed merger, sold to Conrail, not leased to another western railroad.

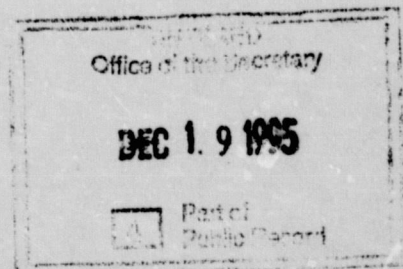
My reasoning is straightforward. First, our industrial companies, particularly in the booming polymers sector, need direct service to raw materials and markets in the Gulf "Chemical Coast" region and to Mexico. Second, we believe that an owner-carrier, such as Conrail, would have greater incentive to improve markets along the route. Third, by keeping Conrail strong, we ensure a variety of service options and strong price competition among the major railroads in our region, namely CSX, Norfolk and Southern, and Conrail.

For those reasons I would oppose the proposed merger unless it includes the Conrail purchase of the eastern lines of the old Southern Pacific. Only with the Conrail acquisition will Northeast Ohio economies be maximally served.

Thank you for your consideration.

Sincerely,

Leo Serrano
Leo Serrano,
Executive Director.



Item No. _____

Page Count 1

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Item No. _____

Page Count 1

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Nevada Legislature

SENATE



December 12, 1995

The Honorable Vernon A. Williams
Secretary, Interstate Commerce Commission
Twelfth Street and Constitution Ave., N.W.
Washington, D.C. 20243

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

Dear Secretary Williams:

Throughout Nevada's history, the state has relied heavily on railroad transportation to foster development and improve the quality of life for its citizens. This dependence is greater than ever as Nevada emerges as the fastest growing state in the Union and its business and industry are increasingly competing in the global economy. Since my district encompasses the heart of one of the state's largest urban centers, I know how vital efficient and competitive transportation is to Nevadans.

By consolidating facilities and reducing overhead, the merger will improve routing, help keep rates down, and encourage economic development in the state. These are all positive impacts. I strongly support the proposal and urge you to approve the plan.

Respectfully,

A handwritten signature in cursive script that reads "Randolph J. Townsend".

Randolph J. Townsend
Nevada State Senator

RJT/cc.60113.51

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Office of the Secretary

DEC 19 1995

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Public Record

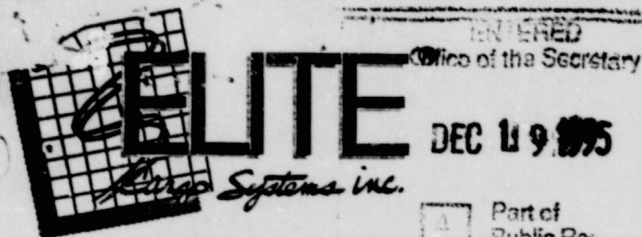
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DIRECTOR'S OFFICE

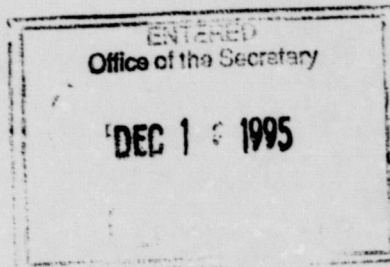
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INTERSTATE COMMERCE
COMMISSION

60628
P.O. Box 7045
Densenville, IL 60106
In Illinois (708) 595-2662
Nationwide (800) 543-5484
Fax Ordering (708) 595-3910

Mr. Vernon Williams
Interstate Commerce Commission
Room 3316
12th and Constitution, N.W
Washington, D.C. 20423-0001

RE: Finance Docket No 32760



RECEIVED
DEC 18 5 10 PM '95
OFFICE OF SECRETARY

Dear Mr. Williams:

Our company has occasion to use the services of the Texas Mexican Railway. It is our opinion that the proposed merger between the Union Pacific and the Southern Pacific will seriously reduce, if not eliminate, the competitive alternatives for rail service available to our company.

Our company relies on competition to keep prices down and service levels up. The only two U.S. carriers connecting with the TexMex are the Union Pacific at the Laredo and the Southern Pacific at Corpus Christi. For many years these two railroads have competed for shipments to and from the TexMex, resulting in substantial cost savings and service improvements. A merger of these two railroads will eliminate that competition. Although these railroads recently agreed to give certain trackage rights to the new Burlington Northern Santa Fe Railroad, we do not believe this will be an effective competitive replacement for an independent Southern Pacific on this important route.

The TexMex has always relied on international traffic interlined with the SP for much of its traffic base. Since a UP/SP merger would eliminate most of this traffic, this lost volume will likely reduce scheduling on the TexMex and slow service.

These price increases and service reductions will seriously reduce many companies' abilities to compete both domestically and internationally.

The alternative that will preserve competition is to grant trackage rights or allow TexMex to purchase trackage from Corpus Christi to Houston, and connect with the Kansas City Southern and other railroads in Houston. We urge the Commission to correct this loss of competition and service by conditioning the merger with a grant of trackage rights to the TexMex, allowing service to Houston

Office of the Secretary

Item No. _____

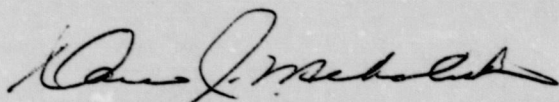
Page Count 2

Dec # 119

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One of the important functions of the Interstate Commerce Commission is to preserve competition. Here it is possible to do just that while also promoting international trade.

Sincerely,

A handwritten signature in dark ink, appearing to read "David J. Mihalik". The signature is fluid and cursive, with a large initial "D" and "M".

David J. Mihalik
President

STB

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12-18-95

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ID-60627

RAY SHAFFER

- SENATOR
Clark No. 2

DEC 19 1995

COMMITTEES:

Member

Commerce and Labor
Government Affairs
Transportation



State of Nevada
Senate

Sixty-Eighth Session

Item No. _____

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Dec #118

December 13, 1995

The Honorable Vernon A. Williams, Secretary
Interstate Commerce Commission Room 2215
Twelfth Street & Constitution Avenue, N.W.
Washington, DC 20423

Re: Finance Docket # 32760, Union Pacific Corp. et al
Control Manager and Merger-Southern Pacific Rail Corp. et al

The purpose of this letter is to respectfully request approval of the merger between the Southern Pacific and Union Pacific Railroads. Should the merger be denied, Southern Pacific would fail and the Union Pacific would not be able to compete with the Burlington Northern and the Atchison, Topeka and Santa Fe Railroads.

The tremendous growth in Nevada has doubled the need for a strong, healthy rail system. As a member of the Commerce and Labor Committee and Transportation Committee for the past twelve years, I can attest to the great many concerns Nevada shippers have.

It is essential that Nevada shippers are able to benefit from improved service, stronger competition, and quality service. The Union Pacific and Southern Pacific must be given the opportunity to meet the challenge of the Burlington Northern and the Atchison, Topeka and Santa Fe Railroads.

