Summary Of Routes Affected By The Merger Between UP And SP
(Locations Where Competitive Carriers Will Be Reduced From 2 To 1)

	Location Name (1)	State (2)	SPLC (3)	No. of Affected Routes (4)	Affected Tons (5)	Affected Revenue (6)
1	Salt Lake City	UT	762800	28		
2	Geneva	UT	764345	13		
3	City of Industry	CA	883619	8		
4	Orange	TX	684150	10		
5	Brownsville	TX	689880	10		
6	Pine Bluff	AR	611860	19		
7	San Antonio	TX	687500	18		
8	Baytown	TX	684771	22		
9	Ogden	UT	761560	12		
10	Little Rock	AR	612200	4		
11	Ontario	CA	880295	3		
12	San Jose	CA	876740	7		
13	Woodland	CA	874670	3		
14	Waco	TX	669750	4		
15	North Little Rock	AR	612137	6		
16	West Sacramento	CA	874645	3		
17	Turlock	CA	875874	2		
18	Kerr	TX	683564	2		
19	Clearfield	UT	762725	4		
20	Little Mountain	UT	761578	1		
21	Tyler	TX	666370	2		
22	Harlingen	TX	689844	3		
23	Warm Springs	CA	876496	2		
24	Rennox	NV	863116	1		
25	Reno	NV	864170	4		
26	Ironton	UT	764359	2		
27	Carlin	NV	860188	1		
28	Camden	AR	617450	3		
29	McAllen	TX	689980	1		
30	Crowley	LA	657570	1		
31	Battle Mountain	NV	863119	1		
32	Clint	TX	696823	1		
33	Avondale	LA	646528	1		
34	Texarkana	AR	619600	1		
35	Defense	TX	661136	1		
36	Tracy	CA	875694	1		
37	Amelia	TX	684441	1		
38	Woods Cross	UT	762793	1		
39	Total	xxx	xxx	179	8,868,263	$321,596,396

Summary Of Routes Affected By The Merger Between UP And SP
(Locations Where Competitive Carriers Will Be Reduced From 2 To 1)

Route				Tons	Revenue
Origin (1)	SPLC (2)	Destination (3)	SPLC (4)	(5)	(6)
Salt Lake City,UT	762800	Kansas City, MO	566900		
Salt Lake City,UT	762800	Chicago, IL	380000		
Salt Lake City,UT	762800	East St. Louis, IL	762800		
Salt Lake City,UT	762800	Denver, CO	744300		
Salt Lake City,UT	762800	Kansas City, KS	581520		
Salt Lake City,UT	762800	Oakland, CA	876430		
Salt Lake City,UT	762800	Houston, TX	684800		
Salt Lake City,UT	762800	Portland, OR	853470		
Salt Lake City,UT	762800	New Orleans, LA	647000		
Salt Lake City,UT	762800	Memphis, TN	439900		
Salt Lake City,UT	762800	Fernley, NV	865514		
Salt Lake City,UT	762800	Stockton, CA	875640		
Salt Lake City,UT	762800	Tacoma, WA	846200		
Salt Lake City,UT	762800	St. Louis, MO	567500		
Salt Lake City,UT	762800	St. Paul, MN	504450		
Salt Lake City,UT	762800	Longview, WA	849660		
Salt Lake City,UT	762800	Jacksonville, FL	491200		
Salt Lake City,UT	762800	Crossett, AR	762800		
Salt Lake City,UT	762800	Dallas, TX	667300		
Salt Lake City,UT	762800	Omaha, NE	553200		
Salt Lake City,UT	762800	Miami SCF, FL	499600		
Salt Lake City,UT	762800	Atlanta, GA	456200		
Salt Lake City,UT	762800	Baltimore, MD	234000		
Salt Lake City,UT	762800	Modesto, CA	875850		
Salt Lake City, UT Total	xxx	xxx	xxx		
Geneva, UT	764345	Mountain Iron, MN	500751		
Geneva, UT	764345	Denver, CO	744300		
Geneva, UT	764345	Kansas City, MO	566900		
Geneva, UT	764345	Houston, TX	684800		
Geneva, UT	764345	Chicago, IL	380000		
Geneva, UT	764345	Hickman, AR	604112		
Geneva, UT	764345	Kaiser, CA	880293		
Geneva, UT	764345	Toledo, OH	343100		
Geneva, UT	764345	Dominguez, CA	883667		
Geneva, UT	764345	Ecorse, MI	318352		
Geneva, UT	764345	Torrance, CA	883683		
Geneva, UT	764345	Columbus, OH	353100		
Geneva, UT	764345	Comanche, IA	534464		
Geneva, UT Total	xxx	xxx	xxx		

Summary Of Routes Affected By The Merger Between UP And SP
(Locations Where Competitive Carriers Will Be Reduced From 2 To 1)

Route					
Origin (1)	SPLC (2)	Destination (3)	SPLC (4)	Tons (5)	Revenue (6)
City of Industry, CA	883619	East St. Louis, IL	762800		
City of Industry, CA	883619	Chicago, IL	380000		
City of Industry, CA	883619	Kansas City, MO	566900		
City of Industry, CA	883619	Colton, CA	880286		
City of Industry, CA	883619	Memphis, TN	439900		
City of Industry, CA	883619	Houston, TX	684800		
City of Industry, CA	883619	Gleason, TN	438180		
City of Industry, CA	883[illegible]	Portland, OR	853470		
City of Industry, CA Total	xxx	xxx	xxx		
Orange, TX	684150	East St. Louis, IL	762800		
Orange, TX	684150	Seaford, DE	223228		
Orange, TX	684150	N. Chattanooga, TN	428879		
Orange, TX	684150	Waynesboro, VA	258800		
Orange, TX	684150	New Orleans, LA	647000		
Orange, TX	684150	Lugoff, SC	441983		
Orange, TX	684150	Washington, WV	274667		
Orange, TX	684150	Chicago, IL	380000		
Orange, TX	684150	Houston, TX	684800		
Orange, TX	684150	Watertown, NY	181239		
Orange, TX Total	xxx	xxx	xxx		
Brownsville, TX	689880	East St. Louis, IL	762800		
Brownsville, TX	689880	Lincoln, NE	553900		
Brownsville, TX	689880	Chicago, IL	380000		
Brownsville, TX	689880	New Orleans, LA	647000		
Brownsville, TX	689880	Portland, OR	853470		
Brownsville, TX	689880	Topeka, KS	584250		
Brownsville, TX	689880	Memphis, TN	439900		
Brownsville, TX	689880	Abilene, KS	585540		
Brownsville, TX	689880	Lubbock, TX	677200		
Brownsville, TX	689880	Kansas City, KS	581520		
Brownsville, TX Total	xxx	xxx	xxx		

