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7-1-99

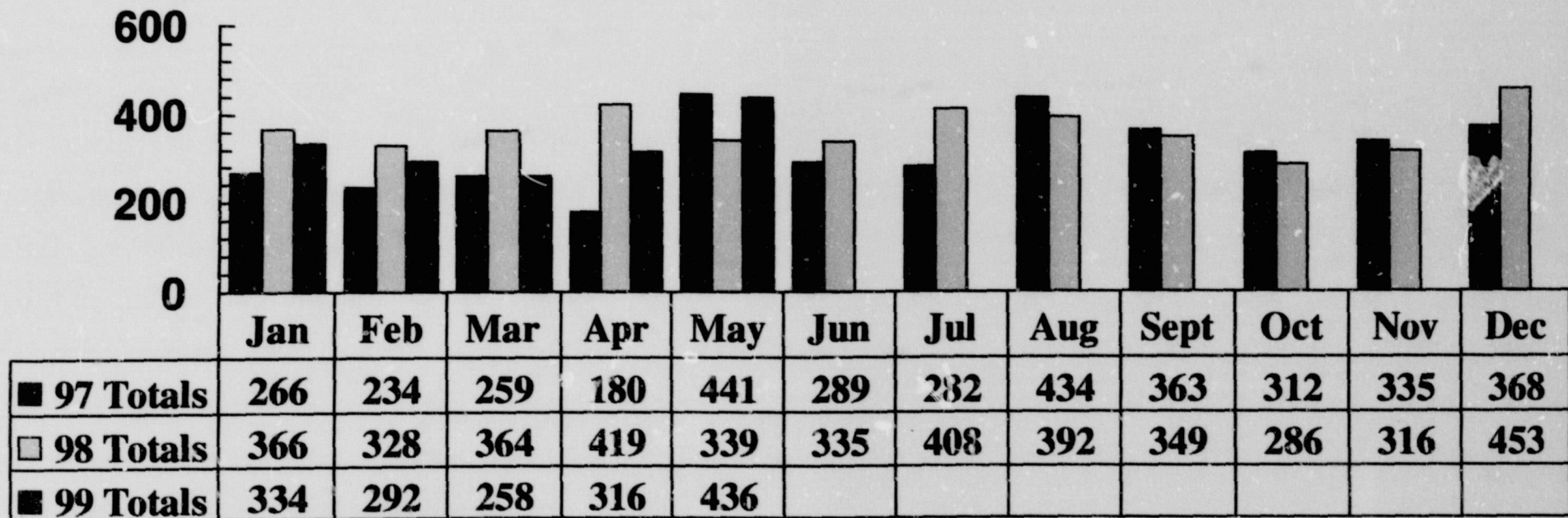
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1997-99 BNSF Loaded Units In Trackage Rights Corridors Southern California Corridor

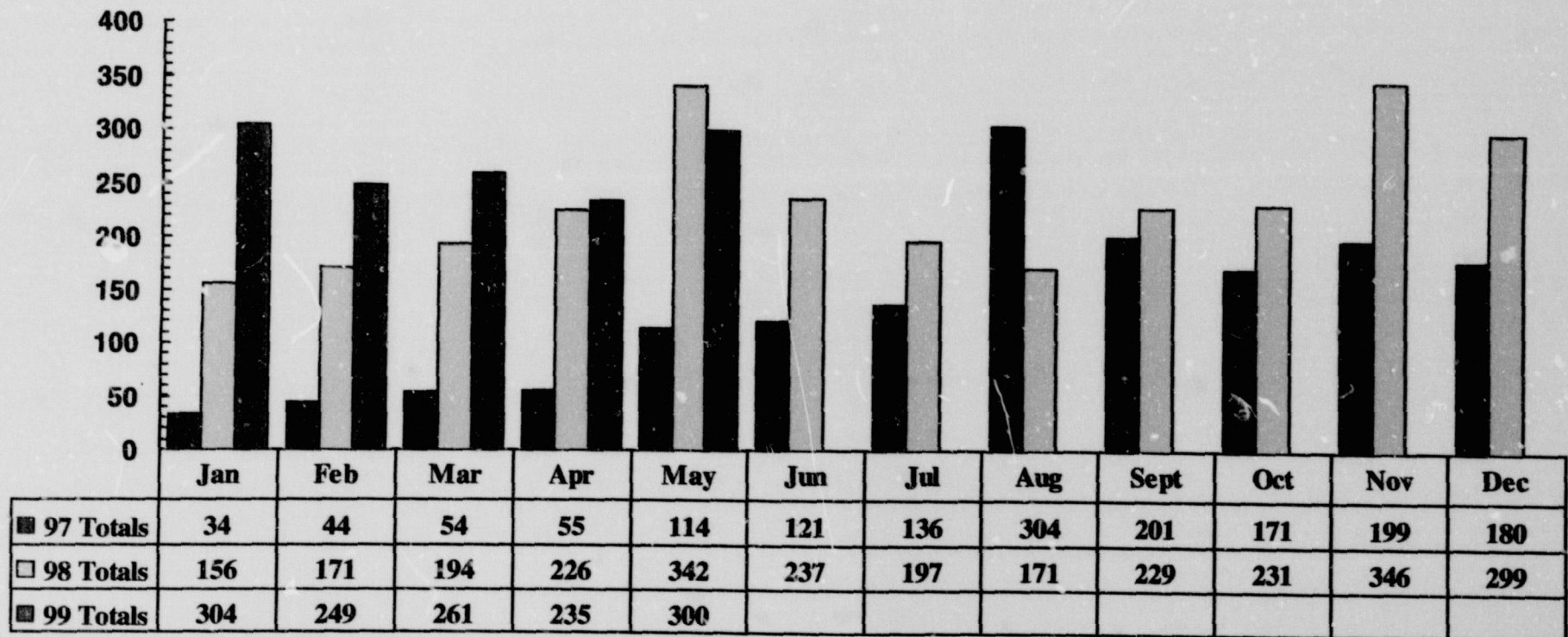
Units



ATTACHMENT 12

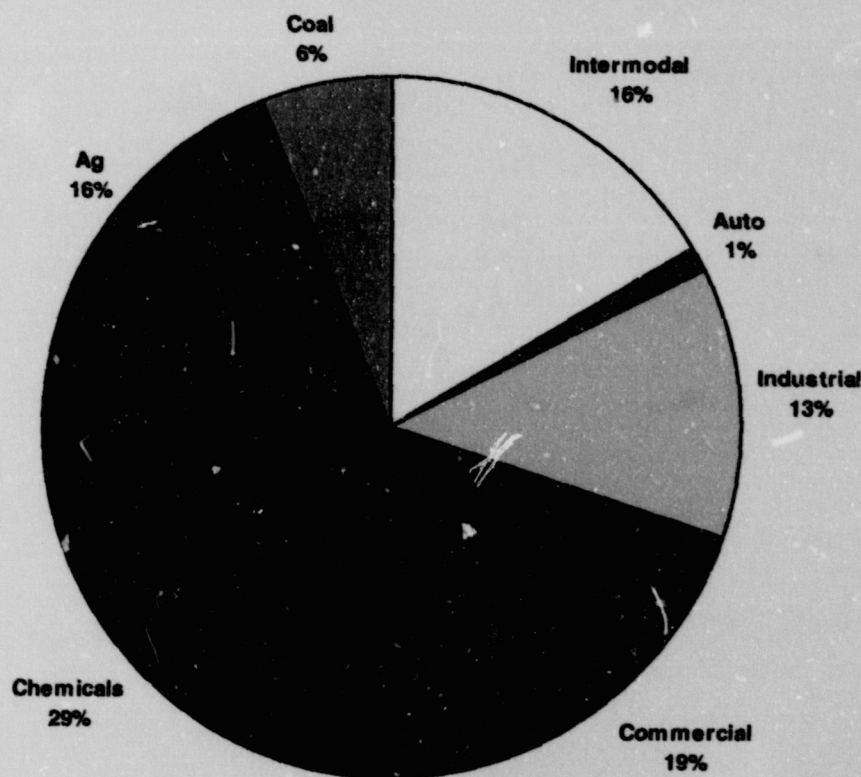
1997-99 BNSF Loaded Units In Trackage Rights Corridors Bay Area

Units



ATTACHMENT 13

Commodities Handled To/From and Via UPSP Merger Condition Lines All Loaded Units January-May 1999



ATTACHMENT 14

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

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

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

| | | | |
|---|-------------|----|-----------|
| Southern Bag | Pine Bluff | AR | 2:1 |
| Southern Compress Whse | Pine Bluff | AR | 2:1 |
| Stronglite Products | Pine Bluff | AR | 2:1 |
| T W Pelton & Co | Pine Bluff | AR | 2:1 |
| Terra International Inc | Pine Bluff | AR | 2:1 |
| Tyson Foods Feedmill | Pine Bluff | AR | 2:1 |
| Tyson Foods Protein Blend Plant | Pine Bluff | AR | 2:1 |
| Viking Bag | Pine Bluff | AR | 2:1 |
| Commercial Stg & Distribution Corp | Texarkana | AR | Agreement |
| Cooper Tire & Rubber Corp | Texarkana | AR | Agreement |
| General Electric Railcar Repair | Texarkana | AR | Agreement |
| Tri State Iron & Metal Corp | Texarkana | AR | Agreement |
| All Customers | Altamont | CA | 2:1 |
| California Cereal (Nabisco Brands) | Elmhurst | CA | 2:1 |
| Fleener Packing | Elmhurst | CA | 2:1 |
| Fleischman's Yeast | Elmhurst | CA | 2:1 |
| Longview Fibre Co | Elmhurst | CA | 2:1 |
| Pacific America Whse | Elmhurst | CA | 2:1 |
| General Motors | Fremont | CA | 2:1 |
| New United Motor Manufacturing | Fremont | CA | 2:1 |
| Toyota Logistics Svcs | Fremont | CA | 2:1 |
| Toyota Logistics Svcs | Fremont | CA | 2:1 |
| Truck Rail Handling | Fremont | CA | 2:1 |
| Truck Rail Handling | Fremont | CA | Transload |
| United States Gypsum | Fremont | CA | 2:1 |
| Cargill Inc. (Refinery) | Fullerton | CA | 2:1 |
| Hunt Wesson (Bldgs 18, 22 & 28) | Fullerton | CA | 2:1 |
| All Customers | Hearst | CA | 2:1 |
| U S Army, Sierra Army Depot | Herlong | CA | 2:1 |
| Standard Iron & Metals Co | Kohler | CA | 2:1 |
| Sunshine Biscuit - Vacant Bldg | Kohler | CA | 2:1 |
| Christian Salveson Inc. (CSI) | La Habra | CA | 2:1 |
| Lucky Sav-On Distribution Center | La Habra | CA | 2:1 |
| Vacant (Lucky Food Stores) | La Habra | CA | 2:1 |
| U S Army, Sharpe Depot | Lathrop | CA | 2:1 |
| All Customers | Livermore | CA | 2:1 |
| Brown Strauss Steel | Livermore | CA | 2:1 |
| G S Roofing Products | Livermore | CA | 2:1 |
| Gaylord Graphics | Livermore | CA | 2:1 |
| Livermore Whse | Livermore | CA | 2:1 |
| Salinas Reinforcing Inc | Livermore | CA | 2:1 |
| Mid-City Iron & Metal Corp | Los Angeles | CA | 2:1 |
| American Brass & Iron (ABI) | Melrose | CA | 2:1 |
| Armour Equipment Sales | Melrose | CA | 2:1 |
| Mother Cake & Cookies | Melrose | CA | 2:1 |
| All Customers | Midway | CA | 2:1 |
| All Customers | Niles Jct | CA | 2:1 |
| Nabisco Brands | Oakland | CA | 2:1 |
| Kruse (O H) Grain & Milling Co | Ontario | CA | 2:1 |
| Intermod Industries | Ortega | CA | 2:1 |
| All Customers | Pleasanton | CA | 2:1 |
| Kaiser Sand Gravel | Pleasanton | CA | 2:1 |
| All Customers | Radium | CA | 2:1 |
| California Builders Supply Co | Sacramento | CA | 2:1 |
| Capitol Plywood | Sacramento | CA | 2:1 |
| Continental Chemical Co | Sacramento | CA | 2:1 |
| Sacramento Bee (McClatchy Newspaper) | Sacramento | CA | 2:1 |
| Burke Flooring Products, Div Burke Industries | San Jose | CA | 2:1 |
| Coors Distributing Co of Santa Clara | San Jose | CA | 2:1 |
| Del Monte Corp, Plant #3 | San Jose | CA | 2:1 |
| Ecolab Inc | San Jose | CA | 2:1 |
| Floor Service Supply | San Jose | CA | 2:1 |
| Frank Lin Distillers Products Ltd | San Jose | CA | 2:1 |
| Frito Lay | San Jose | CA | 2:1 |
| International Paper Bag Pak Div | San Jose | CA | 2:1 |
| Markovits & Fox | San Jose | CA | 2:1 |
| Northern California Fertilizer | San Jose | CA | 2:1 |

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

| | | | |
|---|-----------------|----|--------------|
| Red Wing Co Inc (National Preserve) | San Jose | CA | 2:1 |
| Safety Kleen Corp | San Jose | CA | 2:1 |
| San Jose Distribution Services | San Jose | CA | 2:1 |
| Stapleton-Spence Packing | San Jose | CA | 2:1 |
| Sun Garden Packing Co | San Jose | CA | 2:1 |
| U S Pollution Control | San Jose | CA | 2:1 |
| Western Beverage Co | San Jose | CA | 2:1 |
| Chem-World Supply Inc | South Gate | CA | 2:1 |
| EKA Chemicals/EKA Nobel | South Gate | CA | 2:1 |
| Los Angeles Chemical Co (LACCO) | South Gate | CA | 2:1 |
| P Q Corporation | South Gate | CA | 2:1 |
| Titan Terminal & Transport | South Gate | CA | 2:1 |
| Refrigerated Distribution Specialist (RDS) | Tracy | CA | Transload |
| All Customers | Trevarno | CA | 2:1 |
| Hardwoods Inc | Trevarno | CA | 2:1 |
| Trans Western Polymers | Trevarno | CA | 2:1 |
| A L Gilbert | Turlock | CA | 2:1 |
| Americold Plant 1 | Turlock | CA | 2:1 |
| Facility vacant/for lease (Snider Lbr) | Turlock | CA | 2:1 |
| Feedstuffs Processing Co. | Turlock | CA | 2:1 |
| International Paper | Turlock | CA | 2:1 |
| Purina Mills Inc | Turlock | CA | 2:1 |
| Rogers Food (Div Universal Foods) | Turlock | CA | 2:1 |
| Tab Products Co | Turlock | CA | 2:1 |
| Turlock Fruit | Turlock | CA | 2:1 |
| Capital City Warehouse | West Sacramento | CA | 2:1 |
| Capital Cools | West Sacramento | CA | 2:1 |
| Cargill | West Sacramento | CA | 2:1 |
| Crum & Crum Enterprises Inc | West Sacramento | CA | Transload |
| Farmers Rice Coop | West Sacramento | CA | 2:1 |
| Karrolton Envelope | West Sacramento | CA | 2:1 |
| Montgomery Ward & Co Distr Ctr | West Sacramento | CA | 2:1 |
| PFX Pet Supply | West Sacramento | CA | 2:1 |
| Port Of Sacramento (Yolo Port Dist) | West Sacramento | CA | 2:1 |
| The Ink Company | West Sacramento | CA | 2:1 |
| Treasure Chest | West Sacramento | CA | 2:1 |
| Unocal | West Sacramento | CA | 2:1 |
| American Metals Corp | Yolo Port | CA | 2:1 |
| California Distribution Center | Yolo Port | CA | 2:1 |
| Weyerhaeuser Lumber | Yolo Port | CA | 2:1 |
| Conoco Inc | Durham | CO | New Facility |
| Total Petroleum | Durham | CO | New Facility |
| Agri Producers | Herington | KS | 2:1 |
| Cairo Coop Equity Exchange | Preston | KS | 2:1 |
| Crowley American Transport | Harbor | LA | 2:1 |
| Farmers Rice Milling Co Inc | Harbor | LA | 2:1 |
| Lake Charles Carbon Co, Div Reynolds Metals | Harbor | LA | 2:1 |
| Lake Charles Stevedores | Harbor | LA | 2:1 |
| M I Drilling Fluids | Harbor | LA | 2:1 |
| Calcasieu Steel & Pipe Inc | Lake Charles | LA | Agreement |
| Lake Charles American Press | Lake Charles | LA | Agreement |
| Lake Charles Harbor Terminal | Lake Charles | LA | Agreement |
| Lake Charles Public Elevator | Lake Charles | LA | Agreement |
| Allen Millwork Inc | Shreveport | LA | Agreement |
| Bell Industries | Shreveport | LA | Agreement |
| Custom Bilt Cabinet & Supply #1 | Shreveport | LA | Agreement |
| G S Roofing Products Co Inc | Shreveport | LA | Agreement |
| Georgia Pacific Corp | Shreveport | LA | Agreement |
| Hart Lumber Co Inc | Shreveport | LA | Agreement |
| Murphy Bonded Whse Inc | Shreveport | LA | Agreement |
| National Biscuit Co (Nabisco) | Shreveport | LA | Agreement |
| Purina Mills Inc | Shreveport | LA | Agreement |
| S F Services Inc | Shreveport | LA | Agreement |
| Sears Roebuck & Co | Shreveport | LA | Agreement |
| Southwestern Electric Power Co | Shreveport | LA | Agreement |
| Conoco (Gulf Coast Lube Plant) | Sulphur | LA | Agreement |
| Arco Chemical (Olin Corp) | West Lake | LA | Agreement |

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

| | | | |
|------------------------------------|-------------------|----|--------------|
| Condea Vista Co | West Lake | LA | Agreement |
| Conoco Inc | West Lake | LA | Agreement |
| Dunham Price Inc | West Lake | LA | Agreement |
| Excel Paralubes | West Lake | LA | Agreement |
| Holnam Inc | West Lake | LA | Agreement |
| Jupiter Chemicals/Jupiter Nash | West Lake | LA | Agreement |
| M I Drilling Fluids | West Lake | LA | Agreement |
| Martin Marietta Aggregates | West Lake | LA | Agreement |
| Montell USA | West Lake | LA | Agreement |
| PPG Industries Inc | West Lake | LA | Agreement |
| R E Heidt Construction | West Lake | LA | Agreement |
| Reagent Chemical & Research | West Lake | LA | Agreement |
| Tetra Chemicals | West Lake | LA | Agreement |
| ABB Randall Corp | West Lake Charles | LA | Agreement |
| Baroid Drilling Fluids | West Lake Charles | LA | Agreement |
| Baroid Petroleum Services | West Lake Charles | LA | Agreement |
| Cit Con Oil | West Lake Charles | LA | Agreement |
| Citgo Petroleum Corp | West Lake Charles | LA | Agreement |
| Conoco Inc, Coke Term | West Lake Charles | LA | Agreement |
| Equistar Chemicals LP | West Lake Charles | LA | Agreement |
| Firestone Synthetic Rubber & Latex | West Lake Charles | LA | Agreement |
| Grace Davison (W R Grace) | West Lake Charles | LA | Agreement |
| Southern Ionics Inc | West Lake Charles | LA | Agreement |
| Venco Conoco, Calcining Plant | West Lake Charles | LA | Agreement |
| West Lake Petrochemicals | West Lake Charles | LA | Agreement |
| West Lake Polymers | West Lake Charles | LA | Agreement |
| West Lake Styrene | West Lake Charles | LA | Agreement |
| Ag Processing | Dexter | MO | 2:1 |
| Cargill | Dexter | MO | 2:1 |
| Hudson Foods | Dexter | MO | 2:1 |
| Monarch Feed Mills | Dexter | MO | 2:1 |
| All Customers | Alazon | NV | 2:1 |
| Baker Hughes Inteq | Argenta | NV | 2:1 |
| All Customers | Barth | NV | 2:1 |
| Saga Exploration Co | Barth | NV | 2:1 |
| Atlas Towing Co | Battle Mountain | NV | New Facility |
| M I Drilling Fluids | Battle Mountain | NV | 2:1 |
| Sierra Chemical NV | Battle Mountain | NV | 2:1 |
| All Customers | Beowawe | NV | 2:1 |
| Cortez Gold Mines | Beowawe | NV | 2:1 |
| Fleischli Oil Corp | Beowawe | NV | 2:1 |
| SS Supply | Beowawe | NV | 2:1 |
| Union Pacific Fuels Inc | Beowawe | NV | 2:1 |
| All Customers | Carlin | NV | 2:1 |
| Anschutz Marketing Transport | Carlin | NV | 2:1 |
| Continental Lime | Carlin | NV | 2:1 |
| Dust Chemical | Carlin | NV | 2:1 |
| Kilborn International | Carlin | NV | 2:1 |
| Thatcher Chemical Co - Nevada | Carlin | NV | 2:1 |
| Turner Gas | Carlin | NV | 2:1 |
| All Customers | Coin | NV | 2:1 |
| All Customers | Deeth | NV | 2:1 |
| All Customers | Dunphy | NV | 2:1 |
| Baroid Drilling Fluids | Dunphy | NV | 2:1 |
| Kennecott Utah Copper | Dunphy | NV | 2:1 |
| Mine Service & Supply | Dunphy | NV | 2:1 |
| All Customers | Elburz | NV | 2:1 |
| All Customers | Elko | NV | 2:1 |
| Alpark Petroleum | Elko | NV | 2:1 |
| Ash Grove Cemer+ Co | Elko | NV | 2:1 |
| Blach Distributing | Elko | NV | 2:1 |
| Cashman Equipment | Elko | NV | 2:1 |
| Franklin Lumber Bldg Supply | Elko | NV | 2:1 |
| Nevada Freeport | Elko | NV | 2:1 |
| Nevada Ice & Cold Storage | Elko | NV | 2:1 |
| Par Gas | Elko | NV | 2:1 |
| Petro Source | Elko | NV | 2:1 |

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

| | | | |
|--|----------------|----|--------------|
| Petro Source Asphalt Terminal | Elko | NV | 2:1 |
| Tricon Metals & Services, Inc. | Elko | NV | 2:1 |
| All Customers | Ellison | NV | 2:1 |
| Quebecor Printing Nevada Inc | Fernley | NV | New Facility |
| Valley Joist Corp | Fernley | NV | New Facility |
| All Customers | Golconda | NV | 2:1 |
| Continental Lime | Golconda | NV | 2:1 |
| Diamond Plastics Co | Golconda | NV | 2:1 |
| U S Barium | Golconda | NV | 2:1 |
| All Customers | Hunter | NV | 2:1 |
| All Customers | Jayhawk | NV | 2:1 |
| Kennecott Utah Copper | Jayhawk | NV | 2:1 |
| Transwood Inc | Jayhawk | NV | 2:1 |
| All Customers | Kampos | NV | 2:1 |
| All Customers | Knight | NV | 2:1 |
| All Customers | Nardi | NV | 2:1 |
| All Customers | Pardo | NV | 2:1 |
| All Customers | Rasid | NV | 2:1 |
| All Customers | Redhouse | NV | 2:1 |
| Kennecott Utah Copper | Redhouse | NV | 2:1 |
| Transwood Inc | Redhouse | NV | 2:1 |
| All Customers | Rennox | NV | 2:1 |
| Coastal Chemical | Rennox | NV | 2:1 |
| Sierra Chemical Of Nevada | Rennox | NV | 2:1 |
| All Customers | Russells | NV | 2:1 |
| All Customers | Ryndon | NV | 2:1 |
| BNSF Nevada Quality Distr Center (QDC) | Sparks | NV | New Facility |
| All Customers | Tulasco | NV | 2:1 |
| Sierra Pacific Power | Valmy | NV | 2:1 |
| Dupont | Vivian | NV | 2:1 |
| Van Waters Rogers | Vivian | NV | 2:1 |
| All Customers | Weso | NV | 2:1 |
| Mobil Chemical | Amelia | TX | 2:1 |
| Econo Rail Corp | Baytown | TX | 2:1 |
| Exxon Chemical Americas | Baytown | TX | Agreement |
| Exxon Chemical Plastics | Baytown | TX | Agreement |
| Exxon Company USA | Baytown | TX | Agreement |
| Jindal United Steel Corp | Baytown | TX | 2:1 |
| Rhodia | Baytown | TX | 2:1 |
| SAW Pipes USA Inc | Baytown | TX | 2:1 |
| Seapac Inc | Baytown | TX | 2:1 |
| United States Steel/USX | Baytown | TX | 2:1 |
| Thompson Consumer Electronics (RCA) | Belen | TX | New Facility |
| City Of Brownsville | Brownsville | TX | 2:1 |
| Milwhite | Brownsville | TX | 2:1 |
| Premier Services Corp | Brownsville | TX | 2:1 |
| Tex Mex Cold Storage | Brownsville | TX | 2:1 |
| All Customers | Buford | TX | 2 |
| Farstad Oil | Buford | TX | 2:1 |
| Lopez Scrap Metal | Buford | TX | 2:1 |
| All Customers | Clint | TX | 2:1 |
| El Paso Valley Cotton Assn | Clint | TX | 2:1 |
| T & R Chemicals Inc | Clint | TX | 2:1 |
| Valley Feed Mills | Clint | TX | 2:1 |
| Citgo Petroleum East Plant | Corpus Christi | TX | 2:1 |
| Citgo Petroleum West Plant | Corpus Christi | TX | 2:1 |
| Coastal Refining & Marketing | Corpus Christi | TX | 2:1 |
| Elementis Chromium | Corpus Christi | TX | 2:1 |
| Encycle Texas Inc. | Corpus Christi | TX | 2:1 |
| ESCO Distributors Inc | Corpus Christi | TX | 2:1 |
| Koch Refining Company, East Plant | Corpus Christi | TX | 2:1 |
| Nueces Grain Company | Corpus Christi | TX | 2:1 |
| US Interstate Grain Corp., Port Terminal | Corpus Christi | TX | 2:1 |
| Zarsky Lumber Co. | Corpus Christi | TX | 2:1 |
| Defense Distribution Depot | Defense | TX | 2:1 |
| All Customers | Dickinson | TX | 2:1 |
| Penreco | Dickinson | TX | 2:1 |

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

| | | | |
|--|-----------------|----|-----------|
| All Customers | Dumont | TX | 2:1 |
| Gulf States Asphalt | Dumont | TX | 2:1 |
| Houston L&P #1 | Dumont | TX | 2:1 |
| Houston L&P #3 | Dumont | TX | 2:1 |
| South Houston Lumber | Dumont | TX | 2:1 |
| General Tire | East Waco | TX | 2:1 |
| Amoco Chemical | Eldon | TX | Agreement |
| Bayer Chemical | Eldon | TX | Agreement |
| Borden Chemical | Eldon | TX | 2:1 |
| Chevron Chemical | Eldon | TX | Agreement |
| City Public Service Board of San Antonio | Elmendorf | TX | 2:1 |
| All Customers | Fabens | TX | 2:1 |
| Richard Bills Feedlot | Fabens | TX | 2:1 |
| Romney Implement | Fabens | TX | 2:1 |
| Swig Cotton Compress | Fabens | TX | 2:1 |
| All Customers | Fondren | TX | 2:1 |
| All Customers | Ft Hancock | TX | 2:1 |
| All Customers | Genoa | TX | 2:1 |
| Ashland Chemical | Genoa | TX | 2:1 |
| Pioneer Concrete Texas | Genoa | TX | 2:1 |
| Sunbelt Asphalt Materials | Genoa | TX | 2:1 |
| All Customers | Great Southwest | TX | 2:1 |
| Amc Warehouses | Great Southwest | TX | 2:1 |
| Boise Cascade | Great Southwest | TX | 2:1 |
| Carry Companies | Great Southwest | TX | 2:1 |
| Carry Companies (Imperial Sugar) | Great Southwest | TX | 2:1 |
| Champion Recycling | Great Southwest | TX | 2:1 |
| Coors Brewing | Great Southwest | TX | 2:1 |
| D D Recycling | Great Southwest | TX | 2:1 |
| D S Plastics | Great Southwest | TX | 2:1 |
| DSC Logistics | Great Southwest | TX | Transload |
| DSC Logistics (Lever) | Great Southwest | TX | Transload |
| DSC Logistics (Pillsbury) | Great Southwest | TX | Transload |
| Frito Lay | Great Southwest | TX | 2:1 |
| G E Appliances | Great Southwest | TX | 2:1 |
| General Hardwoods | Great Southwest | TX | 2:1 |
| Ink | Great Southwest | TX | 2:1 |
| Intsel Southwest | Great Southwest | TX | 2:1 |
| Lmd Warehouse Distribution | Great Southwest | TX | 2:1 |
| Mackie Automotive Southwest | Great Southwest | TX | 2:1 |
| Matlack Systems | Great Southwest | TX | 2:1 |
| McGregor Printing | Great Southwest | TX | 2:1 |
| National Starch Chemical | Great Southwest | TX | 2:1 |
| Packaging Corp of America | Great Southwest | TX | 2:1 |
| Pennzoil Prod | Great Southwest | TX | 2:1 |
| Pepsi Cola | Great Southwest | TX | 2:1 |
| Porter Warner Ind | Great Southwest | TX | 2:1 |
| Professional Food Systems | Great Southwest | TX | 2:1 |
| Quality Logistics Services | Great Southwest | TX | 2:1 |
| Solvay Engineered Polymers (DS Plastics) | Great Southwest | TX | 2:1 |
| Texas Plywood Lumber | Great Southwest | TX | 2:1 |
| Tucker Housewares | Great Southwest | TX | 2:1 |
| Tulco Oil | Great Southwest | TX | 2:1 |
| Uvtec | Great Southwest | TX | 2:1 |
| Wainwright Ind | Great Southwest | TX | 2:1 |
| Western Reclamation | Great Southwest | TX | 2:1 |
| Weyerhaeuser | Great Southwest | TX | 2:1 |
| Willamette Industries Bag | Great Southwest | TX | 2:1 |
| Willamette Industries Corrug | Great Southwest | TX | 2:1 |
| All Customers | Gypsum Spur | TX | 2:1 |
| LCRA Plant | Halsted | TX | 2:1 |
| Alamo Forest Products Inc. | Harlingen | TX | 2:1 |
| Cameron Ashley Building Products | Harlingen | TX | 2:1 |
| Earthgrains Co | Harlingen | TX | 2:1 |
| Georgia Pacific Corp | Harlingen | TX | 2:1 |
| Harlingen Valley Compress Co., Inc. | Harlingen | TX | 2:1 |
| Joiner Foodservice Inc. | Harlingen | TX | 2:1 |

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

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

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

| | | | |
|---|----------------|----|-----------|
| A E Staley & Imperial Holly facility | Sugar Land | TX | 2:1 |
| Imperial Holly | Sugar Land | TX | 2:1 |
| Nalco Exxon Energy Chemicals | Sugar Land | TX | 2:1 |
| J J S Distributing | Texarkana | TX | Agreement |
| Kerr McGee Chemical Corp | Texarkana | TX | Agreement |
| Miller Bowie County Farmers (Willis St) | Texarkana | TX | Agreement |
| Texarkana Milling Supply | Texarkana | TX | Agreement |
| All Customers | Texas City Jct | TX | 2:1 |
| All Customers | Torrillo | TX | 2:1 |
| Drake Enterprises | Tornillo | TX | 2:1 |
| American Plant Food Co | Tyler | TX | 2:1 |
| Bonar Packaging | Tyler | TX | 2:1 |
| Cameron Ashley Building Products | Tyler | TX | 2:1 |
| Jewell Concrete Products | Tyler | TX | 2:1 |
| Kelly Springfield Tire | Tyler | TX | 2:1 |
| Sunbelt Cement | Tyler | TX | 2:1 |
| Transit Mix Concrete Material | Tyler | TX | 2:1 |
| Kamin Furniture | Victoria | TX | 2:1 |
| Cameron Ashley Building Products | Waco | TX | 2:1 |
| Central Forwarding Co | Waco | TX | 2:1 |
| Central Texas Iron Works | Waco | TX | 2:1 |
| Central Warehouse Co | Waco | TX | 2:1 |
| Certainteed | Waco | TX | 2:1 |
| Continental General Tire | Waco | TX | 2:1 |
| Equalizer | Waco | TX | Transload |
| Exporters & Traders Compress & Whse Co | Waco | TX | 2:1 |
| Fleetwood Homes | Waco | TX | 2:1 |
| Fleetwood Trailer Co | Waco | TX | 2:1 |
| Gross Yowell Lumber | Waco | TX | 2:1 |
| Gulf States Paper | Waco | TX | 2:1 |
| Jarvis Paris Murphy | Waco | TX | 2:1 |
| Jewell Concrete Products | Waco | TX | 2:1 |
| M Lipsitz | Waco | TX | 2:1 |
| M M Mars | Waco | TX | 2:1 |
| Metro Lumber Industries | Waco | TX | 2:1 |
| Mid State Beverage Inc | Waco | TX | 2:1 |
| Owens Brockway | Waco | TX | 2:1 |
| Tejas Warehouse System | Waco | TX | 2:1 |
| Terra Nitrogen Corp (Terra Intl Inc) | Waco | TX | 2:1 |
| Vacant Facility (McCoys Bldg Supply Center) | Waco | TX | 2:1 |
| Veterans Administration | Waco | TX | 2:1 |
| All Customers | Webster | TX | 2:1 |
| Houston Shell & Concrete | Webster | TX | 2:1 |
| McCoys Bldg Supply Center | Webster | TX | 2:1 |
| Sunbelt Asphalt Materials | Webster | TX | 2:1 |
| All Customers | Ysleta | TX | 2:1 |
| Custom House Manuvering Svcs | Ysleta | TX | 2:1 |
| Featherlite Building Products Corp | Ysleta | TX | 2:1 |
| International Paper, Container Div | Ysleta | TX | 2:1 |
| Rhinehart Oil | American Fork | UT | 2:1 |
| Alpine Transfer | Clearfield | UT | 2:1 |
| Americold | Clearfield | UT | 2:1 |
| Ashland Chemical | Clearfield | UT | 2:1 |
| Birmingham Bolt | Clearfield | UT | 2:1 |
| Del Monte Foods | Clearfield | UT | 2:1 |
| DSC Logistics | Clearfield | UT | 2:1 |
| Excel Mining | Clearfield | UT | 2:1 |
| FABPRO Oriented Polymers Inc | Clearfield | UT | 2:1 |
| Freeport Center | Clearfield | UT | 2:1 |
| Freeport Cold Storage | Clearfield | UT | 2:1 |
| Gatx Logistics | Clearfield | UT | 2:1 |
| Lifetime Products | Clearfield | UT | 2:1 |
| Ma love | Clearfield | UT | 2:1 |
| Naptech Inc | Clearfield | UT | 2:1 |
| Oborn Transfer & Storage | Clearfield | UT | 2:1 |
| Poli Twine | Clearfield | UT | 2:1 |
| Quintex | Clearfield | UT | 2:1 |

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

| | | | |
|---|----------------------|----|-----------|
| Ryerson Son J T | Clearfield | UT | 2:1 |
| Tech Steel | Clearfield | UT | 2:1 |
| Thiokol | Clearfield | UT | 2:1 |
| Watkins Shepard | Clearfield | UT | 2:1 |
| Geneva Steel | Geneva | UT | 2:1 |
| LaRoche Industries | Geneva | UT | 2:1 |
| Western Pipe Coaters (c/o Geneva Steel) | Geneva | UT | 2:1 |
| Reilly Industries | Ironton | UT | 2:1 |
| Great Salt Lake Minerals | Little Mountain | UT | 2:1 |
| Kennecott Utah Copper Corp | Magna | UT | 2:1 |
| Flying J Inc | North Salt Lake City | UT | 2:1 |
| Red Man Pipe & Supply Co | North Salt Lake City | UT | 2:1 |
| American Nutrition | Ogden | UT | 2:1 |
| Atlas Steel | Ogden | UT | 2:1 |
| Cache Commodities LRGW | Ogden | UT | 2:1 |
| Cargill Flour Milling | Ogden | UT | 2:1 |
| Cargill Nutrena Feeds | Ogden | UT | 2:1 |
| Cereal Food Processors | Ogden | UT | 2:1 |
| David Grant Trucking Inc | Ogden | UT | Transload |
| Defense Depot | Ogden | UT | 2:1 |
| Durbano Metals | Ogden | UT | 2:1 |
| Dyce Chemical Ind | Ogden | UT | 2:1 |
| Great Salt Lake Minerals | Ogden | UT | 2:1 |
| Harsac | Ogden | UT | 2:1 |
| Kimberly Clark | Ogden | UT | 2:1 |
| Koch Agri Services West | Ogden | UT | 2:1 |
| L Bloom & Sons | Ogden | UT | 2:1 |
| McNabb Grain | Ogden | UT | 2:1 |
| Nutrena Feed | Ogden | UT | 2:1 |
| Wasatch Distributing | Ogden | UT | 2:1 |
| Western Gateway Storage | Ogden | UT | 2:1 |
| Pipe Fabricating | Pioneer | UT | 2:1 |
| A Y Building Supply | Provo | UT | 2:1 |
| Atlas Steel | Provo | UT | 2:1 |
| Big Four Distributing | Provo | UT | 2:1 |
| Pacific States Cast Iron Pipe | Provo | UT | 2:1 |
| Pitt Des Moines (PDM) | Provo | UT | 2:1 |
| A K Railroad Materials | Salt Lake City | UT | 2:1 |
| Alta Industries | Salt Lake City | UT | 2:1 |
| American Excelsior | Salt Lake City | UT | 2:1 |
| Amerigas Propane Lp | Salt Lake City | UT | 2:1 |
| Amoco Oil | Salt Lake City | UT | 2:1 |
| Asphalt Systems Inc | Salt Lake City | UT | 2:1 |
| Associated Food Stores | Salt Lake City | UT | 2:1 |
| Atlas Steel Inc | Salt Lake City | UT | 2:1 |
| Baker Hughes Inteq | Salt Lake City | UT | 2:1 |
| Bee Hive Brick | Salt Lake City | UT | 2:1 |
| Benergy dba Star Carbon Divn | Salt Lake City | UT | 2:1 |
| Border Steel | Salt Lake City | UT | 2:1 |
| Bruce Transfer & Storage | Salt Lake City | UT | 2:1 |
| Capitol Lumber | Salt Lake City | UT | 2:1 |
| Cenex Land O Lakes | Salt Lake City | UT | 2:1 |
| Cereal Food Processors | Salt Lake City | UT | 2:1 |
| Certified Warehouse Transfer | Salt Lake City | UT | 2:1 |
| Chevron Products | Salt Lake City | UT | 2:1 |
| Chris & Dicks Lbr & Hardware | Salt Lake City | UT | 2:1 |
| Church Of Jesus Christ LDS | Salt Lake City | UT | 2:1 |
| Conoco Inc | Salt Lake City | UT | 2:1 |
| Corp Of The President (LDS Church) | Salt Lake City | UT | 2:1 |
| Corporation Of The Presiding | Salt Lake City | UT | 2:1 |
| Crawford Door Sales | Salt Lake City | UT | 2:1 |
| Crus Distributing | Salt Lake City | UT | 2:1 |
| E F Mariani | Salt Lake City | UT | Transload |
| Eaton Metal Products | Salt Lake City | UT | 2:1 |
| Eimco Process Equipment | Salt Lake City | UT | 2:1 |
| Engelhard | Salt Lake City | UT | 2:1 |
| Farwest Steel | Salt Lake City | UT | 2:1 |

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

| | | | |
|-------------------------------------|----------------|----|-----------|
| General Distributing | Salt Lake City | UT | 2:1 |
| General Felt Industries | Salt Lake City | UT | 2:1 |
| Great Western Chemical | Salt Lake City | UT | 2:1 |
| Harrington Trucking Inc | Salt Lake City | UT | Transload |
| Hill Brothers Chemical | Salt Lake City | UT | 2:1 |
| Holnam | Salt Lake City | UT | 2:1 |
| Liquid Sugars | Salt Lake City | UT | 2:1 |
| Mark Steel (W 200) | Salt Lake City | UT | 2:1 |
| Marmon Keystone | Salt Lake City | UT | 2:1 |
| May Foundry | Salt Lake City | UT | 2:1 |
| Metro Group Inc | Salt Lake City | UT | 2:1 |
| Mountain Cement | Salt Lake City | UT | 2:1 |
| Nalco Chemical | Salt Lake City | UT | 2:1 |
| Newspaper Agency | Salt Lake City | UT | 2:1 |
| Pacific Steel | Salt Lake City | UT | 2:1 |
| Packaging Corp of America | Salt Lake City | UT | 2:1 |
| Pax | Salt Lake City | UT | 2:1 |
| Peerless Oil | Salt Lake City | UT | 2:1 |
| Petrolane | Salt Lake City | UT | 2:1 |
| Pioneer Wholesale Supply Inc | Salt Lake City | UT | 2:1 |
| Resource Net (aka Western Paper Co) | Salt Lake City | UT | 2:1 |
| Salt Lake Auto Auction | Salt Lake City | UT | 2:1 |
| Semling Menke | Salt Lake City | UT | 2:1 |
| Smurfit Stone Container Corp | Salt Lake City | UT | 2:1 |
| Specialized Rail Service | Salt Lake City | UT | Transload |
| Sport Court | Salt Lake City | UT | 2:1 |
| Steelco | Salt Lake City | UT | 2:1 |
| Sutherland Lumber | Salt Lake City | UT | 2:1 |
| Terminal Freight Handling | Salt Lake City | UT | 2:1 |
| Thatcher Company | Salt Lake City | UT | 2:1 |
| Transwood | Salt Lake City | UT | Transload |
| United States Postal Service | Salt Lake City | UT | 2:1 |
| United States Welding | Salt Lake City | UT | 2:1 |
| Utah Barrel | Salt Lake City | UT | 2:1 |
| Utah Metal Works | Salt Lake City | UT | 2:1 |
| Utah Paper Box | Salt Lake City | UT | 2:1 |
| Valley Steel Processing Inc | Salt Lake City | UT | 2:1 |
| Van Water Rogers | Salt Lake City | UT | 2:1 |
| Westinghouse Electric Co | Salt Lake City | UT | 2:1 |
| Weyerhaeuser (Matl Dist) | Salt Lake City | UT | 2:1 |
| Weyerhaeuser (Recycling) | Salt Lake City | UT | 2:1 |
| Wholesale Stationers Corp | Salt Lake City | UT | 2:1 |
| Wholesale Transfer & Whse | Salt Lake City | UT | 2:1 |
| Inland Refining Inc | Woods Cross | UT | 2:1 |
| Koch Performance Asphalt Co | Woods Cross | UT | 2:1 |
| Peak Profile | Woods Cross | UT | 2:1 |
| Phillips 66W | Woods Cross | UT | 2:1 |

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

| Customer | Station | State | Status |
|---------------|-----------------|-------|--------|
| All Customers | Altamont | CA | 2:1 |
| All Customers | Hearst | CA | 2:1 |
| All Customers | Livermore | CA | 2:1 |
| All Customers | Midway | CA | 2:1 |
| All Customers | Niles Jct | CA | 2:1 |
| All Customers | Pleasanton | CA | 2:1 |
| All Customers | Radium | CA | 2:1 |
| All Customers | Trevarno | CA | 2:1 |
| All Customers | Alazon | NV | 2:1 |
| All Customers | Barth | NV | 2:1 |
| All Customers | Beowawe | NV | 2:1 |
| All Customers | Carlin | NV | 2:1 |
| All Customers | Coin | NV | 2:1 |
| All Customers | Deeth | NV | 2:1 |
| All Customers | Dunphy | NV | 2:1 |
| All Customers | Elburz | NV | 2:1 |
| All Customers | Elko | NV | 2:1 |
| All Customers | Ellison | NV | 2:1 |
| All Customers | Golconda | NV | 2:1 |
| All Customers | Hunter | NV | 2:1 |
| All Customers | Jayhawk | NV | 2:1 |
| All Customers | Kampos | NV | 2:1 |
| All Customers | Knight | NV | 2:1 |
| All Customers | Nardi | NV | 2:1 |
| All Customers | Pardo | NV | 2:1 |
| All Customers | Rasid | NV | 2:1 |
| All Customers | Redhouse | NV | 2:1 |
| All Customers | Rennox | NV | 2:1 |
| All Customers | Russells | NV | 2:1 |
| All Customers | Ryndon | NV | 2:1 |
| All Customers | Tulasco | NV | 2:1 |
| All Customers | Weso | NV | 2:1 |
| All Customers | Buford | TX | 2:1 |
| All Customers | Clint | TX | 2:1 |
| All Customers | Dickinson | TX | 2:1 |
| All Customers | Dumont | TX | 2:1 |
| All Customers | Fabens | TX | 2:1 |
| All Customers | Fondren | TX | 2:1 |
| All Customers | Ft Hancock | TX | 2:1 |
| All Customers | Genoa | TX | 2:1 |
| All Customers | Great Southwest | TX | 2:1 |
| All Customers | Gypsum Spur | TX | 2:1 |
| All Customers | Hulen Park | TX | 2:1 |
| All Customers | Iser | TX | 2:1 |
| All Customers | La Marque | TX | 2:1 |
| All Customers | League City | TX | 2:1 |
| All Customers | McDonough | TX | 2:1 |
| All Customers | McNary | TX | 2:1 |
| All Customers | Olcott | TX | 2:1 |
| All Customers | Sierra Blanca | TX | 2:1 |
| All Customers | Texas City Jct | TX | 2:1 |
| All Customers | Tornillo | TX | 2:1 |
| All Customers | Webster | TX | 2:1 |
| All Customers | Ysleta | TX | 2:1 |

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

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

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

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

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

| | | | | |
|---|-------------|----|------|--------|
| Elks Concrete Products | Lafayette | LA | LDRR | 2:1 SL |
| Halliburton | Lafayette | LA | LDRR | 2:1 SL |
| Lafayette Distributors | Lafayette | LA | LDRR | 2:1 SL |
| Louisiana Sw Scrap & Salvage | Lafayette | LA | LDRR | 2:1 SL |
| Mike Baker Brick Co | Lafayette | LA | LDRR | 2:1 SL |
| Northpark Industrial Park | Lafayette | LA | LDRR | 2:1 SL |
| Oneal Steel Inc | Lafayette | LA | LDRR | 2:1 SL |
| OSCA Inc | Lafayette | LA | LDRR | 2:1 SL |
| Quality Brands Inc | Lafayette | LA | LDRR | 2:1 SL |
| Schilling Distributing Co Inc | Lafayette | LA | LDRR | 2:1 SL |
| Lockport Thermostats | Lockport | LA | LDRR | 2:1 SL |
| Nicolas Paper | Lockport | LA | LDRR | 2:1 SL |
| Olin | Lockport | LA | LDRR | 2:1 SL |
| Raceland Sugar | Lockport | LA | LDRR | 2:1 SL |
| Allen Tank | New Iberia | LA | LDRR | 2:1 SL |
| Ambar Inc | New Iberia | LA | LDRR | 2:1 SL |
| Bayou Pipe Coating | New Iberia | LA | LDRR | 2:1 SL |
| Carbo Ceramics | New Iberia | LA | LDRR | 2:1 SL |
| Coastal Chemical | New Iberia | LA | LDRR | 2:1 SL |
| Coastal Timbers | New Iberia | LA | LDRR | 2:1 SL |
| Creole Fermentation | New Iberia | LA | LDRR | 2:1 SL |
| Degussa Carbon Black Corp | New Iberia | LA | LDRR | 2:1 SL |
| Iberia Sugar | New Iberia | LA | LDRR | 2:1 SL |
| Iberia Threading | New Iberia | LA | LDRR | 2:1 SL |
| Liberty Connell | New Iberia | LA | LDRR | 2:1 SL |
| Olin | New Iberia | LA | LDRR | 2:1 SL |
| Premiere Casing | New Iberia | LA | LDRR | 2:1 SL |
| A To Z Paper Co | New Orleans | LA | NOPB | 2:1 SL |
| Advance Paper Co Janitorial | New Orleans | LA | NOPB | 2:1 SL |
| Baroid Sales Co (NL Ind) | New Orleans | LA | NOPB | 2:1 SL |
| Barriere Construction Co | New Orleans | LA | NOPB | 2:1 SL |
| Better Boxing | New Orleans | LA | NOPB | 2:1 SL |
| Bourg Wilson Lbr & Bldg Inc | New Orleans | LA | NOPB | 2:1 SL |
| Bubbas Produce | New Orleans | LA | NOPB | 2:1 SL |
| Bulk Materials Transfer | New Orleans | LA | NOPB | 2:1 SL |
| Cargill | New Orleans | LA | NOPB | 2:1 SL |
| Citadel Cement/ Laforest Co | New Orleans | LA | NOPB | 2:1 SL |
| Crown Oil Chemical | New Orleans | LA | NOPB | 2:1 SL |
| Dbi R Equine Feed Supply | New Orleans | LA | NOPB | 2:1 SL |
| Deavo Lime Pellican Divn | New Orleans | LA | NOPB | 2:1 SL |
| Depuy Stg & Fwd | New Orleans | LA | NOPB | 2:1 SL |
| Dravo Basic Materials | New Orleans | LA | NOPB | 2:1 SL |
| Equitable Shipyards | New Orleans | LA | NOPB | 2:1 SL |
| Gats Masonry | New Orleans | LA | NOPB | 2:1 SL |
| Glazer Steel and Aluminum | New Orleans | LA | NOPB | 2:1 SL |
| Halter Marine | New Orleans | LA | NOPB | 2:1 SL |
| Holnam | New Orleans | LA | NOPB | 2:1 SL |
| Horizon Intl | New Orleans | LA | NOPB | 2:1 SL |
| Hug Condon & Mayflower Moving & Storing | New Orleans | LA | NOPB | 2:1 SL |
| Lane & Co | New Orleans | LA | NOPB | 2:1 SL |
| Leng field Bros - Lengsfield Pkg | New Orleans | LA | NOPB | 2:1 SL |
| Levitz Furniture | New Orleans | LA | NOPB | 2:1 SL |
| Liquid Sugars Inc | New Orleans | LA | NOPB | 2:1 SL |
| Marzoni & Associates | New Orleans | LA | NOPB | 2:1 SL |
| Missionary Expeditors Inc | New Orleans | LA | NOPB | 2:1 SL |
| Namasco | New Orleans | LA | NOPB | 2:1 SL |
| Neeb Kearney Inc | New Orleans | LA | NOPB | 2:1 SL |
| New Orleans Cold Storage | New Orleans | LA | NOPB | 2:1 SL |
| New Orleans Distribution | New Orleans | LA | NOPB | 2:1 SL |
| New Orleans Marine Cont | New Orleans | LA | NOPB | 2:1 SL |
| New Orleans Metal Works | New Orleans | LA | NOPB | 2:1 SL |
| North Star Steel Co | New Orleans | LA | NOPB | 2:1 SL |
| Orleans Matls Equipment Co | New Orleans | LA | NOPB | 2:1 SL |
| Patent Scaffolding | New Orleans | LA | NOPB | 2:1 SL |
| Paulsen-Weber | New Orleans | LA | NOPB | 2:1 SL |
| Pelican Paper | New Orleans | LA | NOPB | 2:1 SL |
| Pelican Tomato Co | New Orleans | LA | NOPB | 2:1 SL |
| Pennzoil Products | New Orleans | LA | NOPB | 2:1 SL |
| Plymouth Cordage | New Orleans | LA | NOPB | 2:1 SL |
| Plywood Panels | New Orleans | LA | NOPB | 2:1 SL |
| Pontchartrain Matl Corp | New Orleans | LA | NOPB | 2:1 SL |

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

| | | | | |
|---------------------------------------|--------------|----|------|--------|
| Port Cargo Service | New Orleans | LA | NOPB | 2:1 SL |
| Public Bulk Terminal | New Orleans | LA | NOPB | 2:1 SL |
| Puerto Rican Marine Mgt | New Orleans | LA | NOPB | 2:1 SL |
| Reilly Chemical Co | New Orleans | LA | NOPB | 2:1 SL |
| Reilly Wm B - Blue Plate Fine Foods | New Orleans | LA | NOPB | 2:1 SL |
| Ribelen Sales Inc | New Orleans | LA | NOPB | 2:1 SL |
| Rippner Inc | New Orleans | LA | NOPB | 2:1 SL |
| Ryan Timber Co | New Orleans | LA | NOPB | 2:1 SL |
| Sealand | New Orleans | LA | NOPB | 2:1 SL |
| Second Harvester | New Orleans | LA | NOPB | 2:1 SL |
| Sequoia Supply Inc | New Orleans | LA | NOPB | 2:1 SL |
| Sewerage & Water Board of New Orleans | New Orleans | LA | NOPB | 2:1 SL |
| Southeast Recycling | New Orleans | LA | NOPB | 2:1 SL |
| Southern Scrap Matl Co | New Orleans | LA | NOPB | 2:1 SL |
| Southern Steel & Aluminum | New Orleans | LA | NOPB | 2:1 SL |
| Standard Coffee | New Orleans | LA | NOPB | 2:1 SL |
| Tri Ro Pa Mills | New Orleans | LA | NOPB | 2:1 SL |
| Triple E Transport Inc | New Orleans | LA | NOPB | 2:1 SL |
| Turner Marine Bulk Inc | New Orleans | LA | NOPB | 2:1 SL |
| US Army Corp of Engineering | New Orleans | LA | NOPB | 2:1 SL |
| US Gypsum Co | New Orleans | LA | NOPB | 2:1 SL |
| W R Grace | New Orleans | LA | NOPB | 2:1 SL |
| Benhard Warehouse | Opelousas | LA | AKDN | 2:1 SL |
| Cal-Chlor Inc | Opelousas | LA | AKDN | 2:1 SL |
| Emick Prejean & Son Inc | Opelousas | LA | AKDN | 2:1 SL |
| FMC | Opelousas | LA | AKDN | 2:1 SL |
| Gaiennie Lumber | Opelousas | LA | AKDN | 2:1 SL |
| James Corp of Opelousas | Opelousas | LA | AKDN | 2:1 SL |
| Lou Ana Foods | Opelousas | LA | AKDN | 2:1 SL |
| PMG Inc | Opelousas | LA | AKDN | 2:1 SL |
| Prairie Construction Co | Opelousas | LA | AKDN | 2:1 SL |
| Southwest Feed & Farm Supply | Opelousas | LA | AKDN | 2:1 SL |
| Southwest Feed Farm | Opelousas | LA | AKDN | 2:1 SL |
| Patout M A & Son Ltd | Opelousas | LA | AKDN | 2:1 SL |
| Dufrene Building Materials Inc | Patoutville | LA | LDRR | 2:1 SL |
| Krielow Brothers | Raceland | LA | LDRR | 2:1 SL |
| Tri-State Delta Inc | Roanoke | LA | AKDN | 2:1 SL |
| Cabot Corp | Schriever | LA | LDRR | 2:1 SL |
| National Beverage | Tate Cove | LA | AKDN | 2:1 SL |
| Evangeline Farmers Coop | Thibodaux | LA | LDRR | 2:1 SL |
| Union Tank Car | Ville Platte | LA | AKDN | 2:1 SL |
| BHM Copper | Ville Platte | LA | AKDN | 2:1 SL |
| Agua Dulce Grain Co | Riepetown | NV | BHP | 2:1 SL |
| Agua Dulce Co-op | Agua Dulce | TX | TM | 2:1 SL |
| Barr Iron & Metal | Agua Dulce | TX | TM | 2:1 SL |
| Bell Processing | Alice | TX | TM | 2:1 SL |
| Dowell Schlumberger Inc | Alice | TX | TM | 2:1 SL |
| Halliburton Energy Svc | Alice | TX | TM | 2:1 SL |
| Hammock Distribution | Alice | TX | TM | 2:1 SL |
| Milchem | Alice | TX | TM | 2:1 SL |
| Santrol | Alice | TX | TM | 2:1 SL |
| Tetra Oil & Gas Svc | Alice | TX | TM | 2:1 SL |
| Tetra Services Inc | Alice | TX | TM | 2:1 SL |
| Titan Services | Alice | TX | TM | 2:1 SL |
| Western | Alice | TX | TM | 2:1 SL |
| ABC Supply | Austin | TX | LHRR | 2:1 SL |
| Acco Waste Paper | Austin | TX | LHRR | 2:1 SL |
| Alar Distribution | Austin | TX | LHRR | 2:1 SL |
| Alliant Foodservice | Austin | TX | LHRR | 2:1 SL |
| Austin Steam Train Assn | Austin | TX | LHRR | 2:1 SL |
| Boonesborough Inc | Austin | TX | LHRR | 2:1 SL |
| Brown Dist | Austin | TX | LHRR | 2:1 SL |
| Capital Beverage | Austin | TX | LHRR | 2:1 SL |
| Foxworth - Galbraith | Austin | TX | LHRR | 2:1 SL |
| Huntsman Chemical Corp | Austin | TX | LHRR | 2:1 SL |
| J Pinelli Corp | Austin | TX | LHRR | 2:1 SL |
| Kraft Food Service | Austin | TX | LHRR | 2:1 SL |
| Shiner | Austin | TX | LHRR | 2:1 SL |
| Warren Furniture | Austin | TX | LHRR | 2:1 SL |
| Banquete Co-op | Banquete | TX | TM | 2:1 SL |
| Banquete Grain & Elevator | Banquete | TX | TM | 2:1 SL |