Sincerely,

Ray Shaffer

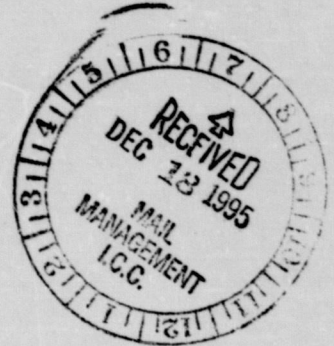
Ray Shaffer
Senator

DISTRICT OFFICE:

P.O. Box 43594
Las Vegas, Nevada 89116
Office: (702) 647-8683
Fax No.: (702) 648-5100

LEGISLATIVE BUILDING:

401 S. Carson Street
Carson City, Nevada 89710
Office: (702) 687-3638 or 687-5742
Fax No.: (702) 687-5962



STB

FD-32760

12-18-95

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ID-60625

60625

Office of the Secretary

DEC 19 1995

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ABSOLUTE
DELIVERY NETWORK

Mr. Vernon Williams
Interstate Commerce Commission
Room 3316
12th and Constitution, N.W.
Washington, D.C. 20423-0001

RE: Finance Docket No 32760

Item No.

Page Count

2
Dec 4 116



Dear Mr. Williams:

Our company has occasion to use the services of the Texas Mexican Railway. It is our opinion that the proposed merger between the Union Pacific and the Southern Pacific will seriously reduce, if not eliminate, the competitive alternatives for rail service available to our company.

Our company relies on competition to keep prices down and service levels up. The only two U.S. carriers connecting with the TexMex are the Union Pacific at the Laredo and the Southern Pacific at Corpus Christi. For many years these two railroads have competed for shipments to and from the TexMex, resulting in substantial cost savings and service improvements. A merger of these two railroads will eliminate that competition. Although these railroads recently agreed to give certain trackage rights to the new Burlington Northern Santa Fe Railroad, we do not believe this will be a effective competitive replacement for a independent Southern Pacific on this important route.

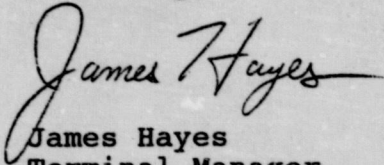
The TexMex has always relied on international traffic interlined with the SP for much of its traffic base. Since a UP/SP merger would eliminate most of this traffic, this lost volume will likely reduce scheduling on the TexMex and slow service.

These price increases and service reductions will seriously reduce many companies abilities to compete both domestically and internationally.

The alternative that will preserve competition is to grant trackage rights or allow TexMex to purchase trackage from Corpus Cristi to Houston, and connect with the Kansas City Southern and other railroads in Houston. We urge the the Commission to correct this loss of competition and service by conditioning the merger with a grant of trackage rights to the TexMex allowing service to Houston

One of the important functions of the Interstate Commerce Commission is to preserve competition. Here it is possible to do just that while also promoting international trade.

Sincerely,

A handwritten signature in cursive script that reads "James Hayes". The signature is fluid and extends to the right.

James Hayes
Terminal Manager

STB

FD-32760

~~12/18/95~~

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ID-60624

Item No. _____ 60624

Page Count 1
Dec # 115

Office of the Secretary

DEC 1 9 1995



STATE OF ARKANSAS

House of Representatives

COMMITTEES

Judiciary
Aging and Legislative
Affairs
Joint Committee on
Children and Youth

Representative

JUDY SERIALE SMITH

P. O. BOX 213

CAMDEN, ARKANSAS 71701-0213

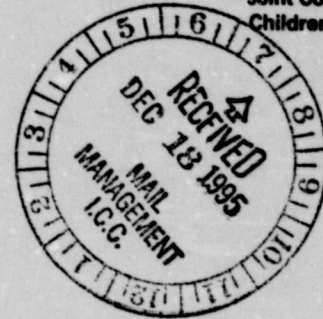
DISTRICT 37

Part of Columbia County

Part of Nevada County

Part of Ouachita County

FD-32760



December 8, 1995

The Honorable Vernon Williams, Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue
Washington, D.C. 20423

Dear Secretary Williams:

I am writing to express my concerns regarding the proposed acquisition of the Southern Pacific Railroad by Union Pacific. This proposal would, in my opinion reduce rail service competition in this area. It seems obvious that what we need is increased competition.

I have reviewed the Conrail proposal and find that it has the potential for enhancement of our presently desparate economic situation in this area of the state.

This area could be greatly improved economically, with the inclusion of the Conrail proposal in the proposed merger of UP-SP. Your serious consideration of this matter would greatly appreciated.

Sincerely,

Judy Seriale Smith

STB

FD-32760

12-18-95

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ID-60623

BARBARA E. BUCKLEY
ASSEMBLYWOMAN
District No. 8



Office of the Secretary

DEC 1 9 1995

Part of
Public Record

60623
DISTRICT OFFICE:
5481 Supai Drive
Las Vegas, Nevada 89103
Office: (702) 222-9901

LEGISLATIVE BUILDING:
401 S. Carson Street
Carson City, Nevada 89710
Office: (702) 687-3581 or 687-5739
Fax No.: (702) 687-5962

COMMITTEES:

Vice Chairman

Judiciary

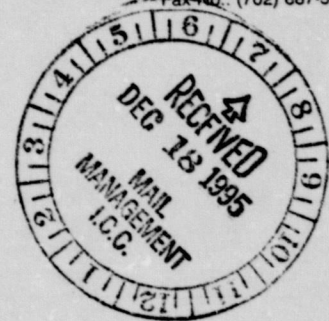
Member

Commerce

Health and Human Services

State of Nevada
Assembly
Sixty-Eighth Session

December 13, 1995



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

Item No. _____

Page Count 4

Dec # 114

Re: Finance Docket No. 32760
Proposed Merger between the Union Pacific
and Southern Pacific Railroads

Dear Secretary Williams:

I am the Assembly member representing District 8 in Las Vegas, Nevada.

This letter is written to you to express my support for the proposed merger of the Union Pacific and Southern Pacific Railroads.

I feel that the merger between the Union Pacific and Southern Pacific Railroads would be an enormous benefit for our state. Nevada shippers should will see improved supplies from the combined fleets of these two railroads. It would also give our state extensive single-line access to Union Pacific points in the midwest and the pacific northwest. Reduced overhead costs and improved efficiency from this important merger would benefit all shippers.

Southern Pacific's financial health has been a concern to shippers who are served by the railroad, the communities it serves and the Southern Pacific employees. The merger would provide a much stronger railroad that would be able to compete with the combined Burlington and Atchison, Topeka & Santa Fe railroads.