Summary Of Routes Affected By The Merger Between UP And SP
(Locations Where Competitive Carriers Will Be Reduced From 2 To 1)

Route				
Origin (1)	SPLC (2)	Destination (3)	SPLC (4)	Tons (5)
Pine Bluff, AR	611860	Memphis, TN	439900	
Pine Bluff, AR	611860	East St. Louis, IL	762800	
Pine Bluff, AR	611860	Chicago, IL	380000	
Pine Bluff, AR	611860	Turlock, CA	875874	
Pine Bluff, AR	611860	Nacogdoche, TX	681340	
Pine Bluff, AR	611860	South Raleigh, NC	411780	
Pine Bluff, AR	611860	Kansas City, MO	566900	
Pine Bluff, AR	611860	Fairfield, AL	472690	
Pine Bluff, AR	611860	Danville Trail, KY	289744	
Pine Bluff, AR	611860	New Orleans, LA	647000	
Pine Bluff, AR	611860	Laredo, TX	699380	
Pine Bluff, AR	611860	Shreveport, LA	653900	
Pine Bluff, AR	611860	East Point, GA	456360	
Pine Bluff, AR	611860	Houston, TX	684800	
Pine Bluff, AR	611860	Plant City, FL	497719	
Pine Bluff, AR	611860	Fond Du Lac, WI	332330	
Pine Bluff, AR	611860	Oxmoor, AL	472778	
Pine Bluff, AR	611860	Shawnee, OK	625930	
Pine Bluff, AR	611860	Olive Branch, MS	482217	
Pine Bluff, AR Total	xxx	xxx	xxx	
San Antonio, TX	687500	Chicago, IL	380000	
San Antonio, TX	687500	New Orleans, LA	647000	
San Antonio, TX	687500	Kansas City, MO	566900	
San Antonio, TX	687500	East St. Louis, IL	396640	
San Antonio, TX	687500	Laredo, TX	699380	
San Antonio, TX	687500	Memphis, TN	439900	
San Antonio, TX	687500	Fort Worth, TX	668200	
San Antonio, TX	687500	St. Louis, MO	567500	
San Antonio, TX	687500	Portland, OR	853470	
San Antonio, TX	687500	Shakopee, MN	504820	
San Antonio, TX	687500	Houston, TX	684800	
San Antonio, TX	687500	Dallas, TX	667300	
San Antonio, TX	687500	Enid, OK	623550	
San Antonio, TX	687500	Shreveport, LA	653900	
San Antonio, TX	687500	Miami SCF, FL	499600	
San Antonio, TX	687500	Charlotte, NC	417500	
San Antonio, TX	687500	Louisville, KY	286550	
San Antonio, TX	687500	Omaha, NE	553200	
San Antonio, TX	687500	Henderson, TX	665760	
San Antonio, TX Total	xxx	xxx	xxx	

Summary Of Routes Affected By The Merger Between UP And SP
(Locations Where Competitive Carriers Will Be Reduced From 2 To 1)

Route					
Origin (1)	SPLC (2)	Destination (3)	SPLC (4)	Tons (5)	Revenue (6)
Baytown, TX	684771	New Orleans, LA	647000		
Baytown, TX	684771	East St. Louis, IL	396640		
Baytown, TX	684771	Chicago, IL	380000		
Baytown, TX	684771	Baton Rouge, LA	644800		
Baytown, TX	684771	Shreveport, LA	653900		
Baytown, TX	684771	Memphis, TN	439900		
Baytown, TX	684771	Fort Worth, TX	668200		
Baytown, TX	684771	Richmond, CA	876185		
Baytown, TX	684771	Houston, TX	684800		
Baytown, TX	684771	Dyersburg, TN	438670		
Baytown, TX	684771	Ardmore, OK	629660		
Baytown, TX	684771	Cartersville, GA	453869		
Baytown, TX	684771	Louisville, KY	286550		
Baytown, TX	684771	Kansas City, KS	518520		
Baytown, TX	684771	Midland, MI	313860		
Baytown, TX	684771	St. Louis, MO	567500		
Baytown, TX	684771	Chattanooga, TN	428880		
Baytown, TX	684771	Lemoyne, AL	479947		
Baytown, TX	684771	East Morris, IL	384616		
Baytown, TX	684771	Miami SCF, FL	499600		
Baytown, TX	684771	N. Mayfield, KY	299551		
Baytown, TX Total	xxx	xxx	xxx		
Ogden, UT	761560	Kansas City, MO	566900		
Ogden, UT	761560	Los Angeles, CA	883000		
Ogden, UT	761560	Salt Lake City, UT	762800		
Ogden, UT	761560	Omaha, NE	553200		
Ogden, UT	761560	Hastings, NE	558130		
Ogden, UT	761560	Memphis, TN	439900		
Ogden, UT	761560	Charleston, SC	447850		
Ogden, UT	761560	Modesto, CA	875850		
Ogden, UT	761560	Oakland, CA	876430		
Ogden, UT	761560	Stockton, CA	875640		
Ogden, UT	761560	Manteca, CA	875682		
Ogden, UT	761560	Houston, TX	684800		
Ogden, UT Total	xxx	xxx	xxx		

Summary Of Routes Affected By The Merger Between UP And SP
(Locations Where Competitive Carriers Will Be Reduced From 2 To 1)