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

| | | | | |
|--|----------------|----|------|--------|
| McCoy Lumber | Belton | TX | GRR | 2:1 SL |
| Amfels Inc | Brownsville | TX | BRG | 2:1 SL |
| Anbel Corporation | Brownsville | TX | BRG | 2:1 SL |
| Best Group Marine | Brownsville | TX | BRG | 2:1 SL |
| Brownsville Navigation | Brownsville | TX | BRG | 2:1 SL |
| Brownsville Refining | Brownsville | TX | BKG | 2:1 SL |
| Carl & Carol Meyer | Brownsville | TX | BRG | 2:1 SL |
| Chem USA Corp | Brownsville | TX | BRG | 2:1 SL |
| Columbia Western Clay | Brownsville | TX | BRG | 2:1 SL |
| Comercializadora Lajunta | Brownsville | TX | BRG | 2:1 SL |
| Dix Industries Inc | Brownsville | TX | BRG | 2:1 SL |
| Durogaper Bag Mfg | Brownsville | TX | BRG | 2:1 SL |
| Elgo Internacional | Brownsville | TX | BRG | 2:1 SL |
| Frontier Services | Brownsville | TX | BRG | 2:1 SL |
| Galbreath Inc | Brownsville | TX | BRG | 2:1 SL |
| Garva Corp | Brownsville | TX | BRG | 2:1 SL |
| Global Stone Lc | Brownsville | TX | BRG | 2:1 SL |
| Groendyke Transport | Brownsville | TX | BRG | 2:1 SL |
| Gulf Facilities Inc | Brownsville | TX | BRG | 2:1 SL |
| Gulf Stream Marine Of Brownsville | Brownsville | TX | BRG | 2:1 SL |
| Gulmar Inc | Brownsville | TX | BRG | 2:1 SL |
| Inter Transfer | Brownsville | TX | BRG | 2:1 SL |
| Interlube Terminals | Brownsville | TX | BRG | 2:1 SL |
| International Shipbreaking | Brownsville | TX | BRG | 2:1 SL |
| International Stainless Steel | Brownsville | TX | BRG | 2:1 SL |
| Itapco Border Terml | Brownsville | TX | BRG | 2:1 SL |
| Itapco Bville Terml | Brownsville | TX | BRG | 2:1 SL |
| Itapco Tejano Terml | Brownsville | TX | BRG | 2:1 SL |
| John Houlihan | Brownsville | TX | BRG | 2:1 SL |
| Liberty Engr Inc | Brownsville | TX | BRG | 2:1 SL |
| Lower Valley Trans | Brownsville | TX | BRG | 2:1 SL |
| Marine Scrap Corp | Brownsville | TX | BRG | 2:1 SL |
| Oglebay Norton | Brownsville | TX | BRG | 2:1 SL |
| Open Sesame Commodity | Brownsville | TX | BRG | 2:1 SL |
| Penn Octane Corp | Brownsville | TX | BRG | 2:1 SL |
| Petroliquids Terminal | Brownsville | TX | BRG | 2:1 SL |
| Plitt Crane & Equipment Inc | Brownsville | TX | BRG | 2:1 SL |
| Port Elevator-Brownsville | Brownsville | TX | BRG | 2:1 SL |
| Port Of Brownsville | Brownsville | TX | BRG | 2:1 SL |
| Quimica Fluor Sa | Brownsville | TX | BRG | 2:1 SL |
| R M Walsdorf Co | Brownsville | TX | BRG | 2:1 SL |
| Rio Plastics Inc | Brownsville | TX | BRG | 2:1 SL |
| Roll & Hold | Brownsville | TX | BRG | 2:1 SL |
| RR Maintenance & Constru | Brownsville | TX | BRG | 2:1 SL |
| Sanco International Inc | Brownsville | TX | BRG | 2:1 SL |
| Satellite I Inc | Brownsville | TX | BRG | 2:1 SL |
| South Pacific Plywood Lumber | Brownsville | TX | BRG | 2:1 SL |
| South Texas Grain | Brownsville | TX | BRG | 2:1 SL |
| South Texas Grain (Tip O Tex Elevator) | Brownsville | TX | BRG | 2:1 SL |
| Southwest Grain | Brownsville | TX | BRG | 2:1 SL |
| STG Leasing Co | Brownsville | TX | BRG | 2:1 SL |
| Texas International Ry | Brownsville | TX | BRG | 2:1 SL |
| Transforma Marine | Brownsville | TX | BRG | 2:1 SL |
| TransMontaigne Terminaling Inc | Brownsville | TX | BRG | 2:1 SL |
| Trico Technologies Corp | Brownsville | TX | BRG | 2:1 SL |
| Valley Warehousing | Brownsville | TX | BRG | 2:1 SL |
| Hoover Building Supply | Burnet | TX | LHRR | 2:1 SL |
| Pioneer Concrete of Tx Inc | Burnet | TX | LHRR | 2:1 SL |
| Aimcor (Applied Industrial Materials) | Corpus Christi | TX | CCTR | 2:1 SL |
| Alamo Concrete Products Limited | Corpus Christi | TX | TM | 2:1 SL |
| Alford Refrigerated Whse | Corpus Christi | TX | TM | 2:1 SL |
| Andrews Distributing Company, Inc. | Corpus Christi | TX | TM | 2:1 SL |
| Atlas Iron & Metal Company | Corpus Christi | TX | TM | 2:1 SL |
| Auto Warehousing Co | Corpus Christi | TX | CCTR | 2:1 SL |
| Baker Hughes Inteq | Corpus Christi | TX | TM | 2:1 SL |
| Barnup & Simms of Texas Inc | Corpus Christi | TX | TM | 2:1 SL |
| BFI Waste Systems | Corpus Christi | TX | TM | 2:1 SL |
| Big Three Welding Co | Corpus Christi | TX | TM | 2:1 SL |
| Block Distributing Company | Corpus Christi | TX | TM | 2:1 SL |
| Butt H E Grocery | Corpus Christi | TX | TM | 2:1 SL |
| City Delivery Service & Storage | Corpus Christi | TX | TM | 2:1 SL |

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

| | | | | |
|---|----------------|----|--------|--------|
| Clemtex Inc | Corpus Christi | TX | TM | 2:1 SL |
| Coastal Storage Inc | Corpus Christi | TX | TM | 2:1 SL |
| Commercial Metals Company | Corpus Christi | TX | TM | 2:1 SL |
| Coors Distributing Co of Corpus Christi | Corpus Christi | TX | TM | 2:1 SL |
| Corpus Christi Disposal Service | Corpus Christi | TX | TM | 2:1 SL |
| Corpus Christi Grain Co | Corpus Christi | TX | TM | 2:1 SL |
| Corpus Christi Produce Co Inc | Corpus Christi | TX | TM | 2:1 SL |
| Corpus Christi Public Compress | Corpus Christi | TX | CCTR | 2:1 SL |
| Corpus Christi Public Elevator | Corpus Christi | TX | CCTR | 2:1 SL |
| Corpus Christi Wholesale Mart | Corpus Christi | TX | TM | 2:1 SL |
| Delta Steel Inc | Corpus Christi | TX | TM | 2:1 SL |
| Dix-Fairway Terminals | Corpus Christi | TX | CCTR | 2:1 SL |
| Farrell Cooper Mining | Corpus Christi | TX | CCTR | 2:1 SL |
| Featherlite Building Products | Corpus Christi | TX | TM | 2:1 SL |
| G N I Group (Disposal System) | Corpus Christi | TX | TM | 2:1 SL |
| Griffin Industries | Corpus Christi | TX | TM | 2:1 SL |
| Gulf Coast Bearing & Supply Co | Corpus Christi | TX | TM | 2:1 SL |
| Gulf Compress | Corpus Christi | TX | TM, UP | 2:1 SL |
| Gulf Concrete | Corpus Christi | TX | TM | 2:1 SL |
| Gulf Iron Works | Corpus Christi | TX | TM | 2:1 SL |
| Haas Anderson Construction Inc | Corpus Christi | TX | TM | 2:1 SL |
| Hausman, Sam Meat Packer | Corpus Christi | TX | TM | 2:1 SL |
| Hitox Corp | Corpus Christi | TX | CCTR | 2:1 SL |
| Industrial Stainless & Alloys | Corpus Christi | TX | TM | 2:1 SL |
| Ingram Readymix Inc | Corpus Christi | TX | TM | 2:1 SL |
| Koch Material Co | Corpus Christi | TX | CCTR | 2:1 SL |
| M G Building Materials Inc. | Corpus Christi | TX | TM | 2:1 SL |
| Milwhite Company Inc | Corpus Christi | TX | CCTR | 2:1 SL |
| Mineral Processing & Marketing | Corpus Christi | TX | TM | 2:1 SL |
| National Sanitary Supply Company (Century Paper) | Corpus Christi | TX | TM | 2:1 SL |
| Naylor Farm & Ranch Supply | Corpus Christi | TX | TM | 2:1 SL |
| Omni Fluids Co | Corpus Christi | TX | TM | 2:1 SL |
| Penland Distributing Co | Corpus Christi | TX | TM | 2:1 SL |
| Port of Corpus Christi Authority | Corpus Christi | TX | CCTR | 2:1 SL |
| Port of Corpus Christi Authority - Bulkmaterials Dock | Corpus Christi | TX | CCTR | 2:1 SL |
| Ray West Warehouses Inc | Corpus Christi | TX | TM | 2:1 SL |
| Safety Kleen Corporation | Corpus Christi | TX | TM | 2:1 SL |
| Scholl Forest Industry Inc. | Corpus Christi | TX | CCTR | 2:1 SL |
| Sears Roebuck & Co | Corpus Christi | TX | TM | 2:1 SL |
| Skips Industrial Salvage | Corpus Christi | TX | TM | 2:1 SL |
| South Texas Recycling Co | Corpus Christi | TX | TM | 2:1 SL |
| Southeastern Public Service Co | Corpus Christi | TX | TM | 2:1 SL |
| Star Fire Port Services Inc | Corpus Christi | TX | CCTR | 2:1 SL |
| Sterett Supply Co | Corpus Christi | TX | TM | 2:1 SL |
| Sumiland Furniture Co | Corpus Christi | TX | TM | 2:1 SL |
| Swift-Train Company | Corpus Christi | TX | TM | 2:1 SL |
| Texas Industries Inc. (TXI) | Corpus Christi | TX | TM | 2:1 SL |
| Texas Lehigh Cement | Corpus Christi | TX | CCTR | 2:1 SL |
| Thorpe Insulation Co (J. T. Thorpe Company) | Corpus Christi | TX | TM | 2:1 SL |
| Timet | Corpus Christi | TX | CCTR | 2:1 SL |
| United Masonry Supply Inc. | Corpus Christi | TX | TM | 2:1 SL |
| Valls Shipping Company | Corpus Christi | TX | CCTR | 2:1 SL |
| Van Waters & Rogers | Corpus Christi | TX | TM | 2:1 SL |
| Vista Trading | Corpus Christi | TX | CCTR | 2:1 SL |
| Wallace Co Inc | Corpus Christi | TX | TM | 2:1 SL |
| Western Steel Co | Corpus Christi | TX | TM | 2:1 SL |
| Wholesalers, Inc. | Corpus Christi | TX | TM | 2:1 SL |
| Wiensche Grain & Elevator | Corpus Christi | TX | TM | 2:1 SL |
| 84 Lumber | Decker | TX | LHRR | 2:1 SL |
| Acme Brick | Elgin | TX | LHRR | 2:1 SL |
| Elgin Butler Brick | Elgin | TX | LHRR | 2:1 SL |
| Elgin Warehousing Corp | Elgin | TX | LHRR | 2:1 SL |
| Greenline Chemical Co | Elgin | TX | LHRR | 2:1 SL |
| U S Brick | Elgin | TX | LHRR | 2:1 SL |
| Valcones Recycling | Elgin | TX | LHRR | 2:1 SL |
| Austin Powder Corp | Feld | TX | GRR | 2:1 SL |
| Calcasieu Lumber Co | Feld | TX | GRR | 2:1 SL |
| Dyno Nobel Mid America | Feld | TX | GRR | 2:1 SL |
| Team Track Feld | Feld | TX | GRR | 2:1 SL |
| Austin Marble | Georgetown | TX | GRR | 2:1 SL |
| Hope Lumber Co | Georgetown | TX | GRR | 2:1 SL |

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

| | | | | | |
|---|---------------------|----|------|-----|----|
| McCoy Lumber | Georgetown | TX | GRR | 2:1 | SL |
| Transit Mix Inc | Georgetown | TX | GRR | 2:1 | SL |
| Ambar Inc | Hebbronville | TX | TM | 2:1 | SL |
| Baker Hughes Inteq | Hebbronville | TX | TM | 2:1 | SL |
| M I Drilling Fluids Co | Hebbronville | TX | TM | 2:1 | SL |
| Brennan & Co | Laredo | TX | TM | 2:1 | SL |
| Caseo Guerra | Laredo | TX | TM | 2:1 | SL |
| Chemical Leaman | Laredo | TX | TM | 2:1 | SL |
| Continental Exim (G Bolano) | Laredo | TX | TM | 2:1 | SL |
| Despachos del Norte | Laredo | TX | TM | 2:1 | SL |
| Fernando Garcia Whse | Laredo | TX | TM | 2:1 | SL |
| Flores R L | Laredo | TX | TM | 2:1 | SL |
| Galveston Paper Inc | Laredo | TX | TM | 2:1 | SL |
| Gateway Transfer | Laredo | TX | TM | 2:1 | SL |
| J O Alvarez CHB | Laredo | TX | TM | 2:1 | SL |
| Laredo Moving & Storage | Laredo | TX | TM | 2:1 | SL |
| MB Forwarding | Laredo | TX | TM | 2:1 | SL |
| Mesa Processing | Laredo | TX | TM | 2:1 | SL |
| Milwhite Inc | Laredo | TX | TM | 2:1 | SL |
| Pasquel Hermanos | Laredo | TX | TM | 2:1 | SL |
| Texas Intl Forwarding | Laredo | TX | TM | 2:1 | SL |
| Cactus Canyon Quarries Inc | Marble Falls | TX | LHRR | 2:1 | SL |
| Capitol Aggregates (Delta) | Marble Falls | TX | LHRR | 2:1 | SL |
| Chemical Lime | Marble Falls | TX | LHRR | 2:1 | SL |
| J M Huber | Marble Falls | TX | LHRR | 2:1 | SL |
| Texas Granite | Marble Falls | TX | LHRR | 2:1 | SL |
| Abbott Labs | McNeil | TX | LHRR | 2:1 | SL |
| Guthrie Lumber | McNeil | TX | LHRR | 2:1 | SL |
| J H Supply | McNeil | TX | LHRR | 2:1 | SL |
| Anglo Iron & Metal | Port of Brownsville | TX | BRG | 2:1 | SL |
| Brownsville Gulfside Warehouse | Port of Brownsville | TX | BRG | 2:1 | SL |
| Duro Bag | Port of Brownsville | TX | BRG | 2:1 | SL |
| Garva Corp | Port of Brownsville | TX | BRG | 2:1 | SL |
| Gulf Facilities Inc | Port of Brownsville | TX | BRG | 2:1 | SL |
| Gulmar Inc | Port of Brownsville | TX | BRG | 2:1 | SL |
| Schaefer Stevedoring | Port of Brownsville | TX | BRG | 2:1 | SL |
| STF Inc | Port of Brownsville | TX | BRG | 2:1 | SL |
| Texas Intl Rwy (Rail Transport Svcs) | Port of Brownsville | TX | BRG | 2:1 | SL |
| Union Carbide | Port of Brownsville | TX | BRG | 2:1 | SL |
| Westway Terminal (Trading) | Robstown | TX | TM | 2:1 | SL |
| Wright Materials Inc | Round Rock | TX | GRR | 2:1 | SL |
| Calcasiey Lbr Co | Scobee | TX | LHRR | 2:1 | SL |
| Alar Distribution | Scobee | TX | LHRR | 2:1 | SL |
| Capital Beverage | Scobee | TX | LHRR | 2:1 | SL |
| Foxworth - Galbraith | Scobee | TX | LHRR | 2:1 | SL |
| McCoy Corp | Scobee | TX | GRR | 2:1 | SL |
| Top Dollar Cement | Weir | TX | GRR | 2:1 | SL |
| Boise Cascade | City Limits | UT | SLGW | 2:1 | SL |
| Certified Warehouse | City Limits | UT | SLGW | 2:1 | SL |
| Comstar International | City Limits | UT | SLGW | 2:1 | SL |
| National Distribution | City Limits | UT | SLGW | 2:1 | SL |
| Pacific Cold Storage | City Limits | UT | SLGW | 2:1 | SL |
| Sauder Woodworking | City Limits | UT | SLGW | 2:1 | SL |
| Pacificorp | Gadsby | UT | SLGW | 2:1 | SL |
| Western Zirconium (Westinghouse Electric) | Little Mountain | UT | UCRY | 2:1 | SL |
| Butterfield Bldg Matl (Lumber) | Midvale | UT | SL | 2:1 | SL |
| Amalgamated Sugar Co LLC | Ogden | UT | UCRY | 2:1 | SL |
| BMC West | Ogden | UT | UCRY | 2:1 | SL |
| Infiltrator Systems | Ogden | UT | UCRY | 2:1 | SL |
| Intermountain Grain | Ogden | UT | UCRY | 2:1 | SL |
| Pioneer Door Sales | Ogden | UT | UCRY | 2:1 | SL |
| Centennial Gas Liquids | Ogden | UT | UCRY | 2:1 | SL |
| Larkin Cattle Co | Ogden Sugar Works | UT | UCRY | 2:1 | SL |
| McFarland Cascade Corp | Ogden Sugar Works | UT | UCRY | 2:1 | SL |
| Northwest Trading Co | Ogden Sugar Works | UT | UCRY | 2:1 | SL |
| Round Butte Products | Ogden Sugar Works | UT | UCRY | 2:1 | SL |
| Trinity Industries Inc | Ogden Sugar Works | UT | UCRY | 2:1 | SL |
| Constar International | Ogden Sugar Works | UT | UCRY | 2:1 | SL |
| Dunn Oil Company | Salt Lake City | UT | SLGW | 2:1 | SL |
| Georgia Pacific Corp | Salt Lake City | UT | SL | 2:1 | SL |
| Henderson Wheel & Whse Supply | Salt Lake City | UT | SL | 2:1 | SL |

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

| | | | | |
|----------------------------|----------------|----|------|--------|
| Hudson Printing Blaire | Salt Lake City | UT | SL | 2:1 SL |
| Intermountain Furniture | Salt Lake City | UT | SL | 2:1 SL |
| Intermountain Lumber Co | Salt Lake City | UT | SL | 2:1 SL |
| Mountain Fuel Supply | Salt Lake City | UT | SLGW | 2:1 SL |
| Pacific Cold Storage | Salt Lake City | UT | SLGW | 2:1 SL |
| Pacificorp | Salt Lake City | UT | SLGW | 2:1 SL |
| Sears Roebuck & Co | Salt Lake City | UT | SL | 2:1 SL |
| Standard Builders Supply | Salt Lake City | UT | SL | 2:1 SL |
| Utah State Board Education | Salt Lake City | UT | SLGW | 2:1 SL |
| Valley Oil Transportation | Salt Lake City | UT | SLGW | 2:1 SL |
| Wasatch Metal Salvage | Salt Lake City | UT | SL | 2:1 SL |
| Wasatch Shippers | Salt Lake City | UT | SL | 2:1 SL |

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

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

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

| | | | |
|---|-----------------|----|--------------|
| Chevron Chemical Co | Dayton SIT | TX | 98 Agreement |
| Dayton Plastic Storage | Dayton SIT | TX | 98 Agreement |
| Exxon Chemical Americas | Dayton SIT | TX | 98 Agreement |
| Fina Oil & Chemical Co | Dayton SIT | TX | 98 Agreement |
| Millennium Petrochemicals Inc | Dayton SIT | TX | 98 Agreement |
| Montell USA Inc | Dayton SIT | TX | 98 Agreement |
| Phillips Chemical | Dayton SIT | TX | 98 Agreement |
| Redland Stone Prod | Dayton SIT | TX | 98 Agreement |
| Engineered Carbons (Div of Ameripol Synpol) | Echo | TX | 98 Agreement |
| River Cement Co | Echo | TX | 98 Agreement |
| Baychem International | Eldon | TX | 98 Agreement |
| Engineered Carbons (Div of Ameripol Synpol) | Eldon | TX | 98 Agreement |
| Houston Light & Power Co | Eldon | TX | 98 Agreement |
| Progress Rail Service | Eldon | TX | 98 Agreement |
| U S Ink | Eldon | TX | 98 Agreement |
| G & G Enterprise | Francis | TX | 98 Agreement |
| Transit Mix Concrete & Materials | Francis | TX | 98 Agreement |
| Wilson Warehouse Co of Texas | Francis | TX | 98 Agreement |
| X L Systems | Guffey | TX | 98 Agreement |
| Houston Brick & Tile | Houston | TX | 98 Agreement |
| Texas Steel Compressor | Houston | TX | 98 Agreement |
| Tuboscope Vetco Intl | Houston | TX | 98 Agreement |
| A & R Logistics | Houston (Fauna) | TX | 98 Agreement |
| BMA / Sunrise Plastics | Houston (Fauna) | TX | 98 Agreement |
| Tek Rap Inc | Houston (Fauna) | TX | 98 Agreement |
| Horsehead Resource Development | Korf | TX | 98 Agreement |
| North Star Steel Co | Korf | TX | 98 Agreement |
| Liberty Forge Inc | Liberty | TX | 98 Agreement |
| Mississippi Chemical | Liberty | TX | 98 Agreement |
| Dynegy Inc | Mont Belvieu | TX | 98 Agreement |
| Enterprise Products | Mont Belvieu | TX | 98 Agreement |
| Ferrell North America | Mont Belvieu | TX | 98 Agreement |
| Pol-Tex International | Mont Belvieu | TX | 98 Agreement |
| Texas Eastern | Mont Belvieu | TX | 98 Agreement |
| Ultramar Diamond Shamrock (Martin Gas) | Mont Belvieu | TX | 98 Agreement |
| Dupont de Nemours, E I (marked whse) | Orange | TX | 98 Agreement |
| Offshore Pipeline | Orange | TX | 98 Agreement |
| Trinity Industries | Orange | TX | 98 Agreement |
| Chevron | Port Arthur | TX | 98 Agreement |
| City of Port Arthur | Port Arthur | TX | 98 Agreement |
| Motiva Enterprises LLC | Port Arthur | TX | 98 Agreement |
| Star Enterprise | Port Arthur | TX | 98 Agreement |
| Transit Mix Concrete & Materials | Port Arthur | TX | 98 Agreement |
| A & A Tubular Services Inc | Sheldon | TX | 98 Agreement |
| Arrow Trucking Co | Sheldon | TX | 98 Agreement |
| Baker Hughes Inteq | Sheldon | TX | 98 Agreement |
| Champion Pipe & Supply | Sheldon | TX | 98 Agreement |
| Cypress Creek Pipe | Sheldon | TX | 98 Agreement |
| Delta Tubular Processing | Sheldon | TX | 98 Agreement |
| Donohue Industries Inc | Sheldon | TX | 98 Agreement |
| Donohue Recycling Corp | Sheldon | TX | 98 Agreement |
| E L Farmer & Co | Sheldon | TX | 98 Agreement |
| Evans Cooperage Co Inc | Sheldon | TX | 98 Agreement |
| Five Star Transportation | Sheldon | TX | 98 Agreement |
| ICO Tubular Services | Sheldon | TX | 98 Agreement |
| J D Fields & Co | Sheldon | TX | 98 Agreement |
| LA Utilities | Sheldon | TX | 98 Agreement |
| Luzenac America | Sheldon | TX | 98 Agreement |
| Mandel Kahn Industries | Sheldon | TX | 98 Agreement |
| North Star Steel of Houston | Sheldon | TX | 98 Agreement |
| Premier Pipe Inc | Sheldon | TX | 98 Agreement |
| Quality Trucking Inc | Sheldon | TX | 98 Agreement |
| Quality Tubing Inc | Sheldon | TX | 98 Agreement |
| Sheldon Pipe Yard | Sheldon | TX | 98 Agreement |
| T K Pipe & Rail Inc | Sheldon | TX | 98 Agreement |
| Tex Fab Inc | Sheldon | TX | 98 Agreement |
| Texas Oilfield Pipe Svcs | Sheldon | TX | 98 Agreement |

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

| | | | |
|-------------------------------------|------------------|----|--------------|
| Total Pipe Service Inc | Sheldon | TX | 98 Agreement |
| Triad Transport Inc | Sheldon | TX | 98 Agreement |
| Tuboscope Vetco Intl Inc | Sheldon | TX | 98 Agreement |
| Turner Brothers Trucking Co | Sheldon | TX | 98 Agreement |
| Uni Form Components | Sheldon | TX | 98 Agreement |
| Union Tank Car | Sheldon | TX | 98 Agreement |
| Venture Trucking | Sheldon | TX | 98 Agreement |
| W M Dewey & Son Inc | Sheldon | TX | 98 Agreement |
| Woodard Transportation | Sheldon | TX | 98 Agreement |
| BASF Corp Ag Prod Div | Viterbo | TX | 98 Agreement |
| County of Jefferson | Viterbo | TX | 98 Agreement |
| Chevron Chemical Co | West Port Arthur | TX | 98 Agreement |
| Clark Refining & Mktg | West Port Arthur | TX | 98 Agreement |
| Gulf Maritime Whse Co | West Port Arthur | TX | 98 Agreement |
| KM Tex/KM Co | West Port Arthur | TX | 98 Agreement |
| L & L Oil Co Inc | West Port Arthur | TX | 98 Agreement |
| Port of Port Arthur | West Port Arthur | TX | 98 Agreement |
| Equistar (Millennium Petrochemical) | Williams | TX | 98 Agreement |

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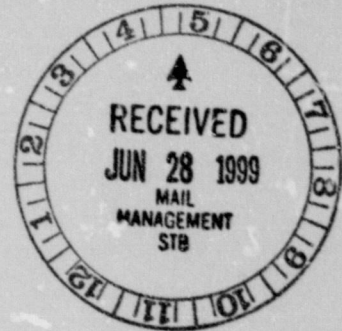


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WOOD & MASER, P.C.

194889

D

June 28, 1999



Via Hand Delivery

Honorable Vernon A. Williams
Office of the Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

ENTERED
Office of the Secretary

JUN 29 1999

Part of
Public Record

Re: Finance Docket No. 32760

Dear Secretary Williams:

Please find enclosed for filing in the above-referenced proceeding an original and twenty-five (25) copies and a 3 1/2 inch Diskette of the *Petition for Leave to File and Reply of The National Industrial Transportation League to the Replies to the Petition for Clarification of the Burlington Northern Santa Fe Railway Company* submitted on behalf of The National Industrial Transportation League.

Respectfully submitted,

Nicholas J. DiMichael
Attorneys for The National Industrial
Transportation League

ENCLOSURES

0124-482

cc: All Parties of Record

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194889

NITL-26

ENTERED
Office of the Secretary

JUN 29 1999

Part 1
Record

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760



*Union Pacific Corporation, Union Pacific Railroad Company
and Missouri Pacific Railroad Company
--Control and Merger--*

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

PETITION FOR LEAVE TO FILE AND REPLY OF
THE NATIONAL INDUSTRIAL TRANSPORTATION LEAGUE
to the
REPLIES TO THE
PETITION FOR CLARIFICATION OF THE BURLINGTON NORTHERN
SANTA FE RAILWAY COMPANY

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Attorneys for
The National Industrial Transportation League

Dated: June 28, 1999

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 Corporation
and the Denver and Rio Grande Western Railroad Company*



PETITION FOR LEAVE TO FILE AND REPLY OF
THE NATIONAL INDUSTRIAL TRANSPORTATION LEAGUE
to the
REPLIES TO THE PETITION FOR CLARIFICATION OF THE
BURLINGTON NORTHERN SANTA FE RAILWAY COMPANY

The National Industrial Transportation League ("League") hereby respectfully petitions for leave to file this Reply to: UP's¹ Reply (UP/SP-365) to BNSF's Petition for Clarification, dated June 1, 1999 (BNSF-86); to a letter dated June 8, 1999 (unnumbered) by UP counsel that replied to the Reply submitted by the League (NITL-25) on June 1, 1999; and to the June 14, 1999 Reply (BNSF-87) to UP's June 1 Reply filed by the BNSF. The League has carefully examined all of the allegations in the various pleadings, and believes that a brief further comment would be helpful both to correct misstatements in the record and to assist the Board through what has become a tangled procedural and factual web.² The League believes that there is a middle ground between the positions advanced by UP and by BNSF that may be helpful to the Board as it considers this matter.

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

² The League is very mindful of the Board's rule forbidding replies to a reply, and respectfully petitions the Board to permit this reply in view of the complex procedural and factual record. However, the League believes that UP's June 8 letter reply to the League's June 1 Reply, which did not even seek leave of the Board, is clearly out of bounds. The UP's stated reason for replying to the League's June 1 Reply was that the League's Reply, which supported the BNSF Petition, was not a "reply" at all, but a statement in support of the BNSF's Petition, to which UP had a right of reply. Such a position is clearly not sustained by the Board's Rules of Practice, which makes no distinction between replies that support and replies that oppose an action.

1. At least some of the confusion in this record arises from what are clearly two very different portrayals of the structure of the trackage in the El Paso, TX area and of the trackage rights granted to BNSF in that area.

In its Petition dated May 12, 1999 (BNSF-86), BNSF filed a map (Attachment B to BNSF's May 12 Petition) that depicted the trackage rights of BNSF in the El Paso, TX area as extending northeast from Union Depot in El Paso, but then bending to the right (southward) as it approached the former SP yard, and then running through the center of the yard. See BNSF May 12 Petition, p. 4 and Attachment B. The "lead" from Four Star Sugar facility directly connected to this southward-bending track. *Id.* at 5. All relevant tracks in the El Paso area, including this southward-bending track, rejoined east of Cotton Street in El Paso, as the former SP's track extended toward Sierra Blanca, TX, nearly a hundred miles to the east. This southward-bending track in El Paso will be referred to in this Reply as the "South Loop."

UP's June 1 Reply (UP/SP-365), on the other hand, showed a very different picture. It argued and included as Exhibit A to the Verified Statement of John Ransom a schematic (not to scale) that showed that BNSF was granted trackage rights only over the former SP "main line" in El Paso. See UP Reply dated June 1, 1999, p. 11 and Exhibit A to Ransom V.S. According to UP, that "main line" extended northeast from Union Depot in El Paso, but bent to the left (northward) as it approached the former SP yard. Since that northward-bending track (which will be referred to throughout this pleading as the "North Loop") does not directly connect to the track "lead" extending from the Four Star Sugar facility, UP argued (among other things) that the Four Star Sugar facility was not "on" the trackage rights line, and therefore BNSF could not serve it. See *id.*, at 11-13.

Finally, in its Reply dated June 14, 1999 (BNSF-87), BNSF argued that UP's claim that BNSF's trackage rights are restricted to the North Loop is immaterial, since the purpose of the "new facilities" condition was to replicate the pre-merger siting

competition that existed between UP and SP, regardless of manner by which each carrier would have served a new facility pre-merger. BNSF June 14 Reply, pp. 3 4. That siting competition existed, argued BNSF, regardless of whether BNSF's trackage rights are on the North Loop or the South Loop, and therefore BNSF should have the right to serve the Four Star Sugar facility. *Id.*

2. It appears to the League that it is helpful in resolving this dispute to consult the documents that granted to BNSF its trackage rights in the El Paso area. One key document is attached as Attachment A to BNSF's June 14 Reply (BNSF-87), entitled "El Paso to Sierra Blanca, TX Trackage Rights Agreement," signed between SP and BNSF on June 1, 1996. That document, in the first "Whereas" clause, states that

[SP] owns a line of railroad consisting of track structure extending between El Paso, Texas, in the vicinity of [SP's] Milepost 829.2 and Sierra Blanca, Texas, in the vicinity of [SP's] Milepost 738.2, as shown by dashed lines on the attached print dated June 1, 1996 (and identified as Exhibit "A") (Figure 3-1) and further described in Section 1.7 [sic]³ of Exhibit "B", which shall be referred to as "Joint Trackage";

[emphasis added] In Section 2 of the El Paso to Sierra Blanca Trackage Rights Agreement, BNSF was given the "nonexclusive right to use the Joint Trackage." [emphasis added] *Id.* Thus, the key term in determining exactly what track BNSF was given the right to use under the El Paso to Sierra Blanca Trackage Rights Agreement is the term "track structure" as defined in the first "Whereas" clause of that Trackage Rights Agreement. This is because, as shown above, BNSF was given trackage rights over the "Joint Trackage," which is defined in the first "Whereas" clause as the "track structure" between the two specified mileposts.

As noted in the quotation above, the El Paso to Sierra Blanca Trackage Rights Agreement also provides some guidance as to the definition of the terms "track structure" and "Joint Trackage," over which BNSF is to have trackage rights.

³ It appears that the reference to Section 1.7 should have been to Section 1.8 of Exhibit "B" of the El Paso to Sierra Blanca Trackage Rights Agreement.

Specifically, for some further explanation of what constitutes "track structure," the first "Whereas" clause in the El Paso to Sierra Blanca Trackage Rights Agreement refers the parties to two Exhibits to that Trackage Rights Agreement. See El Paso to Sierra Blanca Trackage Rights Agreement, attached as Attachment A to BNSF's June 14 Reply (BNSF-87), p. 1.

The first referred-to exhibit, Exhibit A to the Trackage Rights Agreement, is a sketch that simply identifies the endpoint mileposts and draws a rough line between them. See *id.*, Exhibit A to Trackage Rights Agreement, attached as Attachment A to BNSF's June 14 Reply. By this sketch, apparently all "track structure" between the two mileposts would be encompassed by the Agreement for use by BNSF.

The definition of "Joint Trackage" in the first "Whereas" clause of the El Paso to Sierra Blanca Trackage Rights Agreement also mentions a second Exhibit to the Trackage Rights Agreement as helping to define the terms "track structure" and "Joint Trackage" – namely, Exhibit B to the Trackage Rights Agreement. Section 1.8 of that Exhibit B broadly defines "Joint Trackage" as "the track structure of [SP] as described in the Agreement including necessary right of way and all appurtenances, signals, communications and facilities of [SP] and all Changes in and/or Additions to said track structure now or in the future located as are required or desirable for the operation of the Equipment of the parties hereto." [Emphasis added]

3. From a close examination of the El Paso to Sierra Blanca Trackage Rights Agreement, it appears that UP is plainly incorrect in arguing in its June 1 Reply that BNSF's trackage rights in the El Paso area are restricted only to the North Loop because the North Loop is the former SP's "main line" in the El Paso area. See, UP June 1 Reply (UP/SP-365), p. 11. The El Paso to Sierra Blanca Trackage Rights Agreement plainly does not restrict BNSF only to "main line" tracks, but much more broadly describes BNSF's trackage rights as being over the former SP's "track structure" between the two identified mileposts. Moreover, the definition of the term "track structure" in

Section 1.8 of the Trackage Rights Agreement further broadly encompasses all "facilities" of the former SP between these mileposts.

4. If the "track structure between El Paso and Sierra Blanca is not limited to "main line" tracks, what does the term "track structure" encompass? Because this term is not defined, or is specified only very broadly, in the El Paso to Sierra Blanca Trackage Rights Agreement, the Board could credit BNSF's argument that the exact location of BNSF's trackage rights is not material (since indeed there is no specific track set forth as the location of BNSF's trackage rights in the Trackage Rights Agreement). However, if the Board desires, there is a narrower position that would be clearly sustainable on this record.

5. Since the Trackage Rights Agreement only generally indicates that BNSF's trackage rights are over the former SP "track structure" in the El Paso area, and because the Trackage Rights Agreement does not precisely define what is encompassed by the term "track structure," it is appropriate to consult other documents generated by SP to determine just what SP itself believed or asserted its "track structure" in the El Paso area to be. Clearly relevant would be assertions by SP in the merger proceeding itself, since the Trackage Rights Agreement was entered into precisely to cure anti-competitive effects caused by the merger.

6. A relevant document is attached as Attachment B to BNSF's June 14, 1999 Reply (BNSF-87). This Attachment B is a figure submitted to the agency by UP and SP as part of the Applicants' Operating Plan (Figure 13-29) in Volume 3 (UP/SP-24) of their Application, dated November 1995, or just six months before the signing of the El Paso to Sierra Blanca Trackage Rights Agreement. In this document, which is titled "UP-SP Trackage at El Paso, TX," the SP and UP themselves identify both the North Loop and the South Loop as part of SP's "trackage" in the El Paso area.⁴ Thus, since UP and SP have themselves identified both the North Loop and the South Loop as part

⁴ For the Board's convenience, this UP/SP Figure 13-29 is attached to this pleading.

of the SP's "trackage" in El Paso for purposes of operating after the merger, this is strong evidence that the broad term "track structure" in the El Paso to Sierra Blanca Trackage Rights Agreement at least encompasses both the North and the South Loop. Since it appears to be undisputed that the Four Star Sugar facility is "on" the South Loop, BNSF should be given the authority to serve that facility, and indeed all similar facilities similarly located.

7. UP in its June 1 Reply (UP/SP-365) also argues that BNSF should not be given the right to serve the Four Star Sugar facility because that facility was already the beneficiary of siting competition between UP and BNSF, post-merger. See UP June 1 Reply, pp. 16-17. But even if true, this is irrelevant. The purpose of the "new facilities" and "transload" condition was to replicate siting competition between UP and SP before the merger of the two railroads. That siting competition clearly would exist but for the merger, as witnessed by Four Star's choice to locate on a former SP line. BNSF should be permitted to "step into SP's shoes" by being granted the right to serve the facility, whether or not there was also siting competition between BNSF and UP post-merger.

8. Contrary to UP's implication in its June 8 letter-reply (unnumbered) to the League's June 1 Reply (NITL-25), the League continues to believe that it would be helpful for the Board to provide some general guidance to UP and BNSF as to the interpretation of the broad remedial conditions imposed by the Board in the merger and oversight proceeding. Over the months since Decision No. 44, the League has received comments, questions and complaints from its members about the scope of the remedial conditions, even as recently as three weeks ago. As the League stated in its June 1 Reply, the League believes that the Board should make clear that the remedial conditions imposed should be liberally interpreted to bring about the competition envisioned by the Board.

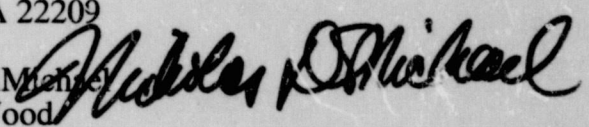
9. The League would note that at least part of the source of these continuing controversies is the fact that UP and BNSF have not yet -- nearly 4 years after Decision No. 44 -- reached final agreement as to the appropriate language to implement all of the changes ordered by the Board in Decision No. 44. See footnote 8 in BNSF's May 12 Petition. The Board should order the BNSF and UP to conclude all negotiations within 90 days, and bring to the Board immediately thereafter either a signed agreement or a request for the Board to resolve all remaining issues. In either case, shippers should be given a chance to comment both upon any final agreement as well as any remaining unresolved issues.

CONCLUSION

The League respectfully requests the Commission to permit this Reply as an exception to its rules, and to consider and implement the views as set forth herein.

Respectfully submitted,

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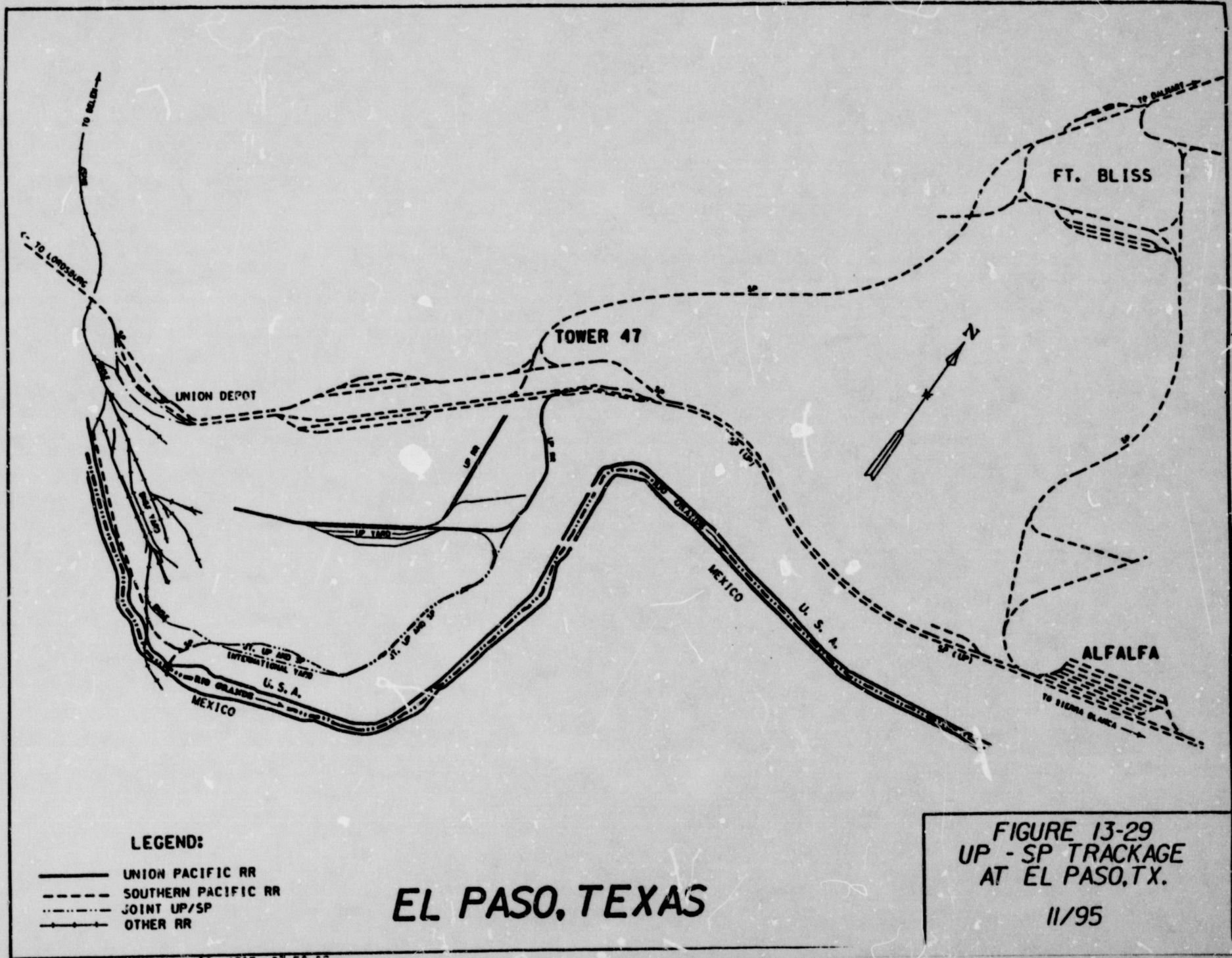
Attorneys for
The National Industrial Transportation League

Dated: June 28, 1999

Certificate of Service

I hereby certify that I have on this 28th day of June 1999 served a copy of the foregoing on all parties of record, postage prepaid, in accordance with the Board's Rules of Practice, and have served by hand a copy of the foregoing on counsel for BNSF and counsel for UP.

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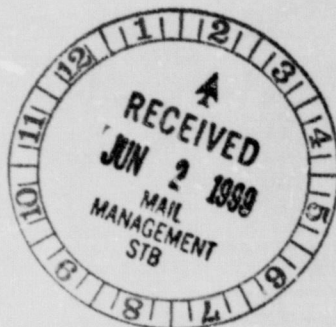
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Vernon A. Williams, Secretary
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ENTERED
Office of the Secretary
JUN - 3 1999
Part of
Public Record

Re: Union Pacific Corporation, et. al --Control and Merger-- Southern Pacific Rail Corp, et al.; Finance Docket No. 32760, Petition of The Burlington Northern and Santa Fe Railway Company for Clarification

Dear Mr. Williams:

Enclosed herewith, please find the Reply of The Society Plastics Industry, Inc. in support of the Petition of The Burlington Northern and Santa Fe Railway Company for clarification of the "new facilities" and "transloads" conditions imposed in the UP/SP merger proceeding.

By our calculation, this reply was due to be filed on June 1, 1999. Due to delays incurred in the process of finalizing the pleading, and the preparation and delivery of the pleading to the Board, this pleading missed the 5 p.m. closing time of the Secretary's office on June 1. We respectfully request that the Board accept and consider this filing in reaching its decision on the BNSF petition.

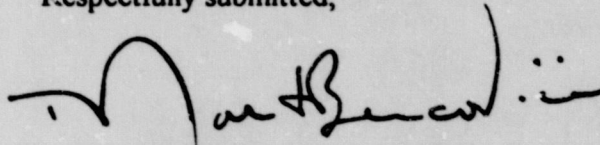
We have spoken with counsel for petitioner BNSF, and we were advised BNSF will interpose no objection to this request. No prejudice will occur to petitioner or to any other party inasmuch as this Reply was timely served on all parties of record. Additionally, as a reply to the BNSF petition, a further reply to this pleading customarily is not permitted under the Board's procedural rules. We further submit that the position of The Society of the Plastics Industry, Inc., in this matter is quite relevant inasmuch as the plastics industry is a major user of rail services in the area affected by this matter.

Vernon A. Williams, Secretary
June 2, 1999
Page 2

KELLER AND HECKMAN LLP

The Board's consideration of the foregoing request is very much appreciated.

Respectfully submitted,

A handwritten signature in dark ink, appearing to read "Martin W. Bercovici", with a stylized flourish at the end.

Martin W. Bercovici

cc: Erica Z. Jones, Attorney for Burlington Northern and Santa Fe Railway Co.
Arvid E. Roach II, Attorney for Union Pacific Railway Co.

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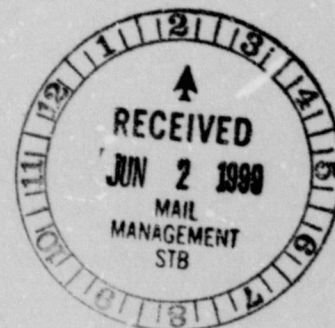
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BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760



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

--CONTROL AND MERGER--

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

Reply In Support of
Petition of the Burlington Northern
and Santa Fe Railway Company
for Clarification

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June 1, 1999

The Society of the Plastic Industry, Inc. ("SPI"), respectively submits this Reply to the petition of the Burlington Northern and Santa Fe Railway Company ("BNSF") for clarification of the "new facilities" and "transload" conditions imposed by the Surface Transportation Board in approving the merger of the Union Pacific ("UP") and Southern Pacific ("SP") railroads. The pleading to which SPI is replying is identified as BNSF-86.

I. STATEMENT OF INTEREST

SPI is well known to the Board as the national trade association representing the plastics industry. SPI is comprised of more than two thousand members that supply raw materials, process or manufacture plastics and plastics products, and engage in the manufacture of machinery used to fully service the plastics industry.

Plastics raw materials production is concentrated in the Texas-Louisiana Gulf Coast area; and consequently, SPI was an active participant in the UP/SP merger proceeding. SPI also participated in the subsequent oversight UP/SP proceedings, both the general oversight and the Houston-Gulf Coast proceeding.

SPI does not have a constituent interest in rail service to Four Star Sugar Company. Nonetheless, SPI has an interest in the clarification requested by BNSF. The issue concerning

the scope and extent of BNSF's rights to serve "new facilities" and "transloads" under the trackage rights agreement entered into by UP/SP and BNSF, the settlement agreement with the Chemical Manufacturers Association ("CMA"), and the conditions imposed by the Board in the decision approving the merger of the Union Pacific and Southern Pacific railroads posed today in the BNSF petition concerning Four Star Sugar Company could affect a producer, fabricator or supplier in the plastics industry tomorrow.

II. COMMENTS

Based upon the record set forth in BNSF-86, SPI understands the issue to be whether the right of BNSF to serve new facilities and transloads "on both SP-owned and UP-owned track over which BNSF will receive trackage rights," *UP/SP Decision No. 44* at 146, extends to facilities located on industrial leads off the trackage rights lines, and the application to such facilities when served by spurs or yard tracks. SPI urges the Surface Transportation Board to reject a literal interpretation of the condition conferring to BNSF the right to serve facilities which are "on" the trackage rights lines. Such an interpretation would run counter to the Boards's intent to preserve the pre-merger competition between UP and SP provided by the ability of shippers to locate new facilities and transloads at locations served by either of the two rail carriers. Further, such an interpretation would ignore the reality of the manner in which industrial facilities receive rail service.

Pre-merger, the UP and SP operated highly competitive, parallel routes in Texas and

Louisiana serving the plastics and chemicals industries. A key element in securing approval from the Board for merger of the UP and SP was the grant of extensive trackage rights to BNSF to preserve two-carrier competition. The Board expanded upon the voluntary agreements of UP/SP with both BNSF and CMA by conditioning approval of the transaction on BNSF having the opportunity to serve any new facilities or transloads located on the trackage rights lines. This condition was in recognition that shippers could obtain the benefits of competition by choosing whether to locate new facilities and transloads to receive rail service from one carrier or the other. A narrow interpretation of this condition would necessarily eviscerate the Board's intention of preserving pre-merger competition. Such a result would occur since BNSF operates relatively little track of its own in Texas and Louisiana in comparison with either pre-merger UP or SP and certainly in comparison with the combined UP/SP system. The only means to preserve the level of pre-merger competition which existed for service to new facilities and transloads is to enable BNSF to serve facilities located on the trackage rights lines, as the Board ordered.

From a practical standpoint, production and transload facilities are not located "on" the main lines of the railroads. Rather, facilities are located in proximity to the railroad main lines, with connection to the main line by an industrial track or similar rail facility, i.e., a spur or a yard track. To function otherwise would result in clogging the main lines with loading, unloading and switching operations. Consequently, a literal application of the condition adopted by the Board would result in BNSF being precluded from serving new facilities and transloads.

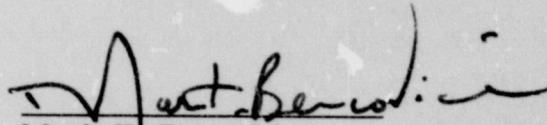
The shipper community in the West, as well as BNSF, require certainty with regard to the application of the "new facilities" and "transloads" condition adopted by the Board. The letter from UP to BNSF associated as Exhibit E to the BNSF petition hints that UP may be viewing the extent of BNSF's service opportunities subjectively. UP refers to the Four Star Sugar site as "well removed from the trackage rights lines." A subjective test is as objectionable as a literal reading of the term "on the trackage rights lines." Producers and suppliers must be in a position to clearly understand the rights as they determine where to locate new facilities and transloads. Concomitantly, BNSF must be in a position to be able to commit service upon request, and to honor those commitments.

In summary, the scope and extent of the BNSF opportunity to serve new shipper facilities and transloads under the agreements and conditions arising out of the UP/SP merger proceeding must be interpreted in a manner that assures preservation of the pre-merger competitive service opportunities. Further, the Board's decision on this matter must give consideration to the practicalities of both facility location and railroad operations, and bring certainty to the process at the earliest possible stage. Following these precepts, SPI urges the Surface Transportation Board to recognize that the right of BNSF to serve new facilities and transloads on the trackage rights lines includes facilities which are served by industrial leads, spurs and yard tracks which connect to the railroad main line tracks.

Respectfully submitted,

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June 1, 1999

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BEFORE THE
SURFACE TRANSPORTATION BOARD

UP/SP-330



Finance Docket No. 32760

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

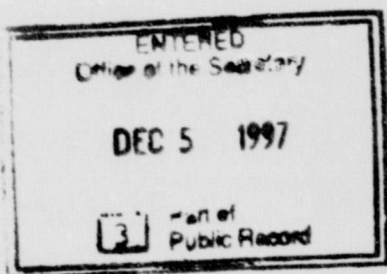
-- CONTROL AND MERGER --

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

APPLICANTS' REPLY TO BNSF's PETITION FOR CLARIFICATION

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BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760

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

APPLICANTS' REPLY TO BNSF's PETITION FOR CLARIFICATION

Applicants UPC, UPRR, SPR and SPT^{1/} hereby reply to the "Petition of the Burlington Northern and Santa Fe Railway Company for Clarification," dated November 14, 1997. BNSF's petition fails both procedurally and on its merits, and should be rejected.

Despite its title, BNSF's petition does not seek clarification of any Board decision. One need look no further than the clear language of the UP/SP-BNSF Settlement Agreement and prior Board decisions to reject BNSF's new claim for access to Applicants' New Orleans-area shippers. Instead, BNSF's petition must be viewed either as an untimely, unjustified request that the Board reopen the merger proceeding and impose a new condition (a request that would

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

violate the settlement agreement)^{2/} or as an attempt to place before the Board an issue that the settlement agreement commits to arbitration.^{3/} Viewed either way, BNSF's petition amounts to nothing more than another in a continuing series of unjustified BNSF attempts to alter the Board's merger decision and the settlement agreement rather than focus on serving shippers and competing with the extensive new rights it actually obtained.

BNSF's petition clearly fails on the merits. Applicants did not mislead shippers, BNSF or the Board by representing that the settlement agreement would provide BNSF with access to New Orleans-area shippers. Moreover, although more than one year has passed since Applicants amended their switching tariffs to make clear that BNSF does not have access to their New Orleans-area shippers, BNSF's submission offers not a shred of evidence that New Orleans-area shippers have suffered competitive harm as a result of the merger. BNSF

^{2/} UP/SP-BNSF Settlement Agreement § 14 ("BNSF agrees . . . not to seek any conditions in the control case . . .").

^{3/} Id. § 15 ("Unresolved disputes and controversies concerning any of the terms and provisions of this Agreement . . . shall be submitted for binding arbitration . . . which shall be the exclusive remedy of the parties."). In light of the Board's indication in its decision served October 24, 1997 in its merger oversight proceedings that it would examine a BNSF petition regarding access to New Orleans-area shippers, Applicants are willing to waive the arbitration provision of the BNSF settlement agreement and are responding to BNSF's petition, but are doing so without prejudice to their right to insist on arbitration of other disputes that may arise regarding the agreement.

submits shipper support statements, but no shipper claims that its rates rose or its service suffered as a result of the merger. Nor does any shipper provide a single concrete illustration to support BNSF's hypothetical assertions of harm. In fact, what the evidence does show is that the amount of New Orleans-area traffic that could even theoretically be affected by the merger is insignificant. BNSF has not demonstrated any merger-related justification for being given access to this traffic.

I. BACKGROUND

A. New Orleans-Area Provisions in the BNSF Settlement Agreement

Applicants' settlement agreement with BNSF includes a number of measures affecting rail service to and through the New Orleans area. As part of the settlement agreement, Applicants sold BNSF the SP line between Iowa Junction, Louisiana, and Avondale, Louisiana, along with UP's Westwego, intermodal terminal and SP's Old Avondale Yard.^{4/} In addition, Applicants granted BNSF trackage rights over SP's line between Houston, Texas, and the western end of BNSF's

^{4/} The settlement agreement originally called for BNSF to purchase a portion of SP's New Avondale Yard, but when BNSF determined that SP's Old Avondale Yard would be more suitable for its operations, Applicants allowed BNSF to purchase that yard and granted BNSF additional trackage rights to reach that yard without changing the \$100 million purchase price. See Applicants' Submission of Final Settlement Agreement and Implementing Agreements with BN/Santa Fe (UP/SP-266), June 28, 1996, p. 6.

line purchase in Iowa Junction. Applicants also granted BNSF trackage rights over SP's line between the eastern end of BNSF's Iowa Junction-Avondale line purchase and West Bridge Junction, and over UP's line between West Bridge Junction and UP's Westwego intermodal facility, which allow BNSF to access its New Orleans terminal facilities and interchange with the other rail carriers serving New Orleans.^{5/} UP/SP-BNSF Settlement Agreement § 5.

The settlement agreement established clear boundaries on BNSF's access to shippers covered by the Texas-Louisiana trackage rights and line purchase. BNSF gained the ability to serve shippers located along the Iowa Junction-Avondale line when it purchased that line.^{6/} With respect to other shippers in the region, and in almost every other region addressed by the settlement agreement, BNSF's access is expressly governed by the provision that it "shall receive access on such lines only to . . . '2-to-1' shipper facilities at points listed on Exhibit A to this agreement." Id. § 5(b). The term "2-to-1" shipper facilities is defined as "all industries that were open to both UP and SP, whether via direct service or via reciprocal switch . . . and no other

^{5/} Applicants also granted BNSF rights over two smaller sections of UP and SP track to allow BNSF to access SP's Old Avondale Yard. See note 4, supra.

^{6/} UP retained the right to serve all local industries on that line. UP/SP-BNSF Settlement Agreement § 5(g).

railroad." Id. § 1(b). Although several points along the Houston-Iowa Junction trackage rights are listed in Exhibit A, New Orleans is not listed as a "2-to-1" point. See id., Ex. A.

The pro-competitive effects of the settlement agreement's New Orleans-area provisions have been immediate and tangible. The UP/SP merger provided BNSF for the first time with connections to eastern carriers at New Orleans, creating new BNSF competition for traffic moving over New Orleans to the East or the West.^{2/} The merger also created new competition for intermodal traffic as a result of BNSF's purchase of UP's Westwego intermodal yard. And the merger created new competition for shippers located along the Iowa Junction-Avondale line that are now served by two railroads instead of one.^{3/} Moreover, as a result of the merger, UP and SP eliminated the prohibitive reciprocal switch charges that had applied to each others' traffic in New Orleans. These are precisely the types of benefits that were anticipated by Applicants, BNSF and the Board when the UP/SP merger application was approved.

^{2/} See, e.g., Confidential Appendices to Applicants' Report on Merger and Condition Implementation (UP/SP-304), July 1, 1997, pp. B3, B6, B7, B8, C1, C3, C5, C6, & C7.

^{3/} Id., App. I.

2. UP and SP Tariff Amendments

Both UP and SP presently maintain switching tariffs that establish reciprocal switching charges for the New Orleans-area shippers each railroad serves directly. These tariffs embody agreements with CSX, IC, KCS and NS -- the four other railroads that directly serve New Orleans-area shippers -- that allow each of those carriers to serve UP and SP New Orleans-area shippers through reciprocal switching. As UP/SP's Manager-Switching Services Bert A. Van Kampen explains in his verified statement, attached as Exhibit A hereto, these switching tariffs reflect mutual agreements among the railroads serving New Orleans shippers. CSX, IC, KCS and NS all maintain tariffs that allow UP and SP to serve their directly-served New Orleans-area shippers. Van Kampen, pp. 1-2.