RAIL YARD

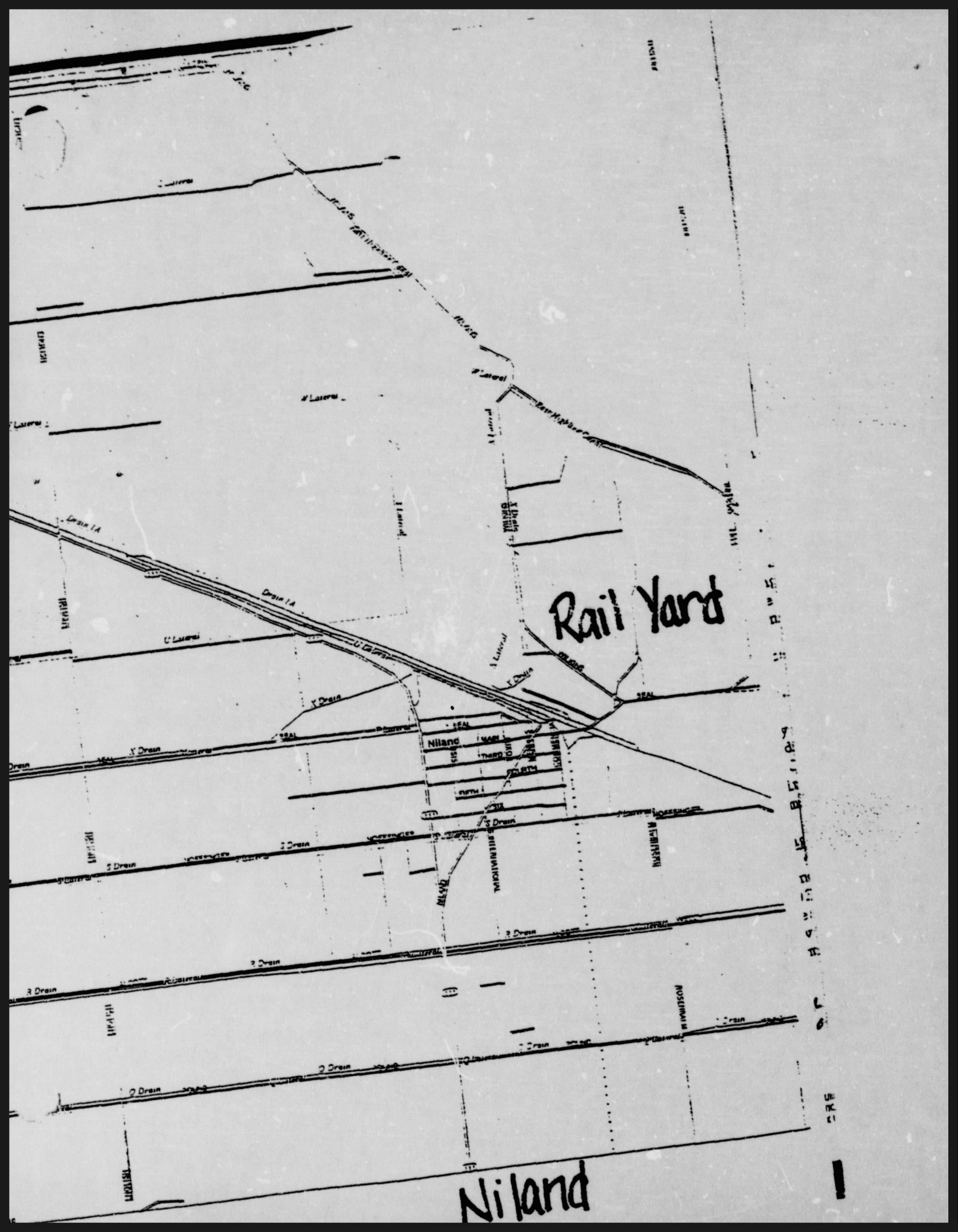
CALIFORNIA

The following rail yards may see an increase in rail activity (increase in the number of trains per day).

- Inland-Empire
- Lathrop
- Roseville
- Montclair
- Martinez
- Niland

Rail Yard

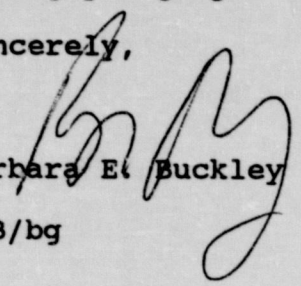
Niland



The Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
December 13, 1995
Page Two

The Southern Pacific and Union Pacific merger will tremendously improve service and will maintain competition. The financial and service problems that the Southern Pacific Railroad has experienced will greatly improve and Nevada rail users will have high quality transportation which is needed in our expanding economy. I strongly urge you to approve this merger.

Sincerely,



Barbara E. Buckley

BEB/bg

STB

FD-32760

12-15-95

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ID-60612

Item No. _____

Page Count 9

Dec 12 1995

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ENTERED
Office of the Secretary

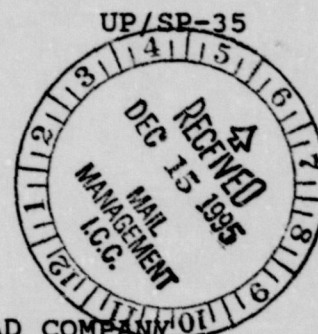
DEC 18 1995

3 Part of
Public Record

BEFORE THE
INTERSTATE COMMERCE COMMISSION

Finance Docket No. 32760

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



SOUTHERN PACIFIC APPLICANTS' RESPONSES
TO KCS' FIRST REQUESTS FOR ADMISSION

Applicants Southern Pacific Rail Corporation ("SPR"),
Southern Pacific Transportation Company ("SPT"), St. Louis
Southwestern Railway Company ("SSW"), SPCSL Corp. ("SPCL") and
The Denver and Rio Grande Western Railroad Company ("DRGW"),
(collectively "Southern Pacific") submit the following responses
to the first requests for admissions served by the Kansas City
Southern Railway Company ("KCS") on November 13, 1995, as amended
December 14, 1995.

Southern Pacific objects to the instructions to the
Requests for Admissions to the extent that they exceed the
requirements of the applicable discovery rules, and they
incorporate herein General Objections 1 through 5, 7 and 11 that
were made with respect to the first set of interrogatories served
by KCS.

In Southern Pacific's responses, it will use acronyms as they have been defined in the application. KCS' definitions of "UP" and "SP," which differ from Applicants', will not be used in Applicants' responses, but will be observed for purposes of interpreting the requests.

REQUESTS

1. That after January 1, 1993, and prior to September 1994, UP and SP engaged in discussions about a possible merger of their respective railroads.

Southern Pacific admits that, beginning in mid-1994, certain senior officers of Union Pacific Corporation ("UPC") and SPR had occasional, informal discussions regarding the possibility and desirability of an acquisition of SPR by UPC and other possible transactions, but those discussions terminated in September 1994.

2. That on September 8, 1994, UP and SP signed a confidentiality agreement between themselves concerning their merger discussions and the information exchanged in those discussions.

Southern Pacific admits that, on September 8, 1994, UPC and SPR entered into a confidentiality agreement in connection with the discussions referred to above in response to Request No. 1 and that the agreement speaks for itself; Southern Pacific otherwise denies this request.

3. That on October 13, 1994, Burlington Northern, Inc., Burlington Northern Railroad Company, Santa Fe Pacific Corporation, The Atchison Topeka and Santa Fe Railway Company and BNSF Corporation filed an application under 49 U.S.C. § 11343-45 for Burlington Northern, Inc.'s acquisition of control of and merger with Santa Fe Pacific Corporation, the resulting common

control of Burlington Northern Railroad Company and The Atchison Topeka and Santa Fe Railway Company by the merged company, the consolidation of Burlington Northern Railroad Company and The Atchison Topeka and Santa Fe Railway Company railroad operations and the merger of Burlington Northern Railroad Company and The Atchison Topeka and Santa Fe Railway Company.