Route				Tons	Revenue
Origin (1)	SPLC (2)	Destination (3)	SPLC (4)	(5)	(6)
Little Rock, AR	612200	Memphis, TN	439900		
Little Rock, AR	612200	East St. Louis, IL	396640		
Little Rock, AR	612200	Smithville, GA	468320		
Little Rock, AR Total	xxx	xxx	xxx		
Ontario, CA	880295	Kansas City, MO	566900		
Ontario, CA	880295	Kansas City, KS	581520		
Ontario, CA	880295	East St. Louis, IL	396640		
Ontario, CA	880295	Chicago, IL	380000		
Ontario, CA Total	xxx	xxx	xxx		
San Jose, CA	876740	Swedesboro, NJ	198559		
San Jose, CA	876740	Denver, CO	744300		
San Jose, CA	876740	Birmingham, AL	472600		
San Jose, CA	876740	Rochelle, IL	382867		
San Jose, CA	876740	Kenora, ON	58774		
San Jose, CA	876740	North Aiken, SC	446835		
San Jose, CA	876740	Oakland, CA	876430		
San Jose, CA	876740	Milpitas, CA	876712		
San Jose, CA Total	xxx	xxx	xxx		
Woodland, CA	874670	Toledo, OH	343100		
Woodland, CA	874670	Stockton, CA	875640		
Woodland, CA	874670	East St. Louis, IL	396640		
Woodland, CA Total	xxx	xxx	xxx		
Waco, TX	669750	Memphis, TN	439900		
Waco, TX	669750	New Orleans, LA	647000		
Waco, TX	669750	Chicago, IL	380000		
Waco, TX	669750	Laredo, TX	699380		
Waco, TX Total	xxx	xxx	xxx		

Summary Of Routes Affected By The Merger Between UP And SP
(Locations Where Competitive Carriers Will Be Reduced From 2 To 1)

Route					
Origin (1)	SPLC (2)	Destination (3)	SPLC (4)	Tons (5)	Revenue (6)
ittle Rock, AR	612137	Chicago, IL	380000		
ittle Rock, AR	612137	East St. Louis, IL	396640		
ittle Rock, AR	612137	Memphis, TN	439900		
ittle Rock, AR	612137	Wausau, WI	327120		
ittle Rock, AR	612137	San Antonio, TX	687500		
ittle Rock, AR	612137	Houston, TX	684800		
le Rock, AR Total	xxx	xxx	xxx		
acramento, CA	874645	Denver, CO	744300		
acramento, CA	874645	Chicago, IL	380000		
acramento, CA	874645	Iams, NE	554949		
amento, CA Total	xxx	xxx	xxx		
rlock, CA	875874	Kansas City, MO	566900		
rlock, CA	875874	St. Joseph, MO	566330		
ck, CA Total	xxx	xxx	xxx		
Kerr, TX	683564	Beaumont, TX	684300		
Kerr, TX	683564	Fort Worth, TX	688200		
, TX Total	xxx	xxx	xxx		
rfield, UT	762725	Houston, TX	684800		
rfield, UT	762725	Potlatch Spur, MN	502414		
rfield, UT	762725	Kansas City, KS	581520		
rfield, UT	762725	Woods Cross, UT	762793		
ld, UT Total	xxx	xxx	xxx		
Mountain, UT	761578	Denver, CO	744300		
er, TX	666370	Memphis, TN	439900		
er, TX	666370	New Orleans, LA	647000		
TX Total	xxx	xxx	xxx		
gen, TX	689844	Columbia Junction, UT	763825		
gen, TX	689844	Tacoma, WA	846200		
gen, TX	689844	New Orleans, LA	647000		
TX Total	xxx	xxx	xxx		
rings, CA	876496	Odessa, TX	694250		
rings, CA	876496	East St. Louis, IL	396640		
gs, CA Total	xxx	xxx	xxx		
x, NV	863116	Donaldsonville, LA	645191		

Summary Of Routes Affected By The Merger Between UP And SP
(Locations Where Competitive Carriers Will Be Reduced From 2 To 1)

Route					
Origin (1)	SPLC (2)	Destination (3)	SPLC (4)	Tons (5)	Revenue (6)
Reno, NV	864170	Houston, TX	684800		
Reno, NV	864170	Denver , CO	744300		
Reno, NV Total	xxx	xxx	xxx		
Ironton, UT	764359	Indianapolis, IN	368700		
Ironton, UT	764359	Eloy, AZ	796582		
Ironton, UT Total	xxx	xxx	xxx		
Carlin, NV	860118	Richmond, CA	876185		
Camden, AR	617450	Kansas City, MO	566900		
Camden, AR	617450	Jacksonville, AR	612115		
Camden, AR	617450	Chicago, IL	380000		
Camden, AR Total	xxx	xxx	xxx		
McAllen, TX	689980	Tacoma, WA	846200		
Crowley, LA	657570	New Orleans, LA	647000		
Battle Mountain, NV	863119	Ardmore, OK	629660		
Clint, TX	696823	Kansas City, MO	566900		
Avondale, LA	646528	East St. Louis, IL	396640		
Texarkana, AR	619600	New Orleans, LA	647000		
Defense, TX	661136	East St. Louis, IL	396640		
Tracy, CA	875694	Kaiser, CA	880293		
Amelia, TX	684441	Denver, CO	744300		
Woods Cross, UT	762793	Clearfield, UT	762725		

Source: ICC 1994 Costed Waybill Sample

"'2 TO 1" LOCATIONS NOT IDENTIFIED IN UP/SP AND BNSF SETTLEMENT AGREEMENT

SPLC (1)	Station Name (2)	State (3)	Other Non-Class I Railroads (4)
392918	NILWOOD	IL	xxx
569916	PLEASANT HILL	MO	MNA 1/
574192	DELTA	MO	xxx
577211	ILLMO	MO	xxx
612143	PULASKI	AR	LRWN 2/
612149	MAUMELLE	AR	LRWN 2/
619600	TEXARKANA	AR	xxx
665298	BIG SANDY	TX	xxx
669754	EAST WACO	TX	xxx
682482	HEARNE	TX	xxx
682840	BRYAN	TX	xxx
684782	PIERCE JCT	TX	xxx
685500	AUSTIN	TX	AUNW 3/
689980	MCALLEN	TX	RVSC 4/
874670	WOODLAND	CA	xxx
874761	CANNON	CA	xxx
875659	FRENCH CAMP	CA	xxx
875670	LATHROP	CA	xxx
875694	TRACY	CA	xxx
875696	LYOTH	CA	xxx
876125	MCAVOY	CA	xxx
876126	NICHOLS	CA	xxx
883615	WALNUT	CA	xxx
883619	CITY OF INDUSTRY	CA	xxx
883658	PARAMOUNT	CA	xxx

1/ MNA interchanges with UP only.
2/ LRWN interchanges with UP and SP only.
3/ AUNW interchanges with UP and SP only.
4/ RVSC interchanges with UP only.
Note: Boxes reflect locations applicable to chemicals traffic.