Prior to the UP/SP merger, it was not necessary for UP and SP to specify in their New Orleans switching tariffs which railroads were covered, because pursuant to the mutual agreements just discussed, all of the railroads that served New Orleans had opened their directly-served New Orleans shippers to UP and SP through reciprocal switching. When BNSF purchased SP's Iowa Junction-Avondale line, BNSF acquired a small segment track within the New Orleans terminal area. Had UP/SP not altered its tariffs, with this purchase, a literal interpretation of UP's and SP's prior New Orleans tariff

language would have obligated UP/SP to provide BNSF reciprocal switching at the industries listed in the UP and SP tariffs. UP/SP thus amended these tariffs to preserve the pre-merger status quo by making clear that UP/SP would provide reciprocal switching in New Orleans only for those carriers with which they had previously had a switching relationship in New Orleans (as well as to eliminate switching charges between UP and SP). Van Kampen, pp. 2-3.^{2/}

II. ARGUMENT

BNSF's claim that Applicants must allow it access to New Orleans-area shippers that are not located on the portion of SP's Iowa Junction-Avondale line that BNSF purchased and that are not "2-to-1" shippers as defined by the settlement agreement and Board decisions is baseless. BNSF argues that the Board should "clarify" its prior decisions and require UP and SP to amend their switching tariffs to provide BNSF with access to these New Orleans shippers. But BNSF is not seeking

^{2/} Contrary to the statement of BNSF's witness Rickershauser (pp. 2-3), BNSF's common carrier obligation to serve shippers along the Iowa Junction-Avondale line did not commence on September 12, 1995. BNSF assumed responsibility for common carrier obligations on the Iowa Junction line on December 16, 1996 -- more than two months after the last of the UP/SP tariff amendments took effect. See Applicants' Submission of Iowa JCT.-Avondale Line Purchase and Sale Agreement (UP/SP-295), Jan. 23, 1997 (attached Purchase & Sale Agreement § 9) (assuming "full responsibility for all common carrier obligations" as of "Monday, December 16, 1996"). UP/SP modified the New Orleans switching tariffs on September 13, 1996 (UP) and September 25, 1996 (SP). See BNSF Petition, Rickershauser V.S., Exhs. 2 & 3.

any clarification. It is seeking a new merger condition that expands the access it bargained for in the settlement agreement and the access that the Board granted in approving the UP/SP merger.

A. The Board Should Reject BNSF's Request for "Clarification"

BNSF's request for "clarification" that Applicants' obligation to grant BNSF access to "2-to-1" shippers actually requires Applicants to provide BNSF access to New Orleans-area shippers that are presently served by UP/SP, CSX, IC, KCS and NS is reminiscent of its prior petition for "clarification" that the Board's 50% contract reopener condition actually required Applicants to open 100% of contract volumes. Here, as in that petition, the "relief that BNSF seeks goes well beyond 'clarification.'" Decision No. 57, served Nov. 20, 1997, p. 6.

Nothing in the settlement agreement, or anywhere in the record of the merger proceeding for that matter, even hints that BNSF is entitled to what it now seeks -- access to New Orleans-area shippers that are not located along the lines it purchased and that are served not only by UP/SP, but also by CSX, IC, KCS and NS.

In Decision No. 44, served Aug. 12, 1996, the Board conditioned its approval of the UP/SP merger on the Applicants' granting BNSF access to "2-to-1" shippers, by which the Board meant "shippers who [prior to the merger had]

rail service from UP and SP and no other railroad." Decision No. 44, p. 16 (emphasis added). The definition of "2-to-1" shippers was well understood. As BNSF itself notes (p. 6): "Throughout [Decision No. 44] the Board expressed its expectation that BNSF would be able to replace SP's service at every point that was served pre-merger by UP and SP and no other railroad." (Emphasis added.) The definition of "2-to-1" shippers includes shippers with access to both UP and SP that had access "either directly or through reciprocal switch," but there was never any doubt that a shipper is only a "2-to-1" shipper "when no third carrier is present." Decision No. 44, p. 121 (emphasis added).^{10/}

The benefits and the boundaries of the settlement agreement's New Orleans-area terms were well understood by both BNSF and the Board. BNSF's pleadings in the merger proceeding show that BNSF clearly grasped the limits on the scope of its New Orleans-area rights. For example, in describing BNSF's anticipated New Orleans-area operations under the settlement agreement, BNSF's witness Neal D. Owen stated:

"BN/Santa Fe would use its acquired trackage between Avondale and Iowa Jct, LA and trackage rights in the

^{10/} The settlement agreement describes "2-to-1" shippers as those that, before the UP/SP merger were "served (either directly or by reciprocal switch) only by both UP and SP and no other railroad." UP/SP-BNSF Settlement Agreement § 5(b) (discussing the eastern Texas-Louisiana trackage rights and purchase).

New Orleans terminal . . . to maintain competitive railroad service options for stations and shippers now served only by SP and UP."

BN/Santa Fe's Comments on the Primary Application (BN/SF-1), Dec. 29, 1995, Owen V.S., p. 15 (emphasis added). Nor did BNSF's marketing expert, Larry M. Lawrence, anticipate that BNSF would gain access to all New Orleans-area shippers served by UP and SP as well as other railroads. Mr. Lawrence's analysis of the traffic that would be newly open to direct BNSF competition after the merger did not include the traffic from the New Orleans-area shippers to which BNSF now seeks access. Id., Lawrence V.S., p. 3-5. If BNSF's understanding of its New Orleans-area rights ever changed, it was only recently: BNSF signed the Iowa Junction-Avondale Purchase and Sale Agreement on December 11, 1996, more than two months after UP/SP had amended the UP and SP New Orleans switching tariffs, without any indication that it disagreed with UP/SP's right to amend these tariffs.

The Board's discussion in Decision No. 44 regarding BNSF access to the New Orleans area demonstrates that the Board also clearly understood the scope of BNSF's rights to serve New Orleans-area shippers. In discussing the settlement agreement's benefits, the Board noted that "BNSF intends to provide new service for overhead expedited traffic, as well as for manifest traffic originating and terminating on the acquired segments," and that "[w]ith the trackage rights and

purchase agreements included as part of this merger, BNSF now possesses the necessary direct routes to the eastern connections to allow it to be competitive for an even larger share of this market." Id. (emphasis added). The Board clearly understood the boundaries on BNSF's new rights, explaining that in certain "2-to-1" corridors, including the Houston-New Orleans corridor, "BNSF would be given overhead trackage rights over those corridors, but it would only have authority to serve shippers at '2-to-1' points." Decision No. 44, p. 122 (emphasis added).^{11/}

BNSF's argument for "clarification" relies on the fact that, in addition to conditioning merger approval on BNSF

^{11/} This statement and other similar statements decisively refute BNSF's baseless claim (p. 3) that the Board, by mentioning the Houston-New Orleans corridor as an area that would present a competitive problem absent the BNSF settlement agreement, believed that BNSF would gain access to non-"2-to-1" shippers in the New Orleans area.

BNSF says (p. 8 n.10) that footnote 128 on page 122 of Decision No. 44 indicates that the Board expected BNSF to replace SP for west-bound traffic even if the shipper had access to other carriers for east-bound traffic. BNSF is incorrect. The footnote describes the methodology Applicants used to identify "2-to-1" corridor flows. BNSF may be confused because the previous sentence and footnote 127 in Decision No. 44 discuss Applicants' identification of "2-to-1" points. See Decision No. 44, pp. 121-22. But footnote 128 explains that Applicants considered Houston-New Orleans to be a "2-to-1" corridor even though certain traffic moving over New Orleans to eastern destinations could have been moved as just efficiently over a different eastern gateway. If anything, footnote 128 further confirms that Applicants drew a careful distinction between "2-to-1" points and "2-to-1" corridors and that Applicants make clear that BNSF would have access to New Orleans to interchange with eastern carriers, but not to serve all New Orleans shippers.

access to "2-to-1" shippers, the Board required Applicants to grant BNSF access to Lake Charles-area shippers and interchange rights relating to TUE's Martin Lake plant near Henderson, Texas. BNSF argues (pp. 7-8) that these other conditions show that "the Board has recognized that shippers can be deemed '2-to-1' shippers because route circuitry or other service impediments effectively limit" their competitive opportunities, and that Board should "clarify" that New Orleans-area shippers must be considered "2-to-1" shippers for similar reasons.

BNSF's argument rests on a premise that not only runs counter to the express language in Decision No. 44 and the settlement agreement,^{12/} but also has been flatly rejected by the Board on several prior occasions. In fact, the Board has already rejected BNSF's own earlier attempt to make this same argument.^{13/} The Board, in denying a petition for a determination that the Lake Charles area should be considered a "2-to-1" point, specifically ruled that Lake Charles-area shippers are not "2-to-1" shippers as that term is used in Decision No. 44. See Decision No. 74, served Aug. 29, 1997, p. 5. If it was ever necessary to clarify that the definition of "2-to-1" shippers means what it says, the Board has already

^{12/} See note 10, supra.

^{13/} See Reply of the Burlington Northern and Santa Fe Railway Company to Petition of Montell USA, Inc. for Determination of West Lake Charles as a 2-to-1 Point, Aug. 13, 1997 (BN/SF-82).

provided that clarification, and on more than one occasion. See Decision No. 74, p. 5; Decision No. 57, served Nov. 20, 1997, pp 6-8; Decision No. 44, p. 186.^{14/} BNSF's concession (Rickershauser V.S., p. 9) that the New Orleans-area shippers are "not technically . . . '2-to-1' customers as defined in the BNSF Settlement Agreement" further demonstrates that no clarification is required. There is no question, and no need for clarification, that New Orleans-area shippers are not "2-to-1" shippers. They are served by four railroads other than UP/SP, and thus plainly are not "2-to-1" shippers.

B. The Board Should Reject BNSF's Request for a New Condition

Because it is patently clear that UP/SP-served New Orleans-area shippers served by UP/SP and other carriers are not "2-to-1" shippers, BNSF's petition, if the Board decides to consider it at all, can only be viewed, not as a clarification request, but as a request to reopen Decision No. 44 in order to impose a new condition on the UP/SP merger. As a request for a new condition, BNSF's petition is untimely, unsupported by any evidence and meritless.

^{14/} BNSF's analogy to the TUE situation is even less convincing -- it has nothing at all to do with "2-to-1" points. TUE's Martin Lake facility is a BNSF-exclusive facility. The Board required Applicants to amend the BNSF settlement agreement to ensure that, in the event TUE began receiving PRB coal and UP constructed a build-in to serve the facility, BNSF would retain an efficient, independent routing. Decision No. 44, p. 186.

Requests for conditions in the UP/SP merger proceeding were due on March 29, 1996. See Decision No. 9, served Dec. 27, 1995, p. 15 (procedural schedule). BNSF did not file a request for conditions, because it had agreed not to seek additional conditions as part of its settlement agreement with Applicants -- an agreement that it has now violated.^{15/} Moreover, BNSF waited almost one year after UP and SP amended their New Orleans switching tariffs before it even raised this issue, and it has offered no explanation for this delay.^{16/} Under these circumstances, it is far too late to raise this issue now. "The relief sought should therefore be denied on procedural grounds alone." Decision No. 66, served Dec. 31, 1996, p. 13 (denying Railco's post-Decision No. 44 request for a condition granting URC access to Railco's facilities where it "did not seek any specific protective conditions" during the evidentiary phase).

Moreover, even viewed as a petition to reopen, BNSF's submission would not come close to satisfying the Board's rigorous standards for reopening a final decision. Petitions to reopen are granted "only in the most

^{15/} BNSF's contention (p. 2 n.2) that it is not requesting a "new condition" because it is merely seeking a "return to the status quo as of the time the BNSF and CMA Agreements were negotiated" is absurd: when the BNSF and CMA settlement agreements were negotiated, BNSF had no access to New Orleans or any New Orleans shippers.

^{16/} BNSF asserts (p. 2) that it could not have filed this petition earlier, but does not explain why.

extraordinary circumstances." Docket No. AB-33 (Sub-No. 55), Union Pacific R.R. -- Abandonment -- Between Echo & Park City & Between Keetley Junction & Phoston, In Summit & Wasatch Counties, UT, Decisions served July 11, 1990, p. 2. The Board will reconsider a final decision only upon a showing of material error, new evidence, or substantially changed circumstances. 49 C.F.R. § 1115.4; Decision No. 66, p. 7. BNSF does not even attempt to allege material error, new evidence or substantially changed circumstances and BNSF's submission should be denied on this ground alone. See Finance Docket No. 31231, IC Industries, Inc. -- Securities Notice of Exemption Under 49 CFR 1175, Decision served Apr. 3, 1989, p. 1 r.3.

In particular, BNSF cannot properly claim that the Board committed material error in failing to grant a condition that neither BNSF nor any other party to the merger proceeding ever requested. Nor can BNSF claim changed circumstances: BNSF did not have access to New Orleans-area shippers before the UP/SP merger. BNSF's submission presents the Board with nothing more than arguments that could have been made, but that no party did make, earlier in this proceeding -- clearly not the sort of new evidence or changed circumstances required to support reopening.^{17/} See 49 C.F.R. § 1115.3(c); see

^{17/} BNSF's assertion (p. 2) that shippers "chose not to participate" in the merger case because of an expectation that
(continued...)

also, e.g., Docket No. AB-3 (Sub-No. 56), Missouri Pacific R.R. -- Abandonment -- In Atchison, Jackson, Nemaha & Marshall Counties, KS, Decision served June 30, 1989, p. 2.

1. No One Was Misled

BNSF's only attempt to explain why the New Orleans issue was not raised earlier is to claim (p. 7 n.9) that Applicants misled BNSF, shippers and the Board into ignoring the competitive impacts of the merger on New Orleans shippers by implying that these shippers would have access to BNSF after the merger. These allegations are absolutely false.

As discussed above, the boundaries of BNSF's New Orleans-area access to shippers were patently clear. BNSF acknowledged those boundaries in its own pleadings. And the Board recognized those boundaries in approving the merger. It was clear from the outset of the UP/SP merger proceeding that the settlement agreement provided BNSF access to shippers who were served by UP and SP and no other railroad.

BNSF also argues (p. 2) that Applicants' amending UP and SP switching tariffs "defeats the justified expectations of numerous shippers." BNSF has found only five shippers willing to say that they believed the BNSF settlement agreement would allow BNSF to serve non-"2-to-1" shippers in

^{17/} (...continued)

BNSF would gain New Orleans-area access under the settlement agreement is not supported by any of the shipper statements that BNSF has submitted.

New Orleans.^{18/} None even purports to have considered the clear language in the settlement agreement and the Board's decisions. And none explains any basis for supposedly having formed any "expectation" that Applicants would grant BNSF access to non-"2-to-1" facilities in New Orleans.^{19/}

BNSF's inability to support its claim that Applicants' actions defeated the "justified expectations" of "numerous shippers" is not surprising. Even if shipper expectations were an element to be considered in the reopening calculus, no shipper could have justifiably expected that Applicants would grant BNSF access to non-"2-to-1" facilities in New Orleans. Shippers received a tremendous amount of merger-related information, both from the Applicants and from merger opponents, but, so far as Applicants are aware, none of it said or implied that BNSF would be allowed to serve non-"2-to-1" New Orleans-area shippers.

BNSF bases its "expectations" argument (p. 6) on the fact that the definition of "2-to-1" shippers "explicitly

^{18/} BNSF submitted support statements from eight shippers, but two are carefully worded to avoid claiming any belief that BNSF would obtain access through the settlement agreement. See Verified Statement of Witco Corporation; Verified Statement of Port of New Orleans. A third, that of Ag Processing, refers to certain Harvey, Louisiana, facilities as "2-to-1" facilities, and thus may not deal with New Orleans-area reciprocal switching at all.

^{19/} The shippers vaguely state that they were "aware" of the BNSF settlement agreement, but none attempts to explain why they believed the settlement agreement entitled BNSF to access.

includes" access to shippers that were "2-to-1" because UP or SP served the shipper through reciprocal switching. BNSF also notes that, in the context of one particular SP-served shipper, the Board noted that if it was a "2-to-1" shipper because UP served it by reciprocal switching, BNSF would be able to serve that shipper after the merger. But, as has been explained above, it was clear throughout the merger proceeding that no shipper was considered a "2-to-1" shipper, regardless of how it was served by UP and SP, unless it was served by UP and SP and no other railroad.

BNSF also points to language in one of Applicants' merger updates that states that customers open to reciprocal switching prior to the merger "will continue to be open to reciprocal switching after the merger." *Rickershauser V.S.*, pp. 8-9, & Ex. 8. But these New Orleans-area shippers do remain open to reciprocal switching -- they have access to the same railroads to which they had access prior to the merger. Read in context, it is clear that Applicants were not promising anything more than that customers "currently served by only UP and SP, will gain access to BNSF," even if their access to a second railroad was via reciprocal switching. See *Rickershauser V.S.*, Ex. 8. BNSF's arguments ignore the clear definition of "2-to-1" shippers that has been used throughout these proceedings.

Finally, BNSF argues (Rickershauser V.S., pp. 8-9, & Ex. 8) that Applicants should be held to their representations during the merger proceeding that the merger would improve competition in the New Orleans area. Applicants have clearly kept their word with respect to New Orleans-area competition. As has been shown above, see p. 5 & n.7, supra, and as is discussed further below, see p. 23, infra, the merger has brought new BNSF competition for shippers on the purchased line segment and for shipments moving to and through New Orleans. BNSF's arguments prove far too much -- they would require Applicants to open every shipper that lost an SP alternative to new BNSF competition.^{20/} The Board explicitly rejected such a position with respect to "3-to-2" shippers, and it must be rejected a fortiori for what is involved here -- "6-to-5" shippers.

As both BNSF and rail shippers know, railroads are not required to allow reciprocal switching of otherwise exclusive industries. Moreover, BNSF and shippers should realize that switching tariffs are not created or maintained gratuitously. In New Orleans, as in other locations, the UP

^{20/} BNSF's witness Rickershauser goes so far as to state (p. 8) that Applicants should be required to allow BNSF direct access to their New Orleans-area shippers because New Orleans was included on a map titled "Head-to-Head Competition Improves in the West." If one examines the map to which Mr. Rickershauser is referring (Rickershauser V.S., Ex. 8), one can see that it includes every UP and SP point in the Western United States, including cities served by numerous railroads such as Chicago, St. Louis, Kansas City and Memphis.

and SP switching tariffs reflect a mutually beneficial agreement among all of the railroads serving the New Orleans area: all of the other carriers also maintain tariffs that allow reciprocal switching of their New Orleans-area shippers by UP and SP. Van Kampen V.S., p. 2.

The mutual nature of the switching arrangement is apparent from the fact, noted by BNSF (Rickershauser V.S., pp. 3-4), that UP's switching charge to IC is higher than its charge to the other carriers. This reflects IC's decision to impose a higher charge to UP, and UP's response. Similarly, until the UP/SP merger was consummated, UP applied a \$495 charge for SP's reciprocal switching in New Orleans, which reflected SP's higher charge to UP. Van Kampen V.S., p. 2.

Moreover, UP/SP decision to list specific carriers to which a tariff applies was not an unusual practice. Particularly in recent years, as mergers have rapidly changed the railroad landscape, railroads have recognized the need to designate more specifically the other carriers to which their tariffs are intended to apply. BNSF in particular should not have been surprised by these tariff amendments -- it also maintains tariffs applicable only to specified carriers. See Van Kampen V.S., p. 3, & Ex. A. UP/SP's tariff amendments were not designed to upset existing expectations, but were simply designed to state clearly the pre-existing arrangement.

Thus, in light of the settlement agreement's clear language, the Board's clear language in Decision No. 44, industry practice with respect to tariffs, and the Applicants' representations throughout the merger proceeding, neither BNSF nor any shipper can reasonably claim to have had a "justified expectation" that Applicants would open their New Orleans-area shippers to direct BNSF service.

2. There Is No Competitive Harm

BNSF's condition request also fails on its merits. It is safe to say that the UP/SP merger has probably been the most closely scrutinized and intensely litigated rail merger ever. Yet no one raised any issue regarding BNSF access to New Orleans-area shippers either before or after the merger. None of the eight shippers that supplied BNSF a verified statement supporting new BNSF access to New Orleans sought a condition designed to expand its competitive options in New Orleans to include BNSF.^{21/} Indeed, two submitted statements supporting the merger.^{22/} In fact, these shippers have

^{21/} Notably, not one of these shippers claims that it would have requested a condition or changed its views of the merger had it thought that BNSF would not be granted access to New Orleans-area facilities.

^{22/} C&T Refinery's merger support statement did not mention New Orleans, and it did not suggest that SP had provided C&T with a pre-merger competitive alternative to UP. C&T explained that it had "many years of experience dealing with the shortcomings of Southern Pacific's rail service, but [has] continued to use them due to the markets they serve and the limited options we have had." UP/SP-25, Vol. 1, p. 67.

(continued...)

benefitted from Applicants' elimination of the prohibitive \$495 charge that applied to each other's reciprocal switching in New Orleans.

Although more than one year has passed since UP and SP amended their switching tariffs, BNSF's submission offers not a shred of evidence that New Orleans-area shippers have suffered any competitive harm as a result of the merger.

For its showing of competitive harm, BNSF relies on a verified statement that at most suggests that interchange with one of the railroads that serve these shippers "could" create delays and that "much" of the traffic at issue is "time sensitive." *Rickershauser V.S.*, pp. 7-8. Such hypothetical "evidence" is clearly not proof of competitive harm requiring imposition of an additional merger condition. After a year of actual experience under the merger, neither BNSF nor shippers have been able to point to any concrete examples of actual competitive harm. The Board relied on much more evidence in granting BNSF access conditions to Lake Charles-area shippers.^{23/}

^{22/} (...continued)

Celotex's merger support statement also did not indicate that it expected BNSF to gain access to any of its facilities. Celotex explained that the primary benefit from the merger would be new single-line service. UP/SP-25, Vol. 3, p. 99.

^{23/} In the case of Lake Charles-area shippers, the Board was concerned with storage-in-transit issues, which BNSF does not suggest apply here. See Decision No. 74, served Aug. 29, 1997, p. 3; Decision No. 44, pp. 152-53.

Moreover, if BNSF had any evidence that the merger had actually caused any competitive harm to New Orleans-area shippers, it or New Orleans-area shippers should have presented that evidence in the Board's first oversight proceeding, which was just recently completed. See Finance Docket No. 23760 (Sub-No. 21), Decision No. 10, served Oct. 24, 1997 ("Oversight Decision"). Instead, although BNSF raised the New Orleans issue in its July 1 progress report, and then again in its oversight comments, the Board found that BNSF had "not presented any basis on this record for [the Board] to conclude that an additional condition is warranted at New Orleans." Id., p. 17. To the contrary, the Board found that "the record shows impressive systemwide rate reductions on the UP since the transaction was consummated." Id., p. 3. Moreover, the Board specifically found that in "the crucial corridor between New Orleans and Houston" BNSF's "commitment to providing competitive service . . . appears solid," thus clearly demonstrating what the Board's expectations were with respect to New Orleans-related conditions and that those expectations were being met. Id., p. 4.

BNSF's complete inability to garner any evidence to support its contention that New Orleans-area shippers have been harmed by the merger is highlighted by the course of its filings on this issue to date. In its July 1 progress report,

BNSF described the New Orleans situation as "creating acute problems for shippers" and stated that it anticipated filing a separate petition for relief "shortly." BNSF-PR-4, July 1, 1997, p. 12. One month later, BNSF relegated this supposedly "acute" problem to a single paragraph on page eighteen of its August 1 oversight comments and again promised to file a separate petition for relief "shortly." Comments of the Burlington Northern and Santa Fe Railway Company, Aug. 1, 1997, p. 18. BNSF filed nothing until more than four months after it had first noted this "acute" problem.^{24/}

It is now apparent that, all of this time, BNSF was engaged in an unsuccessful attempt to raise shipper support or find evidence to accompany its petition. BNSF apparently began seeking shipper support well in advance of its July filing, but could find only one shipper who would sign on.

^{24/} In fact, it is clear that BNSF has been aware of this situation at least as early as December 17, 1996, when BNSF's William K. Anderson wrote to UP/SP's Bert Van Kampen and asked UP/SP to amend its New Orleans-area switching tariffs. (Rickershauser V.S., Ex. 5). In light of the fact that BNSF was obviously aware of UP/SP's position at that early date, it is unclear why BNSF attempted to move a unit grain train from Kansas into Continental Grain Company's Westwego, Louisiana, terminal elevator in early January 1997. See Rickershauser V.S., p. 5. In any event, it is interesting to note that Continental is not one of the shippers that filed a support statement for BNSF -- perhaps because KCS has a competitive route between Kansas and Louisiana. It is also unclear why, in light of its December 17 letter and UP/SP's January 20 response, BNSF approached UP/SP in February 1997 to ask about switching traffic for these New Orleans-area facilities, unless it was trying somehow to trick UP/SP into waiving its rights. See Rickershauser V.S., p. 5, & Ex. 7.

See Statement of Celotex Corp., dated June 30, 1997.^{25/} By the time its August 1 filing was due, BNSF had lined up only two additional support statements. See Statement of Gardner Smith (U.S.A.) L.L.C., dated July 30, 1997;^{26/} Statement of Ag Processing, Inc., dated July 30, 1997. In the subsequent three months, BNSF could find only five more shippers to support their request, and of the final total, only three have facilities in New Orleans.

A review of these shipper statements demonstrates that none of the shippers even claims to have suffered any competitive harm as a result of the merger. No shipper claims that its rates have risen or that its service has suffered as a result of the merger.^{27/} No shipper provides a single

^{25/} It appears, however, that Celotex does not even use rail service at its New Orleans-area facility. Celotex notes that it has not used rail service for outbound traffic since IC retired its "flatracks," and that "none" of its inbound raw materials "are presently shipped directly to the plant site by rail."

^{26/} This shipper says it is interested in using rail to serve the Midwest and Canada, but both IC and KCS should be able to provide efficient routes from New Orleans to those areas.

^{27/} One shipper, Delta, says that before the merger its facility had received two switches per day -- one from UP and one from SP -- and that now it is being switched only once per day, but this is to be expected. As a result of the merger, there is no need for UP and SP to perform separate switching. Delta also says that it has found that interline routing is not an attractive cost or service alternative, but it provides no evidence to support these broad, vague statements. A second shipper, Dial Corporation, merely states without elaboration that certain New Orleans facilities "have lost some of their competitive advantages, due to the Union Pacific denial of access."

illustration of the delays described in Mr. Rickershauser's verified statement or refers to time sensitive traffic. There is simply no evidence at all of the "acute" problem that BNSF claimed exists.

Thus, the best evidence of the merger's competitive impact on New Orleans-area shippers is the fact that BNSF is unable, despite the passage of a year and a lengthy effort to obtain shipper support, to find a single shipper that can point to any concrete competitive harm.

This absence of evidence of competitive harm should come as no surprise. As noted above, and as Applicants pointed out in their August 20 Reply to Comments (UP/SP-311), the relatively few shippers in New Orleans that are served by UP/SP and open to reciprocal switching are also open to four other railroads, and thus did not lose rail competition as a result of the merger. KCS and IC are both available to handle traffic of these shippers that is bound to or from points west of New Orleans.

Moreover, only a very small amount of traffic moves between these shippers and competitive facilities at points such as Lake Charles, Houston and Mexico -- locations for which BNSF interchange with IC or KCS might result in a circuitous routing. Out of the 33,936 cars of traffic that moved in the year ending September 1997 to and from the New Orleans-area shippers served directly by UP and SP and open to

reciprocal switching -- all of which BNSF is demanding access to -- only 184 outbound and 190 inbound cars moved to or from points in western Louisiana and southern Texas that were served prior to the merger by both UP and SP or that BNSF has received the right to serve as a merger condition.^{28/} The Board has recently rejected suggestions that BNSF should be allowed access to additional traffic in order to ensure BNSF competitiveness over its trackage rights routes. Oversight Decision, pp. 9-10. Furthermore, as many of the shipper statements mention, most of the shipments at issue move to or from New Orleans by water, and could be rerouted to other ports if rail rates to New Orleans do not remain competitive.^{29/}

* * *

BNSF's petition is procedurally flawed, and fares no better on its merits. The Board should thus reject BNSF's request for access to New Orleans-area shippers.

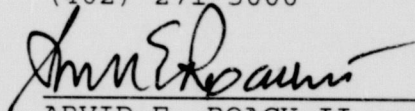
^{28/} The traffic data herein are verified by John H. Ransom, UP/SP's Manager-Interline Marketing.

^{29/} See Statement of Delta Terminal Services, Inc., p. 1 (a "majority of these commodities arrive via ship or rail"); Statement of Ag Processing, Inc., p. 1 (discussing its use of Delta Terminal's facilities and noting that "AGP, in its normal course of business, exports oil to foreign countries."); Statement of the Port of New Orleans, p. 1 (facility at issue is a wharf located on the Mississippi River).

Respectfully submitted,

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December 4, 1997

EXHIBIT A

VERIFIED STATEMENT

OF

BERT A. VAN KAMPEN

My name is Bert van Kampen. I am Manager-Rail Switching Services of Union Pacific Railroad Company. I have been employed at UP and predecessor railroads since 1966, and have had responsibilities in the area of switching since 1979.

I am submitting this statement to address certain allegations made by BNSF in its petition seeking access to UP- and SP-served shippers in the New Orleans area and to describe more fully the circumstances under which UP and SP amended their New Orleans-area switching tariffs more than one year ago.^{1/}

Both UP and SP presently maintain switching tariffs that establish reciprocal switching charges for the New Orleans-area shippers each railroad serves directly. These tariffs embody agreements with CSXT, IC, KCS and NS -- the railroads that directly serve other New Orleans-area shippers -- that allow each of those carriers to serve UP's and SP's New Orleans-area shippers through reciprocal switching.

UP and SP were not required to establish reciprocal switching provisions at New Orleans. UP's and SP's New Orleans tariffs, as with switching tariffs governing other locations, reflect mutually beneficial agreements among the

^{1/} Prior to UP's merger with MP on January 1, 1997, it was MP, not UP, that maintained the tariffs in question. For ease of discussion, however, I do not distinguish between UP and MP.

railroads serving shippers in the locations covered by the tariff. CSXT, IC, KCS and NS -- the carriers named in UP's and SP's tariffs -- each serve New Orleans-area shippers that they have opened to UP and SP through reciprocal switching. In other words, UP and SP have agreed to allow other carriers access to their New Orleans-area shippers, and in return, the other New Orleans carriers also maintain tariffs that allow UP and SP access to their New Orleans-area shippers through reciprocal switching.

The negotiated nature of these reciprocal switching arrangements is clear. For example, UP's \$390 New Orleans reciprocal switching charge to IC is higher than its \$214 charge to other railroads, which reflects IC's decision to impose a higher charge to UP and UP's response. Similarly, until the UP/SP merger was consummated, UP applied a \$495 switching charge for SP reciprocal switching in the New Orleans area, which reflected SP's higher charge to UP.

Prior to the UP/SP merger, neither UP nor SP specified in their New Orleans switching tariffs which carriers were covered by the tariff, because each of the railroads serving New Orleans had opened its New Orleans shippers to the others through reciprocal switching. When BNSF purchased SP's Iowa Junction-Avondale line as part of the UP/SP merger, BNSF acquired a small segment of track within the New Orleans terminal area. Had UP/SP not altered its

tariffs, with this purchase, a literal interpretation of UP's and SP's prior New Orleans tariff language would have obligated UP and SP to provide BNSF reciprocal switching at the industries listed in their tariffs. UP and SP thus amended their New Orleans tariffs in order to preserve the pre-merger status quo and make clear that reciprocal switching was available only for those carriers with which the two railroads had a switching relationship in New Orleans prior to the UP/SP merger.

This decision to list the specific carriers to which UP/SP's New Orleans tariffs apply cannot be considered an unusual or unexpected practice. The tariff amendments were not designed to upset existing expectation -- they were designed to state clearly the pre-existing circumstances. Particularly in recent years, as mergers have brought change to the carriers serving particular locations, railroads have begun to recognize the need to designate more specifically the other carriers to which their tariffs are intended to apply. BNSF in particular should not be surprised by UP/SP's tariff amendments: BNSF also maintains tariffs that specifically list the carriers to which they apply. See Attachment A.

Finally, it is worth noting that despite UP/SP's tariff amendments, BNSF remains free to serve Applicants' New Orleans-area shippers through interchange with any of the other carriers serving New Orleans listed on UP's and SP's switching tariffs.

BNSF 8005

THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY

Original Page 125

SECTION 1

Switching charges named in Items 2395 to 2435, 2485 to 2600 will not apply on shipments for which specific charges are provided in Items 2605, 2610 and 2615.

ALSO

For industries taking Groups 1 to 14, see Item 2480.

| ALL FREIGHT (Except Grain, Grain Prods.) ALSO (Soybeans) BETWEEN / AND | RECIPROCAL SWITCHING CHARGES IN DOLLARS AND CENTS PER CAR | | | | | | ITEM |
|--|--|----------|----------|----------|----------|----------|------|
| | BN CONNECTION WITH CARRIERS SHOWN BELOW | | | | | | |
| | GWWR | KCS | NS | SSW | CPRS | UP | |
| Industries on BNSF in Groups 1, 2, 3, 4, 5, 6 | \$185.00 | \$265.00 | \$283.00 | \$495.00 | \$185.00 | \$154.00 | 2395 |
| Industries on BNSF in Group 7 | \$185.00 | \$308.00 | \$283.00 | \$495.00 | \$256.00 | \$237.00 | 2400 |
| Industries on BNSF in Group 8 | \$185.00 | \$265.00 | \$283.00 | \$495.00 | \$243.00 | \$227.00 | 2405 |
| Industries on BNSF in Group 9 | \$200.00 | \$308.00 | \$283.00 | \$495.00 | \$275.00 | \$256.00 | 2410 |
| Industries on BNSF in Group 10 | \$185.00 | \$265.00 | \$283.00 | \$495.00 | \$185.00 | \$164.00 | 2415 |
| Industries on BN in Group 11 | \$236.00 | \$265.00 | \$283.00 | \$495.00 | \$256.00 | \$256.00 | 2410 |
| Industries on BNSF in Group 12 | \$185.00 | \$265.00 | \$283.00 | \$495.00 | \$185.00 | \$155.00 | 2425 |
| Industries on BNSF in Group 13 | \$237.00 | \$265.00 | \$283.00 | \$495.00 | \$237.00 | \$237.00 | 2430 |
| Industries on BNSF in Group 14 | \$185.00 | \$265.00 | \$283.00 | \$495.00 | \$185.00 | \$164.00 | 2435 |

For explanation of abbreviations and reference marks, see last page of book.

ISSUED June 11, 1997

EFFECTIVE July 4, 1997

Issued by M. F. Schneider, PO Box 961069, Ft. Worth, TX 76161-0069

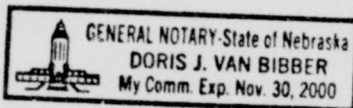
VERIFICATION

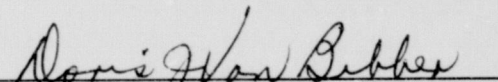
STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

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


Bert A. Van Kampen

Subscribed and sworn to before me this 25th day of November, 1997.




Notary Public

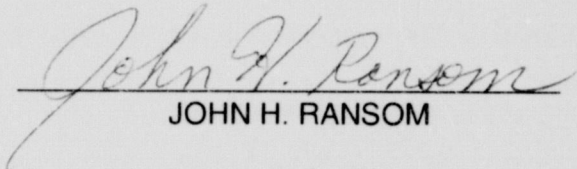
My Commission Expires:

Nov. 30, 2000

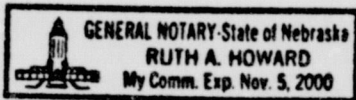
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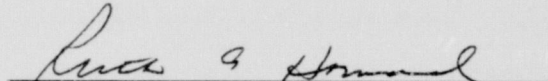
STATE OF NEBRASKA)
) SS.
COUNTY OF DOUGLAS)

I, JOHN H. RANSOM, being duly sworn, state that I have reviewed the information regarding New Orleans-area traffic volumes that is presented in the foregoing statement, that I am familiar with the information, and that the information is true as stated.


JOHN H. RANSOM

Subscribed and sworn to before me this 1st day of December, 1997.




NOTARY PUBLIC

My Commission Expires:

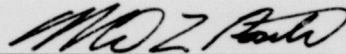
11/5/2000

CERTIFICATE OF SERVICE

I, Michael L. Rosenthal, certify that, on this 4th day of December, 1997, 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 of record in Finance Docket No. 32760, and on

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

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



Michael L. Rosenthal

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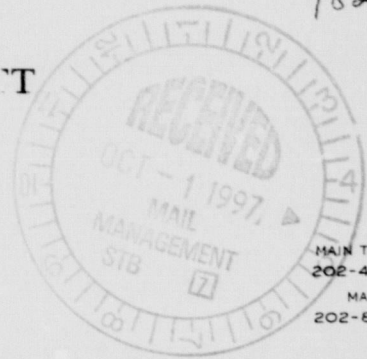
MAYER, BROWN & PLATT

2000 PENNSYLVANIA AVENUE, N.W.

WASHINGTON, D.C. 20006-1882

ERIKA Z. JONES

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October 1, 1997

D

VIA HAND DELIVERY

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Room 711
Washington, DC 20423-0001

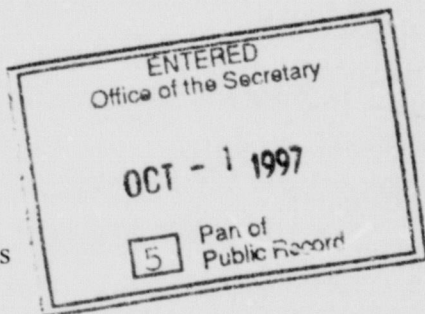
Re: Finance Docket No. 32760, Union Pacific Corporation, et al. --
Control and Merger -- Southern Pacific Rail Corporation, et al.

Dear Secretary Williams:

Enclosed for filing in the above-captioned proceeding are the original and twenty-five (25) copies of The Burlington Northern and Santa Fe Railway Company's Quarterly Progress Report (BNSF-PR-5). Also enclosed is a 3.5-inch disk containing the text of the Quarterly Progress Report in WordPerfect 6.1 format.

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

Enclosures



Sincerely,

Erika Z. Jones ^{VEO}

Erika Z. Jones

182274

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760

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

-- CONTROL AND MERGER --

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

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

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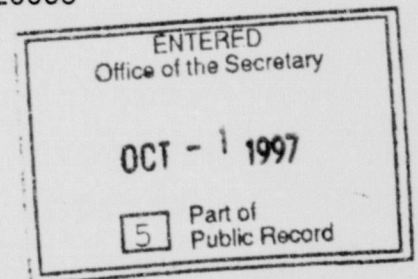
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Attorneys for The Burlington Northern and Santa Fe Railway Company

October 1, 1997



BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760

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

-- CONTROL AND MERGER --

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

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

Pursuant to the Surface Transportation Board's ("Board") Decision No. 44 in Finance Docket No. 32760, The Burlington Northern and Santa Fe Railway Company ("BNSF") hereby submits its fifth Quarterly Progress Report. Union Pacific Corp., et al. -- Control and Merger -- Southern Pacific Rail Corp., et al., Fin. Dkt. No. 32760, Decision No. 44 at 147 (served Aug. 12, 1996) (BNSF shall submit quarterly progress reports). This fifth Quarterly Progress Report follows BNSF's October 1, 1996 Progress Report and Operating Plan, and its January 2, April 1, and July 1, 1997 Quarterly Progress Reports.

In its July 1, 1997 Quarterly Progress Report, BNSF outlined the steps that it had undertaken during the nine month period from October 1, 1996, through July 1, 1997,



to implement the trackage rights and other rights it received as a consequence of the UP/SP merger, from both marketing and operating standpoints, and the marketplace results of those actions. This Progress Report will outline events and steps taken that have impacted implementation of those trackage rights from July 1, 1997, to October 1, 1997. Further, this Progress Report will summarize current BNSF operations over the trackage rights lines and the results of BNSF's marketing efforts.

With respect to implementation of the merger conditions, the third quarter of 1997 was dominated by very serious congestion problems and other significant service deficiencies on UP lines in and around Houston, TX. As described in the attached Verified Statement of Ernest L. Hord, these service problems have interfered with BNSF operations in south Texas, and have caused a degradation in service for both UP and BNSF customers shipping over the trackage rights lines. The problems have become so severe that their effects are cascading to other parts of the UP system, including corridors outside Texas. As shippers and carriers approach the busiest rail season, it is becoming increasingly urgent that something be done to address the congestion problems and service deficiencies, and, as Mr. Hord further describes in his Verified Statement, BNSF has formulated a series of proposals which it believes will provide Gulf Coast shippers with timely and reliable service while UP works to resolve the problems and deficiencies. BNSF is prepared to immediately commit resources sufficient to implement its proposals to help solve the severe service and operational problems on the Gulf Coast. BNSF cannot undertake to implement those proposals absent UP's concurrence or Board action.

Mr. Hord's Verified Statement further identifies the steps that BNSF has taken since July 1, 1997, in implementing new operations and service by corridor over the lines to which it obtained access. His Verified Statement also describes the direct and local train service being provided by BNSF, haulage service being provided by UP, dispatching, capital projects, and other coordination matters.

As described in the attached Verified Statement of Peter J. Rickershauser, Vice President, Marketing of BNSF on the UP/SP lines, BNSF has, notwithstanding the problems caused by UP's service and operational problems, continued its efforts to compete aggressively with UP on the UP lines over the past three months, and traffic volumes and new business over its new lines have steadily grown.

BNSF believes that it continues to make substantial progress in providing competitive service over the trackage rights awarded in the merger proceeding. Nevertheless, in some areas -- most notably the Gulf and south Texas -- UP's service problems are impeding BNSF's ability to provide competitive, efficient, timely and reliable rail service.

ISSUES AFFECTING BNSF'S IMPLEMENTATION OF TRackage RIGHTS

As described below, and as detailed in the attached Verified Statements of Messrs. Hord and Rickershauser, BNSF has nearly completed full implementation of its trackage and other rights, and is competing vigorously with UP for traffic over those rights. Nevertheless, the congestion and service deficiencies on UP's lines in south Texas have prevented BNSF, as well as UP, from providing reliable and timely service to shippers. Further, BNSF believes that UP is not properly implementing certain aspects of

the Board's conditions and that those actions are further impeding BNSF's ability to provide service at the level shippers have a right to expect. The following is a summary of areas affecting BNSF's competitiveness on the trackage rights lines.

UP Service Deficiencies Are Adversely Affecting BNSF's Ability to Serve Shippers.

Since the end of the second quarter of this year, rail operations on the UP lines in and around Houston, Texas have become increasingly congested. As a result, UP is unable to provide adequate service to its shippers, and its problems are now impeding the ability of shippers to receive timely and reliable service from BNSF. The service deficiencies caused by this congestion, most of which is concentrated at UP's Englewood Yard, have reached the critical level in the last several months, and UP has recently informed its customers that service levels on UP's lines in south Texas may not improve significantly until the first quarter of 1998.

As a result of the congestion, rail shipments are being delayed -- sometimes considerably -- and many shippers in south Texas do not have the car supply necessary to ship their product. Shippers indicate that these delays are causing them to lose business and, in some cases, to curtail production.

BNSF also is experiencing problems with respect to the interchange to the FNM at Eagle Pass. This interchange has been affected by extreme congestion on UP lines. Further, it is becoming increasingly clear that UP is denying equal access to BNSF, resulting in BNSF being unable to interchange in a timely fashion. Unless this problem is corrected in the near future, an order from the Board requiring the maintenance of

specific interchange windows to provide BNSF equal interchange access at Eagle Pass may be necessary.

Until very recently, UP and BNSF had continual interface problems moving shipments to or from customers located on the former SP Baytown Branch, which is currently switched by UP. The result was that many shipments that should have moved to Dayton for interchange with BNSF were instead being diverted by UP to Englewood Yard. Shippers were denied service or suffered unreasonable delays as the traffic had to be returned to BNSF at Dayton or, at a minimum, rerouted to BNSF at an inefficient interchange point. This misdirected traffic has compounded the congestion problems at UP's Englewood Yard. While there has been some improvement in the situation recently, it is far from clear that the problem has been solved for the long term.

After studying the causes of the service problems facing shippers in south Texas and the Gulf Coast area, BNSF has developed a set of proposals that will allow BNSF to take immediate steps to provide timely and reliable service to shippers on a temporary basis, pending UP's resolution of its service problems. BNSF's proposals -- which are set forth in detail in the Verified Statement of Mr. Hord -- will reduce congestion on UP lines in and around Houston, either by diverting traffic away from Houston or by temporarily shifting UP traffic to BNSF. The proposals have been designed to cause minimum interference with UP operations consistent with the overriding need to restore reliable and timely traffic movements for the benefit of shippers.

BNSF's proposals are dependent upon UP's concurrence or Board action, and include the following:

- 1) Allow BNSF to control one of two UP mainline tracks through the Houston complex between Tower 26 and Dawes to connect with BNSF's trackage rights over the former SP line to New Orleans, or otherwise provide a route for BNSF to control that enables it to bypass Englewood Yard;
- 2) Grant BNSF supervisory dispatching control of former SP routes between Houston and Memphis and Houston and Iowa Junction;
- 3) Place a neutral third-party (PTRA) in charge of switching operations on the Baytown Branch;
- 4) Install PTRA as a neutral dispatcher of the HBT, as well as the entire Strang/Bayport Loop area, including Pasadena and Sinco;
- 5) Institute directional train movements by BNSF or PTRA to and from the Strang area;
- 6) Open the former SP Bayport Loop to reciprocal switching under supervision of PTRA;
- 7) Grant BNSF trackage rights between Caldwell and Bloomington, Texas, for connection with Tex Mex at Robstown, for traffic originating or terminating in Mexico, and for traffic moving to or from Corpus Christi and Brownsville;
- 8) Provide direct access to BNSF for all shortlines on UP lines over which BNSF has trackage rights in the Houston/Gulf Coast area; and
- 9) Grant immediate access to BNSF for all customers with legitimate build-in opportunities in the Houston/Gulf Coast area.

Identification of "2-to-1" Shippers. As noted in the July 1, 1997 Quarterly Progress Report and the August 1, 1997 Comments filed in the Oversight Proceeding, BNSF has been hindered by UP's failure to agree with BNSF on the process to be used in identifying "2-to-1" industries eligible for two-carrier service. While this process should be relatively straightforward, as a practical matter, the "2-to-1" identification process continues to be

labor-intensive and slow. Indeed, UP's response time to BNSF requests for identification of "2-to-1" shippers has not improved appreciably since July 1, 1997. Because BNSF does not control the information needed to determine with certainty whether the shipper was, indeed, served by two carriers in the premerger time period, UP's delays in responding to BNSF's proposals have impeded BNSF's ability to respond promptly to shipper requests for new service. As we have previously proposed, a remedy to this problem would be to establish a presumption that any shipper located at a "2-to-1" point is entitled to two-carrier service, and place the burden of proof on UP to disprove the presumption to the Board with evidence that the shipper was not served by both UP and SP pre-merger.

Definitions of "New Facilities" and "Transloads". BNSF disputes UP's narrow interpretation of the Board's "new facilities" and "transload" conditions. UP has contended that only totally new "greenfield" sites or existing facilities to which rail service is extended for the first time qualify for BNSF service under these conditions. In the Oversight Proceeding, BNSF has recommended that the Board set clear principles defining these two terms so that shipper access to two-carrier service will not be delayed by protracted disputes.¹⁷ Specifically, BNSF requested that the Board determine that the definition of "new facilities," although it does not include expansions of or additions to existing facilities, does include (1) vacant or existing rail-served facilities that undergo a change of ownership or lessee and (a) change the product shipped from or received

¹⁷ In this regard, R.R. Donnelley and Sons Company and BNSF were forced, after extended unsuccessful discussions and negotiations with UP, to file a joint petition with the Board (BN/SF-81/RRD-1) to request the Board to clarify that a facility that is adjacent to a dormant railroad track and that is being converted to a new transload facility qualifies for two-carrier service under the Board's conditions.

at the facility, or (b) have not shipped or received by rail for at least 12 months prior to the resumption or proposed resumption of rail service; (2) existing facilities constructing trackage for accessing rail service for the first time; and (3) newly constructed rail-served facilities.

Contract Modification Condition. BNSF's ability to compete at "2-to-1" points continues to be obstructed by UP's ability to terminate an entire contract which a shipper seeks to reopen and to bundle rates and volumes at "2-to-1" points with rates and volumes at solely-served UP points. Only two additional contracts were reopened under the contract modification condition during the third quarter, and the total number of such contracts reopened since the condition was imposed is fewer than 12 contracts. Accordingly, BNSF has recommended in the Oversight Proceeding that Guideline No. 9 (the contract termination option) be eliminated and that BNSF should be granted access to bundled solely-served facilities when necessary to restore competitive alternatives lost as a result of the merger combined with UP's leveraging practices.

COMPETITION DURING THE FIRST TWELVE MONTHS

In approving the UP/SP merger, the Surface Transportation Board required that UP grant BNSF access to over 4,200 route miles through trackage rights and purchase agreements. On September 13, 1996, just two days after UP's merger became effective, BNSF initiated haulage service in which BNSF traffic was handled by UP for BNSF's account in UP trains. During the twelve month period between October 1, 1996, and October 1, 1997, BNSF has implemented direct train service in all of the corridors on which it received access under the BNSF Settlement Agreement and the Board's conditions,

except for the 150-mile segment between Corpus Christi-Brownsville; as to that segment, BNSF supplies locomotive power for much of the haulage over the segment, and is seeking access from UP to a redundant UP facility that would give each carrier its own yard facility for the traffic carried over that segment.

At the same time BNSF was bringing competition to UP/SP customers, it also was fully engaged in improving single-line service options and performance to increase the overall competitive ability of BNSF to serve shippers throughout its newly-merged 35,000 route-mile railroad system. On July 4, 1997, BNSF completed the implementation of its combined information system which supports all transportation, billing and other customer service functions. This new information system is on-line across BNSF's entire system including trackage rights. It makes it easier and quicker for customers to do business with BNSF, as BNSF provides single-line prices, waybilling and freight billing to and from all BNSF points; eliminates all "internal interchanges;" and enables one-call tracing for shipments anywhere on BNSF.

Among other significant actions taken by BNSF since last September was the \$95 million expansion program involving the complete reconstruction of the Argentine Yard in Kansas City. This expansion program tripled the Argentine Yard's car-sorting capacity. The yard opened for service on July 7. This yard is strategically located on BNSF's system and provides BNSF with the ability to assemble trains to most major markets in the United States.

BNSF will have spent \$1.5 billion on capacity expansion during the two-year period ending December 31, 1997. During this period, BNSF will have acquired approximately 450 new locomotives.

All of this will have been accomplished while BNSF continued operating a safer railroad. For 1996, the number of employee on-duty injuries fell approximately 28 percent from 1995, while the derailment rate per billion gross ton miles -- a measure of operational safety -- was 27 percent lower than 1995. Through the first three quarters of 1997, BNSF's employee on-duty injury rate is approximately 18% lower than the comparable nine-month period in 1996.

Indeed, BNSF has placed safety considerations ahead of operational convenience. For example, as was reported in BNSF's July 1, 1997 Quarterly Progress Report, when BNSF began operations over the Iowa Junction-Avondale line it purchased from UP, BNSF reduced the track speed for both freight and Amtrak operations, because in BNSF's view, the line did not meet appropriate standards for the speed rating it held prior to the BNSF acquisition. BNSF is now expending substantial resources to rebuild the line's operational capacities. Even though the lower speed standards now in effect may present operational inconveniences to some customers, BNSF will not sacrifice safety considerations to improve operational efficiencies, and will not increase the speed over that line until it can safely support higher speed operations.

Increasing Traffic Volumes. As reported to the Board in prior Progress Reports, the traffic volumes over the lines to which BNSF received access continue to grow. The traffic volumes on those lines increased by approximately 27% up from approximately

22,300 units in the second quarter to more than 28,200 units in the third quarter of this year. In addition, our service continues to improve as volumes and frequency increase, thereby allowing us to attract even more new business.

BNSF is actively working with rail customers on 32 customer-specific projects involving either build-ins/build-outs, new facilities, expansions of existing facilities at "2-to-1" points, or transloads. These projects, which, by their nature, are highly confidential and competitively sensitive, are in varying stages of progression, ranging from early discussions, to negotiations with UP regarding installation of necessary trackage, to the establishment of rail service plans. None of these projects has reached the construction stage as of yet, but they will be publicly announced as soon as appropriate.

Customer Communications. BNSF is continuing its efforts to communicate with UP customers to ensure they are aware of the company's new access rights and of BNSF's interest in serving them. BNSF has achieved this through personal contact with customers, participation in and presentations to industry associations, and regular information mailings since last October to new and existing customers. BNSF's ongoing communications with customers are detailed in the Rickershauser Verified Statement, and include mailings to our top 700 customers, accompanied by a summary of our July 1, 1997 Quarterly Progress Report, and copies of our August 1 Comments and August 20 Reply Comments filed with the Board in the Oversight Proceeding; a letter to customers announcing BNSF's purchase of the I-5 Corridor and plans to begin merchandise train service on that corridor effective July 15, 1997; a letter to 40 major transload operators outlining the UP/SP merger conditions as they apply to transloads;

distribution of a new "Merger Agreement Conditions Map" that illustrates BNSF's entire system and highlights BNSF's line purchases and trackage rights resulting from the UP/SP merger; and meetings with individual shippers and shipper organizations.

The list of "2-to-1" customer facilities potentially eligible for service from BNSF access has grown by 33% - from approximately 584 "2-to-1" customer facilities directly served or on "2-to-1" shortlines at the time of the Board's decision to nearly 775 customer facilities today. Also, we can now serve by reciprocal switch 198 customer facilities on other carriers. Nevertheless, as discussed above, BNSF has been hindered by UP's failure to agree with BNSF on the process to be used in identifying "2-to-1" industries eligible for two-carrier service.

BNSF has also continued its efforts to work with the seventeen new "2-to-1" short lines to which BNSF gained access, as well as customer facilities served by other carriers at new points such as New Orleans.

Coordination and Information Exchange. Issues of coordination and information exchange between UP and BNSF continue to be addressed, with the focus on resolving as many outstanding issues resulting from the merger agreements and conditions between the two carriers as possible. On July 4, 1997, BNSF inaugurated its new "TSS" system which merged the old BN and Santa Fe information and communications systems ("IS"). BNSF anticipates that this, along with the merger of the SP IS system into the UP IS system in the coming year, will improve the efficiency and ease of data exchange between the two carriers.

In addition, during the third quarter, BNSF and UP customer service organizations continued discussions to determine how best to resolve shipment-specific movement issues on BNSF shipments moving on UP through haulage or reciprocal switch. BNSF's haulage team in UP's national customer service center in St. Louis continues to act as direct interface between BNSF customers and UP's operating and transportation departments to resolve problems.

Service Improvements. As part of BNSF's progress in implementing operations as described above, it has implemented service improvements which have increased its ability to compete with UP. BNSF has increased the frequency of service in response to customer demands and growing volumes as described in the Verified Statements of Messrs. Hord and Rickershauser. As described in Mr. Rickershauser's Statement, the number of scheduled local and through trains operated by BNSF on these lines has increased from 169 trains per week at the end of the second quarter to 197 trains per week currently.

The following are highlights of BNSF's operational accomplishments during the third quarter of 1997, which are more fully discussed in the Verified Statements of Messrs. Hord and Rickershauser:

- With the initiation of service over the I-5 Corridor on July 15, 1997, BNSF has implemented direct train service over all of the routes on which it received access under the BNSF Settlement Agreement and the Board's conditions, except for the 150 mile segment between Corpus Christi-Brownsville, where it operates by haulage.

- BNSF increased its service from two to three trains per week in each direction between Temple and Eagle Pass, and is operating daily train service in each direction in the other corridors.
- BNSF has begun direct train service between Klamath Falls, OR, and Provo, UT. BNSF is running merchandise train service between these points two times/week.
- BNSF has informed UP that it will initiate trackage rights operations from Little Rock to Pine Bluff in the near future. BNSF has been operating over this route via haulage service.
- On July 10, 1997, to prevent congestion at HBT's South Yard, BNSF began operating a train from Galesburg-Houston that only handles PTRRA traffic from Galesburg, East St. Louis, and Memphis. This train goes directly to the PTRRA for processing and transferring, thus avoiding HBT's South Yard. This increases the speed of both loaded and empty trains into the Houston area, and limits the amount of processing that must be conducted at UP's congested Englewood Yard.
- On October 1, 1997, the Lafayette Yard will begin classifying New Orleans interchange traffic in both directions. Non-run-through interchange traffic to connecting lines in New Orleans is being delivered by BNSF crews to the New Orleans Public Belt for delivery to those connections. Through trains are delivered by BNSF to CSX directly.

- On August 12, 1997, BNSF placed a supervisory employee as its representative in UP's Omaha dispatching center.
- BNSF is constructing two 9,000 ft. tracks at Dayton. On October 1, 1997, 3,000 ft. of each of these tracks will be complete. BNSF is awaiting the arrival of material in order to complete construction of the remaining 6,000 ft. of each track.

CONCLUSION

BNSF's efforts to be an effective competitor to UP have been substantial during the first twelve months. Implementation of the trackage rights imposed by the Board in Decision No. 44 is virtually complete. While many commercial opportunities are already being fully realized by BNSF, it is continuing its vigorous marketing efforts to "2-to-1" shippers and is continuing to gain significant traffic to new destinations using its rights and access under Decision No. 44. However, UP's actions -- including the failure to strictly adhere to merger conditions and continuing service failures and problems that adversely impact BNSF, particularly in the Houston and Gulf Coast area -- have impeded BNSF from providing a fully effective competitive service. Indeed, unless immediate steps are taken to remedy the Houston area problems, service by all carriers to shippers in the area as well as BNSF's ability to maintain its current level of competition with UP may be threatened, and shippers will face the risk of the loss of the competitive options the Board anticipated BNSF could and would provide. BNSF has formulated a series of proposals which it believes will provide Gulf Coast shippers with timely and reliable service while UP works to resolve the problems and deficiencies. BNSF is prepared to

immediately commit resources sufficient to implement its proposals to help solve the severe service and operational problems on the Gulf Coast. BNSF cannot undertake to implement those proposals absent UP's concurrence or Board action.

Respectfully submitted,

Jeffrey R. Moreland
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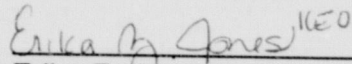
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October 1, 1997


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CERTIFICATE OF SERVICE

I hereby certify that copies of The Burlington Northern and Santa Fe Railway Company's Quarterly Progress Report (BNSF-PR-5) is being served, by first-class mail or hand-delivery, on all Parties of Record in Finance Docket No. 32760.

Kelley E. O'Brien

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October 1, 1997

**VERIFIED STATEMENT
OF
PETER J. RICKERSHAUSER**

My name is Peter J. Rickershauser. I am Vice President, Marketing of The Burlington Northern and Santa Fe Railway Company ("BNSF") on the UP/SP Lines. My business address is 2600 Lou Menk Drive, Fort Worth, Texas 76131. I submitted a Verified Statement in this proceeding that accompanied BNSF's July 1, 1997 Quarterly Progress Report. My background and qualifications are set forth in that Verified Statement.

I joined BNSF in October 1996 as Vice President, Marketing, UP/SP Lines. In this capacity, I am responsible for coordinating the marketing and implementing of the new service opportunities that BNSF offers to shippers as a result of the merger of Union Pacific Railroad ("UP") and Southern Pacific Rail Corporation ("SP"). BNSF gained access to more than 4,200 miles of UP and SP track through a combination of trackage rights and line purchases as a condition of the September 1996 UP/SP merger.