Admitted, subject to the qualification that the application speaks for itself.

4. That on March 10, 1995, UP filed discovery requests in the BN/Santa Fe merger proceeding that were directed to the anti-competitive impact of the proposed merger.

Southern Pacific admits that UP served discovery requests in the BN/Santa Fe merger proceeding on March 10, 1995, and that the requests speak for themselves; Southern Pacific otherwise denies this request.

5. That on April 10, 1995, SP filed its Description of Anticipated Responsive Applications in the BN/Santa Fe merger proceeding contending that the proposed BN/Santa Fe merger would have "significant anticompetitive effects."

Admitted, subject to the qualification that SP's "Description of Anticipated Responsive Applications" speaks for itself.

6. That prior to April 7, 1995, UP and SP had engaged in discussions concerning a possible UP/SP merger, which discussions in fact began as early as September 1994.

Southern Pacific admits that between late February 1995 and mid-April 1995, certain senior officers and directors of UPC and SPR had a number of meetings and telephone conversations to discuss, on a preliminary basis, a possible acquisition of SPR by UPC, which discussions were discontinued in mid-April 1995, and further admits that between mid-1994 and some time in September

1994 there were occasional, informal discussions regarding the possibility and desirability of an acquisition of SPR by UPC and other possible transactions, as described in response to Request No. 1; Southern Pacific otherwise denies this request.

7. That prior to April 7, 1995, UP engaged in discussions with BN and Santa Fe concerning a potential agreement whereby UP would withdraw its opposition to the BN/Santa Fe merger.

Southern Pacific lacks first hand knowledge as to the truth of this request but, on information and belief, admits it.

8. That in discussions between UP and BN and Santa Fe prior to April 7, 1995, these entities discussed the possibility of a merger between UP and SP.

Southern Pacific lacks first hand knowledge as to the truth of this request but, on information and belief, denies it.

9. That in discussions between UP and BN and Santa Fe prior to April 7, 1995, these entities discussed the possibility that if UP would withdraw its opposition to the BN/Santa Fe merger, BN/Santa Fe might reach an agreement with UP and SP and not oppose a subsequent attempt by UP and SP to obtain approval for a UP/SP merger.

Southern Pacific lacks first hand knowledge as to the truth of this request but, on information and belief, denies it.

10. That prior to April 13, 1995, SP engaged in discussions with BN and Santa Fe concerning a potential agreement whereby [SP] would withdraw its opposition to the BN/Santa Fe merger.

Admitted.

11. That in discussions between SP and BN and Santa Fe prior to April 13, 1995, these entities discussed the possibility of a merger between UP and SP.

Southern Pacific admits that in discussions on or before April 13, 1995, BN and Santa Fe expressed concern about

the possibility of a merger between UP and SP and insisted on a provision of the settlement agreement that addressed that possibility, but otherwise denies this request.

12. That in discussions between SP and BN and Santa Fe prior to April 13, 1995, these entities discussed the possibility that if SP would withdraw its opposition to the BN/Santa Fe merger, BN/Santa Fe might reach an agreement with UP and SP and not oppose a subsequent attempt by UP and SP to obtain approval for a UP/SP merger.

Denied.

13. That prior to April 7, 1995, UP engaged in discussions with BN, Santa Fe, and SP regarding UP's withdrawal of its request for trackage rights in the Denver/Ft. Worth corridor.

Southern Pacific denies as to discussions with SP and lacks first hand knowledge of the remainder of this request but, on information and belief, denies it, including denial of the allegation that UP had made a "request for trackage rights in the Denver/Ft. Worth corridor."

14. That on or by April 7, 1995, UP reached a settlement agreement with BN and Santa Fe which led UP to withdraw its opposition to the BN/Santa Fe merger.

Southern Pacific lacks first hand knowledge as to the truth of this request but, on information and belief, admits it, subject to the qualification that the agreement speaks for itself.

15. That on or by April 13, 1995, SP reached a settlement agreement with BN and Santa Fe which led SP to take "no position" on the BN/Santa Fe merger.

Subject to the qualification that the agreement speaks for itself, Southern Pacific admits that on or by April 13, 1995,

SP reached a settlement agreement with BN and Santa Fe in which SP agreed not to oppose the BN/Santa Fe merger and that thereafter SP did not oppose that merger, but otherwise denies the request.

16. That on July 17, 1995, UP and SP signed a confidential agreement to merge.

Denied.

17. That on July 19, 1995, oral argument was held before the ICC on the BN/Santa Fe merger; and a Commission voting conference on this proposed merger was held on July 20, 1995.

Admitted.

18. That on August 3, 1995, UP and SP publicly announced their merger.

Admitted, subject to the qualification that the announcement concerned an agreement to merge, not a consummated merger.

19. That on August 4, 1995, UP and SP filed their Notice of Intent to File Railroad Control Application (ICC Finance Docket No. 32760).

Admitted.

20. That on August 23, 1995, the Commission issued its Decision in the BN/Santa Fe proceeding approving of that merger (ICC Docket Decision No. 38).

Admitted.

21. That on September 25, 1995, in connection with the UP/SP proposed merger (Finance Docket No. 32760), UP and SP entered into a settlement agreement with BN and Santa Fe pursuant to which UP and SP would give or sell BNSF trackage rights over more than 4,000 miles of the UP/SP system following the UP/SP merger transaction. As part of this settlement agreement, BN and Santa Fe agreed not to oppose UP's proposed acquisition of SP.

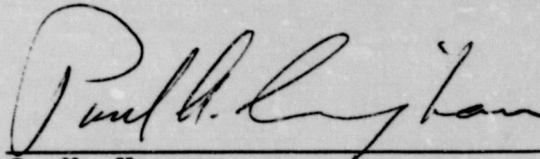
Southern Pacific admits that, on September 25, 1995, in connection with the UP/SP proposed merger (Finance Docket No. 32760), Union Pacific and Southern Pacific entered into a settlement agreement with BN and Santa Fe, that a copy of the agreement has been provided to KCS, that the agreement involves, inter alia, sales of lines or the grant of trackage rights to BN/Santa Fe with respect to more than 4,000 miles of the proposed UP/SP system, and that the agreement speaks for itself; Southern Pacific otherwise denies this request.

22. That UP and BN and Santa Fe had discussed the possibility of such a "comprehensive" agreement before April 13, 1995.

Southern Pacific lacks first-hand knowledge as to the truth of this request but, on information and belief, denies it.

23. That SP and BN and Santa Fe ha discussed the possibility of such a "comprehensive" agreement before April 13, 1995.

Denied.