"2 TO 1" LOCATIONS IDENTIFIED IN UP/SP AND BNSF SETTLEMENT AGREEMENT WITHOUT TRACKAGE RIGHTS

Location			Other Non-Class I Railroads
SPLC	Station Name	State	
(1)	(2)	(3)	(4)
577369	DEXTER	MO	xxx
585570	HERINGTON	KS	xxx
600560	PARAGOULD	AR	xxx
661136	DEFENSE	TX	xxx
666370	TYLER	TX	xxx
668134	GREAT SOUTHWEST	TX	xxx
682860	COLLEGE STATION	TX	xxx
684780	MCDONOUGH	TX	GHH 1/
684792	DUMONT	TX	GHH 1/
684793	GENOA	TX	GHH 1/
684794	OLCOTT	TX	GHH 1/
684797	WEBSTER	TX	GHH 1/
684798	FONDREN	TX	GHH 1/
686134	LEAGUE CITY	TX	GHH 1/
686136	DICKINSON	TX	GHH 1/
686156	LAMARQUE	TX	GHH 1/
686424	SUGAR LAND	TX	xxx
688260	VICTORIA	TX	xxx
875874	TURLOCK	CA	xxx
876466	TREVARNO	CA	xxx
876467	LIVERMORE	CA	xxx
876471	RADUM	CA	xxx
883652	SOUTH GATE	CA	xxx

1/ Points on the former Galveston, Houston & Henderson RR.

Variable Costs Caused By BNSF Running Over UP / SP Tracks

Item (1)	Source (2)	UP - 1994 GTM Related (3)	SP - 1994 GTM Related (4)	Weighted Average (5)
Operating Expenses				
Maintenance of Way	D1L157C10	0.00030343	0.00048185	xxx
Dispatching, Etc.	D3L169C25	0.07914	0.06531	xxx
Total Direct Train Mile	D3L172C25	0.34332	0.39047	xxx
Ratio Dispatching to Total	Line 2 / Line3	23.0514%	16.7260%	xxx
Total Train Mile	D3L191C25	0.46248	0.52755	xxx
Dispatching Total	Line 4 x Line 5	0.10661	0.08824	xxx
Average Trailing Weight	A1L122C1 / A1L104C1	5255.186307	4972.99411	xxx
Train Mile Related Costs per GTM	Line 6 / Line 7	0.000020286	0.00001774	xxx
Subtotal Less Overheads	Line 1 + Line 8	0.000323716	0.00049959	xxx
Operating Overhead Ratio	D8L607C1	1.18158	1.12773	xxx
Variable Trackage Rights Related Exp.	Line 9 x Line 10	0.000382497	0.00056341	xxx
Depreciation/Leases				
Maintenance of Way	D1L234C10	0.00022313	0.00037117	xxx
Depr./Leases Overhead Ratio	D8L608C1	1.09674	1.05989	xxx
Variable Trackage Rights Related DL.	Line 12 x Line 13	0.000244716	0.0003934	xxx
Return on Investment				
Maintenance of Way	D1L251C10	0.00062134	0.0009977	xxx
ROI Overhead Ratio	D8L609C1	1.05816	1.03043	xxx
Variable Trackage Rights Related ROI.	Line 15 x line 16	0.000657477	0.00102806	xxx
Total Trackage Rights Costs				
Total Costs Related to Trackage Rights	Line 11 + Line 14 + Line 17	0.001284689	0.00198487	xxx
Adjusted From 1994 to 4Q95	Line 18 x 0.967 1/	0.001242295	0.00191937	xxx
UP / SP Weighting Factors	NO 4 - 700009	43.52%	56.48%	100%
Weighted Cost Related to Trackage Rights	(Col. 3; Line 19 x Line 20)+ (Col. 4; Line 19 x Line 20)	xxx	xxx	0.0016247
Movement Ratio--Total GTM / Trailing GTM	CO 4 - 700054	xxx	xxx	1.101
Cost Incurred By UP / SP (Mills)	(Line 21 / Line 22) x 1000	xxx	xxx	1.48

1/ 4Q95 RCAFA to 1994 Annual Average

COMPARISON OF ANNUAL PERCENT CHANGE IN RCAF WITH URCS VARIABLE COSTS PER GTM RELATED TO TRACKAGE RIGHTS

Year (1)	URCS Variable Costs Per GTM UP (2)	URCS Variable Costs Per GTM SP (3)	RCAF-U (4)	70% RCAF-U 1/ (5)	RCAF-A (6)
A. Annual Change					
1991/1990	-0.9%	2.8%	4.5%	3.2%	0.2%
1992/1991	-0.9%	-7.2%	0.9%	0.7%	-3.4%
1993/1992	-10.7%	-0.7%	3.8%	2.7%	-0.5%
1994/1993	1.7%	-8.1%	3.3%	2.3%	-1.5%
B. Cumulative Percent Change (1990 - 1994)	-10.9%	-12.8%	13.1%	9.0%	-5.1%