The purpose of this Verified Statement is to describe the continuing efforts undertaken by BNSF during the period between July 1, 1997, and October 1, 1997, to compete effectively with UP and the results we have achieved to date using the trackage rights and other rights that BNSF was granted in the UP/SP merger proceeding. As detailed below, BNSF has nearly completed full implementation of those rights, and we are vigorously competing with UP for rail traffic over the lines on which we received access. The traffic volumes on our new lines are growing, and we are committed to continuing to work to generate business from the "2-to-1" and other customers to which

BNSF received access. However, as set forth in greater detail in the Verified Statement of Ernest L. Hord submitted herewith, BNSF's operations in the Houston and Texas Gulf Coast area have been significantly impeded by service deficiencies and operational problems on UP lines in the area in the past several months. As a result, BNSF's ability to provide the effective competitive service that shippers expect and the Board anticipated has been hindered. Further, this Verified Statement describes several other challenges impeding BNSF's efforts to provide fully effective competitive service on the trackage rights lines.

The First Twelve Months

Since the UP/SP merger became effective, BNSF has implemented direct train service over all of the corridors in which we received access, except for the 150 mile Corpus Christi-Brownsville segment. The implementation of our operations is described in greater detail in my July 1st Verified Statement as well as in the July 1, 1997 and October 1, 1997 Verified Statements of Ernest L. Hord. I will, however, briefly review our service implementation progress here, because it shows how far we have come in our first twelve months of operations.

BNSF commenced haulage service for all customers it gained access to on September 13, 1996, two days after the UP/SP merger. Since that time, BNSF has, with the exception of the Corpus Christi-Brownsville segment mentioned above, converted virtually all of the haulage service to trackage rights service. BNSF's trackage rights service as of October 1, 1997, on our new lines is reflected on Attachment 1 hereto.

The following chart summarizes the dates on which trackage rights services were commenced on the various lines:

| ROUTE | DATE BNSF COMMENCED TRACAGE RIGHTS SERVICES |
|------------------------------|--|
| Houston-Corpus Christi | October 8, 1996 |
| Denver-Stockton | October 8, 1996 |
| Temple-Kerr, TX | October 9, 1996 |
| Houston-New Orleans | December 16, 1996 |
| Pine Bluff-Memphis | December 16, 1996 |
| Richmond-Warm Springs | December 16, 1996 |
| Houston-Memphis-IC-Effingham | January 16, 1997 |
| Houston-Dayton, TX | January 16, 1997 |
| Temple-Waco/Elgin, TX | March 10, 1997 |
| Beaumont-Amelia, TX | March 23, 1997 |
| San Antonio-Eagle Pass | April 1, 1997 |
| Bieber, CA-Stockton, CA | July 15, 1997 |

Efforts to Market BNSF's New Service to Customers

As I reported in my July 1st Verified Statement, BNSF has continually communicated with its customers concerning its new access rights, both through personal contact with customers directly and through participation in and presentations to industry associations. We believe that these contacts informing new customers of BNSF's competitive capabilities are critical to our success as an effective competitor to UP.

Our contacts between October 1, 1996, and July 1, 1997, were outlined in my July 1st Verified Statement. In that statement, I discussed BNSF's efforts between the date of consummation of the UP/SP merger and July 1, 1997, to contact all potential customers at "2-to-1" points to which BNSF received access as a result of the merger conditions. As of July 1, 1997, it was clear to the BNSF marketing groups that our efforts to contact all customers BNSF gained access to at "2-to-1" points and along trackage rights lines was not complete, due to customer name changes, relocations, and obsolete or incomplete customer lists provided by UP. In an effort to compile accurate customer lists for follow-up to ensure that all of the "2-to-1" customers are aware of their potential for accessing BNSF service, BNSF undertook an intense on-the-ground "blitz" survey of customers in eight major "2-to-1" markets during the third quarter. Pursuant to that effort, BNSF updated customer data and profiles for all shippers to whom BNSF potentially has access under the UP/SP merger conditions. Once BNSF marketing personnel had gathered the updated information, the data was provided to the individual business units which undertook to follow-up with potential customers. During the fourth quarter of 1997, BNSF will focus on contacting remaining customers in rural areas, as well as customers along "2-to-1" shortlines.

In addition to the marketing blitz described above, BNSF had numerous additional communications with shippers and shipper organizations during the third quarter. For example, on July 16, 1997, and August 15 and 27, 1997, I sent letters to our top 700 customers, accompanied by a summary of our July 1, 1997 Quarterly Progress Report, and copies of our August 1 Comments and August 20 Reply Comments filed with the

Board in the Oversight Proceeding. Copies of these letters are attached hereto as Attachments 2, 3 and 4.

Moreover, on July 11, 1997, I sent a letter to customers announcing BNSF's purchase of the I-5 Corridor, and our plans to begin merchandise train service on that corridor effective July 15, 1997. The letter contained dock-to-dock transit times for the I-5 Corridor, with sample transit times between Seattle/Portland/Spokane and the San Francisco Bay Area/Los Angeles/Phoenix. A copy of this letter is attached hereto as Attachment 5. On August 7, 1997, Henry B. Lampe, Assistant Vice President, Shortline/Interline Development, and I sent a letter to all shortlines regarding BNSF's trackage rights and implementation of the merger conditions. A copy of this letter is attached hereto as Attachment 6. Further, on June 30, 1997, Jack Looney, BNSF's Marketing Manager, Distributions Services Group, sent a letter to 40 major transload operators outlining the UP/SP merger conditions as they apply to transloads. The letter was accompanied by a list of "2-to-1" points and "2-to-1" shortlines. A copy of this letter is attached hereto as Attachment 7. We are also providing customers with weekly service updates. Copies of these updates are attached hereto as Attachment 8.

Additionally, BNSF prepared 10,000 copies of a new "Merger Agreement Conditions Map" that illustrates BNSF's entire system, and highlights BNSF's line purchases and trackage rights resulting from the UP/SP merger. The map clearly differentiates trackage rights lines, and provides BNSF's marketing personnel with a means to explain and illustrate the merger conditions and new opportunities for customers to do business with BNSF. The map is especially useful to BNSF marketing

personnel in explaining the "new facilities" and "transload" conditions. Distribution and explanation of the map to customers and connecting carriers are an ongoing part of BNSF's efforts to generate new business along its trackage rights lines.

In a further effort to market our new services, I participated in a number of meetings with shippers and shipper organizations to advise them of our implementation progress and to discuss current issues. For instance, on July 23, 1997, I met with the National Industrial Transportation League's Railroad Transportation Committee in Crystal City, VA. Then, on September 11, 1997, I made a presentation to the Chemical Manufacturers Association Senior Rail Policy Group in Arlington, VA. I also was involved in meetings with the Terminal Elevator Grain Merchants Association Rail Symposium on September 17, 1997, in Kansas City, MO, and the Pacific Northwest Area Rail Shippers on September 18, 1997, in Eugene, OR.

In a major step which will further drive business growth over the trackage rights lines as well as expand BNSF's product offerings for all customers, BNSF during the third quarter established a Mexico Business Unit to market service over BNSF's network in the United States and Canada to customers who have shipments originating or terminating in Mexico. BNSF gained major access, for the first time, to significant Mexico markets as a result of obtaining trackage rights over UP/SP lines to the Brownsville and Eagle Pass, TX gateways, as well as to the Laredo gateway over the Texas Mexican Railway Co. This new 14-person Mexico team has responsibility for equipment management, customer service, and operations logistics functions, and BNSF has expanded its existing Mexico City commercial office as well as established a new

office in Monterrey to facilitate the work of the unit. The unit has been incorporated in Mexico as The Burlington Northern and Santa Fe Railway Company de Mexico, SA de CV, a subsidiary of BNSF.

**Identification of and Contacts with
"2-to-1" and Other New Customers**

We have also continued our efforts to identify all UP/SP customer facilities to which we received access as a result of the UP/SP merger. These include: "2-to-1" facilities on our trackage rights lines; facilities which can be served by the seventeen "2-to-1" shortlines to which we received access; and other new facilities to which we gained access through reciprocal switch at locations such as New Orleans. Our efforts to identify these customer facilities have included direct customer contact both with customers located on the trackage rights lines as well as with customers throughout the nation which ship to or from "2-to-1" points and telephone surveys and on-the-ground site reviews of "2-to-1" points by BNSF teams.

As a result of these efforts, during the third quarter of this year, the number of new customer facilities with BNSF access has changed as shown in the following table:

| CATEGORY | AS OF JULY 1, 1997 | AS OF OCT. 1, 1997 |
|--|-----------------------|-----------------------|
| UP/SP "2-to-1" Customer Facilities | 464 | 516 |
| Customer Facilities on "2-to-1" Shortlines | 225 | 259 |
| Customer Facilities accessed on other carriers (via reciprocal switch) | 159 | 198 |
| TOTAL NEW CUSTOMER FACILITIES NOW ACCESSED BY BNSF | 848 | 973 |

| CATEGORY | AS OF JULY 1, 1997 | AS OF OCT. 1, 1997 |
|---|-----------------------|-----------------------|
| UP/SP "2-to-1" Customer Facilities Removed By UP | 93 | 101 |

Of the 516 UP/SP "2-to-1" customer facilities that have now been identified, BNSF has contacted approximately 90% of those customers, either in person or by telephone or mail, in order to (a) acquaint the customers with BNSF and our system, services, and capabilities; (b) determine the specific local service and communication needs of the customers; and (c) determine where and how BNSF can offer the customers competitive transportation options on any of their transportation needs. We have also worked closely with our partner "2-to-1" shortlines to contact customers on their lines.

We are continuing to review and update the list of customer facilities accessible to BNSF as a result of the merger to assure that the list is current and accurate. Current listings of all such "2-to-1" customer facilities, "2-to-1" shortline customer facilities, and customer facilities opened via reciprocal switch are attached hereto as Attachment 9.

As BNSF has previously reported to the Board, BNSF has been hindered by UP's failure to agree with BNSF on the process to be used in identifying "2-to-1" industries eligible for two-carrier service. While this process should be relatively straightforward, as a practical matter, the process has been labor-intensive and slow. BNSF cannot serve a shipper until UP affirmatively agrees to its "2-to-1" status. And BNSF does not control the information needed to determine with certainty whether the shipper was, indeed, served by two carriers in the premerger time period.

For example, UP initially advised BNSF and P Q Corporation, a potential customer in South Gate, CA, that P Q Corporation was a "2-to-1" customer accessible to BNSF, only to subsequently advise BNSF and P Q Corporation that the customer did not have "2-to-1" status and BNSF could not have access. P Q Corporation restored its "2-to-1" status only upon reminding UP that P Q Corporation had a special agreement not published in the UP and SP switch tariffs granting P Q Corporation reciprocal switch status. Similarly, EKA Chemical in South Gate was established as a "2-to-1" customer only through the joint efforts of P Q Corporation and BNSF; UP had previously advised EKA Chemical and BNSF that EKA Chemical was not a "2-to-1" shipping facility accessible to BNSF. Additionally, UP refused to allow Kennecott Copper in Magna, UT to ship sizeable volumes via BNSF to Jay Hawk and Red House, NV for several months. It was not until Kennecott Copper was able to establish that both of these industries in Nevada were transload centers being operated by Transwood Inc. that UP would allow shipments by BNSF. In these cases and others, the customers were entitled to BNSF access as "2-to-1" customers all along, but the customers and BNSF, not UP, had to prove the customers' right to BNSF access with information that UP had in its possession but which was not obtainable by BNSF without working closely with the customers involved.

Further, UP's delays in responding to BNSF's proposals have impeded BNSF's ability to respond promptly to shipper requests for new service. In addition, UP's failure to provide BNSF with an accurate and complete "2-to-1"^{1/} list has forced BNSF to

^{1/}

The importance of an accurate and complete "2-to-1" list cannot be understated. Shipments via BNSF to customers not shown as "2-to-1" customers on UP's list are

unnecessarily spend considerable time and resources researching customer histories, as UP has not made such information readily available to BNSF. BNSF must also expend its resources challenging UP's denials of "2-to-1" status. BNSF -- by challenging UP's denial of such status -- has caused over 135 "2-to-1" facilities to be added to the list of potential customers. Several of these were customers that UP switched from "2-to-1" to non-"2-to-1" and then switched back to "2-to-1" after a BNSF challenge.

Moreover, contrary to UP's assertions in its August 20, 1997 Reply Comments (UP/SP-311), BNSF did not use "obsolete" UP and SP tariffs in preparing the list of the customer names submitted to UP in February 1997 by BNSF as potential "2-to-1" customers. Those names were derived from switch tariffs and supplements (UP 8005-D, MP 8170-C, and SP 9500-D) in effect as of September 25, 1995, the key date under the Settlement Agreement for determining "2-to-1" status. All of these customer names were specifically identified as open to reciprocal switch at the time of the BNSF Settlement Agreement, but they were not listed as "2-to-1" customers on the list UP provided to BNSF. It was only after repeated requests by BNSF to UP to respond to the list and after having raised the issue of UP's non-responsiveness in its July 1st Quarterly Progress Report that BNSF received a response from UP to the list.

subject to delays while UP holds the cars to determine whether movement on BNSF is permissible. This risk of delay and confusion can significantly affect BNSF's competitiveness. In one recent example involving a "2-to-1" customer on the West Coast, BNSF bid against UP for the traffic, but UP informed the customer that BNSF did not have access to it. When pressed by the customer, UP conceded that the customer was a "2-to-1" customer on BNSF's line, but UP then dropped its price offer substantially to keep the business. While BNSF lost the traffic, the issue of whether BNSF was entitled to access to the customer clouded the bidding process and would have permitted UP to assess higher charges had the customer and BNSF not forced the issue.

In addition, UP has withdrawn "2-to-1" status from over 100 shippers. This has caused hardship for shippers, consignees, BNSF and connecting carriers, and is incredibly time consuming for both BNSF and the customers involved to monitor, challenge, and correct if necessary. Shippers caught in the transition as UP has removed their "2-to-1" status have suffered as their cars are held to determine the disposition of shipments initially routed via BNSF to facilities where UP had originally granted "2-to-1" status to the facility but then changed that status. Further, UP has filed deprivation of revenue claims against BNSF relating to shipments moved to former "2-to-1" customers, even in cases where the shipments were already in transit when UP changed the customer's status. Further, with every "2-to-1" customer UP removes from the "2-to-1" list, BNSF expends time and resources to research the customer's history, and challenge those UP decisions it feels are inaccurate.

It is evident, however, that under the current processes the determinations of which customers are "2-to-1" will not be finalized for an extended time into the future, delaying full implementation of the merger conditions. Accordingly, as BNSF has previously suggested, the Board should establish a presumption that any shipper located at a "2-to-1" point is entitled to two-carrier service, and place the burden of proof on UP to disprove the presumption to the Board with evidence that the shipper was not served by both UP and SP pre-merger.

Increasing Traffic Volumes

As the chart attached hereto as Attachment 10 reflects, BNSF traffic volumes over the lines to which BNSF received access as a result of the merger continue to grow.

Overall, as the chart shows, the traffic volumes on those lines will have increased by almost 27% to approximately 28,300 units for the third quarter of 1997 up from just over 22,300 units in the second quarter of the year.^{2/} These increases in traffic volume have led BNSF to increase service frequency in several traffic corridors, principally the Central Corridor and the Eagle Pass-Temple Corridor. The charts attached hereto as Attachments 11 through 15 reflect the volumes of traffic for each train in the major traffic lanes to which we received access.

During the third quarter, BNSF successfully secured a number of new contracts. For example, in late July, BNSF executed a contract with LCRA and the City of Austin for the transportation of PRB coal to LCRA/Austin's plant at Halsted, TX. Over UP's objection that the Halsted plant was not entitled to receive service from BNSF until an existing contract expired, the Board clarified in Decision No. 73 (served Aug. 14, 1997) in this proceeding that BNSF could provide this unit train service to LCRA/Austin, and deliveries of coal to the plant commenced in August 1997. Beginning in early October, BNSF will commence transporting PRB coal traffic to CPSB's Elmendorf, TX plant. Further, on September 1, 1997, BNSF began receiving significant volumes of traffic

^{2/}

During the third quarter of 1997, BNSF instituted a new system for tracking loaded units moving to, from, or via its UP/SP trackage rights, haulage, or purchased lines. The new system takes advantage of new technological systems, and, because it is able to capture volumes attributable to overhead as well as rerouted traffic, it is significantly more accurate than the system previously used to track such units. Although final numbers for the third quarter of 1997 using this system are not yet available, the chart attached hereto as Attachment 16 confirms based on our estimates to date that the volume of loaded units both to and from "2-to-1" facilities and shortlines has continually grown throughout the year. Other loaded unit volumes have similarly increased.

through a new agreement with Exxon from facilities on the Baytown Branch, and in early September BNSF (in a joint line move with Utah Railway) commenced the delivery of unit coal trains to Sierra Pacific Power's North Valmy, NV generating station.

Additional Access Rights

BNSF is continuing to investigate and pursue opportunities for build-ins/build-outs, new facilities and transloads, and we are currently engaged in discussions with a number of interested customers concerning such facilities. For instance, BNSF is actively working with rail customers on 32 customer-specific projects involving either build-ins/build-outs, new facilities, expansions of existing facilities at "2-to-1" points, or transloads. These projects, which, by their nature, are highly confidential and competitively sensitive, are in varying stages of progression, ranging from early discussions, to negotiations with UP regarding installation of necessary trackage, to the establishment of rail service plans.

With respect to the development of new facilities, we are working with a number of customers and have achieved a number of major successes to date. In addition to the new traffic from the Total Petroleum (Grand Junction) and Texaco (Vallier, LA) facilities described in my July 1st Verified Statement, BNSF and Qualitech Steel Corporation have agreed on the siting of a new iron carbide processing plant at Corpus Christi, TX, along a UP trackage rights line, to be served by BNSF directly. BNSF is currently working with Qualitech on the details of the loadout for this new facility, and with UP on service plans. This facility should commence production during 1998.

During the third quarter, BNSF established Metro Steel Recyclers at Salt Lake City, UT, as a metals transload facility. BNSF is presently working on a number of other possibilities for transload facilities along the trackage rights lines, and has filed a joint petition with R.R. Donnelley & Sons Company (BN/SF-81/RRD-1) with the Board to clarify that a new transload facility located in Sparks, NV is entitled to two-carrier service, as merger conditions provide. We have worked to identify such sites during field surveys along trackage rights and acquired lines and at "2-to-1" points, conducted by our Marketing and Industrial Development teams. We are also talking to our customer base about their transload needs along these lines to pinpoint areas of greatest opportunity for increased rail business.

One barrier in commencing transload service has been the time consuming work required to identify a site and determine what trackwork is necessary to support a proposed transload facility and work with UP to secure access to the site. We will assert our rights under the Settlement Agreement to require UP to make property available to us for such facilities.

Another obstacle to both new facilities and transload service has been UP's continuing narrow interpretations of those two conditions. BNSF's work with shippers to establish new facilities and transload facilities on a project-by-project basis has been stymied by UP's intransigence in recognizing that particular projects are new facilities or transloads. Currently, UP's position on new facilities and transloads is that the only such facilities BNSF can access as a result of the merger conditions are either totally new "greenfield" sites or existing facilities to which rail service is extended for the first time.

UP's position on BNSF access to existing transloads at "2-to-1" points is that such access is limited to "public" transloads (i.e., ones that are for hire and open to the public in general). As BNSF has previously requested, the Board needs to clarify the principles governing the definitions of new facilities and transloads, and establish clear procedures requiring UP to respond promptly to any requests to recognize particular projects as new facilities or transloads, so that shippers and BNSF do not have to engage in protracted disputes with UP on a case-by-case basis about the status of such projects. Otherwise, by simply dragging its feet and interpreting those terms narrowly, UP can continue to deny competition to shippers that the Board clearly intended to protect by its conditions.

A recent example of this type of conduct is reflected in UP's position with respect to the efforts of R.R. Donnelley and Sons Company ("Donnelley") and BNSF to establish a new transload facility at Sparks, NV. The facility, although it has physical access to a rail spur, has not received or shipped freight by rail for at least the past four or five years, and the track adjacent to the facility is dormant. Sprint, Inc. proposes to lease the facility and to provide new transload services to Donnelley transferring rolled paper stock brought to the facility by rail to motor carrier for movement to Donnelley's printing facility at Reno. Conversion of the warehouse to a transload facility will involve new construction to accommodate rail traffic directly into the facility. Nonetheless, UP has taken the position that BNSF should not have access to the facility because the facility is an existing facility that received rail service in the past. The delay occasioned by UP's refusal to acknowledge the facility as one to which BNSF should have access has adversely affected Donnelley's plans to consolidate its operations and to restructure the

transportation of its products, and Donnelley and BNSF have filed a joint petition with the Board (BN/SF-81/RRD-1) to clarify the status of the facility. BNSF's and customers' ability to progress other new projects are "on hold" until a decision is reached clarifying the definition of a "new transload" to which BNSF obtains access at "2-to-1" points and along trackage rights lines.

Overall, notwithstanding these obstacles, there is considerable interest with customers and communities to have access to BNSF service along trackage rights lines, by means of build-in/build-out, new facilities and transload rights, in areas which for years relied totally on the competition between UP and SP. Only twelve months into the post-merger period, many projects are underway but not at the point of laying track or commencing shipping and receiving.

Coordination and Information Exchange

Issues of coordination and information exchange between UP and BNSF continue to be addressed, with the focus on resolving as many outstanding issues resulting from the merger agreements and conditions between the two carriers as possible. I earlier discussed the efforts taken to work through specific customer issues at "2-to-1" points between UP and BNSF. Additionally, we anticipate improvements in data exchange to result from the July 4, 1997 inauguration of our new "TSS" system which merged the old BN and Santa Fe systems, and the merging of SP systems into UP during the coming year.

In addition, during the third quarter, BNSF reorganized its customer service organization. As part of this reorganization, BNSF established a Service Assurance

team. This team, which is geographically organized, is in charge of shipment-specific problem resolution for shipments moving over UP pursuant to the trackage rights, haulage rights, or reciprocal switching terms imposed as a condition of the UP/SP merger.

Although there has been some improvement in communications between UP and BNSF relating to shipment-specific problems involving BNSF traffic moving under the merger conditions, it is necessary for UP to provide BNSF with more timely and accurate action plans for problem resolution, which UP has pledged to do.

Service improvements

As is detailed in the Hord Verified Statement, BNSF has made substantial additional progress in the third quarter of 1997 in implementing the operations and the service necessary to implement the rights it received. Several of those recent operational and service improvements have increased our ability to compete with UP. However, the current service and operational problems in the Houston area are impacting BNSF's ability to provide competitive service and threaten to further adversely impact BNSF absent immediate action to remedy those problems.

With the commencement of daily merchandise train service on the Central Corridor on July 14, 1997, and the I-5 Corridor on July 15, 1997, BNSF is now operating daily merchandise train service in all of the major trackage rights corridors except Corpus Christi-Brownsville. The ability to provide rail users with daily merchandise service on trackage rights lines in these corridors is the cornerstone for effective rail competition --

customers prefer routings where shipments can move on a daily basis. The following table details our current scheduled through daily service in major trackage rights lanes:

SCHEDULED THROUGH TRAIN OPERATIONS ON TRACKAGE RIGHTS

September 30, 1997

| Line Segment | Train Service - Each Direction |
|--|---|
| Central Corridor | Daily merchandise service between Denver and Riverbank/Stockton began July 14, 1997 Daily merchandise service between Provo and Denver |
| I-5 Corridor | Daily merchandise service since July 15, 1997 |
| Gulf East/Southern Corridor - Houston-New Orleans | Daily intermodal service Daily merchandise service |
| Gulf North Corridor - Houston-Memphis (including IC via Effingham) | Daily merchandise service Houston-Memphis Daily merchandise service Longview-Memphis |
| Gulf South Corridor - Temple-Corpus Christi | Daily merchandise service |
| Eagle Pass Corridor | Three days/week merchandise service |

In a number of areas and in a number of lanes, BNSF has increased the frequency of operations in response to customer demands and growing volumes. On October 1, 1997, we will be operating over 118 scheduled through trains per week in the major lanes shown above. The total number of scheduled local and through trains operated by BNSF on its new lines has increased from 169 trains per week at the end of the second quarter to 197 trains per week currently. As service frequency increases, BNSF's service becomes more attractive and competitive to a larger number of

customers in meeting their transportation needs, resulting in further volume growth and competitiveness for BNSF against UP. During the recent quarter, BNSF began its I-5 operations, and began operating daily train service on the Central Corridor. Further, it increased its service from two to three trains per week in each direction between Temple and Eagle Pass, and BNSF plans to provide daily service as soon as the volumes justify such service.

Remaining Challenges

As discussed below, other challenges to full implementation are presented by the failure of BNSF and UP to agree on how certain of the Board's conditions should be implemented. UP takes a narrower view than BNSF and many rail customers in all areas, restricting rights for BNSF and shippers beyond what the merger conditions provide. For instance, as discussed above, we have not been able to agree with UP on an industrial development protocol outlining the processes to be used in locating new industries at "2-to-1 points" and along trackage rights lines. While many of the procedures have been agreed to, we have not been able to agree with UP on the specific definition of a "new facility". If the procedures available to us under the Settlement Agreement prove unavailing to resolve this and other disputes, then BNSF will seek relief either in arbitration or before the Board.

Other challenges we are working with UP and others on include:

- a. Addressing UP Service Problems That Are Adversely Affecting BNSF's Competitiveness

Since the UP/SP merger, BNSF's rail operations in and around Houston have been adversely affected by extreme congestion on the UP lines. As a result, UP is

unable to provide timely and reliable service to its shippers, and UP's congestion problems are now impeding the ability of shippers to receive timely and reliable service from BNSF and other carriers. In the past few months, the service deficiencies caused by this congestion, most of which is concentrated at UP's Englewood Yard, have reached the critical level. As a result of the congestion, rail shipments are being delayed -- sometimes considerably -- and many shippers in south Texas do not have the car supply necessary to ship their product. In addition, a growing number of UP-served customers both accessible to BNSF as well as locally-served by UP have approached, and continue to approach, BNSF (and UP) requesting ways to directly access BNSF service on a temporary basis as a means of shipping around UP's current Gulf Coast congestion. We will work with these customers and UP to the degree possible to meet their needs, without jeopardizing our service offerings for existing BNSF customers.

b. Contract Modification Condition

My July 1, 1997 Verified Statement set forth ways in which Guideline No. 9 (the contract termination provision) has impeded BNSF's ability to compete over the trackage rights lines. During the last quarter, Guideline No. 9 has remained an impediment to BNSF's ability to gain traffic from "2-to-1" shippers. Further, BNSF has been obstructed by UP's ability to foreclose BNSF from access to traffic by bundling rates and volumes at "2-to-1" points with rates and volumes at solely-served UP points. Notwithstanding these impediments, BNSF successfully bid on two additional contracts which were opened by customers under the terms of the contract modification condition.

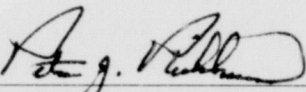
Conclusion

BNSF has achieved substantial progress in the twelve months since the UP/SP merger in using its new access to compete with UP. We have started a new competitive rail service from scratch as of September 11, 1996. We now operate direct daily train service on all of the major corridors over which we received trackage rights. Our capabilities and business have grown, and many customers have benefited from our new access. We believe that our efforts, and the results of those efforts to date, validate the STB's decision to grant the trackage and other rights to BNSF to provide effective long-term competition to UP. However, it is clear that UP's actions -- including the failure to strictly adhere to merger conditions and continuing service failures and problems that adversely impact BNSF, particularly in the Houston and Gulf Coast area -- have impeded BNSF from offering a fully effective competitive service. Indeed, unless immediate steps are taken to remedy the Houston area problems, service by all carriers to shippers in the area as well as BNSF's ability to maintain its current level of competition with UP may be threatened, and shippers will face the risk of the loss of the competitive options the Board anticipated BNSF could and would provide.

VERIFICATION

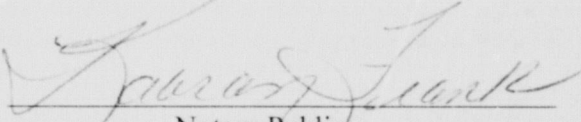
THE STATE OF TEXAS)
)
COUNTY OF TARRANT)

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



Peter J. Rickershauser

Subscribed and sworn to before me on this 26th day of September, 1997.



Notary Public

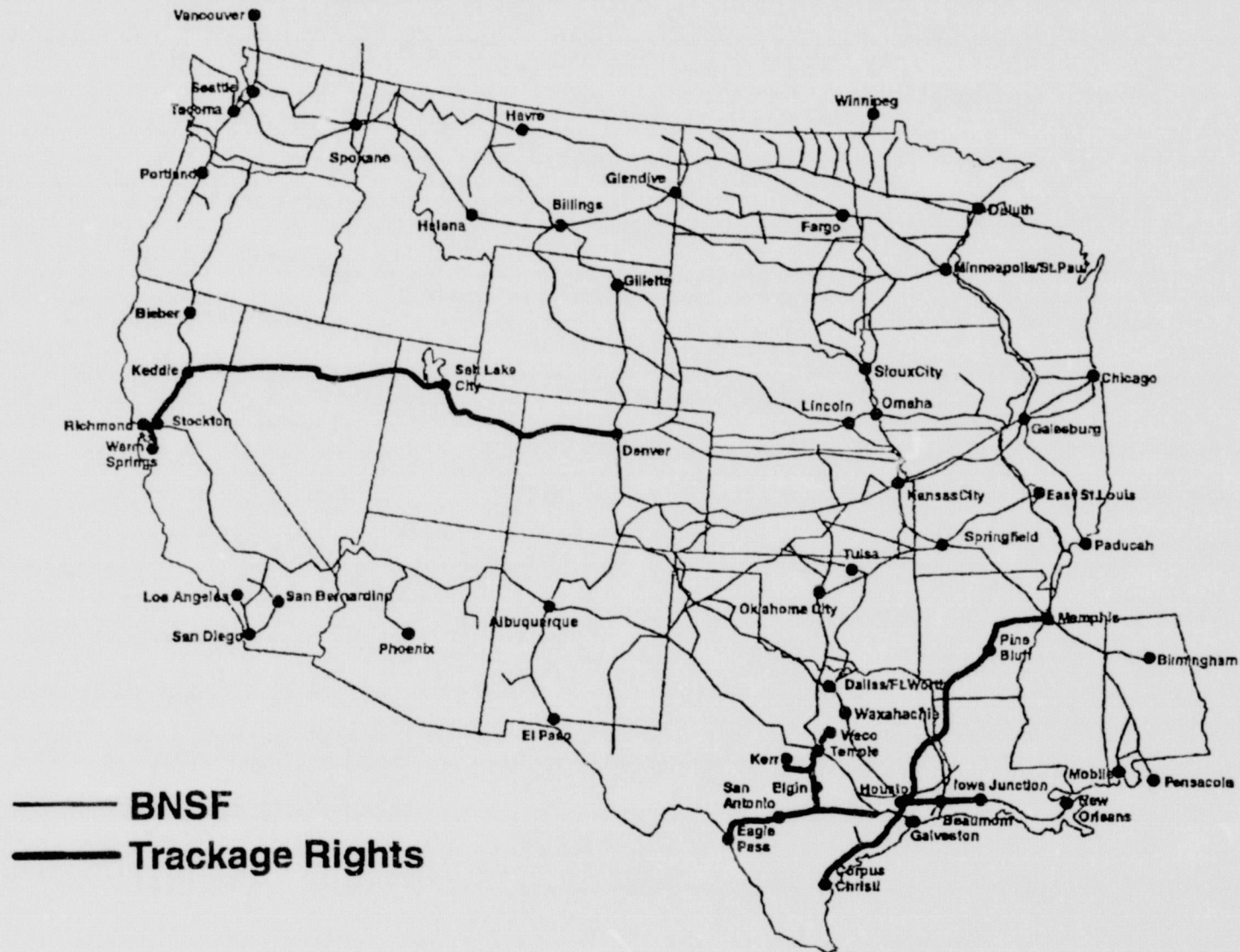
My Commission expires:

9-30-97



ATTACHMENT 1

BNSF Operations over UP/SP Lines



ATTACHMENT 2

BNSF

PETER J. RICKERSHAUSER
Vice President, Marketing UP/SP Lines

Burlington Northern Santa Fe

P.O. Box 961065
2650 Lou Menk Drive, 3rd Floor
Fort Worth, TX 76161-0065
(817) 352-6686
Fax (817) 352-7154

July 16, 1997

Customer name
Company name
Address
Address

Dear *first name if possible*:

BNSF is required by the Surface Transportation Board (STB) to file quarterly reports on its progress in implementing conditions intended to provide rail users with competition to Union Pacific (UP) at points which BNSF gained access to as part of the STB's approval of the Union Pacific - Southern Pacific (SP) merger.

Enclosed is summary information from our July 1, 1997 progress report to the STB. Also enclosed are updated lists of customers now accessible to BNSF as a result of the merger conditions, a map of BNSF's rail system highlighting the merger settlement lines with the "two-to-one" points served, and a list of regional carriers BNSF now reaches. As the report indicates, during the 1997 second quarter BNSF significantly enhanced its ability to offer rail users competitive service over UP/SP lines by:

- ♦ Increasing by more than 60 percent (from 105 to 169) the average number of scheduled BNSF trains operated weekly on UP/SP lines;
- ♦ Finalizing a proportional rate agreement with UP, making possible BNSF's purchase yesterday of the line from Bieber to Keddle, Calif., completing BNSF's I-5 Corridor;
- ♦ Making key capital expenditures, including construction of two tracks for local work at Dayton, Texas, and improvements on the Iowa Junction - Avondale, La., route; and
- ♦ Reaching a marketing arrangement with the Texas Mexican Railroad for business moving over the Laredo Gateway through Robstown/Corpus Christi, Texas.

One measure of BNSF's ability to provide competitive service for customers using these rights is the nearly 50 percent increase in business, from 14,000 units in the first quarter of 1997 to more than 21,000 units in the second quarter.

Despite our progress, a number of issues remain to be resolved to further enhance the level and quality of competitive options BNSF can provide rail users along UP/SP lines. The most significant of those issues is the contract modification condition imposed by the STB on its approval of the UP/SP merger. Thus far, few customers have been willing to allow BNSF to compete for business under contract to UP. Other issues that must be resolved include a protocol for locating new businesses along UP/SP lines served by BNSF, and finalizing which customer facilities BNSF can access at all "two-to-one" points as a result of the UP/SP merger.

July 16, 1997

Page 2

In addition to continuing to work on resolving the open issues, BNSF is making further significant expansions in service during the third quarter of 1997. On July 15, we began providing service over the I-5 Corridor and, in conjunction with that service, providing additional service between Denver and Stockton. We also are pursuing trackage rights operation between Corpus Christi and Brownsville, Texas, where we now provide service via haulage rights.

In addition to the required quarterly progress reports, STB also specified oversight of the UP/SP merger for five years to ensure that the agreements and conditions meet their goals of providing rail users with viable competitive options to a merged UP. Parties desiring to comment on how oversight would be conducted after the first year were required to notify the STB by May 27 of their intent, and to file their initial comments by August 1. Fifty-five customers and other interested parties have notified STB of their intention to participate in the oversight process. BNSF will, of course, participate, and will provide you with additional details as the oversight process progresses.

In the past 10 months that BNSF has been operating over trackage covered by the UP/SP merger agreement, we have put in place and built a network of BNSF through and local train service, and are increasingly well positioned to handle additional traffic in the trackage rights corridors. While much remains to be done, BNSF is firmly committed to our task of providing a competitive transportation alternative to customers whose rail carrier options would have otherwise gone from two to one carrier due to the UP-SP merger. Participation by all customers is essential to our ability to provide competitive service along these new routes, and we want to actively explore our increased transportation capabilities with you.

As we've put in place our trackage rights service, we've also made substantial progress in implementing the BNSF merger. We recognize the need for further improvements to provide all our customers with the level of service quality they require of their transportation partners.

To learn more about how BNSF can meet your rail transportation needs, please do not hesitate to contact me or your BNSF commercial representative. We look forward to continuing and enhancing our mutually profitable relationship in the months and years to come.

Sincerely,

Enclosure

ATTACHMENT 3

BNSF

PETER J. RICKERSHAUSER
Vice President UP/SP Lines

Burlington Northern Santa Fe

2650 Lou Menk Drive
P.O. Box 961065
Fort Worth, TX 76161-0065
817 352-6686
Fax 817 352-7154

August 15, 1997

Dear Valued BNSF Customer:

As you may be aware, the Surface Transportation Board has begun its first annual oversight process on the impacts on rail users of the Union Pacific/Southern Pacific (UP/SP) merger, as well as Burlington Northern Santa Fe's ability to provide effective post-merger competition to UP/SP. The oversight process is among the conditions attached by the STB to the UP/SP merger approval process. BNSF was among those who filed additional comments on the merger with the Board August 1 as part of the oversight process. Responses to those comments are due August 20, 1997.

As part of BNSF's ongoing effort to keep our major customers informed on key issues concerning implementation of the UP/SP merger conditions and agreements, a copy of our August 1 filing is enclosed. BNSF believes the merger conditions overall are working as intended, but that some areas need to be reviewed and clarified in response to concerns expressed by rail users and others. In reviewing our filing, if you find areas of concern to you and your company, or wish additional information, please feel free to contact either your BNSF commercial contact or myself. You also can address your comments directly to the Surface Transportation Board at any time.

Sincerely,

Enclosures

August 15, 1997

Page 2

If, after reviewing the enclosures, you have any further questions, or if the Burlington Northern Santa Fe can provide additional information, please contact either your ongoing BNSF interface in the Shortline/Interline Development Group or one of us. BNSF appreciates our business relationship with your company, and we hope you will take full advantage of our new routes and services over UP/SP lines as a result of the UP/SP merger to extend your customers' competitive rail service reach to the new points we serve - on BNSF!

Sincerely,

Henry B. Lampe

Peter J. Rickershauser

Enclosures

ATTACHMENT 4

BNSF

PETER J. RICKERSHAUSER
Vice President UP/SP Lines

Burlington Northern Santa Fe

2650 Lou Menk Drive
P.O. Box 961065
Fort Worth, TX 76161-0065
817 352-6686
Fax 817 352-7154

August 27, 1997

Dear Valued BNSF Customer:

As you are aware from my letter earlier this month, the Surface Transportation Board (STB) has begun its first annual oversight process on the impacts on rail users of the Union Pacific/Southern Pacific (UP/SP) merger, as well as Burlington Northern Santa Fe's ability to provide effective post-merger competition to UP/SP. The oversight process is among the conditions attached by the STB as part of the merger approval process. BNSF, as well as others, filed comments on the merger with the Board August 1, 1997. Further responses to the August 1 filings, as part of the oversight process, were due to the Board August 20, 1997.

As part of BNSF's continuing effort to keep our major customers informed on key issues concerning implementation of the UP/SP merger conditions and agreements, a copy of our August 20, 1997 filing is enclosed. Through it, you will note BNSF continues to believe the merger conditions overall are working as intended, but that some areas need to be reviewed and clarified in response to concerns expressed by rail users and others in recent months.

A number of comments filed by others on August 1 and August 20 support BNSF's efforts to insure the implementation of the merger conditions provides the competition intended by the Board. If you have areas of concern to you and your company resulting from the merger implementation, or wish additional information, please feel free to contact either your BNSF commercial contact or myself. You can also address your comments to the Surface Transportation Board at any time.

Sincerely,

Enclosure

ATTACHMENT 5

BNSF

PETER J. RICKERSHAUSER
 Vice President, Marketing UP/SP Lines

Burlington Northern Santa Fe

P.O. Box 961065
 2650 Lou Menk Drive, 3rd Floor
 Fort Worth, TX 76161-0065
 (817) 352-6686

July 11, 1997

Dear BNSF Customer:

On Tuesday, July 15, BNSF will complete the purchase from Union Pacific Railroad (UP) of 112 miles of trackage between Bieber and Keddle, Calif., and begin offering immediately daily carload merchandise service over the route. The acquisition of this trackage will extend our customers' competitive reach by providing, for the first time, direct single-line through BNSF service along the entire length of the West Coast I-5 Corridor between Vancouver, British Columbia, and San Diego, California.

This new link will also provide benefits to customers now reached by BNSF in the "Central Corridor," using trackage rights over UP between Denver, Colo., and Stockton, Calif., through Utah. That Central Corridor route intersects the new BNSF I-5 Corridor at Keddle. BNSF customers in the Pacific Northwest will be able to route BNSF single-line to and from the Salt Lake City area as well as central Nevada points for the first time ever.

Here are some sample dock-to-dock transit times for the new I-5 Corridor service:

| Between | Seattle | Portland | Spokane | And |
|---------|----------|----------|----------|-----------------------------------|
| | 8.5 days | 8 days | 7 days | San Francisco Bay Area (Richmond) |
| | 9 days | 7.5 days | 7.5 days | Los Angeles |
| | 9 days | 7 days | 7.5 days | Phoenix |

As demand requires, we will modify and increase service. To further enhance the I-5 service, BNSF will increase the frequency of carload merchandise service to seven days a week on its Central Corridor route between Denver and Stockton beginning Monday, July 14. Service had been five days a week between Denver and Provo, Utah, and three days a week between Provo and Stockton.

The purchase of the key link between Keddle and Bieber is part of the settlement agreement imposed as a condition by the Surface Transportation Board when it approved the merger of UP and SP last summer.

BNSF is committed to providing competitive and superior on-time service to the new customers we reach as a result of UP/SP merger conditions, as well as our existing customers. To learn more about how BNSF can meet your rail transportation needs, contact your BNSF representative.

Sincerely,

Peter J. Rickershauser

ATTACHMENT 6

BNSF

HENRY B. LAMPE
*Assistant Vice President,
Shortline/Interline Development*

Burlington Northern Santa Fe

2650 Lou Menk Drive 76131
P.O. Box 961058
Fort Worth, TX 761658-0061
817-352-6130
817-352-7154

August 7, 1997

<SHORTLINE2>
<MAILING_AD>
<MAILING_CI>, <MAILING_ST> <MAILING_ZI>

One of the major outcomes of the UP/SP merger and the conditions applying to BNSF has been our ability to access new customers at "2-to-1 points," points served prior to the UP/SP merger by only Up and SP, now also served by BNSF. In addition, BNSF gained access to new customers at major locations through reciprocal switching arrangements with carriers at those terminals. Finally, BNSF gained access to 17 additional shortline and regional rail carriers at "2-to-1 points" as a result of the UP/SP merger. As a result, you and your customers can now look to BNSF for competitive rail service to reach over 1,100 new direct customer locations throughout the West.

We have enclosed three lists to help illustrate BNSF's new customer reach as a result of the UP/SP merger. The first list shows the 17 additional shortline and regional rail carriers at "2-to-1 points" which can now interchange directly with BNSF at the junctions shown. The second list the customers we now reach directly at "2-to-1 points," or through interchange or reciprocal switch, sorted by customer location (state, city, customer name). The third list shows those customers in alphabetical order.

These lists continue to change and grow as BNSF and UP review and add additional specific customer locations to our "2-to-1" customer lists. We will send out periodic updates to these lists. In addition, if you would like this information in a spreadsheet format on a diskette for easier handling by your organization, please let me know, and one will be provided.

ATTACHMENT 7

BNSF

Jack Looney
*Market Manager - Distribution
Services Group - Chemicals*

Joe Terracina
*Market Manager - Distribution
Services Group - Minerals*

Burlington Northern Santa Fe

Marketing Building - 3rd Floor
P.O. Box 961062
Fort Worth, TX 76151-0062
817-352-6522
817-352-6534
817-352-7113 (fax)

June 30, 1997

Dear .

We have at various times discussed areas where there may be opportunities to expand our joint commercial relationship. In this regard, we want to be sure that you consider the potential impact of the conditions imposed by the Surface Transportation Board (STB) on the UP/SP merger which may hold specific opportunities for impact on transload operators such as A&R Transport, Inc. Those conditions include:

1. BNSF has the right to serve existing transloads located at "2-to-1" locations it now reaches via trackage rights. (A "2-to-1" location is one which was served, prior to the UP/SP merger, only by Union Pacific and Southern Pacific, and by no other major rail carrier). A list of such "2-to-1" locations is enclosed.

Our information does not indicate that you have an existing transload at any of these "2-to-1" locations. However, should our information be incorrect and A&R Transport, Inc has such a facility, there is an opportunity for you and BNSF to work together to insure competition for business moving through your facility, and to insure BNSF gains access, either directly or through reciprocal switch. I would appreciate hearing from you if you have an operation at any of these "2-to-1" points.

2. BNSF has the ability to work with any customer, including transload operators such as A&R Transport, Inc, to locate new facilities anywhere along the over 3,900 miles of trackage where BNSF now operates over UP or SP, as a result of the STB conditions on the UP/SP merger. A map is attached showing these lines, which basically are as follows:

- Denver, CO-Stockton, CA (The "Central Corridor")
- Houston-Corpus Christi-Brownsville, TX
- Houston-New Orleans
- Temple-San Antonio-Eagle Pass, TX
- Bieber-Keddie-Stockton, CA (The "I-5 Corridor")
- Additional branch line in Texas serving Sugarland and Waco, and connections to Austin through interchange with the Longhorn Railroad at Elgin, TX
- Additional branch lines in California serving Fullerton, LaHabra and Ontario in the Los Angeles area, and point in northern California including Fremont and San Jose.

3. BNSF now connects with 17 new shortline carriers as a result of the UP/SP merger conditions. A list of these new shortline connections is also enclosed. If A&R Transport, Inc has, or is looking to establish, a transload on any of these carriers, BNSF can work with you and your customers to insure competitive rail service to and from points on these lines.

We continue to be very interested in determining what plans you may have for new terminals that may involve either our trackage rights lines or our core BNSF network. We would like to discuss potential mutual opportunities with you including areas where we think there may be a need for additional transloading capacity. In this regard, we will be in touch with you to progress this further. In the meantime, if you need further information, or have additional questions, please do not hesitate to contact us.

Sincerely,

Jack Looney
Joe Terracina

cc: Peter J. Rickershauser - VP, Marketing UP/SP Lines
Stuart L. Morrow - GD, Distribution Services
Skip Kalb - AVP, Industrial Development

UP/SP 2-to-1 Locations

| Arkansas | California | Louisiana | Louisiana (con't) |
|-------------------|--------------------|---------------|-------------------|
| BALDWIN | ALMANOR | ABBEVILLE | LABADIEVILLE |
| BRDGE JUNCTION | BIEBER | ACHEE | LACASSINE |
| CAMDEN | CHESTER | ANSE LA BUTTE | LAFAYETTE |
| EAST CAMDEN | CLEAR CREEK JCT | AVERY ISLAND | LAFAYETTE STORAGE |
| FAIR OAKS | ELMHURST | AVONDALE | LAGONDA |
| FORREST CITY | FREMONT | BALDWIN | LAKE CHARLES |
| HOPE | FULLERTON | BAYOU SALE | LEIGHTON |
| HOXIE | HALLS FLAT | BERWICK | LITHCOTE |
| JONESBORO | HERLONG | BILLEAUD | LOCKPORT |
| LITTLE ROCK | HUNTINGTON PARK | BOEUF | LULING |
| NORTH LITTLE ROCK | JELICO | BOUTTE | MAGNOLIA |
| PARAGOULD | KEDDIE | BRANNON | MATHEWS |
| PINE BLUFF | KOHLER | BREAUX BRIDGE | MCILHENNY |
| PRESLEY | LAHABRA | BROUSSARD | MERMENTAU |
| TEXARKANA | LASSEN VIEW | BUNKIE | MIDLAND |
| WALNUAT RIDGE | LATHROP | CABOT | MORGAN CITY |
| WEST MEMPHIS | LITTLE VALLEY | CADE | NAQUIN |
| | LIVERMORE | COLLEY | NEW IBERIA |
| | LODGE POLE | CROWLEY | NEW ORLEANS |
| | LYOTH | CYPREMTORT | NORTH BEND |
| | MELROSE | DAVIDS | NUNEZ |
| | MILPITAS | DELCAMBRE | OLIVIER |
| | NORVELL | DES ALLEMANDS | OPELOUSAS |
| | ONTARIO | DONNER | PARADIS |
| | PATATA | DUSON | PATOUTVILLE |
| | PIT RIVER | ELKS | PESSON |
| | PLEASANTON | EMMA | POWER HOUSE SPUR |
| | PORTOLA | ERATH | RACELAND |
| | RADUM | ESTHERWOOD | RACELAND JCT |
| | ROBBERS CREEK | EUNICE | RAMOS |
| | SACRAMENTO | FLORENCE | RAYNE |
| | SAN JOSE | FRANKLIN | ROANOKE |
| | SAN LEANDRO | GAJAN | SCHRIEVER |
| | SANTA ANA | GARDEN CITY | SCOTT |
| | SANTA FE SPINGS | GLENCOE | SOUTHDOWN |
| | SHINN | GROSSE ISLE | SUPREME |
| | SOUTH GATE | HARBOR | THIBODAU JCT |
| | TREVARNO | HOUMA | THIBODAU |
| | TURLOCK | IOWA JUNCTION | TORTUE |
| | WARM SPRINGS | IVANHOE | UNITED |
| | WEST SACRAMENTCJAY | | URSA |
| | WESTWOOD | JEANERETTE | VALLIER |
| | WILLOW SPRINGS | JENNINGS | WALROY |
| | YOLO PORT | KAPLAN | WEEKS |
| | | | WELSH |
| | | | WEST BRIDGE JCT |
| | | | WEST ERATH |
| | | | WEST LAKE |
| | | | WEST LAKE CHARLES |
| | | | WESTWEGO |
| | | | YOUNGS |
| | | | ZACARTER |

Colorado

ARVADA
GRAND JUNCTION

Kansas

HERINGTON
PRESTON

Missouri

LABADIE
UNION ELECTRIC COAL
WEST LABADIE

Nevada

ARGENTA
BATTLE MOUNTAIN
BEOWAWE
CARLIN
DUNPHY
ELKO
HALLECK
RENNOX
SHAFTER
SPARKS
VALMY
VERDI
VIVIAN

UP/SP 2-to-1 Locations

| <u>Texas</u> | <u>Texas (con't)</u> | <u>Utah</u> |
|-----------------|----------------------|-----------------------|
| ABERCROMBIE | LIBERTY HILL | CITY LIMITS |
| ALFALFA | LLANO | CLEARFIELD |
| AMELIA | MANOR | EVONA |
| AUSTIN | MARBLE FALLS | GADSBY |
| BAYTOWN | MAURICEVILLE | GARFIELD |
| BEAUMONT | MCNEIL | GATEX |
| BELLMEAD | MILBY | GENEVA |
| BERTRAM | MONT BELVIEU | IRONTON |
| BROWNSVILLE | NULFORD | LITTLE MOUNTAIN |
| BUFORD | ORANGE | MACOMB JCT |
| BURNET | PAXTON | MAGNA |
| BUTLER | PERSHING | NORTH SALT LAKE |
| BUTTER KRUST | PORT OF BROWNSVILLE | OGDEN |
| CLINT | REMOUNT | OGDEN SUGAR WORKS |
| COLLEGE STATION | ROBSTOWN | PIONEER |
| CORPUS CHRISTI | ROUND ROCK | PROVO |
| CORSICANA | SAN ANTONIO | RELICO |
| DAYTON | SCOBEE | SALT LAKE CITY |
| DECKER | SIERRA BLANCA | SMELTER |
| DEFENSE | SINTON | SPRINGVILLE |
| DEMARCO | SMOOT | UTAH RY JCT |
| DICKENSON | STACKS | WILCKEN SPUR |
| DUMONT | STOLZ | WIP(WEBER INDUSTRIAL) |
| DURAGLAS | SUDDUTH | WOODS CROSS |
| EAST BAYTOWN | SUGARLAND | |
| EAST WACO | TEXARKANA | |
| ECHO | TYLER | |
| EL PASO | VICTORIA | |
| ELDON | WACO | |
| ELGIN | WEBSTER | |
| FABENS | WHITE STONE | |
| FAIRLAND | YSLETA | |
| FROMME | | |
| GANDY | | |
| GENOA | | |
| GIDDINGS | | |
| GRANITE MTN | | |
| GREAT SOUTHWEST | | |
| HALSTEAD | | |
| HARLINGEN | | |
| HILLS | | |
| HOOKS | | |
| HOUSTON | | |
| KERR | | |
| KINGSLAND | | |
| LEAGUE CITY | | |
| LEANDER | | |
| LEMONVILLE | | |

SHORTLINES CONNECTING WITH BNSF AT UP/SP 2/1 POINTS

| <u>CORRIDOR</u> | <u>SHORTLINE</u> | <u>JUNCTION WITH BNSF</u> |
|---------------------|--|--|
| Central Corridor | BHP Nevada Salt Lake City Southern* Salt Lake Garfield & Western Utah Railway Utah Central Railway | Shafter, NV Salt Lake City, UT Salt Lake City, UT Grand Junction, CO Provo, UT Utah Railway Jct., UT Ogden, UT |
| Houston-Brownsville | Brownsville & Rio Grande International Railroad Corpus Christi Terminal Association Texas Mexican Railway Co. | Port of Brownsville, TX Corpus Christi, TX Corpus Christi, TX Houston, TX Robstown, TX |
| Houston-Memphis | Little Rock & Western Railroad Little Rock Port Authority Railroad | North Little Rock, AR Little Rock, AR |
| Houston-New Orleans | Arcadiana Railway Louisiana & Delta Railroad New Orleans Public Belt Orange Port Terminal Railroad | Crowley, LA Lafayette, LA Schriever, LA New Orleans, LA Orange, TX |
| I-5 | Almanor Railroad | Clear Creek Junction, CA |
| Texas - Other | Georgetown Railroad Longhorn Railway | Kerr, TX Elgin, TX |

Notes:

*BNSF customer access limited to specific customers within Salt Lake City reciprocal switch limits

Updated through June 30, 1997

ATTACHMENT 8

BNSF

Customer Service Update

July 17, 1997

This update is being sent to BNSF customers who have expressed interest in receiving regular service update communications from BNSF. If you would like to be taken off the fax list for all such communications, please let your BNSF marketing representative know.

BNSF Customer Service Updates provide BNSF Merchandise customers with the latest available information on BNSF rail service. Customer Service Updates will be issued as needed but at least once each week.

For additional information, please contact your BNSF marketing representative.

I-5 Corridor Purchase Completed:

BNSF has completed the purchase from Union Pacific Railroad (UP) of 112 miles of trackage between Bieber and Keddie, Calif., and has begun offering daily carload merchandise service over the route. The purchase of the key link between Keddie and Bieber is part of the settlement agreement imposed as a condition by the Surface Transportation Board when it approved the merger of UP and Southern Pacific Transportation Company in August 1996.

Acquisition of this trackage expands BNSF customers' competitive reach by providing, for the first time ever, direct single-line service along the entire length of the West Coast I-5 Corridor between Vancouver, British Columbia, and the San Diego area.

The new link also provides benefits to customers now reached by BNSF in the central corridor, using trackage rights over UP between Denver and Stockton, Calif., through Utah. That route intersects the new BNSF I-5 Corridor at Keddie. BNSF customers in the Pacific Northwest now can ship single-line to and from the Salt Lake City area as well as central Nevada for the first time.

To further enhance the new I-5 service, **BNSF has increased the frequency** of carload merchandise service to seven days a week on its central corridor route between Denver and Stockton. Service had been five days a week between Denver and Provo, Utah, and three days a week between Provo and Stockton.

Kansas City Yard Progress Report:

BNSF began operation of its new Argentine Yard at Kansas City on schedule July 7. Switching work done at other facilities in the Kansas City area and neighboring terminals has begun being phased into Argentine. Completion of the entire process is expected by the end of this year.

In the yard itself, switches, retarders and various other hardware are being fine-tuned in order to accommodate the additional traffic that will be handled at the new \$95 million Argentine facility. When it is fully phased into service, it will help improve terminal operations as far away as Barstow, Calif., and Galesburg, Ill.

Along with the transition to a single information system, opening of the new Argentine Yard is expected to result in less handling of cars moving through the Kansas City terminal complex, movement of traffic over more efficient routes and improved service consistency for BNSF customers.

Sent via fax at 5 p.m. CDT
Thursday, July 17, 1997

BNSF

Customer Service Update

July 24, 1997

This update is being sent to BNSF customers who have expressed interest in receiving regular service update communications from BNSF. If you would like to be taken off the fax list for all such communications, please let your BNSF marketing representative know.

New I-5 Service Saves Time:

BNSF's new daily carload service over the West Coast I-5 Corridor already has begun saving customers time: a shipment between Everett, Wash., and Phoenix now makes the trip in about three fewer days and with two fewer switches compared with BNSF routes available prior to the beginning of BNSF I-5 service July 15.

The new service was made possible by BNSF's purchase from Union Pacific Railroad (UP) of 112 miles of trackage between Bieber and Keddie, Calif., as part of the settlement agreement imposed as a condition by the Surface Transportation Board when it approved the merger of UP and Southern Pacific Transportation Company in August 1996.

Pensacola Line Sold to StatesRail Subsidiary:

BNSF has agreed to sell its 139-mile Pensacola Line that extends from Kimbrough, Ala., to Pensacola, Fla., to Alabama & Gulf Coast Railway, LLC (A&GC). Upon closing of the sale, which is scheduled for late fall, A&GC will handle all traffic to and from this line. As a part of the agreement, A&GC will re-open BNSF's line between Atmore, Ala., and Cantonment, Fla. A&GC is a subsidiary of StatesRail, one of the leading shortline railroad operators in the United States.

Interchange Delays:

Interchange with connecting carriers is normal at all locations, except shipments moving to and from Union Pacific Railroad (UP) may be delayed for up to three days in the Houston area due to congestion on UP.

New Topeka Area Code:

Most of northern Kansas, including BNSF operations in Topeka, have changed to a new area code — 785. Customers calling the Topeka area will need to update fax number lists, computer profiles or pre-programmed fax and phone machines to reflect this change. Customers can, of course, continue to contact BNSF Customer Service at 1-800-809-2673.

BNSF Customer Service Updates provide BNSF Merchandise customers with the latest available information on BNSF rail service. Customer Service Updates will be issued as needed but at least once each week.

For additional information, please contact your BNSF marketing representative.