C. Y. Harvey
Louis P. Warchot
Carol A. Harris
SOUTHERN PACIFIC LINES
Southern Pacific Building
One Market Plaza
San Francisco, California 94105
(415) 541-1000

Paul A. Cunningham
Richard B. Herzog
James M. Guinivan
HARKINS CUNNINGHAM
Suite 600
1300 19th Street, N.W.
Washington, D.C. 20036-1609
(202) 973-7600

Attorneys for Southern Pacific
Rail parties

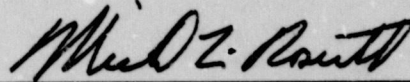
Dated: December 15, 1995

CERTIFICATE OF SERVICE

I, Michael L. Rosenthal, certify that, on this 14th day of December, 1995, I caused a copy of the foregoing document to be served by hand on, Alan E. Lubel, counsel for KCS, at Troutman Sanders, Suite 640 - North Building, 601 Pennsylvania Avenue, N.W. Washington, D.C. 20004-2994, by first-class mail, postage prepaid, or by a more expeditious manner of delivery on all parties that have requested service of discovery responses in Finance Docket No. 32760, and on

Director of Operations
Antitrust Division
Room 9104-TEA
Department of Justice
Washington, D.C. 20530

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



Michael L. Rosenthal

STB

FD-32760

12-15-95

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ID-60609



Item No. _____

Page Count 7

Dec 11 1995

60609



December 11, 1995

HON. VERNON A. WILLIAMS
SECRETARY
INTERSTATE COMMERCE COMMISSION
TWELFTH STREET AND CONSTITUTION AVENUE, NW
WASHINGTON, D.C. 20423

ENTERED
Office of the Secretary

DEC 15 1995

3 Part of
Public Record

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

Dear Mr. Williams:

IBP, inc. is the world's largest meat packing company with annual sales in excess of \$12 billion. In 1995, our projected freight expenditures will exceed \$400 Million. Of this, rail transportation will amount to \$51.2 Million or 13%. IBP also leases a fleet of 925 tank cars, and ships approximately 14,000 car loads of frozen meat, tankage, and tallow per year from thirty-one (31) plants and freezers in the United States and Canada. Of these locations fifteen (15) are UP served, and of this total, only four (4) are open to reciprocal switching or have existing competitive rail alternatives.

It is our understanding that an application under this docket was filed 11/30/95. IBP is neither a supporter or opponent, but merely a concerned shipper which will suffer substantially from a poorly investigated and planned consolidation of these two organizations.

Our request is simply that the I.C.C. and D.O.T. conduct a thorough economic impact on the U.S. shipping community.

Our concern over the appropriateness of this merger at this time is rooted in the problems addressed in Mr. Ronald J. Burns customer letter of apology, and our experiences between 10/1/95 - 11/25/95 outlined below.

- 1) UP car turnaround increased on average 5.4 days.
- 2) Rates continue to escalate 3-10% despite initial promises of economies of scale.
- 3) Increased emergency truck shipments at a cost of \$18,000.
- 4) Short term increase in car supply (added 115 cars at a cost of \$65,000.)
- 5) Inconsistent or non-existent switching service at several of our plants and public warehouses located on the old CNW line.
- 6) Car bunching at origin.
- 7) Cars not weighed for weeks.
- 8) Cars held at origin 7 - 11 days to weigh.
- 9) Cut off of mechanical reefers (previously supplied) for non UP origins.



We believe the UP to be genuinely interested in restoring service and the action plans announced by Mr. Burns are evidence of this. However, we do not believe the UP after recently acquiring the CNW and the ensuing problems, is in a position to acquire the SP which is deeply mired in similar problems.

IBP is concerned that the needs of many smaller towns and cities are being overlooked as the UF struggles to handle the huge increases they have recently experienced in the grain and coal business. The focus the CNW had for its core business is being lost to the long haul business stretching to the Gulf & West Coast.

Where the UP is unable to provide prompt and consistent service to the Midwest Meat Packing communities, smaller regional rail roads like the CCP at Waterloo, IA the Iowa Interstate at Perry, IA and the CCP @ Sioux City, IA (See specific locations in Attachment I) should be given competitive access to allow shippers in these communities to keep their business running effectively and at competitive transportation costs.

We further believe that all parties will be better served by a thorough investigation based on input from shippers and railroads. The focus must remain on healthy rail carriers and competitive access for shippers.

Sincerely,

A handwritten signature in cursive script that reads "Perry M. Bourne".

Perry M. Bourne
Assistant Vice President - Distribution
IBP, inc.

Attachment

xc: Representative Bill Barrett
Representative Doug Bereuter
Representative Jon Christensen
Representative Greg Ganske
Representative Tom Latham
Representative Jim Leach
Representative Jim (Ross) Lightfoot
Representative Jim Nussle
Senator Charles Grassley
Senator Robert Kerrey
Ken Rose
Pat Taafe
Ted Backora, UPRR



ATTACHMENT I

ORIGIN SHIPPING LOCATION:	CITY/STATE	COMPETITIVE ACCESS:
IBP, inc. (Plant)	Waterloo, IA (Note 2)	Chicago, Central & Pacific
Transcontinental Cold Storage (TCCS)	Waterloo, IA (Note 2)	Chicago, Central & Pacific
IBP, inc. (Plant)	Perry, IA	Iowa Interstate
Transcontinental Cold Storage (TCCS)	Perry, IA	Burlington Northern & Santa Fe
Americold (Freezer)	Fort Dodge, IA	Chicago, Central & Pacific
Millard Cold Storage (Freezer)	Omaha, NE	Burlington Northern & Santa Fe
IBP, inc. (Plant)	Dakota City, NE	Chicago, Central & Pacific
Cloverleaf #7 (Freezer)	Sioux City, IA	Burlington Northern & Santa Fe

- Note: 1) For freezers, BNSF access is critical as short lines currently do not own mechanical reefers. In our opinion, a two-line haul would not represent a long term competitive solution based on the historical allocation of mechanical reefers, in times of short supply.
- 2) During 1993, the CC & P pursued competitive access to this origin. Copies of the related correspondence have been enclosed for your review.



and PACIFIC RAILROAD COMPANY

1006 E. 4th Street
P. O. Box 1800
Waterloo, Iowa 50704
(319) 236-9200

January 18, 1993

Ms. K.L. Sebela, Director-Pricing Services
CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY
One North Western Center
Chicago, IL 60606

Dear Karen:

Periodically the Chicago, Central & Pacific Railroad Company (CC) evaluates its reciprocal switching arrangements in order to determine the degree of reciprocity with other carriers. As you very well know, this arrangement is primarily based upon the ability of each carrier to reciprocate in a substantial degree with the other.

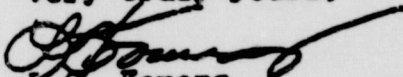
Currently the CC is experiencing a tremendous overall imbalance in reciprocity with the Chicago and North Western Transportation Company (CNW) which is due in part to the CNW's elimination of industries. While most of our reciprocal switching charges are based upon a nominal amount rather than being predicated on the actual cost of service, the CC winds up subsidizing some of CNW's line-haul traffic.

With the closure of Weissman Iron & Metal Company at 711 Falls Avenue, Waterloo, Iowa, the CNW eliminated its last remaining open industry in the area; however, the CNW still exclusively serves Central States Warehouse, IBP, Inc. and John Deere Tractor Plant. If these industries were to be opened to the CC it would definitely assist in reestablishing the reciprocity which has deteriorated over the years.