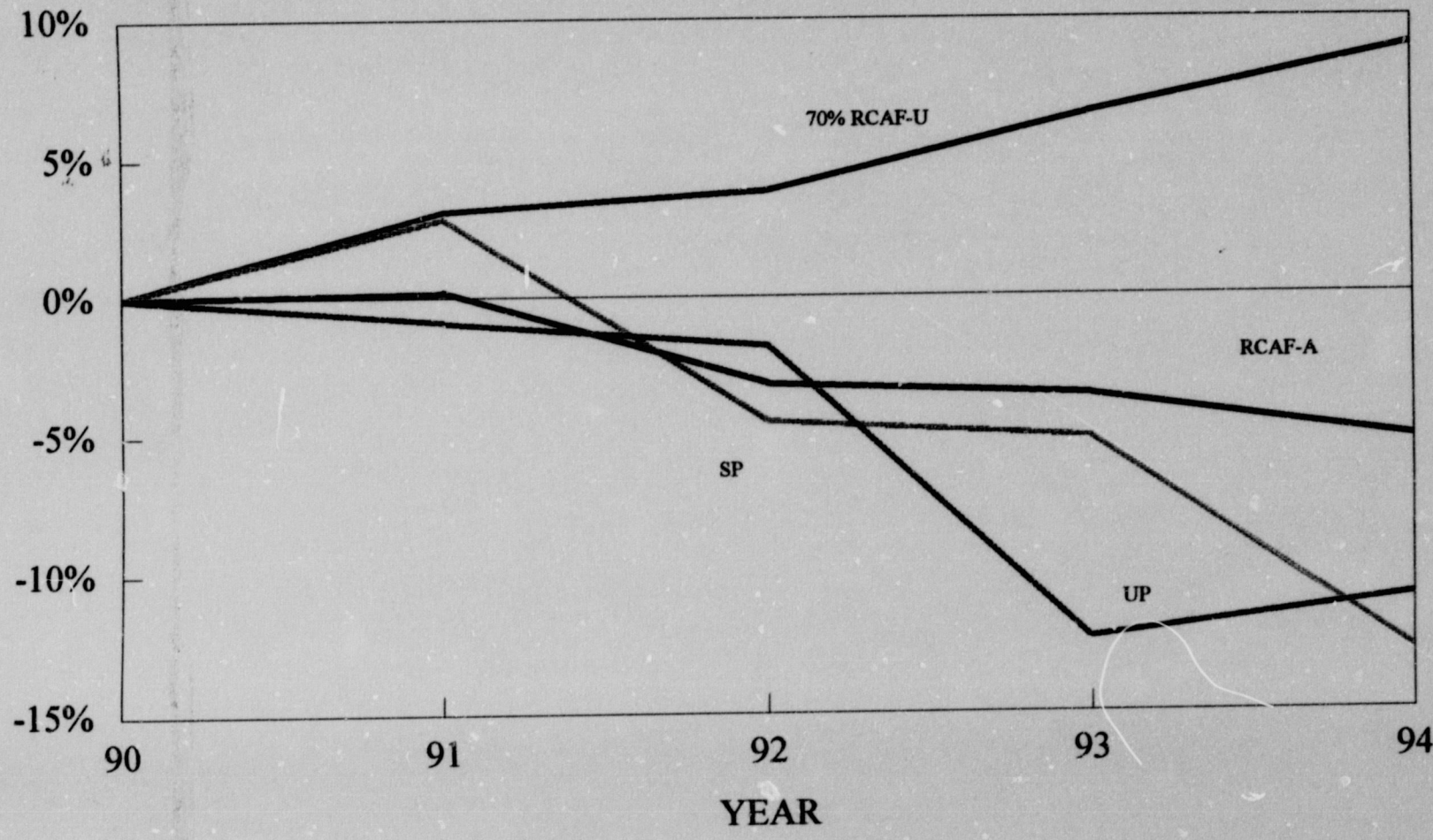
1/ Column (4) * .70

COMPARISON OF CHANGES IN RCAF WITH URCS VARIABLE COSTS PER GTM RELATED TO TRACKAGE RIGHTS

Year	URCS Variable Costs Per GTM UP	URCS Variable Costs Per GTM SP	RCAF-U 1/	RCAF-A 1/
(1)	(2)	(3)	(4)	(5)
Input Data				
1990	$0.00144	$0.00228	0.925	0.878
1991	0.00143	0.00234	0.967	0.880
1992	0.00142	0.00217	0.976	0.850
1993	0.00126	0.00216	1.013	0.846
1994	0.00128	0.00198	1.046	0.833
Cumulative Percent Change (1994 ÷ 1990)	-10.9%	-12.8%	13.1%	-5.1%

1/ Reflects value as of third quarter of each year. Indexes for 1990 through 1992 are rebased to 4Q92=100.

COMPARISON OF CUMULATIVE PERCENT CHANGE IN RCAF WITH URCS VARIABLE COSTS PER GTM RELATED TO TRACKAGE RIGHTS



Exhibit_(TDC-7)
Page 1 of 1

L. E. PEABODY & ASSOCIATES, INC.
ECONOMIC CONSULTANTS

Restatement of BNSF Market Access

Corridor (1)	Total Revenue 1/ (2)	UP/SP Controlled (3)	Not UP/SP Controlled 2/ (4)	BNSF Terminals Total (5)	BNSF Terminals Access 3/ (6)	UP/SP - Other Carriers Total (7)	UP/SP - Other Carriers Access 4/ (8)	Revised Total Station Traffic 5/ (9)	Market Access 6/ (10)
								$110,892,313	$82,060,311
1. Central Corridor	$835,703,335							7,577,677	5,607,481
2. Sealy - El Paso	183,124,233							14,457,977	10,698,903
3. Houston - Brownsville	136,992,029							38,303,447	28,344,551
4. Houston - New Orleans	248,837,997							10,205,388	7,551,987
5. Houston - Memphis	113,483,392							18,518,190	13,703,460
6. Independant Stations	158,946,748							58,113,636	56,798,594
7. I-5 Corridor	369,032,788							53,419,388	53,419,388
8. Laredo	513,996,805							$311,488,015	$258,184,675
9. TOTAL	**$2,560,117,327**								

Source: Bates Nos. BN/SF-1071 - BN/SF-1074.
1/ Witness Lawrence, Table 6.
2/ UP/SP act as an Overhead Carrier.
3/ Column (5) times 90%.
4/ Column (7) times 50%.
5/ Column (6) plus Column (8).
6/ For Lines 1 to 6, Market Access equals Total Station Traffic times 74%.
Market Access for the I-5 Corridor is based on Witness Lawrence's Calculation of Open Revenues (97.7%).
Market Access for Laredo equals Total Station Traffic.

SUMMARY OF REVENUE AND COSTS PER MILE FOR UP/SP, BNSF AND TRACKAGE RIGHTS SEGMENTS -- 1994

(UP/SP SYSTEM AVERAGE REVENUE AND COSTS PER MILE)

Item (1)	Source (2)	Amount (3)
UP/SP		
1. Aggregate Frieght Revenues (000)		
a. UP	R-1,Sch 210, L1	$5,075,528
b. SP	R-1,Sch 210, L1	2,839,059
c. Total	Line 1a + Line 1b	$7,914,587
2. Aggregate Operating Expenses (000)		
a. UP	R-1,Sch 210, L14	$4,094,723
b. SP	R-1,Sch 210, L14	2,718,027
c. Total	Line 2a + Line 2b	$6,812,750
3. Miles of Road Operated		
a. UP	R-1,Sch 755, L1	17,499
b. SP	R-1,Sch 755, L1	13,715
c. Total	Line 3a + Line 3b	31,214
4. Revenue per Mile		
a. UP	Line 1a / Line 3a x 1000	$290,047
b. SP	Line 1b / Line 3b x 1000	207,004
c. Total	Line 1c / Line 3c x 1000	**$253,559**
5. Costs per Mile		
a. UP	Line 2a / Line 3a x 1000	$233,998
b. SP	Line 2b / Line 3b x 1000	198,179
c. Total	Line 2c / Line 3c x 1000	**$218,259**