Sent via fax at 5 p.m. CDT
Thursday, July 24, 1997

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BNSF

Customer Service Update

July 29, 1997

This update is being sent to BNSF customers who have expressed interest in receiving regular service update communications from BNSF. If you would like to be taken off the fax list for all such communications, please let your BNSF marketing representative know.

Service Assurance Group To Be Established:

On Aug. 4, BNSF will establish a new Service Assurance group to address shipments for which BNSF service is not meeting customers' expectations. Creation of the separate Service Assurance group will allow BNSF Customer Service representatives to focus on customers' transactional needs while the Service Assurance group works with BNSF Operations to ensure that service issues are quickly resolved. Next Monday, customers will be able to reach the Service Assurance group at 1-800-769-2673. Additional information will be mailed to BNSF Merchandise customers later this week.

Main Line Issues:

A wall of water resulting from heavy local downpours caused a five-car derailment and track outage this morning just east of **Fort Collins, Colo.** Track crews are in place and service was expected to be restored by the end of business today. Slight delays are expected on Merchandise shipments moving between the **Pacific Northwest** and **Texas**.

Terminal Issues:

Heavy volume at **Galesburg, Kansas City** (Argentine and Murray) and **Denver** may result in some delay to Merchandise traffic moving to and from those locations.

Power Issues:

Power for Merchandise trains is tight system-wide, resulting in intermittent delays at some terminals.

Interchange Issues:

Interchange with connecting carriers is normal at all locations, except delays to some Merchandise shipments moving to and from Union Pacific Railroad (UP) in the Houston area continue due to congestion on UP.

BNSF Customer Service Updates provide BNSF Merchandise customers with the latest available information on BNSF rail service. Customer Service Updates will be issued as needed but at least once each week.

For additional information, please contact your BNSF marketing representative.

Sent via fax at 5 p.m. CDT
Tuesday, July 29, 1997

BNSF



Customer Service Update

August 13, 1997

This update is being sent to BNSF customers who have expressed interest in receiving regular service update communications from BNSF. If you would like to be taken off the fax list for all such communications, please let your BNSF marketing representative know.

BNSF Customer Service Updates provide BNSF Merchandise customers with the latest available information on BNSF rail service. Customer Service Updates will be issued as needed but at least once each week.

For additional information, please contact your BNSF marketing representative.

Service Recovers following Amtrak Derailment:

Service on BNSF's transcontinental main line is near normal following a washout and subsequent derailment of an Amtrak train that closed the double-track main line near Kingman, Ariz., for more than 24 hours over the weekend. Both main lines were re-opened by the evening of Sunday, Aug. 10.

The main-line closure resulted in locomotive power imbalances that delayed some Merchandise traffic moving between the Midwest and southern California earlier this week. Locomotive power flows were expected to be back to normal this afternoon.

Power Issues:

Power for Merchandise trains remains tight system-wide, resulting in intermittent delays at some terminals, including Kansas City and Temple. Merchandise traffic is being moved via alternate routes where feasible to minimize delay.

Trackage Rights Issues:

BNSF Merchandise shipments moving via trackage rights over Union Pacific Railroad (UP) between Houston and Beaumont, Texas, and between Houston and Memphis continue to be delayed by 18 hours or more due to congestion on UP. BNSF has assigned operations employees to work with UP to minimize delays to BNSF traffic.

Sent via fax at 5 p.m. CDT
Wednesday, Aug. 13, 1997

BNSF

Customer Service Update

August 21, 1997

This update is being sent to BNSF customers who have expressed interest in receiving regular service update communications from BNSF. If you would like to be taken off the fax list for all such communications, please let your BNSF marketing representative know.

BNSF Customer Service Updates provide BNSF Merchandise customers with the latest available information on BNSF rail service. Customer Service Updates will be issued as needed but at least once each week.

For additional information, please contact your BNSF marketing representative.

Internet Equipment Tracing Enhancements:

BNSF has enhanced its Internet equipment tracing capability. Available now are:

- Shipment location information on shipments that are not currently on BNSF but that include BNSF in the route. (The information on off-line shipments is provided through the Association of American Railroads.)
- The ability to trace up to 150 different pieces of equipment at a time. The previous maximum had been 30 pieces of equipment.
- Tracing by a range of equipment numbers (for example, BNSF 100001 to BNSF 100007), subject to the 150-unit maximum.

You can find this enhanced tracing capability on the Internet at www.bnsf.com in the "Customers" section.

Account Representatives' Names Added to Invoices:

BNSF account representatives' names and telephone numbers have been added to the statements sent to BNSF customers. The addition is part of the railway's continuing effort to make it easier for customers to contact BNSF.

Service Assurance Staffing Completed:

BNSF's new Service Assurance group is now fully staffed and available to address shipments for which BNSF service is not meeting customers' expectations. Service Assurance can be reached at 1-800-769-2673. Attached is a list of frequently called numbers that includes the new Service Assurance group, which was established earlier this month.

Power Issues:

Power for Merchandise trains remains tight system-wide, resulting in intermittent delays at some terminals, including Barstow, Denver, Laurel, Kansas City, Seattle and Temple. Merchandise traffic is being moved via alternate routes where feasible to minimize delay.

Trackage Rights Issues:

BNSF Merchandise shipments moving via trackage rights over Union Pacific Railroad (UP) between Houston and Beaumont, Texas, and between Houston and Memphis continue to be delayed due to congestion on UP.

Sent via fax at 5 p.m. CDT
Thursday, Aug. 21, 1997

BNSF Customer Support

Useful Phone Numbers

| | |
|-------------------------------|--------------------------|
| Billing (fax bills of lading) | 1-800-786-2455 |
| Customer Service Center | 1-800-289-2673 |
| Electronic Services | 1-800-809-2673, option 4 |
| Equipment Distribution | 1-800-234-8440 |
| Inspection Service Bureau | 1-800-333-4686 |
| Service Assurance | 1-800-769-2673 |
| Voice Response Unit | 1-800-809-2673 |

- Option 1 - Tracing, scale weights
- Option 2 - Diversion
- Option 3 - Freight bill queries
- Option 4 - EDI support
- Option 5 - Tariff rates
- Option 6 - Customer Report System
- Option 7 - Corporate Relations
- Option 8 - BNSF police

Customer Service Centers

| <u>Commodity group</u> | <u>Manager</u> | <u>Customer Service</u> | <u>Telephone</u> |
|-----------------------------------|----------------|-------------------------|---|
| Ag Commodities | Ken Graham | | (785)559-7534 (effective Oct. 12, 1997) |
| Autos | Duane Giffen | | (785)559-7511 |
| Chemicals | Ron Zink | | (785)559-7544 |
| Consumer Products | Gene Pettus | | (785)559-7533 |
| Forest Products | Bill Pugh | | (785)559-7510 |
| International | Roy Mendoza | | (785)559-7542 |
| | Kenn Miller | | (915)534-2361 |
| | Robert Puentes | | (915)534-2362 |
| Metals | Duane Giffen | | (785)559-7511 |
| Minerals | Ken Bybee | | (785)559-7540 |
| Revenue Support | Susan Elevier | | (785)559-7543 |
| General group | Mike Brier | | (785)559-7728 |
| <u>Directors Customer Service</u> | | | |
| | Mary Harwood | | (785)559-7507 |
| | Tom Lorch | | (785)559-7581 |

Service Assurance:

| | | |
|----------------------------------|-------------|---------------|
| Senior Manager Service Assurance | Lenny Berz | (785)559-7519 |
| Director Service Assurance | Dave Hibner | (785)559-7765 |

General Director Customer Support

| | |
|--------------|---------------|
| Steve George | (785)559-7504 |
|--------------|---------------|

BNSF

Customer Service Update

August 28, 1997

This update is being sent to BNSF customers who have expressed interest in receiving regular service update communications from BNSF. If you would like to be taken off the fax list for all such communications, please let your BNSF marketing representative know.

BNSF Customer Service Updates provide BNSF Merchandise customers with the latest available information on BNSF rail service. Customer Service Updates will be issued as needed but at least once each week.

For additional information, please contact your BNSF marketing representative.

Labor Day Holiday Operations:

BNSF plans to operate as many road-haul Merchandise trains as possible consistent with crew availability over the upcoming Labor Day weekend, in order to move traffic delayed by locomotive power imbalances over the last few days.

Local train service and yard and industry switch engine assignments will be adjusted in line with anticipated reduced customer demand, and locomotives normally assigned to those services will be used to move additional road-haul traffic.

Employees at locomotive shops and servicing facilities also will continue to work Saturday and Sunday (and at several locations on Monday as well) to boost post-holiday locomotive availability. Some shops will work overtime Saturday and Sunday.

Power Issues:

Power for Merchandise trains remains tight system-wide, resulting in intermittent delays at some terminals. Delays are likely to Merchandise shipments moving via Kansas City, Laurel, Lincoln, Los Angeles and Temple.

Trackage Rights Issues:

BNSF Merchandise shipments moving via trackage rights over Union Pacific Railroad (UP) between Houston and Beaumont, Texas, and between Houston and Memphis continue to be delayed due to congestion on UP. Some BNSF trains between Houston and Memphis are being re-routed via Tulsa as capacity on that line permits.

Locomotive Shop Capacity Expansion Announced:

BNSF announced earlier this week that it will increase by 25 percent the capacity of its locomotive servicing facility at Barstow, Calif., as a result of an agreement signed with GE Transportation Systems (GE). GE is expected to begin construction of the \$4 million expansion about Jan. 1, with completion expected in August 1998. The expansion will bring to almost 900 the number of locomotives assigned to Barstow for running maintenance.

During the last 12 months, BNSF has added locomotive maintenance capacity throughout its system. In addition to the Barstow expansion, BNSF is expanding locomotive maintenance capacity at City of Commerce, Calif., and has re-opened locomotive maintenance facilities at Havre, Mont., and Kansas City, Mo.

Helpful Numbers:

1-800-769-2673: Service Assurance, to report and resolve service issues

1-800-289-2673: Customer Service Center, for ordering in and releasing cars and other transactions

1-800-809-2673: Voice Response Unit, for tracing and other inquiries

1-800-234-8440: Equipment Distribution, for inquiries about empty equipment

1-800-333-4686: Inspection Service bureau, to report damaged shipments

Sent via fax at 5 p.m. CDT
Thursday, Aug. 28, 1997

BNSF

Customer Service Update

September 11, 1997

This update is being sent to BNSF customers who have expressed interest in receiving regular service update communications from BNSF. If you would like to be taken off the fax list for all such communications, please let your BNSF marketing representative know.

BNSF Customer Service Updates provide BNSF Merchandise customers with the latest available information on BNSF rail service. Customer Service Updates will be issued as needed but at least once each week.

For additional information, please contact your BNSF marketing representative.

Routing Improvements:

BNSF has put into place several train routing improvements in an effort to improve customer service and reduce pressure on terminals in the Midwest.

Traffic from Greybull, Wyo., destined for Galesburg, Ill., Chicago gateways and Kansas City, now will travel north to Laurel, Mont., where it will be added to a direct train destined for Galesburg and Kansas City. Previously, this traffic made numerous stops on a local merchandise train at Casper and Guernsey, Wyo., Sterling, McCook and Lincoln, Neb.

An additional improvement includes traffic exchange of two daily Denver trains at McCook for eastward movement via Lincoln to Kansas City and Galesburg.

BNSF's customers will save a minimum of 24 hours on traffic to Kansas City, Galesburg and Chicago gateways with the new routing of Greybull traffic via Laurel. The change also will ease congestion at Lincoln and Denver and improve eastbound service to Kansas City and Galesburg.

Power Issues:

Power for Merchandise trains remains tight system-wide, resulting in intermittent delays at some terminals. Delays are likely to Merchandise shipments moving via Kansas City and Laurel.

Additional Locomotives:

BNSF expects to take delivery of 32 new C44-9CW locomotives this month, and to lease an additional 21 units from Helms and the Locomotive Rebuild Center. For the year, BNSF expects to take delivery of more than 200 new units and another 139 leased units to help improve motive power availability.

Trackage Rights Issues:

The flow of traffic moving via trackage rights over Union Pacific Railroad (UP) between Houston and Beaumont, Texas, and between Houston and Memphis has improved, although some congestion on those routes continues and intermittent delays to Merchandise shipments still are possible.

Helpful Numbers:

1-800-769-2673: Service Assurance, to report and resolve service issues

1-800-289-2673: Customer Service Center, for ordering in and releasing cars and other transactions

1-800-809-2673: Voice Response Unit, for tracing and other inquiries

1-800-234-8440: Equipment Distribution, for inquiries about empty equipment

1-800-333-4686: Inspection Service bureau, to report damaged shipments

Sent via fax at 5 p.m. CDT
Thursday, Sept. 11, 1997

BNSF

Customer Service Update

September 18, 1997

This update is being sent to BNSF customers who have expressed interest in receiving regular service update communications from BNSF. If you would like to be taken off the fax list for all such communications, please let your BNSF marketing representative know.

BNSF Customer Service Updates provide BNSF Merchandise customers with the latest available information on BNSF rail service. Customer Service Updates will be issued as needed but at least once each week.

For additional information, please contact your BNSF marketing representative.

Initiatives to Ease Congestion on UP:

BNSF is discussing with customers and shipper organizations a number of initiatives under which BNSF would expand the scope of its trackage rights operations over Union Pacific Railroad (UP) to help ease congestion on UP lines on the Gulf Coast. Congestion in the area has resulted in delays to shipments made by BNSF customers as well as those served by UP.

The proposals involve temporary changes to the operations conditions imposed by the Surface Transportation Board (STB) on the UP/Southern Pacific merger. An outline of the proposals has been provided to UP.

The proposed temporary congestion relief measures would:

- Help customers restore normal shipping patterns and more consistent transit times
- Improve BNSF's ability to move shipments originating in the Houston area
- Allow traffic not originating or terminating at Houston to bypass the terminal area
- Ease congestion pressures on UP

The proposals would require action by the STB. If you would like more details on the proposals, or if you have ideas for easing the Gulf Coast congestion on UP and BNSF, please contact your BNSF marketing representative.

Power Issues:

Power for Merchandise trains remains tight system-wide, resulting in intermittent delays at some terminals. Delays are likely to Merchandise shipments moving via Kansas City.

Terminal Issues:

Fine-tuning the technology at the new Argentine Yard in Kansas City continues, resulting in periodic hump outages that in turn may lead to some delay to Merchandise traffic. Trains are being sorted at outlying terminals to minimize any delay.

The scale at Argentine has been out of service since Sept. 13 as the result of a lightning strike. Repairs are under way (and additional lightning protection has been installed). The scale is expected to be back in service this weekend, but cars that need to be weighed may be delayed.

Helpful Numbers:

1-800-769-2673: **Service Assurance**, to report and resolve service issues

1-800-289-2673: **Customer Service Center**, for ordering in and releasing cars and other transactions

1-800-809-2673: **Voice Response Unit**, for tracing and other inquiries

1-800-234-8440: **Equipment Distribution**, for inquiries about empty equipment

1-800-333-4686: **Inspection Service bureau**, to report damaged shipments

Sent via fax at 5 p.m. CDT
Thursday, Sept. 18, 1997

ATTACHMENT 9

2-TO-1 CUSTOMERS

| Record # | Customer | Physical Address | Station |
|----------|--|--------------------------|-------------------|
| 1378 | Gilchrist Bag | 907 Sharp Ave N W | Camden |
| 1458 | International Paper Bag Pak | 2119 Adams | Camden |
| 1465 | Intl Paper Southern Kraft | 944 Adams S W | Camden |
| | Riceland Foods | Route 2 | Fair Oaks |
| 1170 | Cargill Inc | 150 East Davis | Forrest City |
| 1993 | 3M Industrial Mineral Products (3M Arch | 3110 Walters Road | Little Rock |
| 1001 | 3M Industrial Mineral Products (3M Roa | 3110 Walters Road | Little Rock |
| 1999 | ADM Processing | Foot of E 9th & Bond Sts | Little Rock |
| 1016 | AFCO Steel Bond Street Plant | 1423 E 6th St | Little Rock |
| 1017 | AFCO Steel South Shop | 1500 E 22nd St | Little Rock |
| 1018 | AFCO Steel Thomas Street Shop | 710 Thomas | Little Rock |
| 1029 | Alman, Sol Co | 1300 E 9th St | Little Rock |
| 1101 | Barrett Hamilton | 3108 W 65th St | Little Rock |
| 1205 | Choctaw Inc | 1300 Bond St | Little Rock |
| 1374 | Georgia Pacific Corp. North Little Rock | 3101 Dugan Street | Little Rock |
| 1381 | Goff Distribution Warehouse | 1801 E Roosevelt | Little Rock |
| 1629 | Northwest Hardwoods | 2005 E 17th St | Little Rock |
| 2224 | Smith Fiberglass Products Inc. (Smith, A | 2700 W 65th St | Little Rock |
| 1846 | Sterling Paint Inc. (Stebbins & Roberts) | 1300 E 6th St | Little Rock |
| 2144 | Stone Container Corporation | 6101 Paterson Rd | Little Rock |
| 1886 | Thibault Milling | 911 Fairpoint Avenue | Little Rock |
| 1183 | Central Terminal Distributing Centers In | 1600 E Gregory St | North Little Rock |
| 1817 | Central Terminal Distributing Centers In | 1600 E. Gregory St. | North Little Rock |
| 2173 | Koppers Industries Inc. | 2201 Edmonds St | North Little Rock |
| 1503 | Koppers Industries Inc. | 2202 Edmonds St | North Little Rock |
| 1581 | Mid South Seeds | 2 Oakley Dr | North Little Rock |
| 1633 | Oakley Bruce Inc | 3700 Lincoln Ave | North Little Rock |
| 2121 | Onesource Home Building Center | 400 E 13th St | North Little Rock |
| 1598 | Prime Quality Feeds | 124 E 5th | North Little Rock |
| 1761 | S F Services Inc | 824 N Palm St | North Little Rock |
| 1246 | S F Services Inc (Cooperative Mills Inc) | 801 N Palm | North Little Rock |
| 1762 | S F Services Inc (S F Services Inc) | 801 North Palm | North Little Rock |
| 2141 | Southern Cotton Oil Co. Div of ADM | 324 Buckeye | North Little Rock |
| 2169 | ACF Industries | 901 Jones Rd | Paragould |
| | Ameri Steel (Florida Steel) | 1301 Jones Rd | Paragould |
| 1190 | Century Tube Corporation | 4215 Emmett Sanders Rd | Pine Bluff |
| 1362 | Gaylord Container Paper | 1701 Jefferson Parkway | Pine Bluff |
| 1367 | General Chemical Corporation | 1615 Celia Rd | Pine Bluff |
| 1421 | Hixson Lumber Sales | 109 Nebraska | Pine Bluff |
| 1810 | Hixson Lumber Sales | 310 Tennessee | Pine Bluff |
| 2078 | Hoover Treated Wood Products - Pine B | 2901 Dixie Wood Dr | Pine Bluff |
| 1459 | International Paper Mill | Fairfield Rd & 81 South | Pine Bluff |
| 2088 | Johnson Metal Recyclers | 2000 Sturgis Rd | Pine Bluff |
| 1580 | Mid America Packaging Inc. - Div of Gay | Viking Rd | Pine Bluff |
| 2111 | Mid South Terminal Four | 4300 E 3rd St-UP | Pine Bluff |
| 1679 | Mid South Terminal Four (Pine Bluff Wa | 4300 East 3rd St | Pine Bluff |
| 1582 | Mid South Terminal One | Barraquet St and Bird | Pine Bluff |
| 2112 | Mid South Terminal Two | 4113 Emmett Sanders Rd | Pine Bluff |

| | | | |
|------|------------------------------------|-----------------------------|-------------|
| 1678 | Pine Bluff Arsenal | 10020 Kabrich Circle | Pine Bluff |
| 1689 | Planters Cotton Oil Mill Inc. | 1021 E 5th Street | Pine Bluff |
| 1690 | Planters Cotton Oil Mill, Inc | 2901 Planters Dr | Pine Bluff |
| 1815 | Southern Bag | 205 Michigan | Pine Bluff |
| 2140 | Southern Compress Warehouse | Emmett Sanders Road | Pine Bluff |
| 2145 | Stronglite Products | Port of Pine Bluff - Emmett | Pine Bluff |
| 2147 | Terra International Inc. | 1025 E 5th Street | Pine Bluff |
| 1910 | Tyson Foods Feedmill | 4601 Emmet Sanders Rd | Pine Bluff |
| | Tyson Foods Protein Blend Plant | 4211 emmett Sanders Rd | Pine Bluff |
| 1946 | Viking Bag | 3400 N Hutchinson Road | Pine Bluff |
| 2056 | Fleenor Packing | 9957 Medford Ave Bldg 6 | Elmhurst |
| 2057 | Fleischman Yeast | 921 98th Ave | Elmhurst |
| 2105 | Longview Fibre | 8511 Blaine Street | Elmhurst |
| 2117 | Nabisco Brands | 1267 14th St | Elmhurst |
| 2174 | Pacific America Warehouse | 9401 San Leandro Street | Elmhurst |
| 1371 | General Motors | 4530 Fremont Blvd | Fremont |
| 1621 | New United Motor Manufacturing | 45500 Fremont Blvd | Fremont |
| 1894 | Toyota Logistic Services | 45300 Fremont Blvd | Fremont |
| 1895 | Toyota Vehicle Processors | 45250 Fremont Blvd | Fremont |
| 2151 | Truck Rail Handling | 44355 Old Warm Springs | Fremont |
| 1020 | United States Gypsum | 37887 Shinn Street | Fremont |
| 1168 | Cargill | 550 North Gilbert | Fullerton |
| 1197 | Chem Central | 31702 Hayman St | Hayward |
| 1911 | U S Army | Highway 395 | Herlong |
| 2143 | Standard Iron And Metal | 801 69th Ave | Kohler |
| 2146 | Sunshine Biscuit | 851 81st Ave | Kohler |
| 1208 | Christian Salvesson | 375 S Cypress | La Habra |
| 2127 | Ralphs Grocery | 777 S Harbor Blvd | La Habra |
| 2045 | Defense Depot/U.S. Gov. | 256000 Chrisman Road | Lathrop |
| | Brown Strauss | 5827 Las Posita Rd | Livermore |
| 1356 | G S Roofing Products | 6902 Patterson Pass Roa | Livermore |
| 1364 | Gaylord Graphics | 7041-A Vaughn Avenue | Livermore |
| 2132 | Salinas Reinforcing Inc | 355 S Vasco Road | Livermore |
| | Mid Cities Iron & Metal Corp | 2104 E 16th St | Los Angeles |
| 1943 | Van Waters & Rogers | 1363 S Bonnie Beach Plac | Los Angeles |
| 2004 | American Brass & Iron | 7825 San Leandro Street | Melrose |
| 1073 | Armour Equipment Sales | 1137 57th Ave | Melrose |
| 2116 | Mother Cake & Cookies | 810 81st Ave. | Melrose |
| | Nabisco Brands | 921 98th Ave | Oakland |
| 2097 | Kruse Grain Milling Oh | 310 S San Antonio Ave | Ontario |
| | Intermod Industries | 4303 McKinley | Ortega |
| 2090 | Kaiser Sand Gravel | 3311 Stanley | Pleasanton |
| 2028 | Capitol Plywood | 160 Commerce Circle | Sacramento |
| 1241 | Continental Chemical Co | 2175 Acoma St | Sacramento |
| 2131 | Sacramento Bee (McClatchy Newspape | 21st & Q St | Sacramento |
| 2238 | U S Cold Storage 9Th St. | 2338 9th St | Sacramento |
| 2021 | Burke Flooring Products | 2250 S 10th | San Jose |
| 1247 | Coors Brewing | 681 Lenfest Road | San Jose |
| 1274 | Del Monte Foods | 801 Auzerais Avenue | San Jose |
| 1297 | Ecolab | 640 Lenfest Rd | San Jose |
| 1340 | Floor Service Supply | 861 Auzerais | San Jose |

| | | | |
|------|--|---------------------------|--------------|
| 2058 | Frank Lin Distillers Products | 675 N King Road | San Jose |
| 1351 | Frito Lay | 648 N King Rd | San Jose |
| 1455 | International Paper | 1601 Las Plumas Dr | San Jose |
| 2095 | Key West Wire | 250 E Virginia St | San Jose |
| 2225 | Laidlaw Environmental Service (Solvent | 1040 Commercial St, Suit | San Jose |
| 1560 | Markovits & Fox | 1633 Oakland Rd | San Jose |
| 1627 | Northern California Fertilizer | 1158 Berryessa Road | San Jose |
| 1728 | Red Wing | 665 Lenfest Road | San Jose |
| 1773 | San Jose Distribution Services | 567 Cinnabar Street | San Jose |
| 1841 | Stapleton Spence Packing | 1810 S Seventh St | San Jose |
| 1855 | Sun Garden Packing Co | 1582 Monterey Highway | San Jose |
| 1913 | U S Pollution Control | 1040 Commercial St | San Jose |
| | Eka Chemical | 8401 B Quartz Ave | South Gate |
| 2203 | Los Angeles Chemical | 4545 Ardine | South Gate |
| 2255 | Pq Corporation | 8401 Quartz Ave | South Gate |
| | Titan Terminal Transportation | 4525 Ardine St | South Gate |
| | Refrig Dist Specialist | 1820 N Macarthur Dr | Tracy |
| 1409 | Hardwoods Inc | 5874 Brisa Street | Trevarno |
| 1896 | Trans Western Polymers | 6645 Vaughn Avenue | Trevarno |
| 1003 | A L Gilbert | | Turlock |
| 1329 | Feedstuffs Processing | 321 S Thor Ste B | Turlock |
| 1456 | International Paper | 1500 W Main Street | Turlock |
| 1713 | Purina Mills Inc | 1125 Paulson St | Turlock |
| 1753 | Rogers Food Div (Universal Foods Corp | 151 S Walnut | Turlock |
| 1809 | Snider Lumber | 3rd & C Streets | Turlock |
| 1862 | Tab Products Co | 305 S Soderquist Rd | Turlock |
| 1907 | Turlock Fruit | 500-600 S Tully Rd | Turlock |
| 2029 | Cargill | P.O. Box 774 | W Sacramento |
| 1321 | Farmers Rice Coop | 2525 Natomas Park Drive | W Sacramento |
| 2092 | Karrolton Envelope | 2660 Port St | W Sacramento |
| 1674 | PFX Pet Supply | 1760 Enterprise Blvd. | W Sacramento |
| 1702 | Port Of Sacramento (Sacramento-Yolo | 1251 Beacon Blvd | W Sacramento |
| 2234 | The Ink Company | 1115 Shore St | W Sacramento |
| 2242 | Unocal | 3961 Channel Dr | W Sacramento |
| | Crum Crum | 1500 Overland Ct | Yolo |
| 1042 | American Metals Corp | 1499 Parkway Blvd | Yolo Port |
| | California Distribution Center | 2080 Enterprise Blvd | Yolo Port |
| | Weyerhaeuser Lumber | 1925 Enterprise Blvd | Yolo Port |
| 1893 | Total Petroleum | | Grand Jct |
| 1019 | Agri Producers | 500 North 7th | Herington |
| 1150 | Cairo Coop Equity Exchange | | Preston |
| | Crowley American Transport | State Road #384, Indus. C | Harbor |
| 1322 | Farmers Rice Mill | Highway 397 | Harbor |
| 1507 | Lake Charles Carbon | Granger Road | Harbor |
| 1509 | Lake Charles Stevedores | 150 Marine St | Harbor |
| 1550 | M I Drilling Fluids | Hwy 397 Joe Spears Rd | Harbor |
| 1152 | Calcasieu Steel & Pipe Inc | 1125 N 1st Ave | Lake Charles |
| 1234 | Condea Vista Co (also on list at West La | Old Spanish Trail | Lake Charles |
| 1238 | Conoco Inc (also shown at West Lake) | Luke Powers Rd | Lake Charles |
| | Crowley American Transport | 8200 Biglake Rd | Lake Charles |
| | Lake Charles Harbor Terminal | | Lake Charles |

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| 1508 | Lake Charles Public Elevator | 150 Marine Rd | Lake Charles |
| 1510 | Lake Charles Stevedores | 150 Marine St | Lake Charles |
| | Montell USA | 4101 Highway 108, Westla | Lake Charles |
| 1641 | Olin Corporation (also shown at West La | Interstate 10 W | Lake Charles |
| 1704 | PPG Industries (also shown West Lake) | 1300 Columbia Southern | Lake Charles |
| 1870 | Tetra Chemical | 1100 Columbia Southern | Lake Charles |
| 1591 | Monsanto | 700 S River Road | Luling |
| 1376 | Georgia Pacific Corp. | 7500 Almonaster Ave | New Orleans |
| 1593 | Morris Kirschman & Co Inc | 5050 Almonaster Ave | New Orleans |
| 1778 | Sathers Candy Mfg Co | 2519 Agriculture St | New Orleans |
| | W R Grace | 1100 24th Street | New Orleans |
| | Allen Millwork Inc | | Shreveport |
| | Beaird Industries Inc | | Shreveport |
| | Custom Bilt Cabinet & Supply | | Shreveport |
| | G S Roofing Products Co Inc | | Shreveport |
| | Georgia Pacific Corp. | 2801 Valley View Drive | Shreveport |
| | Hart Lumber Co Inc | | Shreveport |
| | Murphy Bonded Warehouse Inc | | Shreveport |
| | National Biscuit Co (Nabisco) | | Shreveport |
| | Purina Mills Inc | | Shreveport |
| | Rothschild Boiler Tank & Works Inc | | Shreveport |
| | S F Services Inc | | Shreveport |
| | Sears Roebuck & Co | | Shreveport |
| | Southwestern Electric Power Co | | Shreveport |
| | Condea Vista Co | | West Lake |
| | Conoco | | West Lake |
| | Holnam | | West Lake |
| | Jupiter Nash | | West Lake |
| | Olin Corp | | West Lake |
| | PPG Industries | | West Lake |
| | Tetra Chemical | | West Lake |
| | Alcoa Specialty | | West Lake Charles |
| | Baroid | 3500 Bayou D'inde Rd | West Lake Charles |
| | Citgo Petroleum Corp | | West Lake Charles |
| | Firestone Tire & Rubber | | West Lake Charles |
| | Occidental Chemical | | West Lake Charles |
| | Port of Lake Charles | | West Lake Charles |
| | West Lake Polymers | | West Lake Charles |
| 2000 | Ag Processing | 200 Clements | Dexter |
| 1167 | Cargill | 225 N Mulberry St | Dexter |
| 2079 | Hudson Foods | 135 E Stoddard St | Dexter |
| 1589 | Monarch Feed Mills | 200 Clements | Dexter |
| 1094 | Baker Hughes Inteq | I-80 East | Argenta |
| | Atlas Towing Co | 1339 Clydesdale | Battle Mountain |
| 1549 | M I Drilling Fluids | Highway 40 West | Battle Mountain |
| 1799 | Sierra Chemical NV | 523 Front Street | Battle Mountain |
| 1252 | Cortez Gold Mines | Star Rt | Beowawe |
| 1055 | Anschutz Marketing Transport | 2001 East Chestnut | Carlin |
| 2096 | Kilborn International | 27 Miles North of Carlin | Carlin |
| 1099 | Baroid Drilling Fluids | 23 Miles East I-80 | Dunphy |
| 1502 | Koch Sulfur Products | I-80 Exit 254 | Dunphy |

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| 1031 | Alpark Petroleum | 275 12th St | Elko |
| 1077 | Ash Grove Cement Company | 405 Front St, Space 8 | Elko |
| 2013 | Blach Distributing | 131 Main St | Elko |
| 1175 | Cashman Equipment | 5010 Idaho St | Elko |
| | Franklin Lumber | 1335 W Idaho | Elko |
| 1671 | Petro Source | 9801 Westheimer Road | Elko |
| 1903 | Tricon Metals | 1355W Idaho St | Elko |
| | Transwood Inc (west of Carlin NV) | | Jayhawk |
| | Transwood Inc (near Golconda NV) | | Redhouse |
| 1220 | Coastal Chem | 6 Miles North 2 Miles East | Rennox |
| 1800 | Sierra Chemical Of Nevada | 523 Front Street | Rennox |
| 1801 | Sierra Pacific Power | Stone House Exit off I-80 | Valmy |
| 1942 | Van Waters Rogers | 2 1/2 E Old Highway 40 | Vivian |
| 1587 | Mobil | Highway 90 West | Amelia |
| 1315 | Exxon | Decker Drive Gate 1 | Baytown |
| 1314 | Exxon | 5200 Bayway Dr | Baytown |
| 1317 | Exxon Chemical Americas | 5000 Bayway Drive | Baytown |
| 1736 | Rhone Poulenc | 3439 Park St | Baytown |
| 1779 | Saw Pipes USA Inc. | 2500 FM 1405 | Baytown |
| 1787 | Seapac Inc | 4000 Cedar Blvd | Baytown |
| 1929 | USS | 2500 FM 1405 | Baytown |
| 1214 | City Of Brownsville | City Abbatore Track | Brownsville |
| 2115 | Milwhite | 5487 E 14th St | Brownsville |
| | Premier Services | 5771 East 14th St | Brownsville |
| 2148 | Tex Mex Cold Storage | 6665 E 14th | Brownsville |
| 1325 | Farstad Oil | 264 Nevarez Road | Buford |
| 2194 | Elpaso Valley Cotton Assn | 13209 Richfield | Clint |
| 1937 | Valley Feed Mills | Herring Road | Clint |
| 1036 | American Chrome Chemicals | 3800 Buddy Lawrence Dri | Corpus Christi |
| 1211 | Citgo Petroleum East Plant | 1308 Oak Park Ave | Corpus Christi |
| 1212 | Citgo Petroleum West Plant | 7350 I-37 | Corpus Christi |
| | Coastal Refining & Marketing | | Corpus Christi |
| 1304 | Encycle Texas | 5500 UP River Rd | Corpus Christi |
| 1310 | Esco Distributors Inc | 301 1/2 S Staples | Corpus Christi |
| 1462 | Interstate Grain | 5700 UP River Rd | Corpus Christi |
| 1500 | Koch Industries | Nueces Bay Blvd | Corpus Christi |
| 1631 | Nueces Grain | 1409 Corn Products | Corpus Christi |
| 2168 | Zarsky Lumber | 510 Port Ave | Corpus Christi |
| 2248 | 84 Lumber | | Decker |
| 1271 | Defense Distribution Depot | | Defense |
| 1432 | Houston L&P #1 | | Dumont |
| 1433 | Houston L&P #3 | | Dumont |
| 2139 | South Houston Lumber | | Dumont |
| | General Tire | 600 General Pkwy | East Waco |
| 1048 | Amoco | | Eldon |
| 2010 | Bayer | 8500 Westbay Rd | Eldon |
| | Borden Chemical | | Eldon |
| 2034 | Chevron Chemical | 9500 Baytown E Freeway | Eldon |
| | Miles Polysar (UP Bayer) | 8500 Westbay Drive | Eldon |
| | City Public Service | | Elmendorf |
| 1756 | Romney Implement | 329 W Main | Fabens |

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| 1860 | Swig Cotton Compress | 616 NW Camp | Fabens |
| 2007 | Ashland Chemical | 8901 Galveston Rd | Genoa |
| 2175 | Pioneer Concrete Texas | | Genoa |
| | DSC Logistics | 1102 W Freeway | Great Southwest |
| 2162 | Weyerhaeuser | 1502 W N Carrier | Great Southwest |
| | LCRA Plant | | Halsted |
| 2002 | Alamo Forest Products | 2602 Wilson Rd | Harlingen |
| 2018 | Brown and Joiner | 821 W Jackson | Harlingen |
| 2165 | Cameron Wm & Co | 114 N H St | Harlingen |
| 1373 | Georgia Pacific | 1/4 MI W Wilson Rd | Harlingen |
| 1410 | Harlingen Valley Compress | 2201 N Commerce | Harlingen |
| 2129 | Rio Grande Oil Mill | 1617 Wilson Rd | Harlingen |
| 1935 | Valley Compress Warehouse | 706 North H | Harlingen |
| 1936 | Valley Coop Oil Mill (Valco Chemical) | 1910 N Expressway | Harlingen |
| 1939 | Valley Morning Star | 1310 S Commerce | Harlingen |
| 2253 | M G Building Materials | 227 New Laredo Hwy | Heafer |
| 2163 | Wheelwright & Associates | 2900 Butler Rd | League City |
| 2055 | Exxon | 13330 Hatcherville Rd | Mont Belvieu |
| 1026 | Allied Signal | FM 1006 | Orange |
| 1203 | Chevron Chemical | FM 1006 West | Orange |
| 1291 | Dupont De Nemours Ei | FM 1006 | Orange |
| | Equitable Bag | 13th Street | Orange |
| 1336 | Firestone Syn Rubber Latex | FM Road 1006 | Orange |
| 2113 | Miles Polysar | Farm Rd 1006 | Orange |
| 1645 | Orange City Of | 803 W Green | Orange |
| 1646 | Orange County | Hwy 87 | Orange |
| 2254 | Orange Port Of | Childress Rd | Orange |
| | PrintPak (James River) | Farm Road 1006 | Orange |
| 1734 | Rescar | RR 5 Box 38 | Orange |
| 1766 | Sabine Warehouse | County Docks | Orange |
| 2137 | Schulman A | Thomas St | Orange |
| 2256 | Schulman Plant | 3007 Burnett | Orange |
| 2160 | West Orange City Of | 2700 Austin St | Orange |
| 2166 | Wilson Warehouse | 1417 W Main St | Orange |
| 1021 | Alamo Iron Works | 943 Coliseum Rd | San Antonio |
| 2180 | Allen & Allen Co | 202 Culebra | San Antonio |
| 1116 | Big Tex Grain | 401 Blue Star | San Antonio |
| 2014 | Block Distributing | 827 Coliseum Rd | San Antonio |
| 1009 | Browning Ferris Industries (BFI) | 400 Probandt St | San Antonio |
| 1026 | California Fruit Co. | 1500 S Zarzamora, Suite | San Antonio |
| 2191 | Crystal Cold Storage | 4231 Profit St | San Antonio |
| 2196 | Fiesta Warehousing Distribution | 4221 Director Dr | San Antonio |
| 1337 | Fite Distribution Services | 1905 Shipman | San Antonio |
| 2065 | Georgia Pacific Corp | 535 N WW White Rd | San Antonio |
| 2067 | GLI Distributing | 803 S Medina | San Antonio |
| 1405 | Halo Distributing | 1403 N Comal | San Antonio |
| 1413 | Hart Lumber | 559 N WW White Rd | San Antonio |
| 1440 | Imperial Bedding | 1114 West Commerce | San Antonio |
| 1540 | Lone Star Brewing | 600 Lone Star Blvd | San Antonio |
| 2210 | Newell Industries, Inc. | 530 Steves Ave. | San Antonio |
| 1622 | Newell Recycling of San Antonio, L.P. | 726 Probandt | San Antonio |

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| 1662 | Pearl Brewing | 312 Pearl Parkway | San Antonio |
| 1682 | Pioneer Flour Mills | 129 E Guenther | San Antonio |
| | Salt Exchange Inc | 4231 Director Dr | San Antonio |
| | South Texas Liquid Terminal | 3131 N PanAm Expwy | San Antonio |
| 1821 | Southern Merchandise Storage Co | 3232 N PanAm Expresswa | San Antonio |
| 1842 | Star Seed And Grain | 415 Blue Star | San Antonio |
| 1858 | Superior Tomato-Avacado Co., Inc. | 750 Merida St. | San Antonio |
| 1904 | Trinity Industries Inc | 647 N WW White Road | San Antonio |
| 1427 | V R Hood Clays | 1231 W Martin | San Antonio |
| 2245 | Westland Oil Company Inc | 434 Riverside Dr | San Antonio |
| 1990 | Wright Oil | 4321 Profit St. | San Antonio |
| 2134 | San Patricio | 221 Scofield | Sinton |
| | A E Staley @ Imperial Holly facility | 198 Kempner | Sugar Land |
| 1441 | Imperial Holly | 198 Kempner | Sugar Land |
| 1604 | Nalco Exxon Energy Chemicals | 7701 Highway 59 | Sugar Land |
| | Baroid Corp | | Texarkana |
| | Commercial Storage & Distribution Co | | Texarkana |
| | Cooper Tire & Rubber Co | | Texarkana |
| | General Electric Railcar Repair | | Texarkana |
| | J J S Distributing | | Texarkana |
| | Kerr McGee Chemical Corp | | Texarkana |
| | Miller Bowie County Farmers Assn | | Texarkana |
| | Texarkana Milling Supply | | Texarkana |
| | Tri State Iron & Metal Co | | Texarkana |
| 2005 | American Plant Food Company | 1032 E Commerce | Tyler |
| 1127 | Bonar Packaging | 2410 N Lyndon St | Tyler |
| 2185 | Cameron Wholesale (Cameron Wm | 334 South Gleenwood St | Tyler |
| 1479 | Jewell Concrete Products | 901 Whiteside Road | Tyler |
| 1494 | Kelly Springfield Tire | Chandler Hwy Rt 31 West | Tyler |
| | Sunbelt Cement | 4210 Old Troop Hwy | Tyler |
| 1898 | Transit Mix Concrete Material | 4200 Old Troup Hwy | Tyler |
| 2091 | Kamin Furniture | 201 E Santa Rosa St | Victoria |
| 1157 | Cameron Wm & Co Inc | 2400 Franklin | Waco |
| 1182 | Central Forwarding Co | 1600 W Loop 340 | Waco |
| 1186 | Central Texas Iron Works | 1100 Winchell Dr | Waco |
| 1189 | Central Warehouse Co | 411 Austin Ave 101 | Waco |
| 2032 | Certainteed | 501 Old Hewitt Rd | Waco |
| 1242 | Continental General Tire | 600 General Parkway | Waco |
| 1308 | Equalizer | 618 Old Dallas Rd | Waco |
| 1313 | Exporters & Traders Compress & Whse. | 324 Pleasant St | Waco |
| 1338 | Fleetwood Homes | 2801 Gholson Rd | Waco |
| 1339 | Fleetwood Trailer Co (aka Fleetwood Ho | | Waco |
| 1392 | Gross Yowell Lumber | 3720 Franklin | Waco |
| 1400 | Gulf States Paper | 401 Precision Drive | Waco |
| 1475 | Jarvis Paris Murphy | 601 Webster Avenue | Waco |
| 1478 | Jewell Concrete Products | 400 Jewell | Waco |
| 2110 | M Lipsitz | 100 Elm Street | Waco |
| 1552 | M M Mars | 1001 Texas Central Parkw | Waco |
| 1567 | McCoys Building Supply Center | 4236 Franklin Avenue | Waco |
| 1579 | Metro Lumber Industries | 3200 Gholson Road | Waco |
| 2208 | Mid State Beverage Inc | 300 S 8th St | Waco |

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|------|--|----------------------------|----------------------|
| 1649 | Owens Brockway | 5200 Beverly Drive | Waco |
| 1687 | Plantation Foods | 2510 East Lake Shore | Waco |
| 2230 | Tejas Warehouse System | 301 Pleasant St | Waco |
| 1869 | Terra Nitrogen Corporation (Terra Intern | | Waco |
| 2239 | Veterans Administration U S Governme | | Waco |
| 1568 | McCoys Building Supply Center | 18215 HIWAY 3 | Webster |
| 1857 | Sunbelt Asphalt Materials | 17501 E COMMERCE | Webster |
| 1327 | Featherlite | 527 Americas Ave | Ysleta |
| 1457 | International Paper | 9223 Billy the Kid | Ysleta |
| 1735 | Rhinehart Oil | 585 E State Rd | American Fork |
| | Alpine Transfer | Bldg F, Freeport Center | Clearfield |
| 1044 | Americold | 755 E 1700 South | Clearfield |
| 1078 | Ashland Chemical | Freeport Center Bldg 12 | Clearfield |
| 1118 | Birmingham Bolt | | Clearfield |
| 1273 | Del Monte Foods | Bldg B-13 Freeport Center | Clearfield |
| 1289 | DSC Logistics | Freeport Center Bldg E-1 | Clearfield |
| 1316 | Exxon Chemical | Bldg A-12 Section 2 | Clearfield |
| 1349 | Freeport Center | 1700 S 300 East | Clearfield |
| 1350 | Freeport Cold Stoage | 440 S Main | Clearfield |
| 2060 | Gatx Logistics | 1051 S Industrial Pkwy Bld | Clearfield |
| 1557 | Malnove | Freeport Center Bldg A-16 | Clearfield |
| | Naptech Inc | 851 S Fremont Industrial P | Clearfield |
| 1634 | Oborn Transfer Storage | Freeport Center Bldg A-13 | Clearfield |
| 2126 | Poli Twine | Freeport Center Bldg A-16 | Clearfield |
| 1718 | Quintex | Freeport Center Bldg G-8 | Clearfield |
| 1760 | Ryerson Son J T | Freeport Center Bldg H-8 | Clearfield |
| 1864 | Tech Steel | Freeport Center Bldg D-2 | Clearfield |
| 1887 | Thiokol | Freeport Center | Clearfield |
| 1933 | Utah Power & Light | | Gadsby |
| 2063 | Geneva Steel | 10 S Geneva Road | Geneva |
| 2098 | Laroche Industries | 1165 N 1600 West | Geneva |
| | Western Pipe Coaters (c/o Geneva Ste | 10 S Geneva Road | Geneva |
| 1729 | Reilly Industries | 2555 S Industrial Pkwy | Ironton |
| 1386 | Great Salt Lake Minerals | 765 N 10500 West | Little Mountain |
| 1970 | Westinghouse Electric Corp | 10000 W 900 South | Little Mountain |
| 1495 | Kennecott Utah Copper Corp | 3595 S 8351 West | Magna |
| | Red Man Pipe & Supply Co | 435 N 400 W | North Salt Lake City |
| 1043 | American Nutrition | 2890 Reeves Avenue | Ogden |
| 1082 | Atlas Steel | 759 W 12Th | Ogden |
| 2023 | Cache Commodities Drgw | 680 W 21st Street | Ogden |
| 1169 | Cargill Flour Milling | 2780 'G' Avenue | Ogden |
| 2031 | Cargill Nutrena Feeds | 2780 'G' Avenue | Ogden |
| 1193 | Cereai Food Processors | 220 W 30th Street | Ogden |
| 1265 | David Grant Trucking Inc | 910 W 24Th Street | Ogden |
| 1270 | Defense Depot | 500 W 12Th St | Ogden |
| 1292 | Durbano Metals | 2904 Pacific Avenue | Ogden |
| 1294 | Dyce Chemical Industries | 390 Exchange Place | Ogden |
| | Great Salt Lake Minerals | 765 N 10500 West | Ogden |
| 2075 | Harsac | 2550 Pacific | Ogden |
| 1498 | Kimberly Clark | 2010 N Rulon White Blvd | Ogden |
| 1499 | Koch Agri Services West | 206 W 29Th Street | Ogden |

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| 2252 | L Bloom & Sons | 2127 Wall Ave | Ogden |
| 1570 | Mcnabb Grain | 672 W 21st Street | Ogden |
| 1632 | Nutrena Feed | 2850 F Avenue | Ogden |
| 1956 | Wasatch Distributing | 2361 B Avenue | Ogden |
| 1964 | Western Gateway Storage | 130 W 28th Street | Ogden |
| 1685 | Pipefabricating | 2389 S 110th | Pioneer |
| 1004 | A Y Building Supply | 590 S 100 West | Provo |
| 1083 | Atlas Steel | 685 S 200 West | Provo |
| 1115 | Big Four Distributing | 304 E 900 South | Provo |
| 1653 | Pacific States Cast Iron Pipe | 2000 S 1400 East | Provo |
| 1002 | A K Railroad Materials | 1505 S Redwood Rd | Salt Lake City |
| 1032 | Alta Industries | 1887 S 7th West | Salt Lake City |
| 1037 | American Excelsior | 1732 S 750 West | Salt Lake City |
| 1049 | Amoco Oil | 474 W 900 North | Salt Lake City |
| | Asphalt Systems Inc | 2375 W 1500 South | Salt Lake City |
| 2008 | Associated Food Stores | 1812 Empire Street | Salt Lake City |
| 1084 | Atlas Steel Inc | 380 Orange Street | Salt Lake City |
| 1093 | Baker Hughes Inteq | 2400 Andrew | Salt Lake City |
| 1105 | Bee Hive Brick | 244 S 500 West | Salt Lake City |
| 1106 | Benergy dba Star Carbon Divn | 1206 N Beck St | Salt Lake City |
| 1129 | Border Steel | | Salt Lake City |
| 1141 | Bruce Transfer & Storage | 2507 S 300 South | Salt Lake City |
| 2027 | Capitol Lumber | 1876 W Fortune Rd | Salt Lake City |
| 1180 | Cenex Land O Lakes | 580 W 1300 S | Salt Lake City |
| 1192 | Cereal Food Processors | 425 W 500 South | Salt Lake City |
| 1194 | Certified Warehouse Transfer | 4030 N Neil Armstrong Rd | Salt Lake City |
| 1204 | Chevron Products | 2351 N 1100 West | Salt Lake City |
| 1206 | Chris & Dicks Lumber & Hardware | 1555 W 3500 South | Salt Lake City |
| 2035 | Church Of Jesus Christ LDS | 50 E North Temple | Salt Lake City |
| 1237 | Conoco Inc | 245 S 1100 E | Salt Lake City |
| 2039 | Corporation Of The President (LDS Chu | 50 E North Temple | Salt Lake City |
| | Corporation Of The Presiding | 50 E North Temple | Salt Lake City |
| 2187 | Crawford Door Sales | 2700 S 155 West | Salt Lake City |
| 1259 | Crus Distributing | 2260 S West Temple | Salt Lake City |
| | E F Mariana | 614 6th South | Salt Lake City |
| 1296 | Eaton Metal Products | 844 S Chestnut | Salt Lake City |
| 1300 | Eimco Process Equipment | 669 W 2nd South | Salt Lake City |
| 1305 | Engelhard | 2580 Andrew Ave | Salt Lake City |
| 1326 | Farwest Steel | 614 W South Temple | Salt Lake City |
| 1369 | General Distributing | 531 W 600 N | Salt Lake City |
| 1370 | General Felt Industries | 888 W 2600 South | Salt Lake City |
| 1387 | Great Western Chemical | 2134 W Directors Row | Salt Lake City |
| 1412 | Harrington Trucking Inc | 510 S Delong St | Salt Lake City |
| 1420 | Hill Brothers Chemical | 136 E S Temple Ste 1745 | Salt Lake City |
| 1424 | Holnam | 554 S 400 West | Salt Lake City |
| | Hughes-Christensen - Div of Baker Hug | 1937 S 300 West | Salt Lake City |
| 1529 | Liquid Sugars | 988 W 2950 South | Salt Lake City |
| 1559 | Mark Steel | 1230 W 200 South | Salt Lake City |
| 1561 | Marmon Keystone | 1230 Swaner Road | Salt Lake City |
| 1565 | May Foundry | 454 W 600 North | Salt Lake City |
| 2207 | Metro Steel Recyclers Inc | 401 W 900 South | Salt Lake City |

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|------|-------------------------------------|------------------------|----------------|
| 1596 | Mountain Cement | 615 W 800 South | Salt Lake City |
| 1603 | Naico Chemical | 1300 Beck St | Salt Lake City |
| 1623 | Newspaper Agency | 326 W 7th South | Salt Lake City |
| 1654 | Pacific Steel | 2500 W 900 South | Salt Lake City |
| 1661 | Pax | 580 W 1300 South | Salt Lake City |
| 1664 | Peerless Oil | 1180 Beck St | Salt Lake City |
| 2124 | Petrolane | 1212 N Beck St | Salt Lake City |
| 1683 | Pioneer Wholesale Supply Inc | 920 S 500 West | Salt Lake City |
| 1769 | Salt Lake Auto Auction | 780 S 5600 West | Salt Lake City |
| 1791 | Semling Menke | 601 March | Salt Lake City |
| | Specialized Rail Service | 180 S 300 West Ste 237 | Salt Lake City |
| 1847 | Steelco | 1887 S 700 West | Salt Lake City |
| 1851 | Stone Container | 2557 S 900 West | Salt Lake City |
| 1859 | Sutherland Lumber | 1780 W North Temple | Salt Lake City |
| 1867 | Tenneco Packaging Drgw | 460 W 5th South St | Salt Lake City |
| 1868 | Terminal Freight Handling | 175 W 1300 South | Salt Lake City |
| 1885 | Thatcher Company | 1905 Fortune Road | Salt Lake City |
| | Transwood | 758 W 1500 North | Salt Lake City |
| 1921 | United States Postal Service | 1760 W 2100 South | Salt Lake City |
| 1923 | United States Welding | 999 S Redwood Road | Salt Lake City |
| 1930 | Utah Barrel | 370 W 900 South | Salt Lake City |
| 1931 | Utah Metal Works | 805 W Everett Ave | Salt Lake City |
| 1932 | Utah Paper Box | 340 W 200 South | Salt Lake City |
| 1940 | Valley Steel Processing Inc | 3900 W 700 South | Salt Lake City |
| 1941 | Van Water Rogers | 650 W 800 South | Salt Lake City |
| 2161 | Western Paper Company (aka Resource | 2700 S 600 West | Salt Lake City |
| 1969 | Westinghouse Electric Co | 3210 S 900 W | Salt Lake City |
| 1973 | Weyerhaeuser | 2600 S 600 West | Salt Lake City |
| 1979 | Wholesale Stationers Corp | 470 W 600 South | Salt Lake City |
| 2164 | Wholesale Transfer & Warehouse | 2700 S 600 West | Salt Lake City |
| 1236 | Conoco | 991 W 1500 South | Woods Cross |
| 2042 | Crysen Refining | 2355 S 1100 West | Woods Cross |
| 2125 | Phillips 66W. | 393 S 800 W | Woods Cross |

| State | Zip Code | Mail Address | Mail City | Mail State | Mail Zip Co |
|-------|-----------|-------------------|-------------------|------------|-------------|
| AR | 71701-260 | | | | |
| AR | 71701-639 | | | | |
| AR | 71701-589 | | | | |
| AR | | | | | |
| AR | 72335 | | | | |
| AR | 72206 | | | | |
| AR | 72206 | | | | |
| AR | 72202 | PO Box 30 | Little Rock | AR | 72203 |
| AR | 72202 | PO Box 231 | Little Rock | AR | 72203 |
| AR | 72206-250 | PO Box 231 | Little Rock | AR | 72203 |
| AR | 72202 | PO Box 231 | Little Rock | AR | 72203 |
| AR | 72202 | PO box 1111 | Little Rock | AR | 72203 |
| AR | 72209-854 | | | | |
| AR | 72202 | PO Box 95036 | Little Rock | AR | 72295 |
| AR | 72206 | 3101 Dugan Street | Little Rock | AR | 72206 |
| AR | 72206 | | | | |
| AR | 72202 | P.O. Box 327 | Little Rock | AR | 72203 |
| AR | 72209 | | | | |
| AR | 72202 | PO Box 791 | Little Rock | AR | 72203 |
| AR | 72009 | P O Box 4790 | Little Rock | AR | 72114 |
| AR | 72202 | PO Box 549 | Little Rock | AR | 72203 |
| AR | 72114-430 | | | | |
| AR | 72114 | | | | |
| AR | 72117 | PO Box 15490 | Little Rock | AR | 72231 |
| AR | 72117 | PO Box 15490 | Little Rock | AR | 72231 |
| AR | 72114 | Po Box 5960 | North Little Rock | AR | 72119 |
| AR | 72114 | | | | |
| AR | 72114 | | | | |
| AR | 72114-543 | PO Box 5391 | North Little Rock | AR | 72119 |
| AR | 72114-513 | PO Box 5489 | North Little Rock | AR | 72119 |
| AR | 72114 | PO Box 5489 | North Little Rock | AR | 72119 |
| AR | 72114-513 | PO Box 5489 | North Little Rock | AR 72119 | |
| AR | 72114 | PO Box 5727 | North Little Rock | AR | 72119 |
| AR | | | | | |
| AR | | | | | |
| AR | 71611 | PO Box 7612 | Pine Bluff | AR | 71611 |
| AR | 71601 | P O Box 7857 | Pine Bluff | AR | 71611 |
| AR | 71613 | PO Box 1266 | Pine Bluff | AR | 71613 |
| AR | 71611 | P.O. Box 7413 | Pine Bluff | AR | 71601 |
| AR | 71601-445 | | | | |
| AR | 71602 | P.O. Box 7807 | Pine Bluff | AR | 71611 |
| AR | 71601 | | | | |
| AR | 71602 | | | | |
| AR | 71602 | P.O. Box 5870 | Pine Bluff | AR | 71611 |
| AR | 71601 | P O Box 5298 | Pine Bluff | AR | 71611 |
| AR | 71601 | PO box 5298 | Pine Bluff | AR | 71611 |
| AR | 71601 | PO Box 5298 | Pine Bluff | AR | 71601 |
| AR | 71601 | Box 5298 Southern | Pine Bluff | AR | 71601 |

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|----|-----------|-----------------------------|------------|----|-----------|
| AR | 71602 | | | | |
| AR | 71601 | PO Box 7427 | Pine Bluff | AR | 71601-454 |
| AR | 71601 | PO Box 7427 | Pine Bluff | AR | 71601-454 |
| AR | 71601-462 | P.O. Box 7068 | Pine Bluff | AR | 71611 |
| AR | 71601 | | | | |
| AR | 71611 | PO Box 8068 | Pine Bluff | AR | 71611-806 |
| AR | 71601-454 | | | | |
| AR | 71601 | | | | |
| AR | 71601 | | | | |
| AR | 71602-311 | P.O. Box 5698 | Pine Bluff | AR | 71611 |
| CA | 94623 | P O Box 14438 | Oakland | CA | 94614 |
| CA | 94603-230 | 921 98th Ave. | Oakland | CA | 94603-230 |
| CA | 94621-121 | | | | |
| CA | 94607-224 | | | | |
| CA | 94621 | | | | |
| CA | 94538 | | | | |
| CA | 94538-632 | | | | |
| CA | 94538-631 | | | | |
| CA | 94538-631 | | | | |
| CA | | 45051 Industrial Dr Fremont | | CA | |
| CA | 94536-404 | | | | |
| CA | 92633-254 | | | | |
| CA | | | | | |
| CA | 96113 | See below: | | | |
| CA | 94621-330 | | | | |
| CA | 94621-250 | | | | |
| CA | 90631-551 | | | | |
| CA | 90631-683 | | | | |
| CA | 95376 | | | | |
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| CA | 94550 | | | | |
| CA | 94550 | | | | |
| CA | 94550-968 | | | | |
| CA | 90021 | | | | |
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| CA | 94621-251 | | | | |
| CA | 94621-442 | | | | |
| CA | 94621-251 | | | | |
| CA | 94603 | | | | |
| CA | 91762-009 | | | | |
| CA | 95206 | 4303 McKinley | Stockton | CA | 95206 |
| CA | 74566-080 | P O Box 580 | Pleasanton | CA | 94566-080 |
| CA | 95815 | | | | |
| CA | 95815 | | | | |
| CA | 95816 | | | | |
| CA | 95818 | PO Box 81399 | Lafayette | LA | 70598 |
| CA | 95112-411 | | | | |
| CA | 95133-161 | | | | |
| CA | 95126-350 | | | | |
| CA | 95133 | | | | |
| CA | 95126-370 | | | | |