Therefore, along with shipper support, the CC is requesting that these industries be opened to reciprocal switching at a current rate of \$139.00 per car.

Your cooperation in the matter is appreciated. If I may be of any assistance, please don't hesitate to contact me at (319) 236-0244.

Very truly yours,


L.C. Komers
Manager of Rates/TPO

Enclosures

cc: L.D. Reed
G.L. Amys
R.C. Gregg
R.K. Trout
P.D. Meier (John Deere)
John Tucker (IBP, Inc.)

LCK/keb/93011501.dw

SERVICE is our only BUSINESS

Chicago and North Western
Transportation Company

January 29, 1993



Mr. L. C. Komers
Manager of Rates/TPO
Chicago Central and Pacific Railroad Co.
1006 East 4th Street
P. O. Box 1800
Waterloo, Iowa 50704

Sales and Marketing
Traffic Services
One North Western Center
Chicago, Illinois 60606-1551

Dear Len:

Thank you for your letter of January 18, 1993 regarding reciprocal switch arrangements in Waterloo, IA.

The industries you have proposed that CNW open to switching are not located in the Waterloo switching district. IBP and John Deere are in Armour, IA. CNW has never considered Armour Iowa to be in the Waterloo switching district. It is a local station on CNW.

I can empathize with your concern over the imbalance of the reciprocal switching situation in Waterloo. It is, unfortunately, a sign of the times. CNW's situation in Waterloo was further eroded by the building of the highway that caused our line to be broken and the necessity of having the IANR act as an intermediate carrier on what would otherwise be CNW direct traffic. Waterloo is not the only station where this imbalance occurs. CNW currently pays for switching at both Kansas City, MO and Omaha, NE without serving any industries. Likewise, I assume CC pays for switching in Chicago without having established reciprocity with carriers in the Chicago switching district. In checking your switch tariff, it appears that CC served industries in the Chicago switching district are closed to other carriers. It is not an unheard of phenomena.

I must decline your proposal. Armour, Iowa is a local station served exclusively by CNW and will not be considered as part of the Waterloo, IA switching district. IBP, John Deere Tractor Works and Central States Warehouse status remain unchanged.

Sincerely,

A handwritten signature in dark ink, appearing to read "Karen L. Sebel".
Karen L. Sebel
Director-Pricing Services



CHICAGO CENTRAL and PACIFIC RAILROAD COMPANY

December 4, 1995

Mr. Larry Hintz
Traffic Analyst
IBP, Inc.
Dakota City, NE 68731

Marketing Division
11128 John Galt Boulevard
Suite 555
Omaha, Nebraska 68137
(402) 592-8090

Dear Larry:

Thank you for your interest in using our services from Waterloo, IA. to Chicago, IL. I understand your concerns with the recent decline in service out of Waterloo, following UP's acquisition of the CNW.

As you requested I have enclosed copies of a letter we sent to the Chicago & NorthWestern Transportation Co. requesting that IBP's Waterloo, IA, facility be opened to reciprocal switching at a charge of \$139 per car, and the CNW's reply denying our request.

The CNW based it's denial on their assertion that IBP is located not in Waterloo, but in Armour, IA, thus your plant is not in the Waterloo switching district. Armour was a local point on their line. Local points are not open to reciprocal switching.

You may wish to pursue this with the Union Pacific to have them include your facility in their definition of the Waterloo switching district.

An alternative approach is to request the UP to establish a line haul rate from Armour to Waterloo for movement beyond via Chicago Central.

A third option would be to ask the UP to work with the CC to form joint line haul rates over Waterloo.

The key consideration is that any charge established by the UP, line haul or switching, be low enough to allow IBP to enjoy the benefits of the CC's rates and services.

I am very interested in working with you and your people to find solutions to your transportation needs. Please let me know the results of your efforts.

Sincerely,

Bruce W. Furan

Customer satisfaction through Creative service



and PACIFIC RAILROAD COMPANY

1006 E. 4th Street
P. O. Box 1800
Waterloo, Iowa 50704
(319) 236-9200

January 18, 1993

Ms. K.L. Sebela, Director-Pricing Services
CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY
One North Western Center
Chicago, IL 60606

Dear Karen:

Periodically the Chicago, Central & Pacific Railroad Company (CC) evaluates its reciprocal switching arrangements in order to determine the degree of reciprocity with other carriers. As you very well know, this arrangement is primarily based upon the ability of each carrier to reciprocate in a substantial degree with the other.

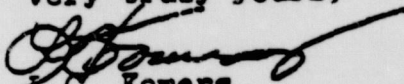
Currently the CC is experiencing a tremendous overall imbalance in reciprocity with the Chicago and North Western Transportation Company (CNW) which is due in part to the CNW's elimination of industries. While most of our reciprocal switching charges are based upon a nominal amount rather than being predicated on the actual cost of service, the CC winds up subsidizing some of CNW's line-haul traffic.

With the closure of Weissman Iron & Metal Company at 711 Falls Avenue, Waterloo, Iowa, the CNW eliminated its last remaining open industry in the area; however, the CNW still exclusively serves Central States Warehouse, IBP, Inc. and John Deere Tractor Plant. If these industries were to be opened to the CC it would definitely assist in reestablishing the reciprocity which has deteriorated over the years.

Therefore, along with shipper support, the CC is requesting that these industries be opened to reciprocal switching at a current rate of \$139.00 per car.

Your cooperation in the matter is appreciated. If I may be of any assistance, please don't hesitate to contact me at (319) 236-9244.

Very truly yours,


L.C. Komers
Manager of Rates/TPO

Enclosures

cc: L.D. Reed
G.L. Amys
R.C. Gregg
R.K. Trout
P.D. Meier (John Deere)
John Tucker (IBP, Inc.)

LCK/keb/93011501.dw

SERVICE is our only BUSINESS

STB

FD-32760

11-17-95

D

ID-60433

Item No. _____ CITY OF GREENVILLE
Page Count 1 404 SOUTH 3RD ST.
GREENVILLE, IL 62246
618 664-1644
FAX: 618 664-1648
NAV# 115

60433
FD-32760

November 13, 1995

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

RECEIVED
OFFICE OF THE
SECRETARY
Nov 17 1 57 PM '95
LICENSING BRANCH

Dear Secretary Williams:

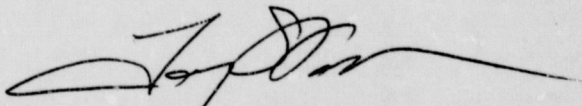
I am aware that Union Pacific is attempting a takeover of the Southern Pacific. I am also aware the Conrail is interested in purchasing the eastern portion of the Southern Pacific Railroad.

The City of Greenville is concerned that a takeover of all Southern Pacific rail lines will result in a lack of competition for the businesses in Illinois. Further, we find that if Conrail were allowed to acquire the eastern portion of the Southern Pacific, Illinois would have a single-line freight service to the Gulf Coast area. This would provide competition in the rail transportation industry. It would also have the potential to generate new businesses and jobs for Illinois.

The City of Greenville has invested heavily in rail facilities in support of economic development in this area. We would greatly appreciate your efforts to maximize the benefits of rail service in our area.