SUMMARY OF REVENUE AND COSTS PER MILE FOR UP/SP, BNSF AND TRACKAGE RIGHTS SEGMENTS -- 1994

(BNSF SYSTEM AVERAGE REVENUE AND COSTS PER MILE)

Item (1)	Source (2)	Amount (3)
BNSF		
1. Aggregate Frieght Revenues (000)		
a. BN	R-1,Sch 210, L1	$4,875,912
b. ATSF	R-1,Sch 210, L1	2,639,095
c. Total	Line 1a + Line 1b	$7,515,007
2. Aggregate Operating Expenses (000)		
a. BN	R-1,Sch 210, L14	$4,163,232
b. ATSF	R-1,Sch 210, L14	2,252,035
c. Total	Line 2a + Line 2b	$6,415,267
3. Miles of Road Operated		
a. BN	R-1,Sch 755, L1	22,151
b. ATSF	R-1,Sch 755, L1	8,352
c. Total	Line 3a + Line 3b	30,503
4. Revenue per Mile		
a. BN	Line 1a / Line 3a x 1000	$220,122
b. ATSF	Line 1b / Line 3b x 1000	315,984
c. Total	Line 1c / Line 3c x 1000	**$246,369**
5. Costs per Mile		
a. BN	Line 2a / Line 3a x 1000	$187,948
b. ATSF	Line 2b / Line 3b x 1000	269,640
c. Total	Line 2c / Line 3c x 1000	**$210,316**

SUMMARY OF REVENUE PER MILE FOR UP/SP, BNSF AND TRACKAGE RIGHTS SEGMENTS -- 1994

(TRACKAGE RIGHTS SEGMENTS AVERAGE REVENUE PER MILE)

	Segment (1)	Aggregate Revenues (000) 1/ (2)	Miles 2/ (3)	Revenue Per Mile 3/ (4)
	RESTATED			
1.	Central Corridor (including I-5 Corridor)	$138,859	1,896.2	$73,230
2.	Sealy - Eagle Pass	5,607	475.9	11,782
3.	Houston - Brownsville (including Laredo)	64,119	559.2	114,662
4.	Houston - New Orleans	28,345	188.1	150,691
5.	Houston - Memphis	7,552	677.0	11,155
6.	Independant Points	13,703	4/	4/
7.	Total	$258,185	3,796.4	$68,008

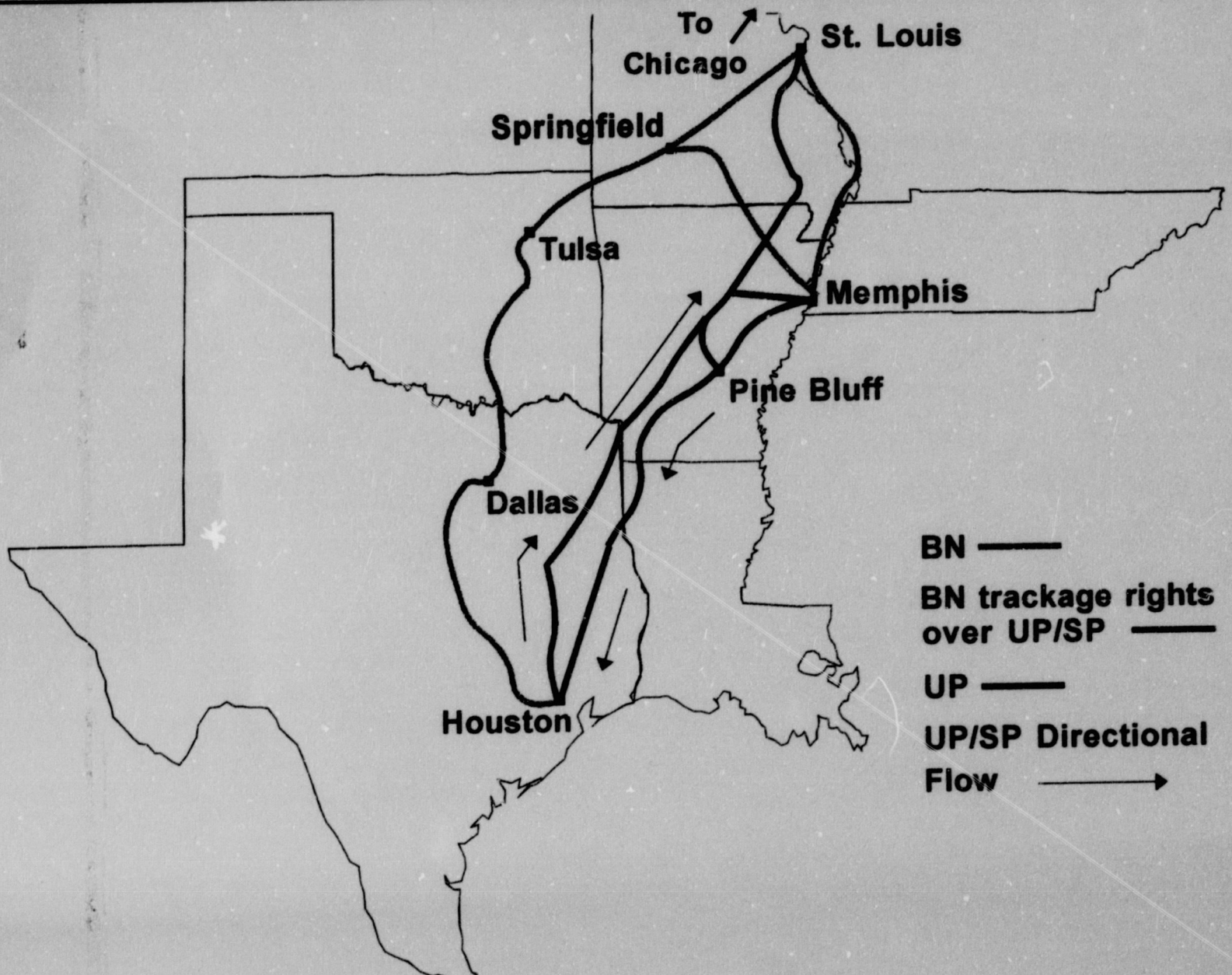
1/ Aggregate revenues from Mr. Lawrence as shown in Table 6 of his text and as shown in his underlying workpapers. Restated revenues as shown in his underlying workpapers. Restated revenues from Exhibit___(TDC - 8).