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| CA | 95133-170 | | | | |
| CA | 95133 | | | | |
| CA | 95133-161 | | | | |
| CA | 95112-393 | | | | |
| CA | 95112 | | | | |
| CA | 95131 | | | | |
| CA | 95133-100 | | | | |
| CA | 95133-161 | | | | |
| CA | 95110-230 | | | | |
| CA | 95112-600 | | | | |
| CA | 95110-361 | | | | |
| CA | 95112-141 | | | | |
| CA | | 8401B Quartz Ave | South Gate | CA | 90280 |
| CA | 90280 | | | | |
| CA | 90280-253 | | | | |
| CA | 90280-157 | 4525 Ardine St | South Gate | CA | 90280-157 |
| CA | 95376 | | | | |
| CA | 94550-927 | | | | |
| CA | 94550-020 | | | | |
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| CA | 95380 | | | | |
| CA | 95380-370 | | | | |
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| CA | 95380 | | | | |
| CA | 95380-512 | | | | |
| CA | 95691 | P O Box 560966 | Dallas | TX | 75356-096 |
| CA | 95833-292 | | | | |
| CA | 95691 | | | | |
| CA | 95691 | | | | |
| CA | 95380 | PO Box 980070 | W Sacramento | CA | 95798-007 |
| CA | | | | | |
| CA | 95691 | | | | |
| CA | 95691 | | | | |
| CA | 95691-501 | | | | |
| CA | 95691-342 | | West Sacramento | CA | 95691-342 |
| CA | 95691-342 | | | | |
| CO | | | | | |
| KS | 67449-151 | | | | |
| KS | 67569 | | | | |
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| LA | 70601 | | | | |
| LA | 70601-561 | | | | |
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| LA | 70601 | | | | |
| LA | 70070-920 | | | | |
| LA | | P.O. Box 26038 | New Orleans | LA | |
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| LA | 70062 | | | | |
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| LA | 70669 | P. O. Box 1675 | Houston, | TX | 77251 |
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| LA | | | | | |
| LA | | | | | |
| MO | 63841 | | | | |
| MO | 63841-162 | PO Box 340 | Sikeston | MO | 63801 |
| MO | 63841 | | | | |
| MO | 63841 | | | | |
| NV | 89820 | | | | |
| NV | 89820 | | | | |
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| NV | 89821 | | | | |
| NV | 89822 | | | | |
| NV | 89822 | Barrick Gold Strike | Carline | NV | 89822 |
| NV | 89820 | | | | |
| NV | 89821 | | | | |

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|----|-----------|--------------------|----------------|---------|-----------|
| NV | 89801-400 | | | | |
| NV | 89801-762 | | | | |
| NV | 89801 | P.O. Box 269 | Elko | NV | 89801 |
| NV | 89801 | PO Box 2028 | Elko | NV | 89801 |
| NV | 89801-470 | | | | |
| NV | 77042 | | | | |
| NV | 89801-401 | | | | |
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| NV | 89820 | | | | |
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| NV | 89438 | | | | |
| NV | 89822 | | | | |
| TX | 77704 | | | | |
| TX | 77520 | | | | |
| TX | 77520-210 | | | | |
| TX | 77520-212 | | | | |
| TX | 77520 | | | | |
| TX | 77520 | | | | |
| TX | 77562 | | | | |
| TX | 77520 | | | | |
| TX | | 1100 Roosevelt | Brownsville | TX | 78521 |
| TX | 78521 | | | | |
| TX | 75821 | | | | |
| TX | 78521-521 | PO Box 4690 | Brownsville | TX | 78523 |
| TX | 79927 | | | | |
| TX | 79836 | PO Box 220 | Clint | TX | 79836 |
| TX | 79836 | | | | |
| TX | 78408 | | | | |
| TX | 78407 | | | | |
| TX | 78409 | | | | |
| TX | | 1300 Cantwell Lane | Corpus Christi | TX | |
| TX | 78408 | | | | |
| TX | 78401 | | | | |
| TX | 78407 | | | | |
| TX | 78407 | | | | |
| TX | 78408 | | | | |
| TX | 78408-394 | P.O. Box 4205 | Corpus Christi | TX | 78469 |
| TX | | | | | |
| TX | | Highway 82 West | Texarkarkana | TX | 75501 |
| TX | | 4700 S Shaver | TX | Houston | 77034-230 |
| TX | | 12301 Kurland Driv | Houston | TX | 77034-230 |
| TX | | 3701 S Richey Ave | Houston | TX | 77587-334 |
| TX | 76705 | 600 General Pkwy | Waco | TX | 76705 |
| TX | | | | | |
| TX | | 8500 Westbay Rd | Baytown | TX | 77520 |
| TX | | 8450 W Bay Rd | Baytown | TX | 77520 |
| TX | 77521 | | | | |
| TX | | 8500 Westbay Driv | Baytown | TX | |
| TX | | | San Antonio | TX | |
| TX | 79838 | PO Drawer 140 | Tornllo | TX | |

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| TX | 79838 | | | | |
| TX | 77034-393 | | | | |
| TX | | 10500 Old Galvesto | Houston | TX | 77034 |
| TX | 75051-143 | | | | |
| TX | 75050-123 | | | | |
| TX | | | | | |
| TX | 78552-500 | | | | |
| TX | | PO Box 2547 | Harlingen | TX | 78551 |
| TX | 78551-114 | | | | |
| TX | 78550 | P.O. Box 2307 | Harlingen | TX | 78550 |
| TX | 78550-373 | | | | |
| TX | 78551 | | | | |
| TX | 78550-531 | | | | |
| TX | 78550 | | | | |
| TX | 78550-771 | | | | |
| TX | | 227 New Laredo H | San Antonio | TX | |
| TX | 77573-675 | | | | |
| TX | 77580 | 13330 Hatcherville | Mont Belvieu | TX | 77580 |
| TX | 77630 | | | | |
| TX | 77630 | | | | |
| TX | 77630 | | | | |
| TX | | P.O. Box 6500 | Orange | TX | 77630 |
| TX | 77630 | | | | |
| TX | 77630 | | | | |
| TX | 77630-561 | | | | |
| TX | | | | | |
| TX | 77630 | | | | |
| TX | 77630 | P O Box 1389 | Orange | TX | 77631 |
| TX | 77630-980 | | | | |
| TX | 77630 | | | | |
| TX | 77680 | | | | |
| TX | 77680 | | | | |
| TX | 77630-614 | | | | |
| TX | 77630-556 | | | | |
| TX | 78219 | 943 Coliseum Rd | San Antonio | TX | 78219 |
| TX | 78201 | P O Box 5140 | San Antonio | TX | 78284 |
| TX | 78204-172 | 401 Blue Star | San Antonio | TX | 78204-172 |
| TX | 78219 | 827 Coliseum Rd | San Antonio | TX | 78219 |
| TX | 78204 | 400 Probandt St | San Antonio | TX | 78204 |
| TX | 78207-721 | 1500 S Zarzamora, | San Antonio | TX | 78207-721 |
| TX | | 4231 Profit St | San Antonio | TX | 78219 |
| TX | 78219 | 4221 Director Dr | San Antonio | TX | 78219 |
| TX | 78219 | 1905 Shipman | San Antonio | TX | 78219 |
| TX | 78219 | P. O. Box 200103 | San Antonio | TX | 78220 |
| TX | 78207-561 | 803 S Medina | San Antonio | TX | 78207-561 |
| TX | 78207 | 1403 N Comal | San Antonio | TX | 78207 |
| TX | 78219 | P.O. Box 200033 | San Antonio | TX | 78220 |
| TX | 78207-444 | 1114 West Commer | San Antonio | TX | 78207-444 |
| TX | 78204 | | | | |
| TX | 78210 | P O Box 10629 | San Antonio | TX | 78210 |
| TX | 78283-080 | P O Box 830808 | San Antonio | TX | 78283-080 |

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|----|-----------|--------------------|-------------|----|-----------|
| TX | 78215 | 312 Pearl Parkway | San Antonio | TX | 78215 |
| TX | 78204 | 129 E Guenther | San Antonio | TX | 78204 |
| TX | 78219 | 4231 Director Dr | San Antonio | TX | 78219 |
| TX | | 9901 IH-10 W Suite | San Antonio | TX | 78230 |
| TX | 78219 | 3232 N PanAm Exp | San Antonio | TX | 78219 |
| TX | 78204 | 415 Blue Star | San Antonio | TX | 78204 |
| TX | 78207-720 | 750 Merida St. | San Antonio | TX | 78207-720 |
| TX | 78219 | 647 N WW White R | San Antonio | TX | 78219 |
| TX | 78207-306 | 1231 W Martin | San Antonio | TX | 78207-306 |
| TX | 78210 | 434 Riverside Dr | San Antonio | TX | 78210 |
| TX | 78219 | 4321 Profit St. | San Antonio | TX | 78219 |
| TX | | | | | |
| TX | 77478 | | | | |
| TX | 77478-296 | PO Box 9 | Sugar land | TX | 77487 |
| TX | 77478 | | | | |
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| TX | 75710 | | | | |
| TX | 75702 | P O Box 818 | Tyler | TX | 75710 |
| TX | | | | | |
| TX | 75701 | | | | |
| TX | 75701-983 | | | | |
| TX | 75707 | | | | |
| TX | 75707-935 | P.O. Box 131867 | Tyler, | TX | 75713-186 |
| TX | 77901 | | | | |
| TX | 76701-151 | | | | |
| TX | 76704-299 | | | | |
| TX | 76712 | | | | |
| TX | 76701-210 | | | | |
| TX | 76710 | | | | |
| TX | 76705 | | | | |
| TX | 76705-177 | | | | |
| TX | 76704 | | | | |
| TX | 76704-111 | P.O. Box 154488 | Waco | TX | 760704 |
| TX | | | | | |
| TX | 76710-733 | P.O. Box 7615 | Waco | TX | 76714 |
| TX | 76710-697 | | | | |
| TX | 76706-116 | | | | |
| TX | 76712-661 | | | | |
| TX | 76704-250 | | | | |
| TX | 76712-650 | | | | |
| TX | 76710-694 | | | | |
| TX | 76705-176 | | | | |
| TX | 76701-191 | | | | |

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| TX | 76711 | | | | |
| TX | 76705-178 | PO Box 20788 | Waco | TX | 76702 |
| TX | 76703 | 324 Pleasant S | Waco | Tx | 76703 |
| TX | | | | | |
| TX | | | | | |
| TX | 77598-540 | P O Box 1028 | San Marcus | TX | 78667 |
| TX | 77598 | | | | |
| TX | 79927 | | | | |
| TX | 79907-473 | 9223 Billy the Kid | El Paso | TX | 79907-473 |
| UT | | | | | |
| UT | 84016 | P O Box 160374 | Clearfield | UT | 84016-037 |
| UT | | P O Box 160441 | Clearfield | UT | 84016-033 |
| UT | 84016 | P O Box 160367 | Clearfield | UT | 84016-033 |
| UT | | P O Box 1211 | Clearfield | UT | 84016-121 |
| UT | 84016 | Box 160434 | Clearfield | UT | 84016 |
| UT | 84016 | P. O. Box 160310 | Clearfield | UT | 84016 |
| UT | 84015 | P O Box 160454 | Clearfield | UT | 84016 |
| UT | 84016 | | | | |
| UT | 84015-172 | P O Box 157 | Clearfield | UT | 84015 |
| UT | 84015 | | | | |
| UT | 84015 | PO Box 160128 | Clearfield | UT | 84016 |
| UT | 84015 | | | | |
| UT | 84016 | P O Box 160308 | Clearfield | UT | 84016 |
| UT | 84016 | P O Box 160435 | Clearfield | UT | 84016 |
| UT | 84016 | P O Box 160187 | Clearfield | UT | 84016 |
| UT | 84016 | P O Box 160304 | Clearfield | UT | 84016 |
| UT | 84016 | P O Box 160386 | Clearfield | UT | 84016 |
| UT | 84015 | Box 707 Mailstop | Brigham City | UT | 84302 |
| UT | | | | | |
| UT | 84058 | P O Box 2500 | Provo | UT | 84603 |
| UT | | 1165 N 1600 West | Orem | UT | 84057 |
| UT | 84058 | | | | |
| UT | 84606-627 | | | | |
| UT | 84404-976 | P. O. Box 1190 | Ogden, | UT | 84402 |
| UT | | 10000 W 90C South | Ogden | UT | 84401 |
| UT | 84044 | P O Box 6001 | Magna | UT | 84004-600 |
| UT | 84054 | | | | |
| UT | 84401-355 | | | | |
| UT | 84404-540 | | | | |
| UT | 84401 | PO Box 387 | Ogden | UT | 84402 |
| UT | 84401-346 | | | | |
| UT | 84401-346 | PO Box 304 | Ogden | UT | 84402 |
| UT | 84401-351 | 2001 Shawnee Mis | Mission Woods | KS | 66205 |
| UT | 84401-123 | | | | |
| UT | 84407-000 | | | | |
| UT | 84401-380 | | | | |
| UT | 84401-134 | | | | |
| UT | 74643 | | | | |
| UT | | P O Box 9832 | | | 84409 |
| UT | 84404 | | | | |
| UT | 84401-353 | | | | |

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| UT | | | | | |
| UT | 84401-034 | | | | |
| UT | 84401 | | | | |
| UT | 84401-120 | | | | |
| UT | 84401-353 | | | | |
| UT | | | | | |
| UT | 84601-450 | P O Box 129 | Prove | UT | 84601 |
| UT | 84601-586 | | | | |
| UT | 84606-612 | | | | |
| UT | 34601 | | | | |
| UT | 84104-510 | PO Box 30076 | Salt Lake City | UT | 84130-007 |
| UT | 84104-170 | | | | |
| UT | 84104 | | | | |
| UT | 84103 | | | | |
| UT | | | | | |
| UT | 84104-380 | | | | |
| UT | 84104-352 | | | | |
| UT | 84104-452 | I-80 East | Argenta, | NV | 89820 |
| UT | 84101-112 | | | | |
| UT | 84116-120 | | | | |
| UT | | | | | |
| UT | 84115-292 | | | | |
| UT | 84104 | P O Box 25605 | Salt Lake City | UT | 84125 |
| UT | 84115-513 | 5500 Cenex Drive | Inver Grove Heights | MN | 55077 |
| UT | 84101-220 | 2001 Shawnee Mis | Mission Woods | KS | 66205 |
| UT | 84116-282 | PO Box 22190 | Salt Lake City | UT | 84122-013 |
| UT | 84116 | | | | |
| UT | 84119-331 | | | | |
| UT | 84150-000 | | | | |
| UT | 84102 | | | | |
| UT | 84150-000 | | | | |
| UT | 84150-000 | | | | |
| UT | | P O Box 651068 | Salt Lake City | UT | |
| UT | 84115-263 | | | | |
| UT | 84104 | | | | |
| UT | 84104-360 | | | | |
| UT | 84110 | | | | |
| UT | 84104 | | | | |
| UT | 84104-102 | | | | |
| UT | 84116-343 | PO Box 16070 | Salt Lake City | UT | 84116 |
| UT | 84119-243 | 1880 W 1500 South | Salt Lake City | UT | 84104 |
| UT | 84104 | | | | |
| UT | 84104-390 | | | | |
| UT | 84111-110 | | | | |
| UT | 08450 | | | | |
| UT | 84104 | | | | |
| UT | 84119-244 | | | | |
| UT | 84104 | | | | |
| UT | 84104 | P O Box 30035 | Salt Lake City | UT | 84130 |
| UT | 84103 | | | | |
| UT | 84101-280 | | | | |

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| UT | 84104 | | | | |
| UT | 84116-120 | | | | |
| UT | 84101-260 | | | | |
| UT | 84104-450 | | | | |
| UT | 84115-513 | | | | |
| UT | 84103 | | | | |
| UT | 84116 | | | | |
| UT | 84110 | P O Box 1318 | Salt Lake City | UT | 84110 |
| UT | 84104 | | | | |
| UT | 84104-433 | | | | |
| UT | 84041 | | | | |
| UT | 84104-170 | | | | |
| UT | 84119-241 | | | | |
| UT | 84115 | | | | |
| UT | 84101-220 | | | | |
| UT | 84115 | | | | |
| UT | 84104 | | | | |
| UT | 84116-136 | | | | |
| UT | 84199-000 | | | | |
| UT | 84104-370 | | | | |
| UT | 84101-280 | | | | |
| UT | 84115 | | | | |
| UT | 84101 | | | | |
| UT | 84104-444 | | | | |
| UT | 84104-102 | | | | |
| UT | 84115 | P.O. Box 25725 | Salt Lake City | UT | 84125 |
| UT | 84119 | | | | |
| UT | 84115-293 | | | | |
| UT | 84101-221 | | | | |
| UT | 84115-294 | | | | |
| UT | 84087-211 | | | | |
| UT | 84087-212 | | | | |
| UT | 84087-143 | | | | |

| Contact | Phone | Fax | Serving Car | Status |
|---------------------------------------|-----------------|---------------|-------------|--------|
| Juanita Stokes | 501-836-6416 | | UP | 2:1 |
| | 501-231-4321 | | UP/SSW | 2:1 |
| | 501-231-4321 | | UP/SSW | 2:1 |
| Mr Mike Wylie | 501- 697-2277 | | UP/SSW | 2:1 |
| Darrell Wielly | 501-630-0892 | 501- 630-0694 | UP/SP | 2:1 |
| | 501-490-1509 50 | | UP | 2:1 |
| | 501-490-1509 50 | | UP | 2:1 |
| Matt Macaluso | 501-372-0277 | 501- 372-0276 | UP | 2:1 |
| Mike Horn | 501-340-6200 | 501-340-6260 | UP | 2:1 |
| Mike Horn | 501-340-6271 | 501-340-6260 | UP | 2:1 |
| Mike Horn | 501-340-6271 | 501-340-6260 | UP | 2:1 |
| Larry Alman Vice President | 501-372-5222 | | UP | 2:1 |
| Kelly Jacoby | 501-565-4641 | 501-565-8561 | UP | 2:1 |
| Pete Pilkington Traffic Manager | 501-376-3581 80 | 501-376-3585 | UP | 2:1 |
| Fouster Turnage, Jr. Facility Manager | 501-375-7306 | 501-375-7397 | UP | 2:1 |
| Richard Goff | 501-376-6616 | 501-376-0851 | UP | 2:1 |
| John Williams | 501-375-3233 | 501-375-2829 | UP | 2:1 |
| W V Walters President | 501-568-401- | 501-568-4465 | UP | 2:1 |
| | 501-372-4106 | 501-688-8138 | UP | 2:1 |
| David Brewer General Manager | 501-565-1526 | 501-565-0735 | UP | 2:1 |
| Jim Reed President / General Manager | 501-372-7232 | 501-372-3917 | UP | 2:1 |
| Mike Mayo Operations Manager | 501-375-3205 | | UP | 2:1 |
| Mike Mayo Operations Manager | 501-375-3205 | | UP | 2:1 |
| Richard Blakenbeker Plant Manager | 501-945-4581 | 501-945-0597 | UP | 2:1 |
| Richard Blakenbeker Plant Manager | 501-945-4581 | 501-945-0597 | UP | 2:1 |
| Herbert Clements | 501-945-1474 | 501- 945-0793 | SSW | 2:1 |
| Dennis Oakley | 501-945-0875 | | SSW | 2:1 |
| James Terri | 501-372-8240 50 | 501-372-3436 | UP | 2:1 |
| Deborah Baker Purchasing Manager | 501-376-6751 | 501-372-6491 | UP/SSW | 2:1 |
| Jerry Stroud | 501-945-2371 | 501- 945-2371 | UP | 2:1 |
| Jerry Stroud | 501-945-2371 | 501-945-2371 | UP | 2:1 |
| Jerry Stroud | 501-945-2371 | 501-945-2731 | UP | 2:1 |
| Jerry Johnson General Manager | 501-945-1414 | | UP/SSW | 2:1 |
| Gayle Taylor | 501-236-6600 | | UP | 2:1 |
| Joe Fleszar Plant Manager | 501-239-5010 | | UP/SP | 2:1 |
| Mike Claussen VP - Plant Manager | 870-535-6288 | 870-535-0435 | SSW | 2:1 |
| Gary Smith | 501- 541-5000 | 870-541-5089 | | 2:1 |
| Mike Willhite Manager | 870-534-5235 87 | 870-534-3543 | UP/SP | 2:1 |
| Bob Hixson Owner | 870-534-0221 | 870-534-4768 | UP | 2:1 |
| Bob Hixson Owner | 870-535-1436 | | UP | 2:1 |
| Bill Elliott | 501-247-4255 S | | UP/SSW | 2:1 |
| | 501-541-5770 | | UP/SP | 2:1 |
| Barbara Johnson | 870-534-5966 | 870-536-8844 | UP | 2:1 |
| Rufus Jackson | 870-541-5120 | 870-541-5148 | UP/SP | 2:1 |
| Mike Murphy | 501-535-6464 | 501-535-2558 | UP | 2:1 |
| Mike Murphy | 870-535-6480 | 870-535-2558 | UP | 2:1 |
| Mike Murphy | 870- 535-6465 | 870-535-2558 | SSW | 2:1 |
| Mike Murphy | 870- 535-6480 | 870-535-2558 | SSW | 2:1 |

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|-------------------------------|------------------|---------------|--------|-----|
| Deborah Owen | 501-540-3610 | | MP/SSW | 2:1 |
| Tommie Howard General Manager | 870-534-3631 | 870-534-1421 | UP | 2:1 |
| Tommie Howard | 870-534-3631 | 870-534-1421 | UP | 2:1 |
| Bob Kincaid | 501-535-0211 | 501-535-6913 | SSW | 2:1 |
| Gary Frizzell | 501-536-8947 | 501- 536-0481 | SSW | 2:1 |
| Bruce Madson | 501-535-4753 | | SP | 2:1 |
| Bobby Sadler Regional Manager | 870 - 536 - 1688 | | UP/SP | 2:1 |
| Jim Hughes | 501-536-4864 | | SSW | 2:1 |
| Jim Huges | 501-536-4864 | | SSW | 2:1 |
| Virginia Benson | 501-247-2387 | 5012479830 | UP | 2:1 |
| Steve Johnson | 415-633-2531 | 510-632-0391 | UP | 2:1 |
| James Parker | 510-633-2282 | 510- 633-2292 | UP/SP | 2:1 |
| | 415-569-2616 | | UP/SP | 2:1 |
| | 415-452-0078 | | UP/SP | 2:1 |
| Juan Zambrano | 510-568-8500 | 510-568-4483 | SP | 2:1 |
| | 510-498-5083 | | SP | 2:1 |
| Manuel Garcia | 510-498-5500 | 510-657-7334 | UP/SP | 2:1 |
| | 415-498-1600 | | SP | 2:1 |
| | 510-683-3981 | | SP | 2:1 |
| Shannon Harris | 510-657-4267 | 510-657-5083 | UP/SP | 2:1 |
| | 415-704-6315 | | UP/SP | 2:1 |
| | 714-449-6700 | | UP/SP | 2:1 |
| | | | UP | 2:1 |
| Tom Ryan | 916-827-4145 | 916-827-4620 | UP/SP | 2:1 |
| | 415-638-6576 | | UP/SP | 2:1 |
| | 510-633-4688 | | UP/SP | 2:1 |
| Jose Juarez | 213-697-3799 | 562-697-3892 | | 2:1 |
| Dennis McCoy | 714-738-2000 | 909- 320-2501 | UP/SP | 2:1 |
| | 209-832-9599 | | UP/SP | 2:1 |
| | 510-606-0501 | | UP/SP | 2:1 |
| J Smith/ Irving, TX | 510-606-5130 | 214-580-5692 | UP/SP | 2:1 |
| | 415-373-6340 | | UP/SP | 2:1 |
| | 510-373-0733 | | UP/SP | 2:1 |
| | | | UP/SP | 2:1 |
| | | | UP | 2:1 |
| | 510-632-8035 | | SP | 2:1 |
| | 510-532-9960 | | | 2:1 |
| John Emerson | 510-569-6604 | 510- 569-6604 | UP/SP | 2:1 |
| | 415-633-2200 | | UP/SP | 2:1 |
| | 909-924-2273 | | UP/SP | 2:1 |
| | 209-982-1497 | | UP/SP | 2:1 |
| | 510-846-8800 | | UP/SP | 2:1 |
| John Bozich | 916-922-8861 | 916-922-0775 | UP/SP | 2:1 |
| | 916-929-4440 | | UP | 2:1 |
| Lin Davies | 916-321-1000 | | UP | 2:1 |
| Jerry Posey | | 318-839-4050 | UP | 2:1 |
| Paul Keller | 408-297-3500 | 408-280-0699 | SP | 2:1 |
| Shawn Murphy | 408-259-0430 | 408- 259-1620 | UP | 2:1 |
| Jim Mishork | 408-291-2400 | 415- 247-3740 | UP | 2:1 |
| | | | UP | 2:1 |
| Paul Aieta | 408-280-0222 | | UP | 2:1 |

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|-------------------|---------------|---------------|-------|-----|
| Vince Maestri | 408-259-8900 | | UP | 2:1 |
| Gary Anderson | | | UP | 2:1 |
| | 408-251-2210 | | UP | 2:1 |
| | 408-971-9473 | | UP | 2:1 |
| Hong Zhao | 408-451-5000 | 408-453-6045 | UP/SP | 2:1 |
| | 408-453-7888 | | SP | 2:1 |
| | 408-292-7957 | | SP | 2:1 |
| Mark Chamberlin | 408-259-4800 | | UP | 2:1 |
| Gary Minardi | 408-287-8211 | 408- 292-9004 | UP | 2:1 |
| | 408-297-8815 | | UP | 2:1 |
| Rob DiNapoli | 408-283-8200 | 408- 947-9205 | UP | 2:1 |
| Alber Law | 408-453-6046 | 408-453-6045 | UP/SP | 2:1 |
| | 213-562-5266 | | UP/SP | 2:1 |
| | 213-583-4761 | | UP/SP | 2:1 |
| Jim Olivea | 213-562-6300 | 213- 562-4516 | UP | 2:1 |
| | 213-562-9529 | | UP/SP | 2:1 |
| | 209-832-2292 | | SP | 2:1 |
| Dee Maxwell | 510-455-5858 | 510-455-5858 | UP/SP | 2:1 |
| | 415-449-7800 | | UP/SP | 2:1 |
| Ed Hallagher | | 209-538-3845 | SP | 2:1 |
| | 209-667-2632 | | UP | 2:1 |
| | 209-668-1600 | | UP | 2:1 |
| | 209-634-9101 | | SP | 2:1 |
| Lori Ginocchio | 209-667-2777 | 209-634-6235 | UP | 2:1 |
| | | | UP | 2:1 |
| | 209-668-1001 | | UP | 2:1 |
| Don Smith | 209-634-7207 | | UP | 2:1 |
| Kaye Daughtry | 916-371-4051 | 214-638-8147 | | 2:1 |
| Wendy Slepian | 916-923-5100 | 916- 920-3321 | UP/SP | 2:1 |
| Eddie Vasquez | 916-371-1800 | 916-371-7402 | UP/SP | 2:1 |
| Paul Bloser | 916-371-7407 | 916- 373-7373 | UP/SP | 2:1 |
| Steve Mathis | 916-371-8000 | 916-372-4802 | UP/SP | 2:1 |
| | 916-372-2452 | | UP/SP | 2:1 |
| Jim Ping | 916-375-1600 | | UP/SP | 2:1 |
| | 916-371-7811 | | | 2:1 |
| | 916-453-0552 | | UP/SP | 2:1 |
| Barbara Atanasoff | 916-372-3600 | 916-372-1881 | UP/SP | 2:1 |
| Dale Montgomery | 916-371-1000 | 916-371-6919 | UP/SP | 2:1 |
| | | | | 2:1 |
| | 913-258-2286 | | SSW | 2:1 |
| | 316-656-4011 | | | 2:1 |
| | 318-474-9600 | | UP/SP | 2:1 |
| Robert Howard | 318-433-5205 | | | 2:1 |
| | 318-437-3200 | | | 2:1 |
| Mabrey Bourque | | 318-439-2386 | MP | 2:1 |
| | 318-436-7503 | | UP | 2:1 |
| | 318-439-8371 | | SP | 2:1 |
| | 318-494-5140 | | SP | 2:1 |
| | 318-491-5211 | | SP | 2:1 |
| Derek Schierloh | 318- 474-9600 | 318-474-1326 | UP/SP | 2:1 |
| | | | SP | 2:1 |

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|----------------------------------|--|------------------------------|--------|-----|--|--|
| Tom Viven | 318-439-9473 | 318- 439-2386 | SP | 2:1 | | |
| | | | UP | 2:1 | | |
| | | | KCS/SP | 2:1 | | |
| | | | SP | 2:1 | | |
| | | | SP/KCS | 2:1 | | |
| Robert Andrews, Jr. | 504-785-8211 504-241-2380 | 504-246-1034 | SP | 2:1 | | |
| | | | UP/SP | 2:1 | | |
| | | | CSX | 2:1 | | |
| | | | CSX | 2:1 | | |
| | | | CSX | 2:1 | | |
| Mr. David Parillo Branch Manager | 504-465-9057 318-868-6541 318-865-6351 318-865-1412 318-677-2701 318-686-8772 318-631-1858 318-636-9000 318-861-3506 318-222-8722 318-222-9373 318-222-2141 318-494-5140 318-491-5211 318-882-0401 318-882-1280 318-882-6481 281-871-5050 318-497-6011 | 318-686-5869 | SP | 2:1 | | |
| | | | SP | 2:1 | | |
| | | | UP | 2:1 | | |
| | | | UP | 2:1 | | |
| | | | | 2:1 | | |
| | | | UP | 2:1 | | |
| | | | UP | 2:1 | | |
| | | | SP | 2:1 | | |
| | | | UP | 2:1 | | |
| | | | SP | 2:1 | | |
| | | | SP | 2:1 | | |
| | | | SP | 2:1 | | |
| | | | SP | 2:1 | | |
| | | | SP | 2:1 | | |
| | | | SP | 2:1 | | |
| Dave Lipka Traffic Manager | | | SP | 2:1 | | |
| | | | SP | 2:1 | | |
| | | | KCS/SP | 2:1 | | |
| | | | SP | 2:1 | | |
| | | | SP | 2:1 | | |
| Jim Holliman Dave Patterson | 314-624-7454 314-624-5581 314-624-5581 314-624-4511 | 573-472-1787 573-624-9834 | SP | 2:1 | | |
| | | | UP | 2:1 | | |
| | | | UP | 2:1 | | |
| | | | SSW | 2:1 | | |
| | | | UP | 2:1 | | |
| Keith Olson | 702-635-5441 702-635-2112 702-635-5135 702-635-2495 702-468-0505 | 702- 635-5455 | UP | 2:1 | | |
| | | | UP | 2:1 | | |
| | | | | 2:1 | | |
| | | | UP/SP | 2:1 | | |
| | | | UP/SP | 2:1 | | |
| John Rosner | 702-754-6066 702-738-8043 702-468-0515 702-468-2121 | | UP/SP | 2:1 | | |
| | | | UP/SP | 2:1 | | |
| | | | UP/SP | 2:1 | | |

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|--------------------|---------------|------------------|--------|-----|
| | 702-738-8446 | | UP/SP | 2:1 |
| | 702-753-6252 | | UP/SP | 2:1 |
| Alen Blach | 702-738-7111 | 702-738-6731 | UP/SP | 2:1 |
| Ms Shirley Kessler | 702-738-9871 | 702- 738-7865 | UP/SP | 2:1 |
| Steve | 702- 753-8550 | | UP/SP | 2:1 |
| | 713-972-2000 | | UP/SP | 2:1 |
| | 702-738-1242 | | UP/SP | 2:1 |
| | | | | 2:1 |
| | 702-635-8894 | | UP/SP | 2:1 |
| | 702-635-2495 | | UP/SP | 2:1 |
| | 702-635-5484 | | UP/SP | 2:1 |
| Mike Patton | 702-754-6373 | 702- 754-6164 | UP/SP | 2:1 |
| | 409-866-3711 | | | 2:1 |
| | 713-425-3300 | | | 2:1 |
| | 713-425-5151 | | | 2:1 |
| | 713-425-1000 | | | 2:1 |
| | | | MP | 2:1 |
| | 713-383-3300 | | | 2:1 |
| Howard McGlone | 713-383-2400 | 713- 573-9843 | UP/SP | 2:1 |
| | 713-383-2525 | | UP/SP | 2:1 |
| | | | MP | 2:1 |
| Mario Cavazos | 210-831-4545 | | MP | 2:1 |
| Harriet Fournier | | 956-831-9079 | UP | 2:1 |
| Ms Phyllis Clipper | 512-831-4531 | Ex 210- 831-9572 | UP | 2:1 |
| | 915-858-3566 | | UP/SP | 2:1 |
| Mr Lee Moore | 915-851-2391 | 915- 851-0288 | UP/SP | 2:1 |
| | 915-851-2238 | | UP/SP | 2:1 |
| | 512-883-3202 | | UP | 2:1 |
| | 512-844-4000 | | UP | 2:1 |
| | 512-844-4000 | | UP | 2:1 |
| | 512- 887-4100 | | UP | 2:1 |
| Brock Harris | 512-289-0300 | 512-289-7415 | UP | 2:1 |
| | | | MP | 2:1 |
| | 512-289-5651 | | UP | 2:1 |
| | | | MP | 2:1 |
| | 512-289-0782 | | UP | 2:1 |
| Charlie Westbrook | 512-882-2575 | 5128821029 | UP/SP | 2:1 |
| Jeff Cole | | | LHRR | 2:1 |
| Darlene Phelps | 214-334-2141 | 903-334-2356 | TNER | 2:1 |
| | 713-943-6771 | | | 2:1 |
| | 713-943-6771 | | | 2:1 |
| Frank Beringer | 713-944-2111 | 713-944-0803 | | 2:1 |
| Dan Holden | 254-757-0057 | | MP/SSW | 2:1 |
| | | | | 2:1 |
| | 713-383-2411 | | | 2:1 |
| | 281-383-7195 | | SP | 2:1 |
| | 713-421-6500 | | | 2:1 |
| | 713-383-2411 | | | 2:1 |
| | | | | 2:1 |
| Mr Johnny Turner | 915-764-2263 | 915- 764-2956 | UP/SP | 2:1 |

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| Pete Hardy | 915-764-2224 | | UP/SP | 2:1 |
| | 713- 941-3403 | | UP/SP | 2:1 |
| | 713-481-3570 | | GHH | 2:1 |
| | 972-237-2011 | | UP | 2:1 |
| | 214-988-0555 | | UP/SSW | 2:1 |
| Gene Tamez | 512-412-6711 | 210-412-6671 | SP | 2:1 |
| Gary Martin | | 210-421-2025 | UP | 2:1 |
| Jameiss Warnier | | | UP | 2:1 |
| Warehouse Supervisor | 512-428-9575 | 512-421-2704 | SP | 2:1 |
| | 512-423-4605 | | UP | 2:1 |
| | 210-423-6540 | | UP/SP | 2:1 |
| | 512-423-4605 | | UP | 2:1 |
| | 210-425-4545 | | SP | 2:1 |
| | | | UP | 2:1 |
| | | | MP | 2:1 |
| Vern Wheelwright | 713-332-7334 | | | 2:1 |
| | 713-428-9632 | | SP | 2:1 |
| | 409- 886-7445 | | UP/SP | 2:1 |
| | 409-886-7491 | | UP/SP | 2:1 |
| | 409-883-8411 | | UP/SP | 2:1 |
| Clada Wilfer | 409- 883-8221 or 409-886-3107 | | UP/SP | 2:1 |
| | 409-886-3601 | | UP/SP | 2:1 |
| | 409-883-9990 | | | 2:1 |
| | 713-886-3611 | | UP | 2:1 |
| | | | UP | 2:1 |
| Tony Garza | 409-883-4363 | | UP | 2:1 |
| Betty Sheridan | 800-231-2825 ex | | UP/SP | 2:1 |
| Andy Schaffer | 409-883-0393 | | UP/SP | 2:1 |
| Rodney Guillory | 409-886-8201 | 409- 886-5082 | UP/SP | 2:1 |
| | 409-883-9371 | | | 2:1 |
| Shirley Menard | 409-883-9371 | 409-883-6517 | UP/SP | 2:1 |
| | 713-883-3468 | | UP | 2:1 |
| Roger Wheat | 615-444-4972 | 409- 886-5104 | SP | 2:1 |
| Roy Snyder / Tony Psencik | 210-223-6161 | 210-704-8241 | SP | 2:1 |
| Bobby Joe "Buzz" Miller | 210-733-9191 | 210-733-5043 | UP | 2:1 |
| Richard Galloway, Wesley Shaw | 210-227-3462 | 210-227-3468 | UP | 2:1 |
| Steve Hughes | 210-882-4273 | 210- 225-2018 | SP | 2:1 |
| Donna Green | 210-223-2618 | 210-224-0520 | SP | 2:1 |
| Steve Gossen | 210-224-6646 | 210-299-1145 | SP | 2:1 |
| Brad Clark | 210-333-7577 | 210-333-5972 | UP/SP | 2:1 |
| Tom Delgado | 210-337-9101 | 210-333-1537 | SP | 2:1 |
| Richard Fite | 210-299-1031 | 210- 224-0672 | MP | 2:1 |
| Wilburn Floor | 210-333-8110 | 210-359-9256 | SP | 2:1 |
| Sandy Smith | 210-226-4377 | 210- 223-6236 | UP | 2:1 |
| John True | 210-735-1111 | 210- 737-2139 | UP | 2:1 |
| Brian Rogers | 210-337-6464 | 210-359-1411 | SP | 2:1 |
| Larry Jackson | 210-225-8511 | 210- 225-1931 | UP/SP | 2:1 |
| | 210-226-8301 | | SP | 2:1 |
| Albert Garcia | 210-227-9090 | 210-227-7038 | SP | 2:1 |
| Nancy Perez | 210-227-3141 | 210-227-0387 | SP | 2:1 |

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|---------------------------------|----------------|---------------|---------|-----|
| Ramona Webb | (210) 226-0231 | 210- 226-2512 | UP/TXTC | 2:1 |
| Steve Lyles | 210-227-1401 | 210-351-6280 | SP | 2:1 |
| Danny Pugh | 210-333-4625 | 210-333-4635 | UP/SP | 2:1 |
| Mark Holland | 210-690-1956 | 210-690-1735 | UP | 2:1 |
| Al Bednarz | 210-224-7771 | 210-226-9409 | SP | 2:1 |
| Richard Galloway or Wesley Shaw | 210-227-3462 | 210-227-3468 | UP | 2:1 |
| Richard Garza | 210-434-4121 | 210- 435-7410 | SP | 2:1 |
| Mary Holland | 210-333-8222 | 210-359-8812 | SP | 2:1 |
| Rob Grimes | 210-222-1331 | 210-222-1777 | UP | 2:1 |
| Felipe Martinez | 210-533-1264 | 210-533-2942 | SP | 2:1 |
| Bill Mallory | 210- 337-2720 | 210-337-2451 | | 2:1 |
| | | 512-364-3833 | | 2:1 |
| | | | | 2:1 |
| John Robino | (713) 491-9181 | 713- 242-2802 | UP | 2:1 |
| | (713) 263-7000 | | UP/SP | 2:1 |
| | (903) 794-2745 | | UP/SP | 2:1 |
| | | | SSW | 2:1 |
| | | | SSW | 2:1 |
| | | | UP | 2:1 |
| | | | UP | 2:1 |
| | 903-793-5314 | | | 2:1 |
| | 903-794-3631 | | SSW | 2:1 |
| | | | UP | 2:1 |
| | | | UP | 2:1 |
| | 903-593-6577 | | SSW | 2:1 |
| Jim Booker | 214-593-1793 | | SSW | 2:1 |
| | 903-595-3491 | | SSW | 2:1 |
| Tom Call | 214-592-0752 | 817-772-6999 | SSW | 2:1 |
| Avery Goodlett | 214-531-1500 | 903- 535-1643 | SSW | 2:1 |
| | 903-581-5661 | | UP | 2:1 |
| Bill Hammond Purchasing Manager | 903-561-3636 | 903-534-2997 | UP | 2:1 |
| Ruth Campise | | 512-573-1780 | UP | 2:1 |
| | | | UP | 2:1 |
| Robbie Farr | | 254-662-4057 | UP | 2:1 |
| Ed Braig | 254-776-8000 | 254-751-5148 | | 2:1 |
| | | | UP | 2:1 |
| Shelia Galanti | | 254-666-0008 | SP | 2:1 |
| Don Holden | 254-750-2486 | 254- 757-0007 | | 2:1 |
| Doug Koop | 254-799-4979 | 254-799-8639 | | 2:1 |
| Tom Green | | 254-752-8950 | UP | 2:1 |
| Bill Weinberg | 254-799-6206 | 254-867-7311 | UP | 2:1 |
| Randy Fox | | 254-751-1465 | UP | 2:1 |
| Barry Gross | 254-754-5475 | 254-754-1237 | SSW | 2:1 |
| Dan Cole | 254-772-9310 | 254-772-1304 | SSW/SP | 2:1 |
| Arthur Deiterman | 254-756-7261 | 254- 756-7262 | UP | 2:1 |
| Tom Call Prodcution Manager | 817-772-3440 | 817-772-6999 | | 2:1 |
| Tom Salome | 254-756-6661 | 254-752-0175 | UP | 2:1 |
| Jim DeVoe | 254-776-2100 | | UP | 2:1 |
| | (254) 772-7826 | | | 2:1 |
| Brad Allen | 254-799-4991 | 254-867-1546 | UP | 2:1 |
| Ronnie Livingston | (254) 753-0305 | | SP | 2:1 |

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|----------------------------|-----------------|---------------|---------|-----|
| Bob Turk Manager | 817-754-9502 or | | UP | 2:1 |
| Carolyn Overton | (254) 799-6211 | 801-773-5564 | UP | 2:1 |
| Billy Cobbs | | 254-752-8950 | UP/SP | 2:1 |
| | | | SP | 2:1 |
| | | | UP | 2:1 |
| Tom Hastings | (713) 554-6860 | 512-392-2966 | UP | 2:1 |
| | (713) 000-0000 | | | 2:1 |
| | (915) 859-9175 | | | 2:1 |
| | (915) 858-8877 | | | 2:1 |
| | 801-756-9681 | | UP/DRGW | 2:1 |
| Jessie Archibald | 801-776-4037 | | UP/DRGW | 2:1 |
| Mike Moline | 801-773-6886 | 801-773-0887 | UP | 2:1 |
| Kevin Homer | 801-776-1295 | | | 2:1 |
| | 801-773-5802 | | | 2:1 |
| Marlin Hill | 801-825-2264 | 415- 247-3740 | | 2:1 |
| Nellie Bennett | 801-773-4611 | 801-776-6385 | UP/DRGW | 2:1 |
| Lyndon Henrie | 801-773-0914 | | | 2:1 |
| | 801-825-9741 | | | 2:1 |
| Wayne Pladas | 801-773-5911 | 801-773-5912 | UP | 2:1 |
| Dick Watkins | 801-773-7700 | 801- 773-5564 | | 2:1 |
| Bob Lee | 801-773-7400 | 817- 825-3247 | | 2:1 |
| Blake Bennett | 801-773-7300 | | UP/DRGW | 2:1 |
| Kent Oborn | 801-773-4902 | 801-773-4993 | UP | 2:1 |
| Rodney Maughan | 801-773-8756 | 801-773-1090 | UP | 2:1 |
| Mark Solden | 801-776-1113 | | UP | 2:1 |
| Bob Lampi | 801-773-0421 | | UP | 2:1 |
| Mark Rowlei | 801-328-2543 | | UP | 2:1 |
| Greg Kotter | 801-863-4500 | | UP | 2:1 |
| | | | | 2:1 |
| Ralph Rupp | 801-227-9000 | | UP/SP | 2:1 |
| Kurt Neal | 801-521-3509 | | DRGW/UP | 2:1 |
| | 801-227-9000 | | | 2:1 |
| | 801-373-5670 | | UP/DRGW | 2:1 |
| | 801-731-3100 | | UP/SP | 2:1 |
| Greg Clarke | 801-732-2292 | 801-702-2406 | | 2:1 |
| Wayne Stockbrand | 801-252-3283 | | UP/DRGW | 2:1 |
| | 801-298-4605 | | UP/DRGW | 2:1 |
| Gene Moyes | 801-394-3477 | | UP | 2:1 |
| Jim Ramsey for Non Ferrous | 801-621-4563 | | UP/SP | 2:1 |
| Gene Roschewski | 801-392-2490 | 801- 392-2498 | DRGW | 2:1 |
| | 801-621-3540 | | | 2:1 |
| Brent Stocker | 801-621-4141 | 801- 627-8570 | UP | 2:1 |
| Mr Gerry Corkle | 801-394-4523 | 913- 262-1842 | UP | 2:1 |
| Ed Denning | 801-394-1621 | 801-627-0541 | | 2:1 |
| John Wakiechowski | 801-399-7914 | 801-399-7578 | UP/SP | 2:1 |
| Dennis Durbane | 801-621-5221 | | UP/SP | 2:1 |
| | 801-627-4540 | | UP | 2:1 |
| | 802-731-1300 | | UP/SP | 2:1 |
| Lyle Hansen | | 801-392-6251 | UP | 2:1 |
| Ida Moser-Frogh | 801-782-2500 | 801-786-2208 | UP/SP | 2:1 |
| | 801-621-5800 | | UP | 2:1 |

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|--------------------------|--------------|--------------|---------|-----|
| Dorothy Bloom | 801-521-9554 | | UP | 2:1 |
| | 801-393-0115 | | DRGW | 2:1 |
| | 801-621-4141 | | UP | 2:1 |
| Joe Pilarczyk | 801-621-2337 | 801-399-1661 | | 2:1 |
| Jim Devine | 801-394-7781 | 801-394-7784 | UP/SP | 2:1 |
| | | | UP | 2:1 |
| Mr. Kallbacka | 801-374-6485 | | DRGW/UP | 2:1 |
| | 801-364-4222 | | UP | 2:1 |
| John Alleman | 801-373-2085 | 801-373-6126 | UP | 2:1 |
| | 801-373-6910 | | UP | 2:1 |
| Fred Chipp | 801-974-5484 | 801-973-7393 | DRGW | 2:1 |
| | 801-972-8160 | | DRGW | 2:1 |
| | 801-972-3383 | | SP | 2:1 |
| | 801-521-4810 | | | 2:1 |
| | 801-972-2757 | | UP/SP | 2:1 |
| Darwin Dewsnap | 801-973-4400 | 801-978-8636 | UP/DRGW | 2:1 |
| | 801-973-8787 | | UP | 2:1 |
| Keigh Olson Plant Manger | 702-635-5441 | 702-635-5455 | UP/DRGW | 2:1 |
| | 801-355-3475 | | UP/DRGW | 2:1 |
| | 801-328-8500 | | UP | 2:1 |
| | | | UP | 2:1 |
| Paul Benedict | 801-484-4451 | | UP | 2:1 |
| Wayne Turner | 801-978-3300 | 801-484-2066 | | 2:1 |
| Tom Foels | | 612-451-4337 | DRGW | 2:1 |
| Mr Gerry Corkle | 801-355-2981 | 913-262-1842 | UP | 2:1 |
| Melanie Vest | 801-537-1777 | 801-363-4826 | | 2:1 |
| | 801-539-7200 | | UP/DRGW | 2:1 |
| Kevin Dixon | 801-972-8737 | 801-972-5209 | UP/DRGW | 2:1 |
| Joseph Ring | 801-531-2236 | | UP | 2:1 |
| | 801-295-8844 | | UP/DRGW | 2:1 |
| Doug Hyer | 801-531-2236 | 801-531-2280 | UP | 2:1 |
| | 801-531-2236 | | UP | 2:1 |
| Greg Schultus | 801-487-7442 | | UP | 2:1 |
| Jack Crus | 801-466-8783 | 801-466-3655 | UP | 2:1 |
| Greg Prawitt | 801-359-3744 | | UP/SP | 2:1 |
| Doug Cox | 801-973-9056 | | UP | 2:1 |
| | 801-526-6200 | | UP/DRGW | 2:1 |
| Sherral Wilson | 801-972-2731 | 801-972-6272 | UP/DRGW | 2:1 |
| | 801-364-8421 | | UP | 2:1 |
| Kent Luby | | 801-363-4924 | DRGW | 2:1 |
| Debbi | 801-972-6422 | | UP/DRGW | 2:1 |
| | 801-975-1770 | | UP/DRGW | 2:1 |
| Craig Anderson | 801-972-4974 | 801-975-1266 | DRGW | 2:1 |
| Gary Greenburg | 801-364-5055 | | UP/DRGW | 2:1 |
| Linda Macmillan | 801-363-6755 | | UP | 2:1 |
| Diane | 801-487-4545 | | UP/DRGW | 2:1 |
| Kathleen Kern | 801-972-4395 | 510-420-7101 | | 2:1 |
| Rod Spencer | 801-521-0670 | | UP | 2:1 |
| Ray Woodward | 801-973-2700 | | | 2:1 |
| | | | UP | 2:1 |
| Mark Bond | 801-328-2051 | 801-328-2055 | UP/DRGW | 2:1 |

| | | | |
|----------------------|--------------|---------------|-------------|
| Roy Schors | 702-575-2281 | | 2:1 |
| Ken | 801-596-8663 | | 2:1 |
| Ernie Moll | 801-237-2965 | | 2:1 |
| | 801-973-9068 | | 2:1 |
| Terry Fox | 801-973-2800 | | 2:1 |
| | | UP | 2:1 |
| | 801-322-5878 | UP/DRGW | 2:1 |
| Denny Kenyon | 801-355-5456 | UP, DRGW | 2:1 |
| Ann Iorg | 801-322-1234 | UP | 2:1 |
| Bob Thompson | 801-973-9093 | 801-975-9622 | 2:1 |
| | 801-359-0374 | UP | 2:1 |
| Patty Midgley | 801-973-0911 | | 2:1 |
| Dave Drorbaugh | 801-972-3005 | | 2:1 |
| | 801-538-0000 | UP | 2:1 |
| Troy Sutherland | 801-359-8681 | | 2:1 |
| Kayjean Poulson | 801-284-6000 | UP | 2:1 |
| Glen Cox, Henry Maes | 801-972-4587 | 801- 972-4606 | UP/DRGW 2:1 |
| | 801-364-0050 | UP | 2:1 |
| | 801-974-2346 | UP | 2:1 |
| Roger Frankford | 801-973-9082 | | 2:1 |
| Sandy Pepper | 801-363-1933 | | 2:1 |
| Don Lawson | 801-364-5679 | UP | 2:1 |
| Dave Whitney | 801-363-0093 | 801-363-921 | UP 2:1 |
| Ron Melton | 801-973-9222 | 801-973-8657 | UP/SP 2:1 |
| Bill Scott | 801-328-1112 | 801- 531-1937 | DRGW 2:1 |
| John Lund | 801-972-1261 | 801-973-6565 | DRGW 2:1 |
| Dennis Johnson | | 801-487-0308 | DRGW 2:1 |
| Mike Jones | 801-972-5525 | 801-975-0958 | 2:1 |
| | 801-533-9292 | UP | 2:1 |
| | 801-973-9841 | SP | 2:1 |
| | 801-295-3489 | UP/SP | 2:1 |
| | 801-298-3211 | UP/SP | 2:1 |
| | 801-295-2311 | UP/DRGW | 2:1 |

CUSTOMERS SERVED BY 2-TO-1 SHORTLINES

| Record # | Customer | Physical Address | Station |
|----------|--|----------------------------|---------------|
| 1244 | Continental Grain Corporation | | Danville |
| | Greenbay Pkg Inc Arkansas Kraft Divisi | | Danville |
| 1960 | Wayne Poultry & Feed Div of Continenta | | Danville |
| 1038 | American Fiber Industries | 9100 Frazier Pike | Little Rock |
| | Ben E Keith of Arkansas | 6100 Lindsey Rd | Little Rock |
| 2189 | Best Foods Division CPC International I | 8201 Frazier Pike | Little Rock |
| 2047 | Democrat Printing & Lithographing Co | 6401 Lindsay Rd | Little Rock |
| 2249 | G E Appliances | 6901 Lindsey Rd | Little Rock |
| 1463 | Interstate Highway Sign Co | 7415 Lindsey Dr | Little Rock |
| 1531 | Little Rock Distributing | 7424 Lindsey Road | Little Rock |
| 1536 | Logistics Services Inc. (LSI) (Little Rock | 9001 Lindsey Rd | Little Rock |
| | Logistics Services Inc. (LSI) (Ryan Wals | 9001 Lindsay Road | Little Rock |
| 1608 | National By Products | | Little Rock |
| | Oneal Steel Inc. | 8501 Frazier Pike | Little Rock |
| 1676 | Pind Supply Inc | 6208 Lindsey Rd | Little Rock |
| 1959 | Recycle America | 7900 Sloane Dr | Little Rock |
| 1744 | River Cement | 8900 Lindsay Road | Little Rock |
| 1768 | Safety Kleen | 8401 Lindsay Road | Little Rock |
| 1092 | Schick Steel | 8900 Fourche Dam Pike | Little Rock |
| 2136 | Schueck Steel | 8900 Fourche Dam Pike | Little Rock |
| 1808 | Sloane, George Fischer Manufacturing | 7777 Sloan Dr | Little Rock |
| 1816 | Southern Bldg Products | | Little Rock |
| 1824 | Southern Scrap | 9500 Industrial Harbor | Little Rock |
| 1829 | Southland Products | | Little Rock |
| 2157 | Vincent Metals Div Rio Algom Inc | 8909 Fourche Dam Pike | Little Rock |
| 1948 | Vinyl Building Products | 8801 Frazier Pike | Little Rock |
| 1642 | Wheatland Tube - Omega Division | 8200 Frazier Pike | Little Rock |
| | Deltic Farm & Timber | LRWN Mile Post 209 | Ola |
| | Greenbay Pkg Inc Arkansas Kraft Divisi | | Perry |
| 1388 | Greenbay Pkg Inc (Paper) | | Perry |
| 2037 | Collins Pine | | Chester |
| 2219 | Riviana Foods Inc | 405 S Washington | Abbeville |
| 1165 | Carbo Ceramics | | Ara |
| 1171 | Cargill Salt | | Baldwin |
| 1272 | Degussa | | Baldwin |
| 1594 | Morton Salt | | Baldwin |
| 1909 | Twin Bros Marine | | Baldwin |
| 1147 | Cabot Corp | | Bayou Sale |
| 1228 | Columbian Chemicals | | Bayou Sale |
| 1306 | Enterprise Products | | Breaux Bridge |
| | G & H Seed | | Crowley |
| | Southwest Milling | | Crowley |
| 2114 | Miller Brands | 5733 Citrus Blvd | Harahan |
| 2100 | Liberty Rice | 200 West Mill Rd | Kaplan |
| 1041 | American Manufacturing | | Lafayette |
| 1133 | Branch Warehouse | 207 Commission Blvd | Lafayette |
| 1176 | Catalyst Recovery | Southerpark Industrial Par | Lafayette |
| | Chastant Bros | | Lafayette |

| | | | |
|------|-------------------------------|---------------------------|---------------------|
| 1302 | Elks Concrete Products | Southpark Industrial Park | Lafayette |
| 1404 | Halliburton | Southpark Industrial Park | Lafayette |
| | Lafayette Distributors | | Lafayette |
| 2108 | Louisiana Sw Scrap & Salvage | | Lafayette |
| 1628 | Northpark | | Lafayette |
| | Oneal Steel Inc | | Lafayette |
| 2211 | OSCA Inc | | Lafayette |
| 2218 | Quality Brands Inc | 215 N Pierce | Lafayette |
| 2222 | Schilling Distributing Co Inc | 215 E Pinhook Rd | Lafayette |
| 2241 | Union Camp Corp | Southpark Industrial Park | Lafayette |
| 1290 | Dufrene Lumber | | Lockport |
| 1538 | Lockport Thermostats | | Lockport |
| 1624 | Nicolas Paper | | Lockport |
| 1639 | Olin | | Lockport |
| 1721 | Raceland Sugar | | Lockport |
| 1024 | Allen Tank | | New Iberia |
| 1033 | Ambar | | New Iberia |
| 1104 | Bayou Pipe Coating | | New Iberia |
| 1221 | Coastal Chemical | | New Iberia |
| 2036 | Coastal Timbers | | New Iberia |
| 1254 | Creole Fermentation | | New Iberia |
| 1438 | Iberia Sugar | | New Iberia |
| 1439 | Iberia Threading | | New Iberia |
| 1522 | Liberty Connell | | New Iberia |
| 1638 | Olin | | New Iberia |
| 1709 | Premiere Casing | | New Iberia |
| 1746 | Riviana Foods | | New Iberia |
| | Cajun Distributing | 600 St George (Jefferson, | New Orleans |
| 1107 | Benhard Warehouse | 165 Compress Road | Opelousas |
| 1153 | Cal-Chlor Corporation | 2691 LeDoux Avenue | Opelousas |
| 1341 | FMC | Washington Road | Opelousas |
| 1357 | Gaiennie Lumber | 561 W Grolee | Opelousas |
| 1830 | Southwest Feed Farm | 775 W Grolee St | Opelousas |
| | PMG Inc. | | Palmetto(Not correc |
| 2213 | Patout M A & Son Ltd | 3512-J Patout Burns Rd | Patoutville |
| 1505 | Krielow Brothers | | Roaroke |
| 2235 | Tri-State Delta Inc | | Schriever |
| 1606 | National Beverage | 310 Back Street | Thibodaux |
| | Union Tank Car | | Ville Platte |
| 1114 | BHP Copper | | Riepetown |
| 1995 | ABC Supply | | Austin |
| 1997 | Acco | | Austin |
| | Alar Distribution | 10605 Delta Dr | Austin |
| 1025 | Alliant Food Service | 979 Springdale Road | Austin |
| 1087 | Austin Steam Train Ass'n | | Austin |
| 1128 | Boonesborough Inc | | Austin |
| 2183 | Brown Dist | | Austin |
| 1160 | Capital Beverage | 10300 Metropolitan | Austin |
| | Foxworth - Galbraith | 8910 Reserch Blvd | Austin |
| 1436 | Huntsman | | Austin |
| 1480 | Joe Pinelli | | Austin |