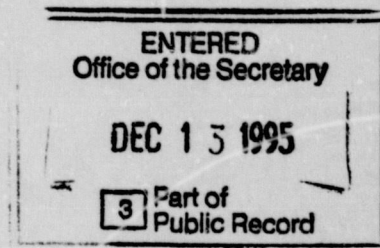
Thank you in advance for your consideration of this matter.

Sincerely,



Larry Stoevers
City Manager

cc: David M. Levan, President
Conrail



RECEIVED
OFFICE OF THE
SECRETARY
Nov 17 1 57 PM '95
LICENSING B

STB

FD-32760

11-15-95

ID-60418

D

OPPENHEIMER WOLFF

1020 Nineteenth Street N.W.
Suite 400
Washington, D.C. 20036-6105

(202) 293-6300
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Item No. _____

Page Count 25

Nov # 105

Brussels

Chicago

Minneapolis

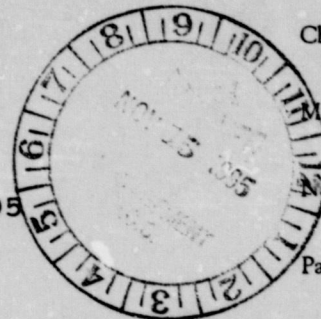
New York

Paris

Saint Paul

Washington, D.C.

November 14, 1995



VIA HAND DELIVERY

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
12th Street & Constitution Avenue, N.W.
Washington, DC 20423

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

Dear Secretary Williams:

Enclosed for filing with the Commission in the above-captioned proceeding are an original and twenty copies of the Illinois Central Railroad Company's **Notice of Intent to File Responsive Application**, dated November 14, 1995.

A copy of this pleading has been served on counsel for Applicants, the Administrative Law Judge and other parties of interest. For economy reasons, a complete service list showing all parties of interest served is being provided only to the Commission and Applicants. Thank you for your assistance on this matter.

Respectfully submitted,

Kevin M. Sheys
Attorney for Illinois Central
Railroad Company

KMS:tjl

Enclosures

cc: Parties on Certificate of Service
Parties of Interest
Commissioners

ENTERED
Office of the Secretary

NOV 16 1995

3 Part of
Public Record

BEFORE THE
INTERSTATE COMMERCE COMMISSION

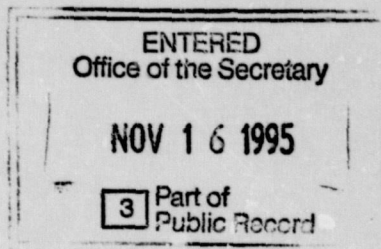
ORIGINAL

FINANCE DOCKET NO. 32760

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



NOTICE OF INTENT TO FILE
RESPONSIVE APPLICATION



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(312) 616-1800

ATTORNEYS FOR ILLINOIS CENTRAL
RAILROAD COMPANY

Dated: November 14, 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
RESPONSIVE APPLICATION**

Illinois Central Railroad Company ("IC") hereby notifies the Commission of its intention to file a Responsive Application in the above-referenced proceeding seeking Commission authorization under 49 U.S.C. §§ 11343-45 for the acquisition by IC or a corporate affiliate of certain rail lines owned by Southern Pacific Transportation Company ("SPT") and St. Louis Southwestern Railway Company ("SSW") and operating rights over certain other rail lines owned by Missouri Pacific Railroad Company ("MP"). Alternatively, IC may seek imposition of conditions in this merger which grant IC other access rights on these lines.

Pursuant to Decision No. 6 in this proceeding, served on October 19, 1995, IC states as follows:

On August 4, 1995, Union Pacific Corporation and its subsidiaries (collectively, "UP") and Southern Pacific Rail Corporation and its subsidiaries (collectively, "SP") filed a "Notice of Intent to File Railroad Control Application" which announced the proposed common control of Union Pacific Railroad

Company, MP and SP by Union Pacific Corporation through an "Agreement and Plan of Merger" by these companies and their affiliates. This mega-merger will significantly reduce rail competition for shippers who currently benefit from the competitive rail service provided by UP and SP in the States of Texas, Louisiana, and Arkansas, as well as shippers who access Mexico via either UP or SP.

On or about September 26, 1995, UP and SP announced an agreement with the newly-merged Burlington Northern Santa Fe Corporation ("BNSF") in which these two giant carriers systematically divided up rail service in the Western United States. Under the proposed agreement, BNSF would gain access to various UP and SP lines in the Texas, Louisiana and Arkansas corridors and in several Western rail corridors -- in most instances solely via trackage rights. This proposed arrangement between UP/SP and BNSF will not provide an adequate remedy for the substantial anti-competitive effects of this merger on shippers served via the Texas and Louisiana Gulf corridor lines.

IC and many of the shippers served via these UP and SP rail corridors believe the only way to ameliorate the anti-competitive reduction in rail service to these shippers is the purchase, by a third-party carrier, of certain parallel lines owned by these merging mega-carriers (or imposition of other alternate access rights on these lines). IC, with its highly efficient North-South route from New Orleans to Chicago, and its access to numerous gateways to the East, is in a unique and preeminent position to purchase these lines and provide a competitive,

independent and effective alternative to shippers who would otherwise see significant reductions in competitive rail service from this merger. Accordingly, as a part of this proceeding, IC will seek Commission authorization for purchase (or alternate access) with respect to the following rail lines at fair market value:

1. SPT's rail line and access rights between New Orleans, Louisiana and Houston, Texas including but not limited to connecting lines to Port Arthur, Galveston, Baytown, LaPorte, Strang, Mont Belvieu, Texas City and Bayport, Texas and SPT's ownership interest in (or access rights over, in the absence of an ownership interest) the Houston Belt & Terminal Railway Company, the Port Terminal Railroad Association and the Texas City Terminal Railway Company.

2. SSW's rail line between Memphis, Tennessee and Shreveport, Louisiana and SPT's connecting rail line between Shreveport and Houston.

3. SPT/SSW's rail line and access rights between Lewisville, Arkansas and Dallas/Fort Worth, Texas.

4. SPT's rail line and operating rights between Houston, Corpus Christi, Gregory and Brownsville, Texas, via Flatonia, Texas, including the connection to the Texas Mexican Railway Company, and operating rights over MP's rail line between Houston and Placedo, Texas.

5. IC reserves the right to include additional lines in its Responsive Application if it is requested to do so by shippers

served via such lines who will suffer reductions in competitive rail service as a result of the proposed UP/SP merger.

IC's purchase would include all sidetracks, yards, storage yards (including but not limited to the Dayton, Texas storage yard), interchanges, connecting branchlines, mechanical facilities and other appurtenant facilities on and along these lines, as well as SPT/SSW's rights and/or ownership interest in any and all trackage rights, joint facilities, terminals or other similar arrangements necessary for IC to operate over the lines and to access all connecting line-haul and terminal railroads.

Upon acquisition of these rail lines, IC would enter into agreements granting overhead trackage rights over each such line to the combined UP/SP system.