2/ Based on mileage by line segment as shown on N01-700002. Mileage for I-5 Corridor is based on miles shown in Mr. Lawrence's workpapers (Bates No. BNSF-01001).

3/ Column (2) divided by Column (3) x 1000.

4/ Not applicable.

Schematic of BN Routing Alternatives to St. Louis



L. E. PEABODY & ASSOCIATES, INC.
ECONOMIC CONSULTANTS

Exhibit_(TDC-10)
Page 1 of 1

CALCULATION OF VARIABLE COST OVER TRACKAGE RIGHTS -- HOUSTON - ST. LOUIS 1/
(BNSF TRACKAGE RIGHTS)

	Movement Costs	OPR	DL	OPR & DL	ROI	Units	OPR & DL	ROI	Total
ATSF-1	Gross ton mile	0.0019066	0.0003733	0.0022799	0.0013204	0	$0.00	$0.00	$0.00
ATSF-2	Gross ton mile on rights	0.0012319	0.0001679	0.0013998	0.0002939	39,440	55.21	11.59	66.80
ATSF-3	Train mile other than crew	0.08484	0.00686	0.09170	0.00836	0.00	0.00	0.00	0.00
ATSF-4	Train mile other than crew on rights	0.08098	0.00686	0.08784	0.00836	7.30	0.64	0.06	0.70
ATSF-5	Train mile - crew	6.57676		6.57676		7.30	48.00	0.00	48.00
ATSF-6	Locomotive unit mile	1.77163	0.24639	2.01802	0.43133	21.53	43.45	9.29	52.74
ATSF-7	CLOR other than clerical	0.74353		0.74353		0.00	0.00	0.00	0.00
ATSF-8	CL orig or term. - clerical	7.33955		7.33955		0.00	0.00	0.00	0.00
ATSF-9	Switch engine minute	2.99164	0.13547	3.12711	0.71592	0.00	0.00	0.00	0.00
ATSF-10	Car Miles	0.03982	0.02687	0.06669	0.02823	547.40	36.51	15.45	51.96
ATSF-11	Car Days	4.87140	5.24400	10.11540	4.72569	0.57	5.81	2.72	8.53
ATSF-12	ATSF Total Variable - 1994						$189.62	$39.11	$228.73
ATSF-13	Index (RCAF-A)								0.967
ATSF-14	ATSF Total Variable - 4Q95								221.18
BN-1	Gross ton mile	0.0014389	0.0004837	0.0019226	0.0007147	0	$0.00	$0.00	$0.00
BN-2	Gross ton mile on rights	0.0007461	0.0001826	0.0009287	0.0000221	39,455	36.64	0.87	37.52
BN-3	Train mile other than crew	0.25780	0.02041	0.27821	0.02025	0.00	0.00	0.00	0.00
BN-4	Train mile other than crew on rights	0.19701	0.02041	0.21742	0.02025	7.30	1.59	0.15	1.74
BN-5	Train mile - crew	6.56173		6.56173		7.30	47.91	0.00	47.91
BN-6	Locomotive unit mile	1.81577	0.44657	2.26234	0.05416	21.54	48.73	1.17	49.89
BN-7	CLOR other than clerical	1.14607		1.14607		1.00	1.15	0.00	1.15
BN-8	CL orig or term. - clerical	14.44116		14.44116		1.00	14.44	0.00	14.44
BN-9	Switch engine minute	3.56912	0.19720	3.76632	0.53512	11.78	44.36	6.30	50.66
BN-10	Car Miles	0.02794	0.01057	0.03851	0.01221	547.60	21.09	6.72	27.81
BN-11	Car Days	3.02632	7.29883	10.32515	1.84892	4.81	49.68	8.90	58.58
BN-12	BN Total Variable - 1994						$265.58	$24.11	$289.70
BN-13	Index (RCAF-A)								0.967
BN-14	BN Total Variable - 4Q95								280.14
	BNSF Total Variable - 4Q95								501.31
	Trackage Rights/Gross ton mile		$0.0031	$0.0031		86,863	$269.28	$0.00	$269.28
	Variable Cost with Trackage Rights - Houston to Memphis								$770.59
	Variable Cost Per Ton - Memphis to St. Louis (from Page 2 of 4)								$254.98
	Variable Cost Per Ton								$13.69

	Inputs		ATSF	BN	UPSP
1	Lading	System average	74.9	74.9	74.9
2	Tare	E2L118C1	34.6	34.6	34.6
3	Empty/Return ratio	Given	2.0	2.0	2.0
4	Gross tons per car	Line 1 plus (Line 2 times Line 3)	144.1	144.1	144.1
5	One way miles excl rights	2/	0	0	547.5
6	Gross ton miles/car	Line 4 times Line 5	0	0	78,895
7	Cars/Train	[A1L115C1+A1L117C1]+[A1L101C1+A1L103C1]	75	75	
8	Train miles excl. rights per car	Line 3 times Line 5 divided by Line 7	0.00	0.00	
9	One way miles incl. rights	2/	273.7	273.8	
10	Train miles incl. rights per car	Line 3 times Line 9 divided by Line 7	7.30	7.30	
11	Locomotives per train	[A1L105C1+A1L107C1]+[A1L101C1+A1L103C1]	2.95	2.95	
12	Locomotive unit miles per car	Line 10 times Line 11	21.53	21.54	
13	Orig/Term - Clerical	Given	0	1	
14	Switch engine minutes	(2 times Line 13) times E2L118C25	0	11.7778	
15	Car miles	Line 3 times Line 9	547.40	547.60	
16	Car days	(4 times Line 13) plus (Line 15 divided by E2L118C22)	0.57	4.81	
17	Ratio : Loco, car content GTM to car, content GTM	3/			1.101
18	Trackage right GTM	Line 4 times Line 5 times Line 17			86,863