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|------|-------------------------------|--------------------------|-------------|
| 1504 | Kraft Food Service | | Austin |
| 1798 | Shiner | | Austin |
| 1954 | Warren Furniture | | Austin |
| | McCoy Lumber | | Belton |
| 1047 | Amfels Inc | Hwy 48 PT of Brownsville | Brownsville |
| 1051 | Anbel Corporation | | Brownsville |
| 2011 | Best Group Marine | | Brownsville |
| 1137 | Brownsville Gulfside | | Brownsville |
| 2184 | Brownsville Navigation | | Brownsville |
| 1138 | Brownsville Refining | Hwy 48 & Anchor Road | Brownsville |
| 1172 | Carl & Carol Meyer | | Brownsville |
| 1198 | Chem USA Corp | 85 E Oil Dock | Brownsville |
| 1227 | Columbia Western Clay | 460 RL Ostos Rd | Brownsville |
| 1229 | Comercializadora Lajunta | | Brownsville |
| 2048 | Dix Industries Inc | | Brownsville |
| 1293 | Duopaper Bag Mfg | | Brownsville |
| 1301 | Elgo Internacional | 6915 FM 511 | Brownsville |
| 1352 | Frontier Services | | Brownsville |
| | Galbreath Inc | | Brownsville |
| 1358 | Garva Corp | | Brownsville |
| 1380 | Global Stone Lc | 9005 Ostos Rd | Brownsville |
| 1391 | Groendyke Transport | 2020 N Central Ave | Brownsville |
| 1395 | Gulf Facilities Inc | | Brownsville |
| 1401 | Gulf Stream Marine | | Brownsville |
| 1403 | Gulmar Inc | | Brownsville |
| 1447 | Inter Transfer | 15801 S Port Road | Brownsville |
| 1449 | Interlube Terminals | Anchor Road & Oil Dock R | Brownsville |
| 2087 | International Shipbreaking | | Brownsville |
| 1460 | International Stainless Steel | 400 S Port Rd | Brownsville |
| 2201 | Itapco Border Terml | | Brownsville |
| 1467 | Itapco Bville Terml | | Brownsville |
| 1468 | Itapco Tejano Terml | | Brownsville |
| 1481 | John Houlihan | | Brownsville |
| 1523 | Liberty Engr Inc | | Brownsville |
| 2204 | Lower Valley Trans | | Brownsville |
| 1558 | Marine Scrap Corp | | Brownsville |
| 1637 | Oglebay Norton | Port of Brownsville | Brownsville |
| 1644 | Open Sesame Commodity | | Brownsville |
| 1667 | Penn Octane Corp | 902 Chemical Road | Brownsville |
| 1672 | Petroliquids Terminal | Hwy 48 Star Route Box 89 | Brownsville |
| 1691 | Plitt Crane Src Inc | | Brownsville |
| 1697 | Port Elevator-Brownsville | South Port Road | Brownsville |
| 1698 | Port Of Brownsville | Hwy 48 & Hwy 511 | Brownsville |
| 1717 | Quimica Fluor Sa | | Brownsville |
| 1747 | R M Walsdorf Co | | Brownsville |
| 1740 | Rio Plastics Inc | | Brownsville |
| 1754 | Roll & Hold | 2993 FM 511 | Brownsville |
| 1758 | RR Maintenance & Constr | | Brownsville |
| 1775 | Sanco International Inc | | Brownsville |
| 1777 | Satellite I Inc | Star Route Box 89 Hwy 48 | Brownsville |
| 1811 | South Pacific Plywood Lumber | 11 Southport Road | Brownsville |

| | | | |
|------|--------------------------------|-----------------------------|-----------------|
| 1812 | South Texas Grain | 6915 FM 11 | Brownsville |
| 1831 | Southwest Grain | 8400 Southport | Brownsville |
| 1843 | Statia Terminals | State Hwy 48 | Brownsville |
| 1849 | STG Leasing Co | | Brownsville |
| 1878 | Texas International Ry | | Brownsville |
| 1891 | Tip O Tex Elevator | Turning Basin | Brownsville |
| 1897 | Transforma Marine | 641 S Port Rd | Brownsville |
| 1902 | Trico Technologies Corporation | 1995 Billy Mitchell Blvd | Brownsville |
| 2155 | Valley Warehousing | 1900 Billy Mitchell Blvd Bl | Brownsville |
| 1428 | Hoover Building Supply | | Burnet |
| 1680 | Pioneer Concrete | | Burnet |
| 1013 | ADM Growmark | | Corpus Christi |
| 2170 | Aimcor | | Corpus Christi |
| 1113 | BHP Copper | | Corpus Christi |
| 1240 | Continental | | Corpus Christi |
| 1248 | Corpus Christi Caller Times | 820 Lower North Broadwa | Corpus Christi |
| 2040 | Corpus Christi Pub Compress | 1002 E Port | Corpus Christi |
| 1249 | Corpus Christi Public Elevator | 2121 Navigation | Corpus Christi |
| 1324 | Farrell Cooper Mining Co | | Corpus Christi |
| 1675 | Phelps Dodge | | Corpus Christi |
| 1699 | Port Of Corpus Christi | 222 Power Street | Corpus Christi |
| 2135 | Scholl Forest Industries | 500 N Water #603S | Corpus Christi |
| 1879 | Texas Lehigh Cement | 1800 Navigation | Corpus Christi |
| 1890 | Timet | | Corpus Christi |
| 2156 | Valls Shipping | 723 Upper N Broadway St | Corpus Christi |
| 1949 | Vista Trading | | Corpus Christi |
| 1011 | Acme Brick | | Elgin |
| 2052 | Elgin Butler Brick | | Elgin |
| 2053 | Elgin Warehouse | | Elgin |
| 1389 | Greenline Chemical Co | 11 S Ave F | Elgin |
| 1912 | U S Brick | | Elgin |
| 1934 | Valcones Recycling | | Elgin |
| | Cal Lumber Co | | Feld |
| 1852 | Strawn Explosives | | Feld |
| 1863 | Team Track | | Feld |
| 1086 | Austin Marble | 608 Leander Rd | Georgetown |
| 2197 | Hope Lumber Co | | Georgetown |
| | McCoy Lumber | | Georgetown |
| 1899 | Transit Mix Inc | Leander Rd #108 | Georgetown |
| 1445 | Ink | 1139 NW Carrier Parkway | Great Southwest |
| | Brennan & Co | New Scott St Warehouse | Laredo |
| | Caseo Guerra | | Laredo |
| | Chemical Leaman | | Laredo |
| | Continental Exim (G Bolano) | | Laredo |
| | Despachos del Norte | | Laredo |
| | Fernando Garcia Warehouse | | Laredo |
| | Flores, R L | | Laredo |
| | Galveston Paper Inc | | Laredo |
| | Gateway Transfer | | Laredo |
| | J O Alvarez CHB | | Laredo |
| | Laredo Moving Storage | | Laredo |

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|------|---|--------------------------|---------------------|
| | MB Forwarding | | Laredo |
| | Pasquel Hermanos | | Laredo |
| | Texas Intl Forwarding | | Laredo |
| 1149 | Cactus Canyon | | Marble Falls |
| 1163 | Capitol Aggregates, Ltd. | Off of FM 1855 few miles | Marble Falls |
| 1200 | Chemical Lime | | Marble Falls |
| 1470 | J M Huber | | Marble Falls |
| 1876 | Texas Granite - Cold Spring Granit - Tex Hwy 1431 @ Phillips Ranc | | Marble Falls |
| 1007 | Abbott Labs | | Mcneil |
| 1469 | J H Supply | | Mcneil |
| 2250 | Guthrie Lumber | | McNeil |
| 1054 | Anglo Iron & Metal | HC 70 Box 84 | Port Of Brownsville |
| 2019 | Brownsville Gulfside Warehouse | 400 S Port Rd | Port Of Brownsville |
| 2050 | Duro Bag | Turning Basin Rd | Port Of Brownsville |
| 2059 | Garva | 3801 Foust Rd, Capt. Fou | Port Of Brownsville |
| 1396 | Gulf Facilities Inc | Don Foust Mineral Loop | Port Of Brownsville |
| 1402 | Gulmar | 200 Salvage Rd | Port Of Brownsville |
| 1782 | Schaefer Stevedoring | Don Foust & Mineral Loop | Port Of Brownsville |
| 2149 | Texas International Railway | 100 Boxcar Rd | Port Of Brownsville |
| 1914 | Union Carbide | Hwy 48 East | Port Of Brownsville |
| 1971 | Westway Terminal (Trading) | South Port Rd at Express | Port Of Brownsville |
| | Calcasiey Lbr Co | 2400 Chisolm Trail | Round Rock |
| 1161 | Capital Beverage | | Scoobee |
| | Foxworth - Galbraith | | Scoobee |
| 2206 | McCoy's | | Scoobee |
| 2223 | Scobey Alar Distribution | | Scoobee |
| 1892 | Top Dollar Cement | | Weir |
| 1126 | Boise Cascade | 451 N 5600 West | City Limits |
| 2033 | Certified Warehouse | Airport Industrial Park | City Limits |
| 1233 | Comstar International | Airport Industrial Park | City Limits |
| 1610 | National Distribution | Airport Industrial Park | City Limits |
| 1643 | Pacific Cold Storage | Airport Industrial Park | City Limits |
| 2221 | Sauder Woodworking | Airport Industrial Park | City Limits |
| 1123 | BMC West | 2069 Washington Blvd | Ogden |
| 1444 | Infiltrator Systems | 1715 W 2450 South | Ogden |
| 1452 | Intermountain Grain | | Ogden |
| 1681 | Pioneer Door Sales | 2381 S 1900 West | Ogden |
| 1181 | Centennial Gas Liquids | | Ogden Sugar Work |
| 1513 | Larkin Cattle Co | | Ogden Sugar Work |
| 1569 | McFarland Cascade Corp | | Ogden Sugar Work |
| 1630 | Northwest Trading Co | | Ogden Sugar Work |
| 1757 | Round Butte Products | | Ogden Sugar Work |
| | Trinity Industries Inc | | Ogden Sugar Work |
| 1239 | Constar International | 400 N 5600 W | Salt Lake City |
| 2049 | Dunn Oil Company | 1901 S 300 West | Salt Lake City |
| 1375 | Georgia Pacific Corp. | 2875 S 300 West | Salt Lake City |
| 1419 | Henderson Wheel & Whse Supply | 1825 S 300 West | Salt Lake City |
| 2080 | Hudson Printing Blaire | 241 W 1700 S | Salt Lake City |
| 1451 | Intermountain Furniture | 235 S 600 West | Salt Lake City |
| 1453 | Intermountain Lumber Company | 1948 S West Temple | Salt Lake City |
| 1597 | Mountain Fuel Supply | 180 E 100 South | Salt Lake City |

| | | | |
|------|----------------------------|------------------------|----------------|
| 1655 | Pacific Cold Storage | 3420 Vernon Ave | Salt Lake City |
| 1788 | Pacificorp | 201 S Main St Ste 2100 | Salt Lake City |
| 1836 | Sears Roebuck | 335 W Burgatti | Salt Lake City |
| 2244 | Standard Builders Supply | 220 W 2700 South | Salt Lake City |
| 1957 | Utah State Board Education | 250 E 500 South | Salt Lake City |
| 1955 | Wasatch Metal Salvage | 205 W 3300 South | Salt Lake City |
| | Wasatch Shippers | NER Steel 3300 South | Salt Lake City |

| State | Zip Code | Mail Address | Mail City | Mail State | Mail Zip Co |
|-------|-----------|--------------------|-------------|------------|-------------|
| AR | | 340 Jesse Jewell P | Gainesville | GA | 30501 |
| AR | | | | | |
| AR | | PO Box 909 | Danville | AR | 72833 |
| AR | 72206 | | | | |
| AR | 72206 | | | | |
| AR | 72206 | PO Box 309 | Little Rock | AR72203 | |
| AR | 72206 | PO Box 191 | Little Rock | AR | 72203 |
| AR | 72206 | | | | |
| AR | 72206 | | | | |
| AR | 72206 | | | | |
| AR | 72206 | | | | |
| AR | 72206 | | | | |
| AR | 72206 | | | | |
| AR | 72206 | PO Box 3801 | Little Rock | AR | 72206 |
| AR | 72206 | | | | |
| AR | 72206 | | | | |
| AR | 72206 | | | | |
| AR | 72206 | | | | |
| AR | 72206 | | | | |
| AR | 72206 | | | | |
| AR | 68334 | | | | |
| AR | | | | | |
| AR | 72206 | | | | |
| AR | 72706 | PO Box 164-807 | Little Rock | AR | 72706 |
| AR | 72206 | | | | |
| AR | 72206-385 | | | | |
| AR | | PO Box 7000 | El Dorado | AR | 71731 |
| AR | | P O Box 711 | Morrilton | AR | 72110 |
| AR | 72125 | PO Box 19017 | Green Bay | WI | 54307-901 |
| CA | | PO Box 796 | Chester | CA | 96020 |
| LA | 70510 | PO Box 278 | Abbeyville | LA | 70510 |
| LA | | | | | |
| LA | | | | | |
| LA | | | | | |
| LA | | | | | |
| LA | | | | | |
| LA | | | | | |
| LA | | | | | |
| LA | | PO Box 321 | Crowley | LA | 70527 |
| LA | | PO Box 1543 | Crowley | LA | 70526 |
| LA | | | | | |
| LA | | PO Box 218 | Kaplan | LA | 70548 |
| LA | | PO Box 88000 | Lafayette | LA | 70598 |
| LA | | | | | |
| LA | | | | | |
| LA | | PO Box 4507 | Lafayette | LA | 70502 |

| | | | | |
|-----------|--------------------|--------------|----|-----------|
| | PO Drawer 3887 | Lafayette | LA | 70502 |
| 70583 | P O Box 549 | Lafayette | LA | 70583 |
| | P O Box 52141 | Lafayette | LA | 70505-214 |
| | PO Box 80627 | Lafayette | LA | 70598 |
| 70501 | PO Box 2279 | Lafayette | LA | 70502 |
| | Po Box 159 | Raceland | LA | 70394 |
| | PO Box 9649 | New Iberia | LA | 70562 |
| | P O Box 11010 | New Iberia | LA | 70562-101 |
| | P.O. Box 10537 | New Iberia | LA | 70562 |
| | 7331 Frederick Rd | Abbeyville | LA | 70510 |
| | PO Box 11108 | New Iberia | LA | 70562 |
| | PO Box 218 | Kaplan | LA | 70548 |
| 70181 | PO Box 10708 | Jefferson | LA | 70181 |
| 70570-924 | | | | |
| 70570 | | | | |
| 70571-053 | P O Box 588 | Opelousas | LA | 70571-058 |
| 70570-433 | P O Box 1420 | Opelousas | LA | 70570-433 |
| 70570-350 | | | | |
| | PO Box 68 | Palmetto | LA | 71358 |
| | 3512 J Patout Burn | Jeanerette | LA | 70544 |
| | PO Box 39 | Roanoke | LA | 70581 |
| | PO Box 28 | Thibodaux | LA | 70302 |
| | PO Box 996 | Thibodaux | LA | 70302 |
| | PO Box 466 | Ville Platte | LA | 70586 |
| | PO Box 6459 | Austin | TX | 78762 |
| 78758 | | | | |
| 78758 | | | | |
| 78758 | | | | |

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|----|-----------|-------------------|---------------------|----|------------|
| TX | | | | | |
| TX | | | | | |
| TX | | P O Box 1028 | San Marcus | TX | 78667 |
| TX | 78520 | PO Box 3107 | Brownsville | TX | 78523.0000 |
| TX | | | | | |
| TX | | 9700 Salvage Road | Brownsville | TX | 78521 |
| TX | | | | | |
| TX | | 1000 Foust Foad | Brownsville | TX | 78521 |
| TX | 78521 | | | | |
| TX | | | | | |
| TX | 78521 | H C 70 Box 85 | Brownsville | TX | 78521 |
| TX | 78521 | 1415 Acacia Lake | Brownsville, | TX | 78521 |
| TX | | | | | |
| TX | | | | | |
| TX | 78521 | | | | |
| TX | | | | | |
| TX | | | | | |
| TX | 78521 | 9005 Ostos Rd | Port Of Brownsville | TX | 78521 |
| TX | 78521-520 | | | | |
| TX | | | | | |
| TX | | | | | |
| TX | 78521 | Po Box 888 | Brownsville | TX | 78521 |
| TX | 78520 | | | | |
| TX | | | | | |
| TX | 78521 | | | | |
| TX | | Po Box 4114 | Brownsville | TX | 78520 |
| TX | | | | | |
| TX | | | | | |
| TX | | 1101 S 20th St | Council Bluffs | IA | |
| TX | | | | | |
| TX | | 100 Terminal Road | Brownsville | TX | 78520 |
| TX | | | | | |
| TX | 78521 | | | | |
| TX | | | | | |
| TX | 78521 | | | | |
| TX | 78521 | Star Route Box 89 | Brownsville | TX | 78521 |
| TX | | | | | |
| TX | 78523 | | | | |
| TX | 78523 | | | | |
| TX | | | | | |
| TX | | | | | |
| TX | 78521 | | | | |
| TX | | | | | |
| TX | | | | | |
| TX | 78521 | | | | |
| TX | 78521-665 | | | | |

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| TX | | | | | |
| TX | | | | | |
| TX | | | | | |
| TX | | P.O. Box 33240 | San Antonio, | TX | 78265 |
| TX | | 3700 Hulen St | Fort Worth, | TX | 76121-187 |
| TX | | | | | |
| TX | 78654 | P. O. Box 2540 | Granite Shoals, | TX | 78654 |
| TX | | | | | |
| TX | | P O Box 684668 | Austin | TX | 78768 |
| TX | 78521-980 | | | | |
| TX | 78520 | PO Box 5853 | Brownsville | TX | 78523 |
| TX | 78520 | | | | |
| TX | 87521 | P. O. Box 8070 | Brownsville, | TX | 78526 |
| TX | 78523 | | | | |
| TX | 78520 | | | | |
| TX | 78520 | | | | |
| TX | 78521-920 | | | | |
| TX | 78521 | | | | |
| TX | 78526 | P O Box 8673 | Brownsville | TX | 78521 |
| TX | 78681 | P O Box 17097 | Austin | TX | 78760 |
| TX | | | | | |
| TX | | | | | |
| TX | | 10605 Delta Dr | Austin | TX | 78758.0000 |
| TX | | | | | |
| UT | | 451 N 5600 West | Salt Lake City | UT | |
| UT | | P O Box 22196 | Salt Lake City | UT | 84122-019 |
| UT | | | | | |
| UT | | | | | |
| UT | | 5787 W Harold Gad | Salt Lake City | UT | 84116 |
| UT | | 580 N Wright Bros | Salt Lake City | UT | |
| UT | 84401 | | | | |
| UT | 84401 | | | | |
| UT | 84402 | P O Box 1826 | Ogden | UT | 84402 |
| UT | 84402 | | | | |
| UT | | | | | |
| UT | | | | | |
| UT | | | | | |
| UT | | | | | |
| UT | | | | | |
| UT | 84116 | | | | |
| UT | 84115 | | | | |
| UT | 84115-343 | P.O. Box 65549 | Salt Lake City | UT | 84165 |
| UT | 84115-180 | | | | |
| UT | 84115 | P O Box 65889 | Salt Lake City | UT | 84115 |
| UT | 84101 | | | | |
| UT | 84115-182 | P.O. Box 65970 | Salt Lake City | UT | 84165 |
| UT | 84111-150 | | | | |

| | | | | | |
|----|-----------|----------------|----------------|----|-------|
| UT | 90058-181 | | | | |
| UT | 84140-000 | | | | |
| UT | 84115 | 335 W Burgatti | Salt Lake City | UT | 84115 |
| UT | 84115-301 | P.O. Box 65309 | Salt Lake City | UT | 84165 |
| UT | 84111-320 | | | | |
| UT | 84115 | | | | |
| UT | 84115 | | | | |

| Contact | Phone | Fax | Serving | Car Status |
|-----------------------------------|---------------|----------------|---------|------------|
| Gary Niedfeldt | 770-538-2143 | | LRWN | 2:1 SL |
| Alan Wagoner GM - LRWN | 501-662-4878 | | LRWN | 2:1 SL |
| Steve Nolin | 501-495-4446 | | LRWN | 2:1 SL |
| Saad Taha President | 501-490-1577 | 501-490-1639 | LRPA | 2:1 SL |
| Shawn Mullins | 501- 490-2244 | 501- 490-0201 | UP | 2:1 SL |
| Horace Childress | 501-490-1441 | 501- 490-3321 | LRPA | 2:1 SL |
| Bert Park President | 501-374-0271 | (501) 497-2568 | LRPA | 2:1 SL |
| | 501-490-3004 | | LRPA | 2:1 SL |
| John Hoover | 501-490-4242 | 501-490-1090 | LRPA | 2:1 SL |
| Loneita Shoemaker | 501-490-1506 | 501- 490-0215 | LRPA | 2:1 SL |
| Terry Sims | 501-490-1521 | 501-490-2027 | LRPA | 2:1 SL |
| Terry Sims GM Inland Operations | 501-490-1521 | 501-490-2027 | LRPA | 2:1 SL |
| Glendyl Price | | 501-490-0367 | LRPA | 2:1 SL |
| Melvin Uzzell Manager | 501-490-0040 | | LRPA | 2:1 SL |
| | 501-490-1470 | | LRPA | 2:1 SL |
| Mike Lauderdale | 501-490-0733 | | LRPA | 2:1 SL |
| John Spillers | 501-490-1906 | | LRPA | 2:1 SL |
| Jack Craft | 501-490-1613 | 501-888-8563 | LRPA | 2:1 SL |
| | 504-587-5400 | | LRPA | 2:1 SL |
| Ed Wright | 501-490-2300 | | LRPA | 2:1 SL |
| George West | 501-490-7777 | 501-490-7100 | LRPA | 2:1 SL |
| | | | LRPA | 2:1 SL |
| | 501-490-2222 | | LRPA | 2:1 SL |
| | | | LRPA | 2:1 SL |
| Jim Metcalf | 501-490-2277 | | LRPA | 2:1 SL |
| Chris Mathews SR VP / Gen Manager | 501-490-1400 | 501-490-4441 | LRPA | 2:1 SL |
| Joseph Peters Plant Manager | 501-490-1900 | 501-490-1011 | LRPA | 2:1 SL |
| Gus Ayres | 501-862-3457 | | LRWN | 2:1 SL |
| Pete Newman (Mill) | 501-354-9204 | 501-354-9277 | LRWN | 2:1 SL |
| Debra Stevens Asst. Corporate TM | 414-433-5125 | | LRWN | 2:1 SL |
| Richard Sprague (Rick) | 916-258-2111 | | AL | 2:1 SL |
| Steve Gillespie | 318-893-2220 | 318- 893-1122 | LDRR | 2:1 SL |
| | | | LDRR | 2:1 SL |
| Dennis Warnke | 318-332-8217 | 318- 332-3358 | LDRR | 2:1 SL |
| | 318-923-7531 | | LDRR | 2:1 SL |
| | 318-867-4241 | | LDRR | 2:1 SL |
| | 318-923-4981 | | LDRR | 2:1 SL |
| | 318-836-5671 | | LDRR | 2:1 SL |
| | 318-836-5641 | | LDRR | 2:1 SL |
| Rudy Nix | | | LDRR | 2:1 SL |
| Ken Morgan | 318-783-7762 | 318-783-9200 | AKDN | 2:1 SL |
| Mark Delahousay | 318-788-2170 | 318-788-1005 | AKDN | 2:1 SL |
| Alan Warner | | | NOPB | 2:1 SL |
| Royby Vincent | | 318-643-1929 | LDRR | 2:1 SL |
| David O'Neal | | 318-837-9246 | LDRR | 2:1 SL |
| Dan Ducote President | 318-837-2042 | 318-837-4847 | LDRR | 2:1 SL |
| | | | LDRR | 2:1 SL |
| Therian LaFleur | 318-234-2351 | 318-232-2830 | LDRR | 2:1 SL |

| | | | | |
|--------------------|----------------|---------------|----------|--------|
| | | | LDRR | 2:1 SL |
| | | | LDRR | 2:1 SL |
| JW Austin | 318-234-3253 | 318-232-4602 | LDRR | 2:1 SL |
| Janet Widmen | | 318-233-1266 | LDRR | 2:1 SL |
| | | | LDRR | 2:1 SL |
| Chester Rovsin | 318-232-2612 | | LDRR | 2:1 SL |
| Caroll Hayes | 318-837-6047 | 318-837-3832 | LDRR | 2:1 SL |
| Clifford Galintine | 318-232-0181 | 318-237-0607 | LDRR | 2:1 SL |
| Nathan Verret | 318-233-2337 | 318-237-3657 | LDRR | 2:1 SL |
| Warren Gaddis | 318-837-9091 | 801- 538-7521 | LDRR | 2:1 SL |
| | | | LDRR | 2:1 SL |
| Faith Comeaux | 504-532-2541 | 504-532-6800 | LDRR | 2:1 SL |
| | 504-532-3313 | | LDRR | 2:1 SL |
| | | | LDRR | 2:1 SL |
| Mary Robichaux | 504-537-3533 | 504- 537-7779 | LDRR | 2:1 SL |
| Pat Sequra | 318-365-2492 | 318- 364-9814 | LDRR | 2:1 SL |
| | 318-237-5300 | | LDRR | 2:1 SL |
| Jerry Shea | 318-369-3761 | 318-365-9747 | LDRR | 2:1 SL |
| | 318-893-3862 | | LDRR | 2:1 SL |
| Gerald Girouard | 318-369-3017 | 318-365-0003 | LDRR | 2:1 SL |
| Bill Tribaldos | 318-898-9377 | 318- 898-9376 | LDRR | 2:1 SL |
| Deanna Gaspard | 318-364-1913 | 318- 365-0030 | LDRR | 2:1 SL |
| | 318-367-9296 | | LDRR | 2:1 SL |
| Royby Vincent | 318-643-7175 | 318-643-1929 | LDRR | 2:1 SL |
| | | | LDRR | 2:1 SL |
| | | | LDRR | 2:1 SL |
| | 318-893-2220 | | LDRR | 2:1 SL |
| Robert Pastor | 504- 734-8824 | 504- 733-3192 | NOPB | 2:1 SL |
| Lane Campbell | 318-942-6624 | | AKDN | 2:1 SL |
| | 318-942-9599 | | AKDN | 2:1 SL |
| | 318-942-5782 | | AKDN | 2:1 SL |
| | (318) 948-3066 | | AKDN | 2:1 SL |
| | 318-948-8742 | | AKDN | 2:1 SL |
| Lane Campbell | 318-948-3759 | 318-623-5532 | Acadiana | 2:1 SL |
| Tommy Duhe | 318-276-4592 | 318- 276-4247 | LDRR | 2:1 SL |
| Carl Kreilow | 318-753-2206 | 318-753-2604 | AKDN | 2:1 SL |
| Andre Bonnet | | 504-446-2262 | LDRR | 2:1 SL |
| David Adams | | 504-448-5982 | LDRR | 2:1 SL |
| Norma DeVille | 318-363-5507 | 318-363-0717 | AKDN | 2:1 SL |
| | 520-575-4722 | | BHP | 2:1 SL |
| Steve Felgate | 512-385-6800 | 512-385-6800 | LHRR | 2:1 SL |
| Brenda Martinez | 512-385-7600 | 512-389-1301 | LHRR | 2:1 SL |
| Carl Kimball | 512-837-2410 | 512-837-9073 | LHRR | 2:1 SL |
| Woody Wells | | 512-926-8154 | LHRR | 2:1 SL |
| Diana Walters | 512-477-6377 | | LHRR | 2:1 SL |
| | | | LHRR | 2:1 SL |
| Brad Card | 512-478-6353 | 512-478-0801 | LHRR | 2:1 SL |
| Bob Barna | | 512-837-6953 | LHRR | 2:1 SL |
| Shawn Burke | 512- 451-4477 | | LHRR | 2:1 SL |
| | 512-483-0150 | | LHRR | 2:1 SL |
| Joe Pinelli | 512-478-5958 | | LHRR | 2:1 SL |

| | | | | |
|----------------------------------|------------------------------|--------------|------|--------|
| Patricia Stephenson | 512-926-5051 | 512-926-0957 | LHRR | 2:1 SL |
| | 512-322-0698 | | LHRR | 2:1 SL |
| | | | LHRR | 2:1 SL |
| Tom Hastings | 513-353-5400 | 512-392-2966 | GRR | 2:1 SL |
| James Bock | 210-831-2220 | 210-831-6220 | BRG | 2:1 SL |
| Sergio Martinez | | 956-831-9739 | BRG | 2:1 SL |
| Don Bruner | 210-831-8300 | 210-831-8344 | BRG | 2:1 SL |
| Dave Lapeyre | 210-831-4241 | 210-831-2200 | BRG | 2:1 SL |
| Lupe Salinas | 210-831-4592 | 210-831-6185 | BRG | 2:1 SL |
| | 512-831-4521 | | BRG | 2:1 SL |
| Carl Meyer | 210-831-2715 | 210-831-2715 | BRG | 2:1 SL |
| Adriana Garza | 210-831-5100 | 21-831-9309 | BRG | 2:1 SL |
| Mr. Jamie Martinez Plant Manager | 210-831-0008 | 210-831-0255 | BRG | 2:1 SL |
| | 210-838-0002 | | BRG | 2:1 SL |
| Steve Muschenheim | 210-831-4228 | 512-289-2565 | BRG | 2:1 SL |
| | 210-831-4206 | | BRG | 2:1 SL |
| | 210-831-8288 | | BRG | 2:1 SL |
| | 210-831-4271 | | BRG | 2:1 SL |
| | 219-946-6631 | | BRG | 2:1 SL |
| | 210-831-2727 | | BRG | 2:1 SL |
| Joe Linck President | 210-831-8888 | 210-831-8089 | BRG | 2:1 SL |
| | 210-831-4405 | | BRG | 2:1 SL |
| | 210-831-4007 | | BRG | 2:1 SL |
| | 210-831-6766 | | BRG | 2:1 SL |
| | 210-831-4547 | | BRG | 2:1 SL |
| Mr Carlos Berriocha | 210-831-6139 | 210-831-7989 | BRG | 2:1 SL |
| | 512-831-7046 | | BRG | 2:1 SL |
| Danny Bueno | 210-831-2299 | 210-831-4112 | BRG | 2:1 SL |
| | 210-831-7714 | | BRG | 2:1 SL |
| Arnulfo Leija | 210-831-9641 | 210-831-2698 | BRG | 2:1 SL |
| | 713-580-6101 | | BRG | 2:1 SL |
| | 713-580-6101 | | BRG | 2:1 SL |
| Russ Soukup | 210-831-7302 | | BRG | 2:1 SL |
| | 210-831-6325 | | BRG | 2:1 SL |
| Joe Aquilar | 512-479-0777 | 210-831-6185 | BRG | 2:1 SL |
| | 305-591-4400 | | BRG | 2:1 SL |
| | 210-831-4990 | | BRG | 2:1 SL |
| | 210-831-7721 | | BRG | 2:1 SL |
| Joe Martinez | 713-552-5703 or 956-831-9603 | | BRG | 2:1 SL |
| | 512-831-9552 | | BRG | 2:1 SL |
| | 210-831-4878 | | BRG | 2:1 SL |
| | 210-831-8245 | | BRG | 2:1 SL |
| | 512-831-4592 | | BRG | 2:1 SL |
| | 210-831-8534 | | BRG | 2:1 SL |
| | 210-831-3924 | | BRG | 2:1 SL |
| | 210-831-2715 | | BRG | 2:1 SL |
| | 210-831-4232 | | BRG | 2:1 SL |
| | 210-544-6433 | | BRG | 2:1 SL |
| | 210-831-4531 | | BRG | 2:1 SL |
| | 210-831-9592 | | BRG | 2:1 SL |
| | 512-831-8401 | | BRG | 2:1 SL |

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|-----------------------------|----------------|----------------|------|--------|
| | | | TM | 2:1 SL |
| | | | TM | 2:1 SL |
| | | | TM | 2:1 SL |
| Jack Carsons | 512-345-4631 | 830-693-2916 | LHRR | 2:1 SL |
| Mike Haas Sales Rep | 800-292-5315 | 210-590-6841 | LHRR | 2:1 SL |
| Gary Waller Traffic Manager | 817-732-8164 | 817-732-8564 | LHRR | 2:1 SL |
| | 210-693-3575 | | LHRR | 2:1 SL |
| Bo Lusinger Quarry Manager | 210-598-6570 | 210-693-4164 | GRR | 2:1 SL |
| | 512-255-2000 | | LHRR | 2:1 SL |
| | | | LHRR | 2:1 SL |
| Jeff Parnell | 512-247-2777 | 512-247-2019 | LHRR | 2:1 SL |
| Maria Esquivel | 210-831-9391 | | BRG | 2:1 SL |
| David Lapeyre | 210-831-4241 | 210-831-7989 | BRG | 2:1 SL |
| Melba Goney | 210-831-4207 | 210-831-9228 | BRG | 2:1 SL |
| Carlos Garza President | 210-831-2727 | 210-831-2785 | BRG | 2:1 SL |
| | 512-831-4007 | | BRG | 2:1 SL |
| | 210-831-4547 | | BRG | 2:1 SL |
| | 210-831-4007 | | BRG | 2:1 SL |
| Grace Novell | 512-630-2723 | 210-630-2725 | BRG | 2:1 SL |
| | 512-831-7851 | | BRG | 2:1 SL |
| Artemio Caballero | 210-831-7645 | 210-831-5007 | BRG | 2:1 SL |
| Sonny Bryant | 512-444-3172 | 512-444-0101 | GRR | 2:1 SL |
| Bob Barna | (512) 837-6550 | 512-837-6953 | LHRR | 2:1 SL |
| | (512) 451-4477 | | LHRR | 2:1 SL |
| | (512) 353-5400 | | LHRR | 2:1 SL |
| Karl Kimball | (512) 756-2410 | 512-837-9073 | LHRR | 2:1 SL |
| | | | GRR | 2:1 SL |
| Wayne Steele | 801-531-6262 | | SLGW | 2:1 SL |
| Steve Byington | | 801-363-4826 | SLGW | 2:1 SL |
| | | | SLGW | 2:1 SL |
| | | | SLGW | 2:1 SL |
| Tony Stricklan | 801-537-1307 | | SLGW | 2:1 SL |
| Bill Dotson | 801-359-1960 | | SLGW | 2:1 SL |
| | 801-621-7763 | | UCRY | 2:1 SL |
| Larry McCane | 1-800-743-7140 | | UCRY | 2:1 SL |
| | 801-621-3003 | | UCRY | 2:1 SL |
| Mike McMickel | 801-731-0621 | 801-731-8769 | UCRY | 2:1 SL |
| | 303-695-1212 | | UCRY | 2:1 SL |
| | 801-720-0620 | | UCRY | 2:1 SL |
| | 801-544-6521 | | UCRY | 2:1 SL |
| | 800-674-4763 | | UCRY | 2:1 SL |
| | 503-548-4005 | | UCRY | 2:1 SL |
| | 214-589-5685 | | UCRY | 2:1 SL |
| Betty Koehler | 801-531-1888 | | SLGW | 2:1 SL |
| | | | SL | 2:1 SL |
| Warehouse Supervisor | 801-486-9281 | (801) 485-4979 | SL | 2:1 SL |
| Paul Henderson | 801-486-2073 | 801-486-0353 | SL | 2:1 SL |
| Greg Castagno | 801-486-4611 | 801-486-7157 | SL | 2:1 SL |
| Jeff Cohen | 801-355-1738 | | SL | 2:1 SL |
| Paul Blanchette | | 801-485-6859 | SL | 2:1 SL |
| Todd Quinn | 801-324-3481 | | SLGW | 2:1 SL |

Denny Lorag
Steve Pay
Laura Oscarson
Jack Holtman

801-537-1307
801-220-4621
801-483-1948
801-487-7731
801-538-7513
801-484-3511
801-487-2966

8014871347

| | |
|------|--------|
| SLGW | 2:1 SL |
| SLGW | 2:1 SL |
| SL | 2:1 SL |
| SL | 2:1 SL |
| SLGW | 2:1 SL |
| SL | 2:1 SL |
| SL | 2:1 SL |

CUSTOMERS OPEN TO RECIPROCAL SWITCHING

| Record # | Customer | Physical Address | Station |
|----------|--|---------------------------|--------------------|
| | Bulk Materials Transfer | 8000 St Bernard Port mile | Arabi(Confirm Rail |
| 1545 | Ludwig Buildings Inc | 521 Timesaver Ave | Harahan |
| | Ribelin Distribution Inc. | 6040 Beven St. | Harahan |
| 1524 | Lincoln Big Three | 1132 MacArther Ave | Harvey |
| 1551 | M I Drilling Fluids Co | 4300 Peters Road | Harvey |
| 1280 | Distron | 200 Plantation Road | Jefferson |
| 1303 | Elmwood Building Specialties | 1500 Edwards Ave | Jefferson |
| | Lehleitner Geo H Inc | 202 Crofton Rd | Kenner |
| 1994 | A To Z Paper Co | 1560 Tchoupitoulas | New Orleans |
| | A & P Food Stores | 1401 Jefferson Hwy | New Orleans |
| 2070 | A & P Meat Warehouse Dist Ctr | 5221 Jefferson Hwy | New Orleans |
| 1015 | Advnace Paper Co Janitorial | | New Orleans |
| 1020 | Alabo St Warf | | New Orleans |
| 1023 | Alcoa Export Supply | 5600 Jefferson Hwy | New Orleans |
| 1196 | Ameritrend | Charbonnet Street Wharf | New Orleans |
| 1050 | Amstar Corp | Three Oaks, LA | New Orleans |
| 1057 | Arabi Terminal | Chalmette Slip | New Orleans |
| 1059 | Aristokraft (Kaye, Neal W) | 201 Laitram Lane | New Orleans |
| 1080 | Atlas Edco Inc | 916 Dakin St | New Orleans |
| 1100 | Baroid Sales Co (NI Ind) | 8000 Jourdon | New Orleans |
| 1102 | Barriere Construction Co | | New Orleans |
| 1112 | Better Boxing | | New Orleans |
| 1122 | Blue Circle Cement | 8000 St Bernard Port | New Orleans |
| 2015 | Blue Plate Foods Inc | 1315 Jefferson Davis Park | New Orleans |
| 1130 | Bourg Wilson Lumber & Building Inc | 2737 N Peters | New Orleans |
| 1134 | Branton Insulation Industries Inc | 1101 Edwards Ave | New Orleans |
| 1135 | Bridon Elm Inc | 6200 Humphreys | New Orleans |
| 2020 | Bubbas Produce | | New Orleans |
| 1145 | Bulk Materials Transfer | Chalmette Slip | New Orleans |
| 1154 | Calcliner Industries Inc Producer of Kaier | West St Bernard Highway | New Orleans |
| 1158 | Campbell Building Materials Inc | 215 Funston St | New Orleans |
| | Cargill | | New Orleans |
| 1195 | Chalmette Slip | | New Orleans |
| 1196 | Charbonnet Street Wharf | Charbonnet Street Wharf | New Orleans |
| 1209 | Citadel Cement/ Laforest Company | | New Orleans |
| 1222 | Coastal Engineering Corp | 820 Sams Ave | New Orleans |
| 1223 | Coastal Enterprise of the Southeast | 407 Girod Street | New Orleans |
| 1342 | Conco Food Service | 918 Edwards Ave | New Orleans |
| 2190 | Crown Beverage | 2811 Toulouse St | New Orleans |
| 1258 | Crown Oil Chemical | | New Orleans |
| 1267 | Dbi R Equine Feed Supply | | New Orleans |
| 1269 | Deavo Line Pellican Divn | | New Orleans |
| 1255 | Delta Beverage Group dba Miller Brand | 5733 Citrus Blvd | New Orleans |
| 1276 | Dependable Customer Bagging | 264 Hord St | New Orleans |
| 1277 | Depuy Strg & Fwd | | New Orleans |
| 1005 | Dixie Produce & Packaging | 5801 G ST | New Orleans |
| 1288 | Dravo Basic Materials | | New Orleans |
| | Equitable Shipyards/ Halter Marine Trinit | 4325 France Road | New Orleans |

| | | | |
|------|--|------------------------|-------------|
| 1334 | Fine Papers Inc | 1101 Edwards Ave | New Orleans |
| 1348 | Frank L & Co Inc | 1001 S Broad St | New Orleans |
| 1359 | Gats Masonry | | New Orleans |
| 1917 | Georgian Furnishing | 5400 Jefferson Hwy | New Orleans |
| 2066 | Glazer Steel | | New Orleans |
| 1379 | Glazer Wholesale Drug | 5307 Toler St | New Orleans |
| 1383 | Goodyear Tire & Rubber Co | 1000 Dakin St | New Orleans |
| 1384 | Goodyear Truck Tire Center/ Baumer Fo | 300 Edwards Ave | New Orleans |
| 1397 | Gulf State Marine Terminal | Arabi | New Orleans |
| | Halter Marine | 4325 Francie Rd | New Orleans |
| 1417 | Hayes Dockside Inc | | New Orleans |
| | Hayward L H Co | 5401 Toler | New Orleans |
| 2077 | Hill - Behan Lumber Co | 6141 Jefferson Hwy | New Orleans |
| 1426 | Holnan | | New Orleans |
| 1430 | Horizon Int'l | | New Orleans |
| 1434 | Hug Condon & Mayflower Moving and S | 632 Time Saver Ave | New Orleans |
| 2083 | Huttig Sash & Door | 5501 Jefferson Hwy | New Orleans |
| 2086 | Inter Marine Co | 6100 Jefferson Hwy | New Orleans |
| 1490 | Intralox (was Neal W Kaye/Aristokraft) | 201 Laitram Lane | New Orleans |
| 1473 | Jackson-Kearney Group | 1555 Poydras | New Orleans |
| 1474 | Jackson-Kearney Group/ Dupuy Storag | 5630 Douglas St | New Orleans |
| 1476 | Jefferson Feed And Garden Supply Co | 4421 Jefferson Highway | New Orleans |
| 1485 | Kaiser Aluminum & Chemical | Chalmette Slip | New Orleans |
| 1487 | Katz & Bestoff Inc | 1300 Edwards Ave | New Orleans |
| 2094 | Kellett George & Sons | 1330 Press Street | New Orleans |
| | L H Hayward Co | 5401 Toler | New Orleans |
| 1512 | Lane & Co | | New Orleans |
| 1516 | Lehleltner Geo H Inc/ Intralox | 301 Plantation Road | New Orleans |
| 1518 | Lengsfeld Bros Inc/ Lengsfeld Packagi | 1101 Tchoupitoulas | New Orleans |
| 2099 | Levitz Furniture | | New Orleans |
| 1519 | Levy Edward Metals | Callipoe St | New Orleans |
| 1530 | Liquid Sugars Inc | 308 Butterworth | New Orleans |
| 1543 | Louisiana Industries Inc | 3801 Euphrosine St | New Orleans |
| 1546 | Lumber Importer's Service Corp | Chalmette Slip | New Orleans |
| 1553 | Magnolia Chemicals & Solvents | 1020 Sams Ave | New Orleans |
| 2076 | Magnolia Marketing Co | 801 Jefferson Hwy | New Orleans |
| 1156 | Magnolia Marketing Co | 501 Coolidge St | New Orleans |
| 1020 | MariTrend | Alabo St Wharf | New Orleans |
| 1563 | Marzoni & Associates | | New Orleans |
| 1564 | Masonry Products Inc | 410 N Alexander | New Orleans |
| 1573 | Mehaffey & Daigle Inc | 1200 Sams Ave | New Orleans |
| 1575 | Menard P A Co | 1121 S Claiborne Ave | New Orleans |
| 1584 | Miller Brands | 5300 Blair Drive | New Orleans |
| 1586 | Missionary Expeditors Inc | 5620 Tchoupitoulas St | New Orleans |
| 1588 | Mobile Oil (Chemical) Corp | Chalmette | New Orleans |
| 1600 | Murphy Oil | | New Orleans |
| 1605 | Namasco | | New Orleans |
| 1784 | National Supermarkets | 5110 Jefferson Hwy | New Orleans |
| 1616 | Neeb Kearney Inc | | New Orleans |
| 2118 | New Orleans Beverage Agency | 5333 Toler St | New Orleans |
| 2209 | New Orleans Cold Storage | | New Orleans |

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|------|---|----------------------------|-------------|
| 1619 | New Orleans Distribution | 5200 Coffee Drive | New Orleans |
| 2119 | New Orleans Marine Cont | | New Orleans |
| 1620 | New Orleans Metal | | New Orleans |
| | North Star Steel Co | | New Orleans |
| 1647 | Orleans Marble Inc | 5751 River Road | New Orleans |
| 1648 | Orleans Materials | 5501 France Road | New Orleans |
| 2041 | Oshsner Hospital (was Creole Cold Stor | 1405 Jefferson Hwy | New Orleans |
| 1656 | Patent Scaffolding | | New Orleans |
| 1660 | Paulsen-Weber | | New Orleans |
| 1665 | Pelican Paper | | New Orleans |
| 1666 | Pelican Tomato Co | 748 George Ave | New Orleans |
| 1668 | Pennzoil | | New Orleans |
| 1688 | Plantation Marble/ /advanced Building P | 5501 Jefferson Hwy | New Orleans |
| 1692 | Plymouth Cordage | | New Orleans |
| 1693 | Plywood Panels | | New Orleans |
| 1696 | Pontchartrain Matl | | New Orleans |
| 2215 | Port Cargo Service | | New Orleans |
| 1701 | Port Of New Orleans | 5400 Terminal Drive | New Orleans |
| 2216 | Public Bulk Terminal | | New Orleans |
| 2217 | Puerto Rican Marine Management | | New Orleans |
| 1730 | Reily Chemical Co | | New Orleans |
| 1731 | Reily Wm B Co Inc | 640 Magazine | New Orleans |
| 1732 | Reily Wm B & Co Inc | 1315 Jefferson Davis Park | New Orleans |
| 1737 | Ribelen Sales Inc | 3350 Ridgelake Dr; Metairi | New Orleans |
| 1741 | Rippner Inc | | New Orleans |
| 1759 | Ryan Timber Co | | New Orleans |
| 1780 | Sazarac Co | 803 Jefferson Hwy | New Orleans |
| 1781 | Sazerac Co | 2812 Toulouse | New Orleans |
| 1785 | Sealand | | New Orleans |
| 1786 | Sea-Mar Inc | 9000 St Bernard | New Orleans |
| 1786 | Sea-Mar Inc | 7000 St Bernard | New Orleans |
| 2138 | Second Harvester | | New Orleans |
| 2257 | Sequoia Supply Inc | | New Orleans |
| | Sewage & Water Bcard Of | Eagle Street | New Orleans |
| | Sewage & Water Board Of | 625 St Joseph | New Orleans |
| | Sewage & Water Board Of | Station 5 4841 Florida Ave | New Orleans |
| 1795 | Sewerage & Water Board | | New Orleans |
| 1796 | Sewerage & Water Board Of No | Eagle St | New Orleans |
| 1797 | Shell Oil Metairie Plant | 309 Jefferson HWY | New Orleans |
| 1814 | Southeast Recycling | 246 St George Ave | New Orleans |
| 2226 | Southern Eagle | 5300 Blair Drive | New Orleans |
| 1823 | Southern Quikrete Products Inc | 200 Hord St | New Orleans |
| 1825 | Southern Scrap | | New Orleans |
| 1827 | Southern Steel & Aluminum | | New Orleans |
| 1837 | Standard Coffee | | New Orleans |
| 1884 | Texberry Container Corp | 612 Harahan | New Orleans |
| 1889 | Times Picayune Publishing Co | 2800 Howard Ave | New Orleans |
| 1900 | Transoceanic Shipping | 32 E Airline Hwy; Kenner | New Orleans |
| | Tri Ro Pa Mills | | New Orleans |
| 1905 | Triple E Transport Inc | 6000 Jourdan Rd | New Orleans |
| 1908 | Turner Marine Bulk Inc | | New Orleans |

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| 2237 | Two-Ro-Pa Mills Agency Inc | 1544 Tchoupitoulas St | New Orleans |
| 1919 | United Parcel Service | 151 Borrk Hollow | New Orleans |
| 1844 | United Stationers Distributing | 300 Plaque | New Orleans |
| 1924 | Universal Machinery Co Inc | 929 Sams Ave | New Orleans |
| 1925 | US Army Corp of Engineering | 7500 Prytania | New Orleans |
| 1926 | US General Services Admn | 500 Edwards Ave | New Orleans |
| 1927 | US Gypsum Co | | New Orleans |
| 2260 | W R Grace | | New Orleans |
| 1961 | West Cash & Carry Co | 5501 Jefferson Hwy | New Orleans |
| 1974 | Weyerhaeuser Co, Wood Prod | 1001 Edwards Ave | New Orleans |
| 1986 | Winn Dixie of Louisiana | 600 Edwards Ave | New Orleans |
| | Gulf Concrete | | Corpus Christi |
| | Gulf Iron Works | | Corpus Christi |
| | Alford Refrigerated Warehouse | | Corpus Christi |
| 1053 | Andrews Distributing | 4421 Agnes | Corpus Christi |
| 2009 | Atlas Iron Metal | 3702 Agnes St | Corpus Christi |
| | Barnup & Simms of Texas Inc | | Corpus Christi |
| | Big Three Welding Co | | Corpus Christi |
| | Butt H E Bakery Co | | Corpus Christi |
| | Butt H E Grocery | | Corpus Christi |
| | Century Paper Co | | Corpus Christi |
| | City of Delivery Service | | Corpus Christi |
| | Coastal Storage Inc | | Corpus Christi |
| | Coors Distributing Co of Corpus Christi | | Corpus Christi |
| | Corpus Christi Produce Co | | Corpus Christi |
| | Corpus Christi Wholesale Hardware | | Corpus Christi |
| | Featherlite Co (Hopper cars only) | | Corpus Christi |
| | Georgia Pacific Corp | | Corpus Christi |
| | Gulf Supply Co | | Corpus Christi |
| | Industrial Salvage | | Corpus Christi |
| | Naylor Farm & Ranch Supply | | Corpus Christi |
| | Penland Distributing Co | | Corpus Christi |
| | Sears Roebuck & Co | | Corpus Christi |
| | South Texas Recycling Co | | Corpus Christi |
| | Southeastern Public Service Co | | Corpus Christi |
| | Sterett Supply Co | | Corpus Christi |
| | Suniland Furniture Co | | Corpus Christi |
| | Swift Train Co | | Corpus Christi |
| 1877 | Texas Industries | 5300 Agnes | Corpus Christi |
| | Thorpe Insulation Co | | Corpus Christi |
| | Van Waters & Rogers | | Corpus Christi |
| | Wallace Co Inc | | Corpus Christi |
| 1962 | West Warehouse Ray | 4801 Baldwin Blvd | Corpus Christi |
| | Western Steel Co | | Corpus Christi |
| 1980 | Wholesalers | 4733 Baldwin Blvd | Corpus Christi |
| | Wuensche Grain & Elevator | | Corpus Christi |
| 1202 | Chevron | | El Paso |
| 2200 | Inland Orange | Old Hwy 87 North | Orange |

| State | Zip Code | Mail Address | Mail City | Mail State | Mail Zip Co |
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| LA | 70032 | PO Box 285 | Arabi | LA | 70032 |
| LA | 70123 | 521 Timesaver Ave | Harahan | LA | 70123 |
| LA | 70123 | 6040 Beven St | New Orleans | LA | 70123 |
| LA | 70058 | | | | |
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| LA | 70126 | P. O. Box 1675 | Houston, | TX | 77251 |
| LA | | P O Box 2430 | New Orleans | LA | 70176 |
| LA | | 4851 Warehouse R | New Orleans | LA | 70115 |
| LA | 70002 | | | | |
| LA | | 640 Magazine St | New Orleans | LA | 70130 |
| LA | 70117 | | | | |
| LA | | P O Box 10536 | Harahen | LA | 70123 |
| LA | | 620 Humphreys | Jefferson | LA | 70123 |
| LA | | | | | |
| LA | | P. O. Box 285 | Arabi, | LA | 70032 |
| LA | | P O Box 1306 | Chalmette | LA | 70044 |
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| LA | 70126 | P. O. Box 26307 | New Orleans | LA | 70186 |
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| LA | | 5501 Jeferson Hwy | New Orleans, | LA | 70123 |
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| LA | 70115 | P O Box 60046 | New Orleans | LA | 70160 |
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| LA | 70002 | 3350 Ridgelake Dri | Metairie | LA | 70002 |
| LA | | 5025 Bloomfield Av | Jefferson | LA | 70121 |
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| LA | | 803 Jefferson Hwy | Jefferson | LA | 70121 |
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| LA | | 1201 Sams Ave | New Orleans | LA | 70123 |
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| LA | | 246 St. George Ave | Jefferson | LA | 70121 |
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| LA | | | | | |
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| LA | | 640 Magazine Ave | New Orleans | LA | 70130 |
| LA | 70123 | | | | |
| LA | | | | | |
| LA | 70062 | 32 East Airline High | New Orleans | LA | 70062 |
| LA | | | | | |
| LA | 70126 | | | | |

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| LA | | PO Box 51527 | New Orleans | LA | 70151 |
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| LA | | 1701 Engineers Ro | Belle Chasse | LA | 70037 |
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| LA | | P O Box 23785 | New Orleans | LA | 70183 |
| LA | | 600 Edwards Ave | Jefferson | LA | 70121 |
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| TX | 78405 | P O Box 5405 | Corpus Christi | TX | 78465 |
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| TX | 78408 | | | | |
| TX | | P O Box 9275 | Corpus Christi | TX | 78469 |
| TX | 78408-271 | | | | |
| TX | | | | | |
| TX | | | | | |
| TX | 77630 | | | | |

| Contact | Phone | Fax | Serving Car | Status |
|----------------------------|---------------|--------------|-------------|--------|
| Harold Smith (Smitty) | 504- 277-5101 | 504-279-8353 | NOPB, NS | Open |
| | 504-733-6260 | | IC | Open |
| Don Davis | 504-733-1112 | 504-736-9885 | NOPB | Open |
| | 504-524-4386 | | NOPB | Open |
| | 504-524-4516 | | NOPB | Open |
| | 504-733-9100 | | NOPB | Open |
| | 504-733-6107 | | IC | Open |
| | | | IC | Open |
| Jerry Hutchinson | 504-561-1121 | | NOPB | Open |
| | 504-837-8020 | | IC | Open |
| | 504-837-8020 | | IC | Open |
| | 504-245-9000 | | NOPB | Open |
| | | | NS | Open |
| | | | IC | Open |
| | | | NS | Open |
| | | | NS | Open |
| | | | NS | Open |
| | | | IC | Open |
| | 504-837-8800 | | IC | Open |
| Dave Lipka Traffic Manager | 281-871-5050 | 281-871-6002 | NOPB | Open |
| David Myer | 504-581-7283 | 504-581-2270 | NOPB | Open |
| Daren Ray | 504-895-5794 | 504-895-5872 | NOPB | Open |
| Al Lopez | 504-271-8587 | | NS | Open |
| Jim Cook | | 509-486-4999 | IC | Open |
| | 504-947-6678 | | NOPB | Open |
| | 504-733-7770 | | IC | Open |
| | 504-733-1121 | | IC | Open |
| | 504-949-2112 | | NOPB | Open |
| Jim Marks | 504-277-5101 | 504-279-8353 | NS | Open |
| Bill Doyle | 504-271-5802 | | NS | Open |
| | | | IC | Open |
| | 504-733-2244 | | NOPB | Open |
| | | | NS | Open |
| | | | NS | Open |
| | 504-943-5777 | | NOPB | Open |
| Mike Francis | 504-733-8511 | | IC | Open |
| | 504-522-7848 | | IC | Open |
| Walter Landry | 504-733-5200 | | IC | Open |
| Don Blaze | 504-486-7283 | 504-488-4552 | NS | Open |
| | 504-733-9133 | | NOPB | Open |
| | 504-945-2320 | | NOPB | Open |
| | | | NOPB | Open |
| | | | IC | Open |
| Brad Simonson | 504-733-8650 | | IC | Open |
| Kevin Colley | 504-245-7600 | | NOPB | Open |
| Ben Longworth | 504-733-5000 | | IC | Open |
| John Davis | 504-282-2561 | | NOPB | Open |
| John Wactor | 504-286-2500 | | NOPB | Open |

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East Camden & Highland at Eagle Mills, TX
Fordyce & Princeton at Fordyce, AR
Moscow, Camden & St. Augustine at Moscow, TX
Texas Northeastern Railroad at Lone Star, TX
Texas South-Eastern at Diboll, TX

BNSF would set cars out and pick cars up at existing interchanges. The shortlines would have to separate traffic intended for BNSF from traffic intended for UP.

G. Access to Build-In Opportunities

During the UP/SP merger proceeding, a number of customers, including Arco in Channelview, TX; Dow Chemical Corp. in Freeport, TX; and Union Carbide in North Seadrift, TX, were identified as having build-in/build-out rights in conjunction with BNSF's trackage rights. Currently, however, these customers have no option but UP service to and through the Houston/Gulf Coast area. Thus, their shipments are being significantly delayed by the congestion and UP service problems in the Houston area. BNSF proposes immediate temporary access to BNSF for all customers with legitimate build-in opportunities in the Houston/Gulf Coast area.

In conjunction with the other temporary measures proposed herein, this measure would give build-in/build-out customers an option other than UP to move their products to market. Further, it would relieve some of the congestion on the UP.

Under this proposal, BNSF would either set out or pick up cars at the customers' facilities or at the junction between the customer and the UP trackage rights line over which BNSF now operates.

UP has recently offered to allow BNSF to access the Amoco plant at Chocolate Bayou, and BNSF is exploring that option with UP.