IC anticipates that it will file its Responsive Application by the date set forth in the procedural schedule established by the Commission herein (i.e., 120 days after the filing of the Primary Application). Any competitive impact analyses conducted and submitted by IC will be based on 1994 traffic and operating data. Under the Commission's regulations, IC's Responsive Application will presumptively be deemed to embrace a "significant" transaction. See 49 C.F.R. § 1180.4(d)(4)(ii).

WHEREFORE, IC hereby gives notice of its intent to file a Responsive Application as outlined above to address and

ameliorate the substantial anti-competitive effects resulting from the transactions proposed or announced by the Primary Applicants.

Respectfully submitted,

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**ATTORNEYS FOR ILLINOIS CENTRAL
RAILROAD COMPANY**

Dated: November 14, 1995

CERTIFICATE OF SERVICE

I hereby certify that on this 14th day of November, 1995,
a copy of the foregoing **Notice of Intent to File Responsive
Application** was served by hand delivery upon:

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Harkins Cunningham
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Washington, DC 20036

and by first class mail, postage prepaid, upon:

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Administrative Law Judge
Federal Energy Regulatory Commission
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James V. Dolan
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Cannon Y. Harvey
Southern Pacific Transportation Company
One Market Plaza
San Francisco, CA 94105

and all other known parties of interest.

Thomas J. Litwiler
Thomas J. Litwiler

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STB

FD-32760

11-14-95

D

ID-60417

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UNION PACIFIC RAILROAD COMPANY

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Item No. _____

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Nov. 97



November 10, 1995



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

Re: Finance Docket No. 32760,
Union Pacific Corp., et al. -- Control & Merger --
Southern Pacific Rail Corp. et al.; Notices of Intent To
Abandon and Discontinue Service

Dear Mr. Williams:

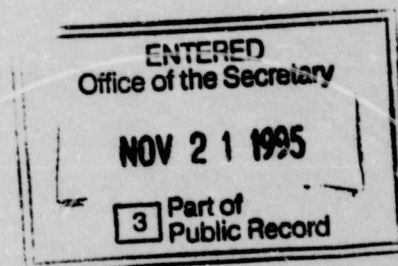
Please refer to my letter dated November 3, 1995 which transmitted four "Notices of Intent To Abandon and Discontinue Service" for abandonment applications to be filed on or about November 30, 1995 in the above-referenced merger application.

This is to advise that one of the four abandonments was erroneously included as a line for which an application would be filed. The line was shown as Docket No. AB-33 (Sub-No. 98), Madison - Edwardsville Line in Madison County, Illinois. This line will still be included in the merger application but as a Petition For Exemption rather than an Application and will be Docket No. AB-33 (Sub-No. 98X).

Sincerely,

Jeanna L. Regier
Registered ICC Practitioner
Tel. (402) 271-4835

Enclosures



STB

FD-32760

11-13-95

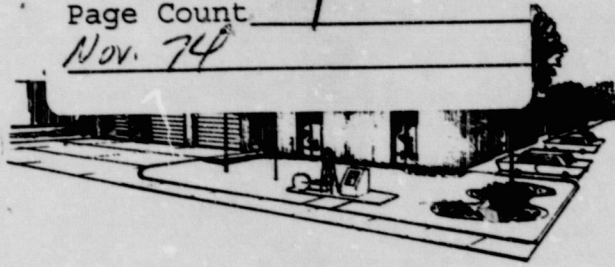
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Item No. _____

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Nov. 74



60396
CITY OF FLORENCE

MUNICIPAL BUILDING
300 West Main Street
Florence, Colorado 81226
(719) 784-4848 Fax (719) 784-0228

November 7, 1995

Interstate Commerce Commission
Attn: Honorable Vernon Williams
12th and Constitution NW
Washington, D.C. 20423

RE: Finance Docket #32760

Dear Mr. Williams:

The City Council of the City of Florence wishes to take this opportunity to express its strong opposition to the merger of the Union Pacific and Southern Pacific Railroads. The pending merger is expected to close the rail line from Cañon City to Dotsero which includes areas in Fremont, Chaffee, Lake, and Eagle counties. Additionally, the proposal calls for the abandonment of the rail line in Kiowa, Crowley, and Pueblo counties.

This rail line is a vital economic link to these counties, serving the freight and industrial shipping needs of these areas. The impact of abandoning the only rail line in these counties would be devastating to an area which relies heavily on rails for the shipment of goods. To take away this shipping option would add substantial costs to the shipping of goods. Increased trucking, which would result if the line were abandoned, directly impacts area roads and highways which are already operating at near maximum capacity, or in critical condition, endangering the lives of workers, visitors, and residents.

Long ago, towns and communities were established along this rail line to serve the railroad and its personnel. The potential loss of the line would have a significant negative economic effect on the entire area. It not only would effect the local businesses and job market, but also would further concentrate the tax burden on the residents in these counties as taxes levied on this rail line help fund government services including health services and schools.

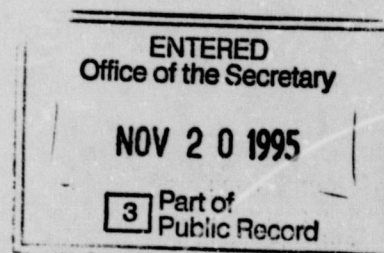
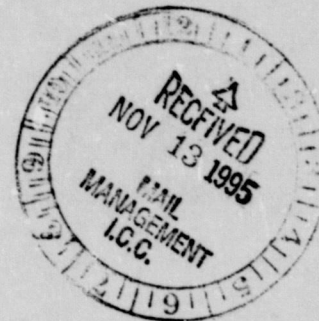
Officials from the Public Utilities Commission have indicated that railroads are guaranteed 18% profit from the Interstate Commerce Commission. There are no businesses in Colorado that are given this same guarantee, whether commercial or agricultural. Neither has there been an industry that has benefited as much from incentives and giveaways as our nation's railroads. We feel that the continuation of this rail line is crucial to the economic vitality of the region and encourage the ICC to deny the petition for merger between the Union and Southern Pacific railroads.

Thank you for your consideration

Sincerely,

Merle Strickland

Merle Strickland
Mayor



STB

FD-32760

11-13-95

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ID-60406



Kimberly-Clark

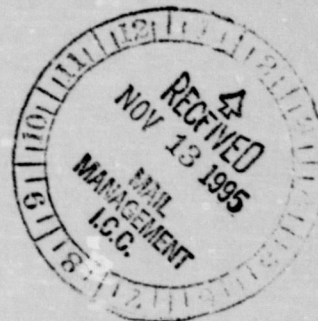
60406

Patrick G. Wynn
Director
Transportation
Rate & Operations

Item No. _____

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Nov. 76



November 3, 1995

Office of the Secretary
Case Control Branch
Interstate Commerce Commission
1201 Constitution Avenue N.W.
Washington, DC 20423

Attn: Finance Docket #32760

Kimberly-Clark intends to participate in the proceedings of Finance Docket #32760, Union Pacific Railroad Corporation, et al. Control & Merger Southern Pacific Railroad Corporation et al.

All pertinent information should be addressed to:

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Sincerely,

Patrick G. Wynn

PGW/nes

cc: Jerome Blankenship
Brad Bates

File: 017.02 - UPRR