1/ Following the methodology of Witness Rebensdorf as shown on C04 - 700030 through C04 - 700033.
2/ Mileage from Houston to Memphis from N04-700002 and N02-400698, Mileage distributed 50% to BN and 50% to ATSF.
3/ C04-700030

CALCULATION OF VARIABLE COST OVER TRACKAGE RIGHTS – MEMPHIS - ST. LOUIS 1/
(BN OPERATION)

	Movement Costs	OPR	DL	OPR & DL	ROI	Units	OPR & DL	ROI	Total
BN-1	Gross ton mile	0.0014389	0.0004837	0.0019226	0.0007147	42,798	$82.28	$30.59	$112.87
BN-2	Gross ton mile on rights	0.0007461	0.0001826	0.0009287	0.0000221	0	0.00	0.00	0.00
BN-3	Train mile other than crew	0.25780	0.02041	0.27821	0.02025	8.03	2.23	0.16	2.40
BN-4	Train mile other than crew on rights	0.19701	0.02041	0.21742	0.02025	0.00	0.00	0.00	0.00
BN-5	Train mile - crew	6.56173		6.56173		8.03	52.67	0.00	52.67
BN-6	Locomotive unit mile	1.81577	0.44657	2.26234	0.05416	23.68	53.57	1.28	54.85
BN-7	CLOR other than clerical	1.14607		1.14607		0.00	0.00	0.00	0.00
BN-8	CL orig or term. - clerical	14.44116		14.44116		0.00	0.00	0.00	0.00
BN-9	Switch engine minute	3.56912	0.19720	3.76632	0.53512	0.00	0.00	0.00	0.00
BN-10	Car Miles	0.02794	0.01057	0.03851	0.01228	594.00	22.87	7.29	30.17
BN-11	Car Days	3.02632	7.29883	10.32515	1.84892	0.88	9.09	1.63	10.72
BN-12	BN Total Variable - 1994						$222.73	$40.95	$263.68
BN-13	Index (RCAF-A)								0.967
BN-14	BN Total Variable - 4Q95								$254.98
BN-15	Variable Cost Per Ton								$3.40

	Inputs		BN
1	Lading	System average	74.9
2	Tare	E2L118C1	34.6
3	Empty/Return ratio	Given	2.0
4	Gross tons per car	Line 1 plus (Line 2 times Line 3)	144.1
5	One way miles excl rights	2/	297
6	Gross ton miles/car	Line 4 times Line 5	42,798
7	Cars/Train	[A1L115C1+A1L117C1]÷[A1L101C1+A1L103C1]	74
8	Train miles excl. rights per car	Line 3 times Line 5 divided by Line 7	8.03
9	One way miles incl. rights	2/	297
10	Train miles incl. rights per car	Line 3 times Line 9 divided by Line 7	8.03
11	Locomotives per train	[A1L105C1+A1L107C1]÷[A1L101C1+A1L103C1]	2.95
12	Locomotive unit miles per car	Line 10 times Line 11	23.68
13	Orig/Term - Clerical	Given	0
14	Switch engine minutes	(2 times Line 13) times E2L118C25	0
15	Car miles	Line 3 times Line 9	594.00
16	Car days	(4 times Line 13) plus (Line 15 divided by E2L118C22)	0.88

1/ Following the methodology of Witness Rebensdorf as shown on C04 - 700030 through C04 - 700033.
2/ Mileage from Memphis to St. Louis from Rand McNally.

CALCULATION OF VARIABLE COST OVER TRACKAGE RIGHTS -- HOUSTON - ST. LOUIS 1/
(BN OPERATION)

	Movement Costs	OPR	DL	OPR & DL	ROI	Units	OPR & DL	ROI	Total
1	Gross ton mile	0.0014389	0.0004837	0.0019226	0.0007147	139,633	$268.46	$99.79	$368.26
2	Gross ton mile on rights	0.0007461	0.0001826	0.0009287	0.0000221	0	0.00	0.00	0.00
3	Train mile other than crew	0.25780	0.02041	0.27821	0.02025	25.84	7.19	0.52	7.71
4	Train mile other than crew on rights	0.19701	0.02041	0.21742	0.02025	0.00	0.00	0.00	0.00
5	Train mile - crew	6.56173		6.56173		25.84	169.56	0.00	169.56
6	Locomotive unit mile	1.81577	0.44657	2.26234	0.05416	76.23	172.45	4.13	176.58
7	CLOR other than clerical	1.14607		1.14607		1.00	1.15	0.00	1.15
8	CL orig or term. - clerical	14.44116		14.44116		1.00	14.44	0.00	14.44
9	Switch engine minute	3.56912	0.19720	3.76632	0.53512	11.78	44.36	6.30	50.66
10	Car Miles	0.02794	0.01057	0.03851	0.01228	1938.00	74.63	23.80	98.43
11	Car Days	3.02632	7.29883	10.32515	1.84892	6.87	70.97	12.71	83.67
12	BN Total Variable - 1994						$823.21	$147.25	$970.46
13	Index (RCAF-A)								0.967
14	BN Total Variable - 4Q95								938.43
15	Variable Cost Per Ton								$12.53

	Inputs		BN
1	Lading	System average	74.9
2	Tare	E2L118C1	34.6
3	Empty/Return ratio	Given	2.0
4	Gross tons per car	Line 1 plus (Line 2 times Line 3)	144.1
5	One way miles excl rights	2/	969
6	Gross ton miles/car	Line 4 times Line 5	139,633
7	Cars/Train	[A1L115C1+A1L117C1]÷[A1L101C1+A1L103C1]	75
8	Train miles excl. rights per car	Line 3 times Line 5 divided by Line 7	25.84
9	One way miles incl. rights	2/	969
10	Train miles incl. rights per car	Line 3 times Line 9 divided by Line 7	25.84
11	Locomotives per train	[A1L105C1+A1L107C1]÷[A1L101C1+A1L103C1]	2.95
12	Locomotive unit miles per car	Line 10 times Line 11	76.23
13	Orig/Term - Clerical	Given	1
14	Switch engine minutes	(2 times Line 13) times E2L118C25	11.7778
15	Car miles	Line 3 times Line 9	1938.00
16	Car days	(4 times Line 13) plus (Line 15 divided by E2L118C22)	6.87

1/ Following the methodology of Witness Rebensdorf as shown on C04 - 700030 through C04 - 700033.
Mileage from Houston to St. Louis from Rand McNally.