II. Update on BNSF Progress on Implementation

This section of my Verified Statement details the current status of BNSF's progress towards implementation of service over the lines to which it has been granted access under the Board's Decision No. 44, including the specific implementation steps BNSF has taken during the period from July 1, 1997, to September 30, 1997. For ease of reference, this presentation will be organized by corridors as follows: Gulf Corridor, Central Corridor and I-5 Corridor. A list of current trains running over the trackage rights lines is attached hereto as Attachment 4.

One part of the implementation process for which I am responsible involves monitoring our train operations over the trackage rights lines. As reported in the July 1, 1997 Progress Report, as a part of those responsibilities, I met with UP on June 26, 1997, to establish common procedures for measuring train performance. We were able to reach agreement on a procedure for establishing a methodology for measuring train performance. In the near future, BNSF and UP will have procedures in place to determine if the trains of each party are treated with equal dispatch when operating over trackage rights on the other party's lines. The system we envision, in addition to monitoring train performance on the trackage rights lines, will measure car flows in selected haulage corridors to determine if there is equal treatment. We are tracking the delays associated with our trackage rights operations, and these records are attached hereto as Attachment 5.

As a further part of my responsibilities for monitoring train operations over the trackage rights lines, I serve as one of BNSF's representatives to the Joint Service

Committee. This Committee -- comprised on three UP representatives and three BNSF representatives -- met in Omaha, NE, on September 25, 1997. The Committee agreed to certain steps designed to address problems facing shippers, including:

- UP agreed to allow BNSF to operate on former MKT track between Congress Yard and Harrisburg Junction in the Houston area to avoid the congestion at Englewood Yard;
- UP agreed to keep clear one or more sidings between Beaumont and Lake Charles to facilitate train meets;
- UP agreed to remove substantial amounts of merchandise traffic off the Iowa Junction to Avondale line, moving the traffic instead on UP's Livonia line, whenever computer systems and labor agreements allow; and
- UP and BNSF agreed to explore the possibility of directional flow between Denison, TX, and Fort Worth, TX and to consider directional flow between Beaumont and Iowa Junction, LA.

While these steps would contribute to a reduction in total train movements on other congested routes, they will not significantly address the congestion problems in the Houston area. In addition, the Committee agreed to two additional steps:

- UP agreed to finalize the agreement which allows BNSF to operate across the New Orleans Public Belt bridge;
- UP and BNSF agreed to proceed quickly in installation of new connections at El Pinal and from the SP line to the BNSF line at Stockton, CA, which

will include the elimination of tower at Stockton, CA. This will allow more efficient operations on the route between El Pinal and Stockton.

A. Gulf Corridor

1. Line Purchases. BNSF service on the Dallas to Waxahachie, TX and Iowa Jct. to Avondale, LA lines has been fully operational since closing on those two lines in late 1996. UP and BNSF presently are in arbitration concerning the condition of the Iowa Jct. to Avondale, LA line at the time of sale.

2. Direct BNSF Train Service.

a. Beaumont-Houston

- As discussed earlier, BNSF has been experiencing extreme congestion in and around Houston. Congestion is severe on the 80 mile route between Beaumont and Houston on the former SP trackage. UP and BNSF reached an agreement to operate directionally between these points; that is, eastward on the SP and westward on the UP. Operations under this agreement began on July 1, 1997. UP has granted BNSF trackage rights over the Houston to Beaumont route to facilitate directional running. These trackage rights became effective on June 26, 1997; however, in early August, 1997, it became apparent that this directional flow operation could not be successful until Englewood and Settegast Yards were in a condition to receive in-bound westward trains on a

current basis. Therefore, UP has temporarily suspended the bi-directional operations.

- UP expects to resume bi-directional operations between Beaumont and Houston for both UP and BNSF by the end of the first quarter of 1998.

b. Houston-Corpus Christi/Robstown

- BNSF has increased direct train service operations between Houston and Corpus Christi/Robstown, TX, to six days per week. This had been tri-weekly since October 1, 1996, and had increased to a 5 day operation in March.

c. Houston-Galesburg/Memphis/East St. Louis

- As noted in the January 1, 1997 Quarterly Progress Report, UP earlier had informed BNSF that directional flow between Houston and Memphis/St. Louis would be implemented before the end of 1997. These operations are now expected to commence in January, 1998. To enable northward operations on UP once directional flow commences, BNSF will install a connection at Longview, TX.
- On July 10, 1997, to prevent congestion at HBT's South Yard, BNSF began operating a train from Galesburg-Houston that only handles PTRAs from Galesburg, East St. Louis, and Memphis. This train goes directly to the PTRAs for

processing and transferring, thus avoiding HBT's South Yard. This increases the speed of both loaded and empty trains into the Houston area, and limits the amount of processing that must be conducted at UP's congested Englewood Yard.

d. Pine Bluff-Memphis

- Due to excessive delays for BNSF's eastward trains between Pine Bluff and Memphis, a directional flow operation was established, with UP agreeing to allow BNSF to operate eastward trains over the former UP between Fair Oaks and Bridge Junction, and westward over the former SP lines between those same points. Transit times for these trains have significantly improved; however, BNSF trains are still consistently not making schedules on that route.

e. Houston/New Orleans/Iowa Junction-Avondale

- Between Houston and New Orleans, LA, the start-up of direct BNSF train service commenced immediately following the closing of the purchase of the Iowa Jct.-Avondale segment on December 16, 1996.
- On January 13, 1997, intermodal train service commenced to and from the New Orleans, LA gateway. BNSF local train service supports the Westwego ramp operation and delivery of double-stack trains to and from Norfolk Southern in New

Orleans. Local service for the Westwego ramp operation is maintained seven days per week, while the local service for the Norfolk Southern interchange operates three days per week. BNSF plans to expand intermodal interchange service to CSX in the near future.

- BNSF now is operating daily train service between Temple and New Orleans. This service -- which replaced BNSF's service between Silsbee and New Orleans -- provides shippers with a more efficient route and reduced transit times.
- On October 1, 1997, the Lafayette Yard will begin classifying New Orleans interchange traffic in both directions. Non-run-through interchange traffic to connecting lines in New Orleans is being delivered by BNSF crews to the New Orleans Public Belt for delivery to those connections. Through trains are delivered by BNSF to CSX directly.

f. Temple/Eagle Pass

- On September 8, 1997, BNSF increased its service between Temple and Eagle Pass from two days/week to three days/week. BNSF will continue to increase the frequency of these trains as traffic between the United States and Mexico grows.

3. Local Service

a. Houston-Dayton

- BNSF continues to have problems with local switching, as discussed earlier.

b. Temple-Waco/Elgin

- The local between Temple and Waco is scheduled to operate tri-weekly. However, UP recently has experienced extreme congestion between these points, which has resulted in BNSF being unable to run more than 50% of its scheduled trains.

c. Eagle Pass

- On September 8, 1997, a local switcher was established at Eagle Pass to switch BNSF trains and interchange with Pacifico Norte six days/week. This improves service for BNSF customers and eases congestion at the interchange. Improved service and eased congestion should afford BNSF an opportunity to increase volumes.
- BNSF and UP continue to work with FNM on interchange problems resulting from UP congestion at Eagle Pass. It is becoming increasingly clear that UP is denying equal access to BNSF, resulting in BNSF being unable to interchange in a timely fashion. Unless this problem is corrected in the near

future, an order from the Board requiring the maintenance of specific interchange windows to provide BNSF equal interchange access at Eagle Pass may be necessary.

4. Haulage.

a. Brownsville

- BNSF continues to use haulage by UP for its traffic to Brownsville. These haulage movements to Brownsville in the past were considerably hampered by UP's inability to provide power at Algoa, TX. Under an agreement with UP, BNSF has been supplying locomotive power for these movements. UP is obligated to return the power to BNSF within 24 hours of delivery of the traffic of those trains to FNM at Brownsville. For the most part, the agreement is working satisfactorily, although, on occasion, UP has appropriated BNSF power for UP's use. It is the intention of BNSF to operate its own trains to Brownsville on trackage right as soon as it can acquire trackage from UP to accommodate its requirements for staging of cars, holding for clearance, etc.

b. Dayton/Baytown

- BNSF is continuing to use UP's haulage services on the Baytown Branch.

c. Pine Bluff-Little Rock

- BNSF has notified UP that it will commence trackage rights operations for traffic between Pine Bluff, AR and Little Rock, AR, in the near future. The meeting with UP to finalize these trackage rights arrangements is scheduled for October 2, 1997. Pine Bluff-Little Rock traffic has been moving on a haulage basis. The haulage service is operating six days per week.

5. Dispatching.

- As of December 16, 1996, BNSF and UP/SP implemented the dispatching protocol required under the CMA Agreement. Frequent conversations between operating officers of both companies are held to attempt to deal on a timely basis as problems arise.
- On August 12, 1997, BNSF placed a supervisory employee as its representative in UP's Omaha dispatching center.

6. Other Capital Projects.

- BNSF is constructing two 9,000 ft. tracks at Dayton. On October 1, 1997, 3,000 ft. of each of these tracks will be complete. BNSF is awaiting the arrival of material in order to complete construction of the remaining 6,000 ft. of each track.

- BNSF has completed a \$600,000 project to rehabilitate and upgrade industry trackage from six cars to thirty-two cars for Texaco at Val'ier, LA.
- BNSF and UP have agreed to construct a 8,500 foot siding at Iowa Junction, LA, where the ownership of both railroads begins and to install Centralized Traffic Control ("CTC") between Iowa Jct. and Echo, TX. The total cost will be funded from the \$25 million capital reserve fund that was provided for in the Settlement Agreement. Construction of this siding is now expected to be completed in the first quarter of 1998. Installation of the CTC will commence in the first quarter of 1998. The siding and CTC will hopefully reduce congestion on the line between Houston and New Orleans and improve the fluidity of traffic flow in the Corridor.
- In the Houston-New Orleans Corridor, BNSF has committed to the installation of 200,000 ties on the route between Iowa Jct. and Avondale. BNSF has been working westward from Avondale with its tie gang doing extensive surfacing, renewing road crossings and switches, as well as replacing defective ties. A bridge gang has been active as well improving the condition of the many bridges which exist along this line. The plan is to have this work substantially completed by the end of the year.

- At Avondale, a crossover at M.P. 12.25 will be in operation by October 15, 1997. This crossover will allow movements from the UP mainline to the SP mainline and to the BNSF yard at Avondale.
- BNSF intends to restore the track speed on this segment to FRA Class IV 60 m.p.h. for freight by the end of the year. UP has begun installation of ties between Beaumont and Houston on trackage previously owned by SP trackage with the intention of installing approximately 66,000 ties by the end of the year.

B. Central Corridor

1. Direct BNSF Train Service. BNSF is operating direct train service over the following lines in this region:

a. Denver-Stockton/Richmond

- Between Denver and Stockton/Richmond, BNSF direct train service has been operating since October 8, 1996. On July 14, 1997, BNSF commenced daily service over this route. This train is now part of a new daily service operating each way between Riverbank, CA, and Galesburg, IL.
- Beginning July 14, 1997, BNSF started routing some merchandise flows from other corridors -- primarily the Southern Corridor -- over the Denver-Stockton route. This has improved BNSF's overall service and eased congestion on the Southern Corridor route.

b. Denver/Salt Lake City

- BNSF has increased Central Corridor service between Denver and Salt Lake City from three days to seven days per week in each direction.
- BNSF has encountered considerable congestion and delays at Utah Junction in Denver. UP represented in its Operating Plan that accompanied its merger application that it intended to construct a new connection at Utah Junction. UP also represented that it intended to install a siding on the Belt Line. (UP/SP-24, Operating Plan, p. 177). To date, UP has not undertaken to complete either of these projects. The connection and siding promised in the Operating Plan would serve to relieve the congestion that BNSF is encountering at Utah Junction.
- Because of the growth in BNSF traffic levels in the Central Corridor, BNSF is taking or has taken the following steps to increase track capacity:
 1. Restored two 50 car tracks at Ogden which were out of service in the DRGW yard.
 2. A crossover has been constructed from the east end of Utah Railway's yard to the UP main line.

3. UP has agreed to lease the remaining two tracks at Midvale yard. BNSF has also made a preliminary study and may require the UP to install two additional tracks at Midvale on UP's property. This would be funded by BNSF.
4. BNSF is negotiating with UP for BNSF to lease portions of the DRGW mainline and siding near Woods Cross, UT, for the purpose of providing additional track capacity to support chemical and other customers in the north Salt Lake area.

c. Klamath Falls/Provo

- BNSF has begun direct train service between Klamath Falls, OR, and Provo, UT. BNSF is running merchandise train service between these points two times/week.
- On September 25, 1997, UP agreed to permit BNSF to set-out and pick-up merchandise trains between the I-5 Corridor and the Central Corridor at Keddie, CA. This will permit BNSF to handle traffic between I-5 points Keddie and north and Central Corridor points east of Keddie. Presently, BNSF provides this service with its twice-weekly merchandise train service between Klamath Falls and Provo.

e. Provo/Helper

- On July 4, 1997, BNSF and Utah Railway began helper service in both directions for all trains between Provo, UT, and Helper, UT. This permits the operation of longer, more efficient trains. Additionally, it will allow a substantial upgrade of Central Corridor service. In part as a result of this service, train tonnage ratings were raised to 5,100 tons/train westbound and 5,300 tons/train eastbound. Further, for unit trains with high strength drawbars, train tonnage ratings were raised to 7,700 tons/train westbound and 8,000 tons/train eastbound.

2. Local Service

a. Provo-Salt Lake City-Ogden

- Utah Railway is continuing to serve as BNSF's agent for local merchandise, reciprocal switch and haulage service for customers in the Provo-Salt Lake City-Ogden Corridor. Utah Railway now has six switchers working in this territory to provide the best service possible to BNSF customers in the area.
- Although delays at Grant Tower and north Salt Lake City continue to be an occasional problem, there has been

marked improvement since the July 1, 1997 Quarterly Progress Report.

- BNSF added Salt Lake City Southern Railway ("SLCS") as the seventeenth two-to-one short line which BNSF now accesses. However, not all SLCS customers can be reached by BNSF due to pre-merger agreements between SLCS and UP/SP. BNSF's interchange with SLCS is through UP. However, BNSF has requested UP to allow a direct BNSF-SLCS interchange at Midvale.

3. Haulage.

UP is continuing to provide haulage/switching service for all BNSF customers in Nevada. Interchange occurs at Winnemucca and Elko to interface with BNSF through train operations.

4. Other Capital Projects.

- BNSF and Utah Railway have jointly agreed to construct a new 75 car track and to rehabilitate and extend two existing 30 car tracks in Utah Railway's Provo Yard to accommodate the increasing BNSF business moving to and from the Salt Lake Valley.
- BNSF is considering construction of additional support trackage and a team track on UP property at Rose Park, UT, in early 1998.

C. I-5 Corridor

1. Line Purchases.

The closing of the Bieber to Keddle, CA Line occurred on July 15, 1997. Direct BNSF train service on that line also began on July 15, 1997. Seven-day per week service is being provided between Klamath Falls, OR and Barstow, CA, using BNSF's I-5 route. At the September 25, 1997 meeting between BNSF and UP representatives, UP agreed to allow this train to set-out and pick-up Salt Lake City traffic at Keddle in conjunction with BNSF's Riverbank-Galesburg operations. Details with respect to this operation will be completed and placed in effect in the next several weeks.

2. Direct BNSF Train Service.

a. Richmond/Sacramento-Warm Springs

- Direct train service between Richmond, CA and Warm Springs, CA, is operating three days per week with additional service provided on an as needed basis. Bay area customers south of Warm Springs continue to be served via haulage. Information systems problems which had impeded these operations have recently been corrected in a joint effort by UP and BNSF. This should greatly improve the flow of traffic.

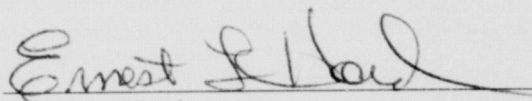
VERIFICATION

THE STATE OF TEXAS)

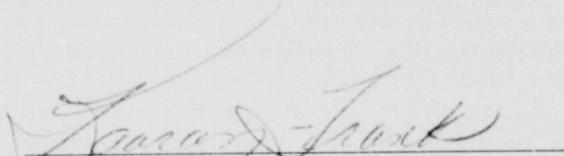
)

COUNTY OF TARRANT)

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


Ernest L. Hord

Subscribed and sworn to before me on this 26th day of September, 1997.


Notary Public

My Commission expires:

9-27-97



ATTACHMENT 1

Origin: Eldon, TX

BAYER CORP

| GOAL> | | | | Day 0 | Day 2 | Day 2 | Day 3 | | | | |
|--------|-------------|---------------|-----------|-----------|----------------|------------|------------|-------------|------|------|---------|
| | | | | SP | SP | BNSF | BNSF | Delivered / | Time | Time | Time |
| OL Dat | Car Number | Destination | Offline J | Release | Delv to Dayton | Arr at Hou | Out of Hou | Interchange | SP | BNSF | BOL-Hou |
| 03/01 | PTLX 223854 | Natium | Newor | 0801 1410 | 0807 1040 | 0807 1320 | 0809 0600 | 0810 2253 | 6.0 | 2.0 | 8.0 |
| 08/04 | GATX 16818 | Los Angeles | CA | 0804 1055 | 0806 0715 | 0806 1030 | 0809 1723 | 0820 0830 | 2.0 | 3.5 | 5.5 |
| 08/04 | UTLX 70798 | Denver | | 0804 1055 | 0806 0715 | 0806 1030 | 0809 1539 | 0821 0700 | 2.0 | 3.3 | 5.3 |
| 08/04 | UTLX 650050 | Duluth | | 0804 1320 | 0806 0715 | 0806 1030 | 0809 0444 | 0815 1330 | 2.0 | 3.0 | 5.0 |
| 08/05 | ACFX 78739 | Lansing | Mem | 0805 1025 | 0814 1200 | 0814 1437 | 0816 0050 | 0818 0747 | 3.7 | 2.5 | 6.2 |
| 08/05 | ACFX 98438 | Hebron | Mem | 0805 1025 | 0807 1040 | 0807 1320 | 0809 0136 | 0810 1721 | 2.0 | 1.7 | 3.7 |
| 08/05 | UTLX 644984 | Valverde | CA | 0805 1025 | 0807 1040 | 0807 1320 | 0809 1723 | 0821 0001 | 2.0 | 2.0 | 4.0 |
| 08/05 | UTLX 645009 | Duluth | | 0805 0700 | 0806 0715 | 0806 1030 | 0809 0444 | 0815 1330 | 1.0 | 3.0 | 4.0 |
| 08/06 | GATX 32170 | Elkhart | | 0806 1100 | 0809 0935 | 0809 1331 | 0811 0107 | 0722 1201 | 2.7 | 1.7 | 4.4 |
| 08/06 | UTLX 645031 | Collierville | Mem | 0806 1320 | 0814 1200 | 0814 1437 | 0816 0050 | 0818 0747 | 2.7 | 2.5 | 5.2 |
| 08/07 | RCRX 1384 | Dimmitt | | 0807 1450 | 0810 1145 | 0810 1351 | 0816 1240 | 0821 0730 | 3.0 | 6.0 | 9.0 |
| 08/08 | TEIX 2456 | Elkhart | | 0808 1350 | 0810 1145 | 0810 1351 | 0816 0050 | 0818 0747 | 2.0 | 5.5 | 7.5 |
| 08/08 | UTLX 11087 | Dimmitt | | 807 | 0809 0935 | 0809 1331 | 0811 0852 | 0829 1940 | 1.0 | 2.0 | 3.0 |
| 08/08 | UTLX 66135 | Texas City | | 0808 1350 | 0810 1145 | 0810 1351 | 0818 0215 | 0819 1401 | 2.0 | 7.5 | 9.5 |
| 08/08 | UTLX 645002 | Duluth | | 0808 1350 | 0810 1145 | 0810 1351 | 0817 0145 | 0823 1000 | 2.0 | 6.5 | 8.5 |
| 08/08 | UTLX 645017 | Collierville | Mem | 0808 1350 | 0810 1145 | 0810 1351 | 0816 0050 | 0818 0747 | 2.0 | 5.5 | 7.5 |
| 08/11 | GPLX 75033 | OkCity | | | 0814 1230 | 0814 1437 | 0815 1431 | 0820 0705 | 3.0 | 1.0 | 4.0 |
| 08/11 | UTLX 645014 | Collierville | Mem | | 0814 1230 | 0814 1437 | 0816 0050 | 0818 0747 | 3.0 | 1.5 | 4.5 |
| 08/11 | UTLX 645023 | Valverde | CA | | 0814 1230 | 0814 1437 | 0816 1240 | 0829 0100 | 3.0 | 2.0 | 5.0 |
| 08/11 | UTLX 645024 | Duluth | | | Hou | 0819 1957 | 0821 0316 | 0828 1100 | 8.0 | 1.5 | 9.5 |
| 08/12 | UTLX 644981 | Collierville | Mem | | 0814 1230 | 0814 1437 | 0816 0050 | 0818 0747 | 2.0 | 1.5 | 3.5 |
| 08/14 | ACFX 39168 | Hebron | Mem | | 0816 1315 | 0817 1419 | 0819 0015 | 0821 1001 | 2.0 | 1.5 | 3.5 |
| 08/14 | RCRX 1367 | Dimmitt | | | 0816 1315 | 0817 1419 | 0819 1036 | 0825 0730 | 2.0 | 2.0 | 4.0 |
| 08/14 | RTMX 12800 | Lansing | Mem | | 0816 1315 | 0817 1419 | 0819 0015 | 0821 1001 | 2.0 | 1.5 | 3.5 |
| 08/18 | UTLX 645003 | Collierville | Mem | | 0820 0900 | 0820 1402 | 0825 1727 | 0827 0527 | 1.7 | 5.0 | 6.7 |
| 08/18 | UTLX 645025 | Carson/Valv | CA | 0818 1405 | 0820 0900 | 0820 1402 | 0823 1810 | 0907 2305 | 1.7 | 3.0 | 4.7 |
| 08/19 | UTLX 644982 | Collierville | Mem | 0819 1240 | 0821 1300 | 821 1800 | 0825 1727 | 0827 0527 | 2.0 | 4.0 | 6.0 |
| 08/20 | UTLX 650491 | Duluth/Pgh PA | | 0820 1225 | 0822 0905 | 0822 1300 | 0826 0442 | 0901 0040 | 2.0 | 4.0 | 6.0 |
| 08/21 | UTLX 645008 | Collierville | Mem | 0821 1350 | 0823 1300 | 0823 1435 | 0906 2102 | 0908 1231 | 2.0 | 13.0 | 15.0 |
| 08/22 | UTLX 644165 | Elkhart | | | 0826 1200 | 0827 1410 | 0901 0018 | 0902 2001 | 4.0 | 5.0 | 9.0 |

Origin: Eldon, TX

BAYER CORP

| GOAL> | | | Day 0 | Day 2 | Day 2 | Day 3 | | | | | |
|--------|-------------|--------------|-----------|---------------|----------------------|--------------------|--------------------|---------------------------|------------|--------------|-----------------|
| OL Dat | Car Number | Destination | Offline J | SP Release | SP Delv to Dayton | BNSF Arr at Hou | BNSF Out of Hou | Delivered / nterchange | Time SP | Time BNSF | Time BOL-Hou |
| 08/25 | GATX 16808 | Jax/denver | Newor | 0825 1530 | 0826 1200 | 0827 1410 | 0923 1156 | | 1.0 | 27.0 | 28.0 |
| 08/25 | RCRX 1330 | Dimmitt | | 0825 1255 | 0826 1200 | 0827 1410 | 0907 0435 | 0912 0700 | 1.0 | 10.0 | 11.0 |
| 08/25 | UTLX 644908 | Natrium | Newor | 0825 1255 | 0826 1200 | 0827 1410 | 0902 1110 | 0906 0435 | 1.0 | 6.0 | 7.0 |
| 08/25 | UTLX 644927 | Natrium | Newor | 0825 1255 | 0826 1200 | 0827 1410 | 0902 1110 | 0906 0435 | 1.0 | 6.0 | 7.0 |
| 08/25 | UTLX 644998 | Collierville | Mem | 0825 1340 | 0826 1200 | 0827 1410 | 0901 0018 | 0902 2001 | 1.0 | 5.0 | 6.0 |
| 08/25 | UTLX 650130 | Valverde | CA | 0825 1340 | 0826 1200 | 0827 1410 | 0902 0020 | 0922 0600 | 1.0 | 6.0 | 7.0 |
| 08/27 | ACFX 69578 | Hebron | Mem | 0827 1420 | 0902 0800 | 0902 0859 | 0908 1823 | 0910 0051 | 4.7 | 6.5 | 11.2 |
| 08/27 | GATX 32184 | Natrium | Newor | 0827 1420 | 0902 0800 | 0902 0859 | 0904 0125 | 0907 1447 | 4.7 | 2.0 | 6.7 |
| 08/27 | UTLX 644166 | Natrium | Newor | 0827 1420 | 0902 0800 | 0902 0859 | 0904 0125 | 0907 1447 | 4.7 | 2.0 | 6.7 |
| 08/28 | GPLX 75026 | Hebron | Mem | 0828 1205 | 0902 0800 | 0902 0859 | 0908 1823 | 0910 0051 | 3.7 | 6.5 | 10.2 |
| 08/28 | UTLX 76362 | Denver | | 0828 1245 | 0902 0800 | 0902 0859 | 0905 1051 | 0914 0248 | 3.7 | 3.0 | 6.7 |
| 08/28 | UTLX 644176 | Temple | | 0828 1205 | 0902 0800 | 0902 0859 | 0904 0720 | 0904 2209 | 3.7 | 2.0 | 5.7 |
| 08/29 | ACFX 69572 | Louisville | STL | 0829 1245 | 0902 0800 | 0902 0859 | 0905 1051 | 0908 1900 | 2.7 | 3.0 | 5.7 |
| 08/29 | RTMX 12139 | Denver | | 0829 1245 | 0902 0800 | 0902 0859 | 0905 1051 | 0914 0248 | 2.7 | 3.0 | 5.7 |
| 08/29 | TEIX 2450 | Pulaski | | 0829 1300 | 0902 0800 | 0902 0859 | 0904 0125 | 0907 1448 | 2.7 | 2.0 | 4.7 |
| 08/29 | UTLX 645011 | Valverde | CA | 0829 1245 | 0902 0800 | 0902 0859 | 0909 0800 | | 2.7 | 7.0 | 9.7 |
| 08/29 | UTLX 645018 | Collierville | Mem | 0829 1245 | 0902 0800 | 0902 0859 | 0908 1823 | 0910 0051 | 2.7 | 6.5 | 9.2 |
| 09/02 | ACFX 39183 | Hebron | Mem | Mt belv | 0904 0705 | 0904 1224 | 0906 0112 | 0907 0326 | 2.0 | 1.5 | 3.5 |
| 09/02 | PLCX 224934 | Lansing | Mem | Mt belv | 0904 0705 | 0904 1224 | 0906 0112 | 0907 0326 | 2.0 | 1.5 | 3.5 |
| 09/02 | TEIX 2466 | Eddystone | Mem | Mt belv | 0904 0705 | 0904 1224 | 0906 0112 | 0907 0326 | 2.0 | 1.5 | 3.5 |
| 09/02 | UTLX 644993 | Collierville | Mem | | Hou | 0907 1807 | 0914 1858 | 0916 1850 | 5.0 | 7.0 | 12.0 |
| 09/03 | ACFX 69569 | Louisville | STL | empty | 0907 2005 | 0907 2225 | 0909 0038 | 0912 2041 | 4.0 | 1.1 | 5.1 |
| 09/03 | GPLX 75032 | Louisville | STL | empty | 0907 2005 | 0917 0200 | | BO | 4.0 | | |
| 09/03 | UTLX 644995 | Perris | CA | Mt belv | 0904 0705 | 0904 1417 | 0910 1359 | | 1.0 | 5.0 | 6.0 |
| 09/03 | UTLX 645034 | Collierville | Mem | | Hou | 0906 0430 | 0910 2008 | 0912 0341 | 6.0 | 4.5 | 10.5 |
| 09/04 | GPLX 75031 | OkCity | | 0904 1325 | 0907 2005 | 0907 2225 | 0909 0038 | 0912 0834 | 3.0 | 1.1 | 4.1 |
| 09/04 | RCRX 1313 | Dimmitt | | 0904 1325 | 0907 2005 | 0907 2225 | 0909 0800 | 0915 0700 | 3.0 | 1.4 | 4.4 |
| 09/08 | ACFX 39172 | Hebron | Mem | 0908 1330 | 0910 0025 | 0910 0405 | 0911 1621 | 0913 0556 | 1.5 | 1.5 | 3.0 |
| 09/08 | ACFX 97431 | Hebron | Mem | 0908 1330 | 0910 0025 | 0910 0405 | 0911 1621 | 0913 0556 | 1.5 | 1.5 | 3.0 |
| 09/08 | GATX 32166 | Temple | | 0908 1330 | 0910 0025 | 0910 0405 | 0913 2041 | 0914 1330 | 1.5 | 3.0 | 4.5 |

Origin: Eldon, TX

BAYER CORP

| GOAL> | | | Day 0 | Day 2 | Day 2 | Day 3 | | | | | |
|--------|--------------------|--------------|-----------|-----------|----------------|---------------------|-------------|-------------|------|------|---------|
| | | | SP | SP | BNSF | BNSF | Delivered / | Time | Time | Time | |
| OL Dat | Car Number | Destination | Offline J | Release | Delv to Dayton | Arr at Hou | Out of Hou | Interchange | SP | BNSF | BOL-Hou |
| 09/08 | UTLX 61461 | Denver | | 0910 1300 | 0912 1200 | 0913 0700 | 0915 2211 | 0925 1200 | 4.0 | 2.5 | 6.5 |
| 09/08 | UTLX 645019 | Collierville | Mem | 0908 1330 | 0910 0025 | 0910 0405 | 0911 1621 | 0913 0556 | 1.5 | 1.5 | 3.0 |
| 09/09 | ACFX 39176 | Hebron | Mem | 0909 0805 | 0912 1200 | 0913 0700 | 0914 1858 | 0916 1850 | 2.0 | 2.0 | 4.0 |
| 09/09 | TEIX 2460 | Temple | | 0909 1300 | 0912 1200 | 0913 0700 | 0915 0511 | 0915 1230 | 2.0 | 2.5 | 4.5 |
| 09/10 | GPLX 75038 | Sheffield | | 0910 1520 | 0912 1200 | 0913 0700 | 0914 1858 | 0916 1850 | 2.0 | 2.0 | 4.0 |
| 09/10 | UTLX 61453 | Lansing | Mem | 0910 1235 | 0912 1200 | 0913 0700 | 0914 1858 | 0916 1850 | 2.0 | 2.0 | 4.0 |
| 09/10 | UTLX 645009 | Collierville | Mem | 0910 1235 | 0912 1200 | 0913 0700 | 0914 1858 | 0916 1850 | 2.0 | 2.0 | 4.0 |
| 09/10 | UTLX 645015 | Valverde | CA | 0910 1235 | 0912 1200 | 0913 0700 | 0914 2241 | | 2.0 | 2.0 | 4.0 |
| 09/11 | GPLX 75007 | Louisville | STL | | | 0913 0700 | 0915 2211 | 0919 2005 | 2.0 | 2.5 | 4.5 |
| 09/12 | ACFX 98655 | Hebron | Mem | | 0912 1200 | 0913 0700 | 0914 1858 | 0916 1850 | 1.0 | 2.0 | 3.0 |
| 09/12 | UTLX 645012 | Collierville | Mem | 0912 1340 | 0916 2000 | 0917 0200 | Found | | 4.0 | | |
| 09/16 | ACFX 39187 | Louisville | STL | 09/16 | 0918 2230 | 0919 0300 | Found | 48 hrs | 2.5 | | |
| 09/16 | ACFX 97730 | Hebron | Mem | 09/16 | 0918 2230 | 0919 0300 | Found | 48 hrs | 2.5 | | |
| 09/16 | GPLX 75017 | Hebron | Mem | 09/16 | | 0919 0224 | | | | | |
| 09/17 | UTLX 645038 | Collierville | Mem | 09/17 | 0918 2230 | 0919 0300 | 0923 0845 | | 1.5 | 4.0 | 5.5 |
| 09/17 | UTLX 645028 | Valverde | CA | 09/17 | 0918 2230 | 0919 0300 | 0923 0845 | | 1.5 | 4.0 | 5.5 |
| 09/18 | UTLX 660161 | Lansing | Mem | 09/18 | 0919 2200 | 0921 2035 | | | 1.5 | | |
| 09/18 | GLNX 86295 | Jacksonville | | | 0923 1954 | 0924 0300 | | | 5.0 | | |
| 09/19 | UTLX 644991 | Collierville | | 09/19 | 0919 2200 | 0921 2035 | | | 1.0 | | |
| 09/19 | ACFX 98660 | Hebron | | 09/19 | 0919 2200 | 0921 2035 | | | 1.0 | | |
| 09/19 | ACFX 69576 | Sheffield | Mem | 09/19 | 0919 2200 | 0921 2035 | | | 1.0 | | |
| 09/19 | UTLX 130160 | Pueblo | | 09/19 | 0923 1954 | 0924 0300 | | | 4.5 | | |
| 09/19 | UTLX 61452 | Denver | | | Hou | 0924 1000 | | | 5.0 | | |
| 09/19 | UTLX 639010 | Fernley | | | Hou | SP taking to Nevada | | | | | |
| 09/22 | ACFX 39633 | Sheffield | Mem | 09/22 | 0923 2145 | 0924 0300 | | | 1.5 | | |
| 09/22 | NATX 72664 | Jessup | ESTL | 09/22 | 0923 1954 | 0924 0300 | | | 1.5 | | |
| 09/22 | UTLX 645031 | Valverde | | 09/22 | 0923 1954 | 0924 0300 | | | 1.5 | | |
| 09/22 | UTLX 645002 | Collierville | | 09/22 | 0923 1954 | 0924 0300 | | | 1.5 | | |
| 09/23 | RTMX 12341 | Fernley | | | 0924 1500 | 0925 0155 | | | 1.0 | | |
| 09/23 | ACFX 39623 | Sheffield | Mem | 09/23 | 0924 1500 | 0925 0155 | | | 1.0 | | |

Origin: Eldon, TX

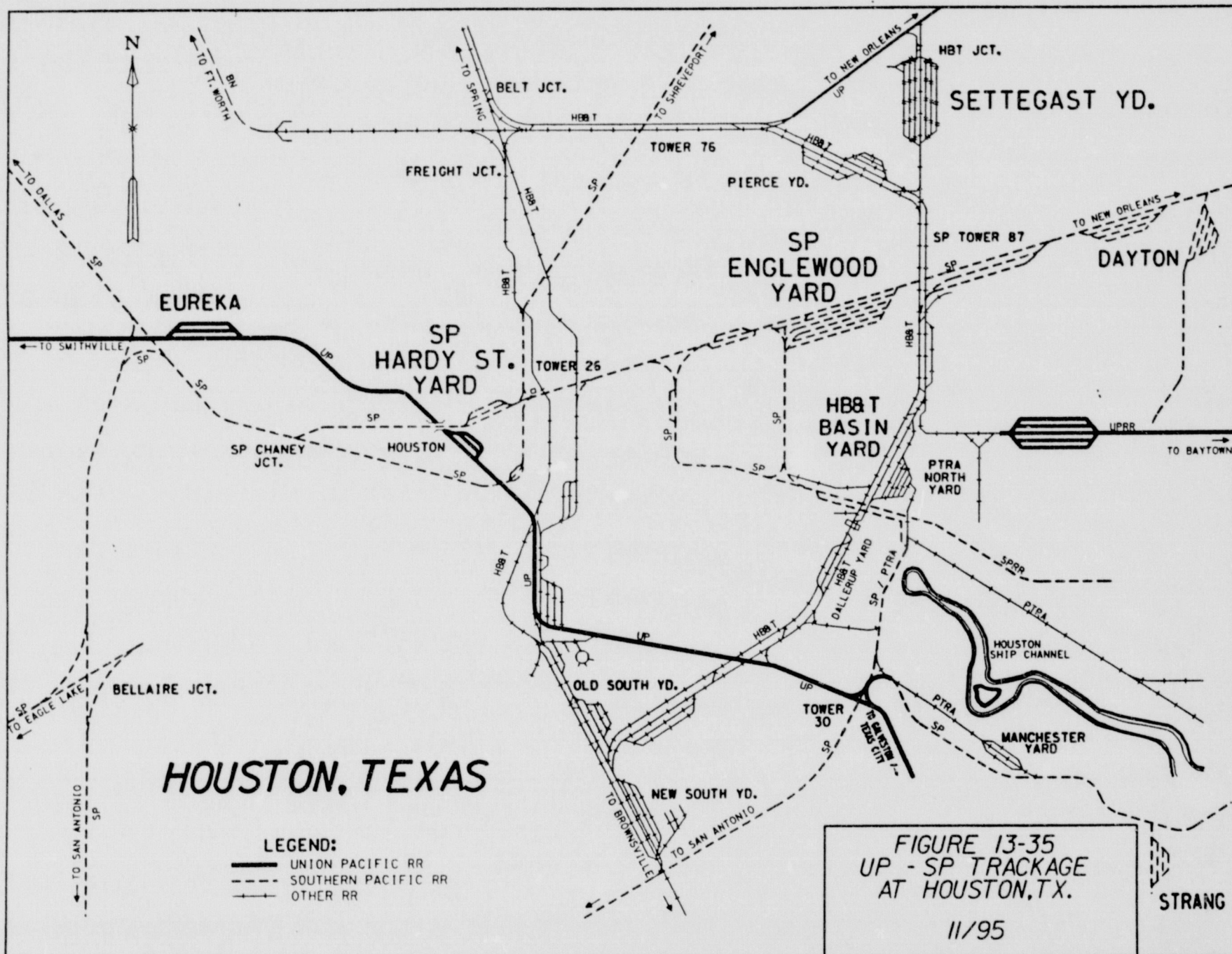
BAYER CORP

| GOAL> | | | | Day 0 | Day 2 | Day 2 | Day 3 | | | | |
|---------------|-------------------|--------------------|------------------|-----------------------------|------------------------------------|----------------------------------|----------------------------------|---|--------------------------|----------------------------|-------------------------------|
| <u>OL Dat</u> | <u>Car Number</u> | <u>Destination</u> | <u>Offline J</u> | <u>SP</u> <u>Release</u> | <u>SP</u> <u>Delv to Dayton</u> | <u>BNSF</u> <u>Arr at Hou</u> | <u>BNSF</u> <u>Out of Hou</u> | <u>Delivered /</u> <u>nterchange</u> | <u>Time</u> <u>SP</u> | <u>Time</u> <u>BNSF</u> | <u>Time</u> <u>BOL-Hou</u> |
| 09/24 | ACFX 39167 | Sheffield | Mem | 09/24 | | | | | | | |
| 09/25 | ACFX 97726 | Sheffield | Mem | 09/25 | | | | | | | |
| 09/25 | RCRX 1384 | Lubbock | | 09/25 | | | | | | | |
| 09/25 | UTLX 645000 | Valverde | | 09/25 | | | | | | | |

UPSP Transit Time
BOL date to Interchange with BNSF
Frequency Distribution

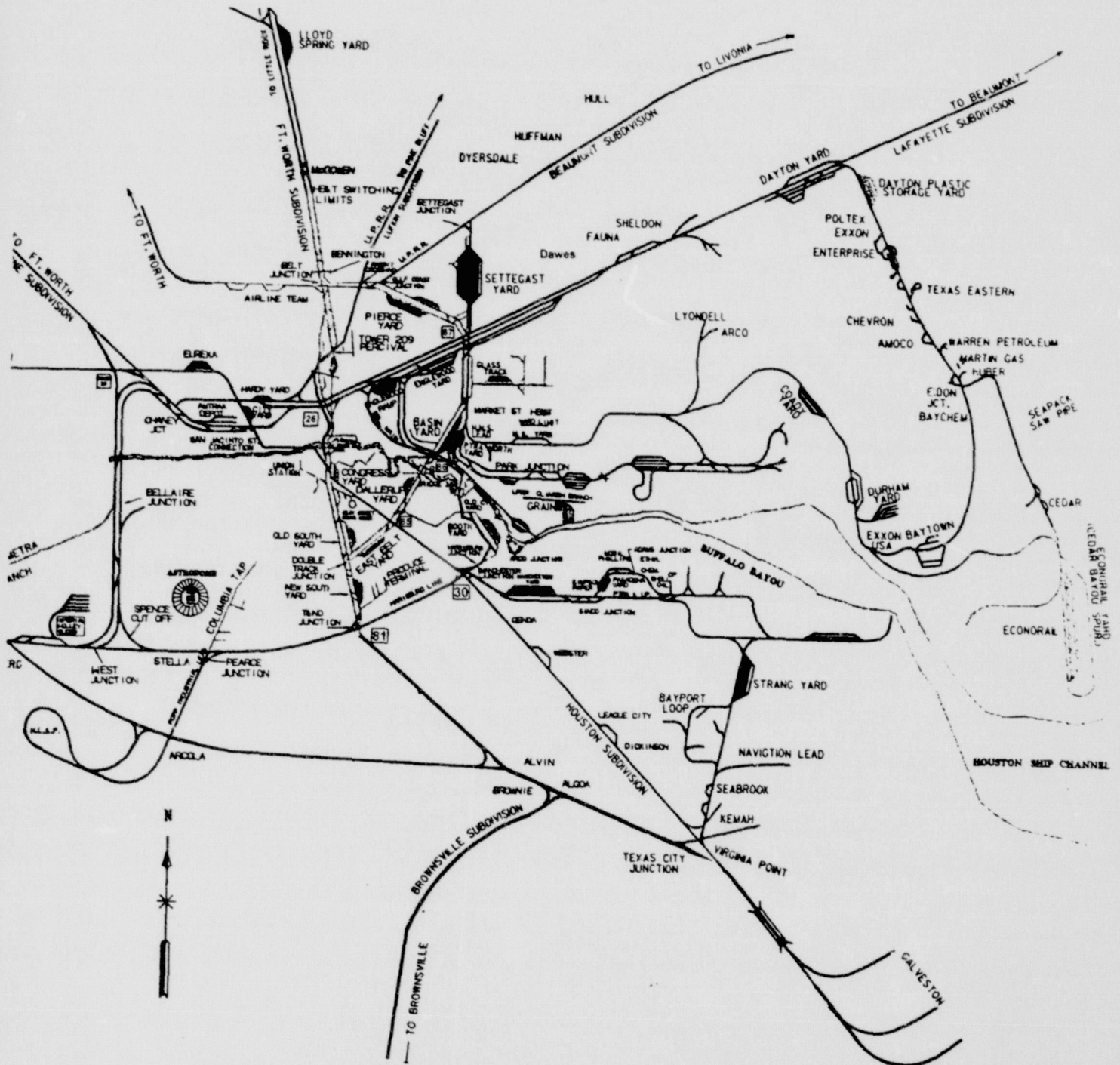
| | <u>Days</u> | <u>Units</u> | <u>Percent</u> | <u>Cum %</u> |
|----------|-------------|--------------|----------------|--------------|
| Goal | 1 | 15 | 17% | 17% |
| Range | 2 | 39 | 44% | 61% |
| | 3 | 15 | 17% | 78% |
| | 4 | 9 | 10% | 89% |
| | Over 4 | 10 | 11% | 100% |
| | | 88 | 100% | |
| Average: | 2.5 | | | |

ATTACHMENT 2



ATTACHMENT 3

Houston Metro Area



ATTACHMENT 4

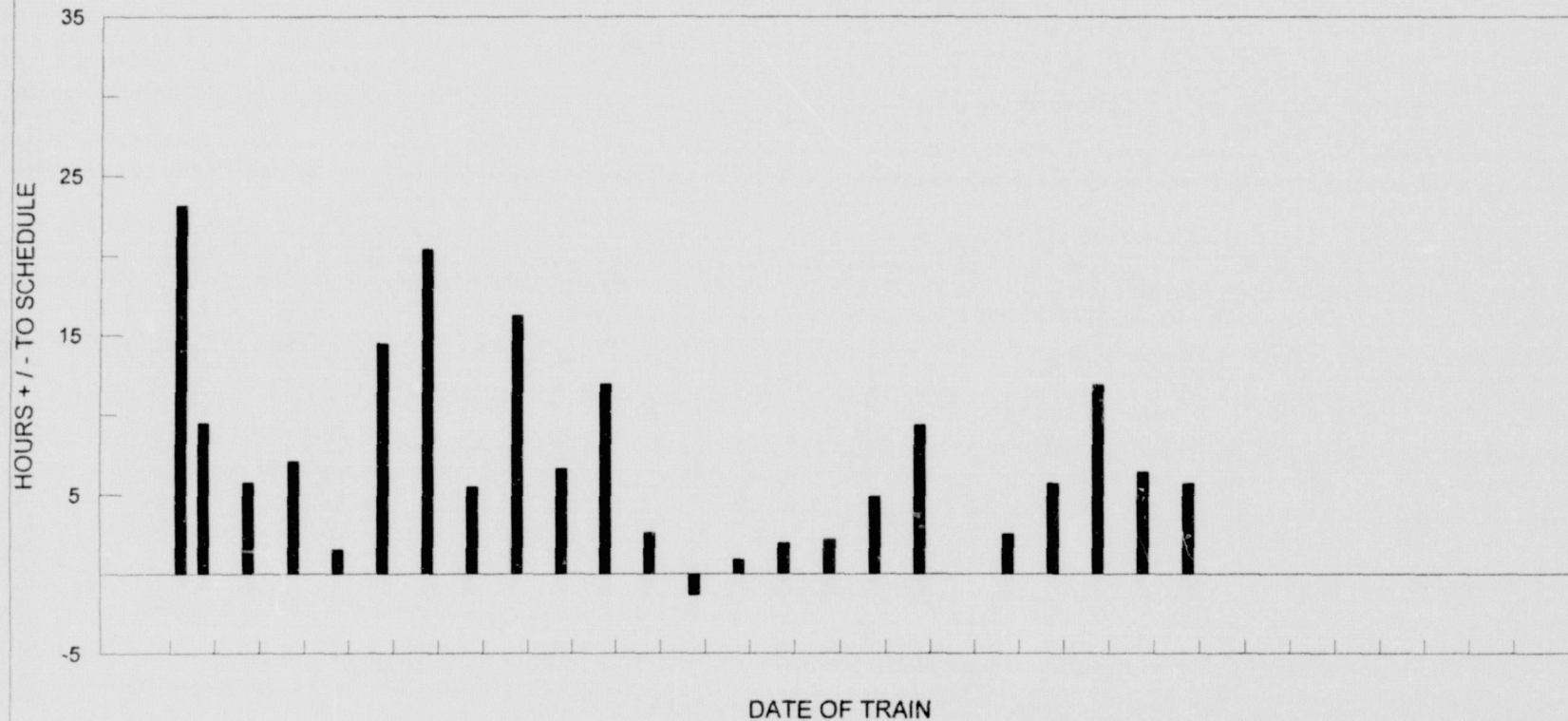
| TRAIN SYMBOL | ORIGIN | DESTINATN | MTWTFSS | DESCRIPTION |
|--------------|--------|-----------|---------|-------------|
|--------------|--------|-----------|---------|-------------|

| | | | | |
|-----------|----|-------------|-------------|---|
| H BARKLF1 | A1 | BARSTOW CA | KLAFALLS OR | YYYYYY BARSTOW TO KLAMATH FALLS MANIFEST TRAIN. DAILY |
| H BARPAS1 | A1 | BARSTOW CA | PASCO WA | YYYYYY BARSTOW TO PASCO MANIFEST TRAIN. DAILY |
| H GALHOU1 | A1 | GALESBURGIL | HOUSTON TX | YYYYYY GALESBURG TO HOUSTON VIA BEARDSTOWN, TOLAND AND VIA UP/SP TRACKAGE AT MEMPHIS |
| H GALRRB1 | A1 | GALESBURGIL | RIVERBANKCA | YYYYYY GALESBURG TO RIVERBANK MANIFEST CONNECTION FROM IHB TRAIN H-IHBGAL |
| H HOUMEM1 | A1 | HOUSTON TX | MEMPHIS TN | YYYYYY HOUSTON TO MEMPHIS MANIFEST TRAIN OVER UP/SP TRACKAGE RIGHTS |
| H HOUSSB1 | A1 | HOUSTON TX | SILSBEE TX | YYYYYY HOUSTON TO SILSBEE. DELIVERS NEW ORLEANS TRAFFIC FOR H-TPLNWO |
| H KLFBAR1 | A1 | KLAFALLS OR | BARSTOW CA | YYYYYY KLAMATH FALLS TO BARSTOW MANIFEST TRAIN DAILY |
| H KLFRRB1 | A1 | KLAFALLS OR | RIVERBANKCA | YYYYY KLAMATH FALLS TO RIVERBANK MANIFEST TRAIN |
| H LGVME1 | A1 | LONGVIEW TX | MEMPHIS TN | YYYYYY LONGVIEW TO MEMPHIS MANIFEST TRAIN OVER UP/SP TRACKAGE RIGHTS |
| H MEMLGV1 | A1 | MEMPHIS TN | LONGVIEW TX | YYYYYY MEMPHIS TO LONGVIEW MANIFEST TRAIN OVER UP/SP TRACKAGE RIGHTS |
| H NWOHOU1 | A3 | NEWORLEANLA | HOUSTON TX | YYYYYY NEW ORLEANS\CSX TO HOUSTON MANIFEST TRAIN VIA BEAUMONT-SILSBEE-CLEVELAND |
| H PASBAR1 | A1 | PASCO WA | BARSTOW CA | YYYYYY PASCO TO BARSTOW MANIFEST |
| H TPLCPS1 | A1 | TEMPLE TX | CORCHRISTTX | YYYYYY TEMPLE TO CORPUS CHRISTI MANIFEST AND GRAIN SYMBOL. |
| H TPLNWO1 | A1 | TEMPLE TX | NEWORLEANLA | YYYYYY TEMPLE TO SILSBEE EXPEDITED MANIFEST-CARRIES NEWORLEANS TRAFFIC. DAILY |
| L GFC0235 | A1 | DAYPLASTOTX | DAYPLASTOTX | YYYYYY DAYTON PLASTIC STORAGE - DAYTON - HOUSTON LOCAL |
| L NCA0121 | A1 | RICHMOND CA | RICHMOND CA | YYYYY RICHMOND TO WARM SPRINGS LOCAL OVER UP/SP TRACKAGE RIGHTS |
| L TEX0301 | A1 | TEMPLE TX | TEMPLE TX | Y Y Y TEMPLE TO WACO TRACKAGE RIGHTS LOCAL. |
| L TEX0302 | A1 | TEMPLE TX | TEMPLE TX | Y Y TEMPLE TO ELGIN TRACKAGE RIGHTS LOCAL. |
| L TEX0303 | A1 | TEMPLE TX | TEMPLE TX | Y TEMPLE TO ELGIN THEN TEMPLE TO WACO TRACKAGE RIGHTS LOCAL. |
| M CPSTPL1 | A1 | CORCHRISTTX | TEMPLE TX | YYYYYY CORPUS CHRISTI TO TEMPLE MANIFEST VIA UP/SP ALGOA |
| M DENSLC1 | A1 | DENVER CO | SALLAKCITUT | YYYYYY DENVER TO SALT LAKE MANIFEST-RUNNING OVER UP/SP TRACKAGE RIGHTS |
| M EAP1PL1 | A1 | EAGPASS TX | TEMPLE TX | Y Y Y MANIFEST TRAIN - EAGLE PASS TO TEMPLE VIA SP |
| M KLFPV01 | A1 | KLAFAL' TX | PROVO UT | Y Y KLAMATH FALLS TO PROVO MANIFEST TRAIN |
| M RRBDE1 | A1 | RIVERBANKCA | DENVER CO | YYYYYY RIVERBANK TO DENVER MANIFEST TRAIN OVER UP/SP TRACKAGE RIGHTS DAILY |
| M TPLEAP1 | A1 | TEMPLE TX | EAGPASS TX | Y Y Y MANIFEST TRAIN - TEMPLE TO EAGLE PASS VIA SP CALDWELL |
| P NWOCLO1 | A1 | NEWORLEANLA | CLOVIS NM | Y Y Y NEW ORLEANS (AVONDALE) - CLOVIS VIA SP TRACKAGE BEAUMONT TO HOUSTON INTERMODAL |
| P NWOCLO1 | A2 | NEWORLEANLA | CLOVIS NM | Y NEW ORLEANS (AVONDALE) - HOUSTON VIA SP TRACKAGE BEAUMONT TO HOUSTON INTERMODAL |
| R COL0511 | A1 | OGDEN UT | OGDEN UT | YYYYYY OGDEN TO LITTLE MOUNTAIN, CLEARFIELD AND RETURN ROADSWITCHER OVER TRACKAGE. |
| R COL0612 | A1 | OGDEN UT | PROVO UT | YYYYYY OGDEN TO PROVO MANIFEST OVER TRACKAGE RIGHTS |
| R GFC0233 | A1 | AVONDALE LA | AVONDALE LA | YYYYYY AVONDALE LOCAL TO SPOT WEST WEGO FACILITY |
| R GFC0235 | A1 | LAFAYETTELA | LAFAYETTELA | YYYYYY LAFAYETT RDSWR. LIMITS MP 122.1 TO 172.1 LAFAYETTE SUB. |
| R GFC0237 | A1 | SCHRIEVERLA | SCHRIEVERLA | YYYYYY SHRIEVER-BERWICK-AVONDALE ROADSWITCHER |
| R NCA0211 | A1 | PROVO UT | PROVO UT | YYYYYY PROVO TO MIDVALE AND SPANISH FORK EXTRA ROADSWITCHER |
| R NCA0309 | A1 | MIDVALE UT | MIDVALE UT | YYYYY Y MIDVALE TO WOODCROSS, PIONEER AND RETURN. FIRST JOB. INCLUDES PROVO SIDE TRIP |
| R NCA0311 | A1 | MIDVALE UT | MIDVALE UT | YYYYYY MIDVALE TO MAGNA, SALT LAKE/PIONEER/WOODCROSS |
| R NCA0312 | A1 | MIDVALE UT | MIDVALE UT | YYYYYY MIDVALE TO SALT LAKE/PIONEER/WOODCROSS AND RETURN |
| R NCA0611 | A1 | PROVO UT | OGDEN UT | YYYYYY PROVO TO OGDEN MANIFEST OVER TRACKAGE RIGHTS |
| R NCA0613 | A1 | MIDVALE UT | MIDVALE UT | Y Y Y MIDVALE TO MAGNA & RETURN ROADSWITCHER OVER TRACKAGE |
| S CLONW01 | A1 | CLOVIS NM | NEWORLEANLA | Y CLOVIS TO HOUSTON TOFC TRAIN |
| S CLONW01 | A3 | CLOVIS NM | NEWORLEANLA | YYYYY CLOVIS TO NEW ORLEANS TRAIN |

ATTACHMENT 5

HOUSTON TO MEMPHIS

H HOUMEM1



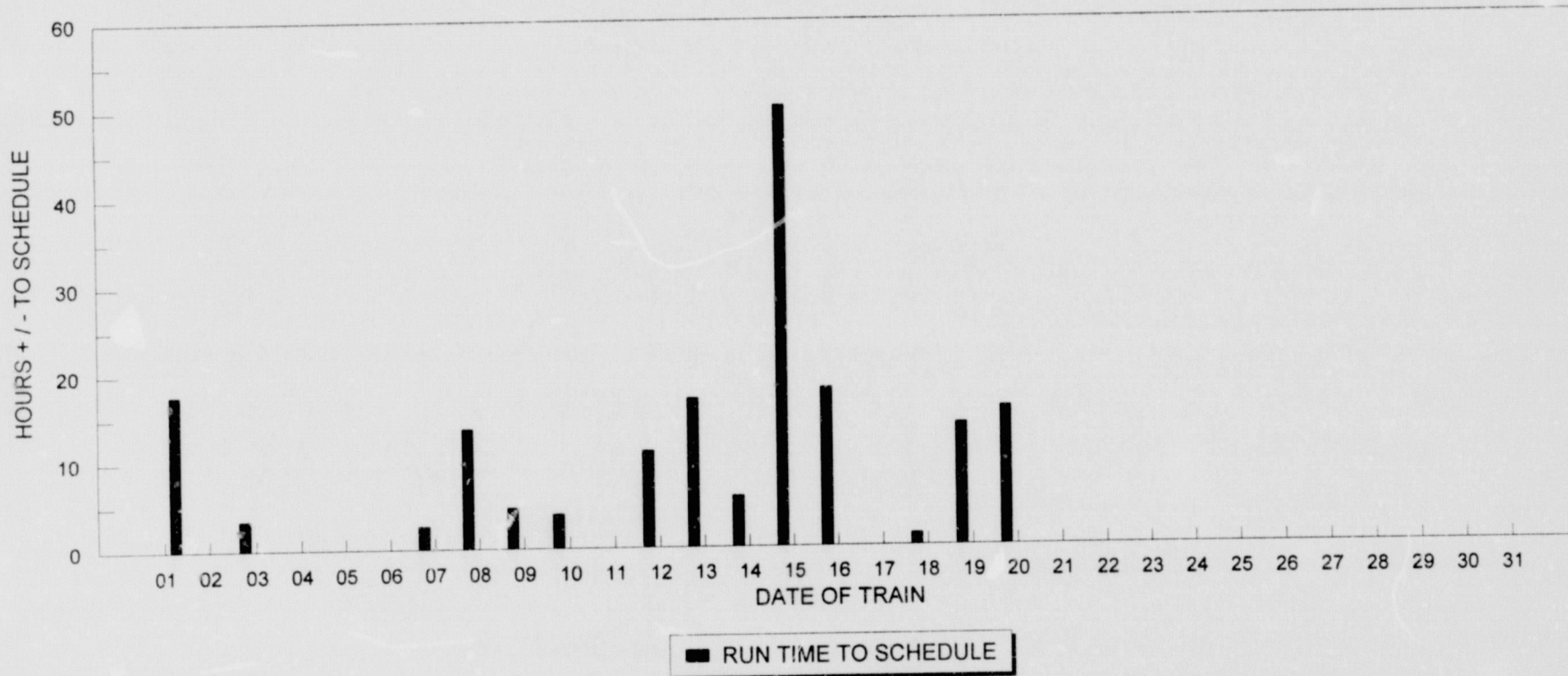
■ RUN TIME TO SCHEDULE

POSITIVE #'s ARE GREATER THAN SCHEDULE

Sept 1 to Sept 30

MEMPHIS TO HOUSTON

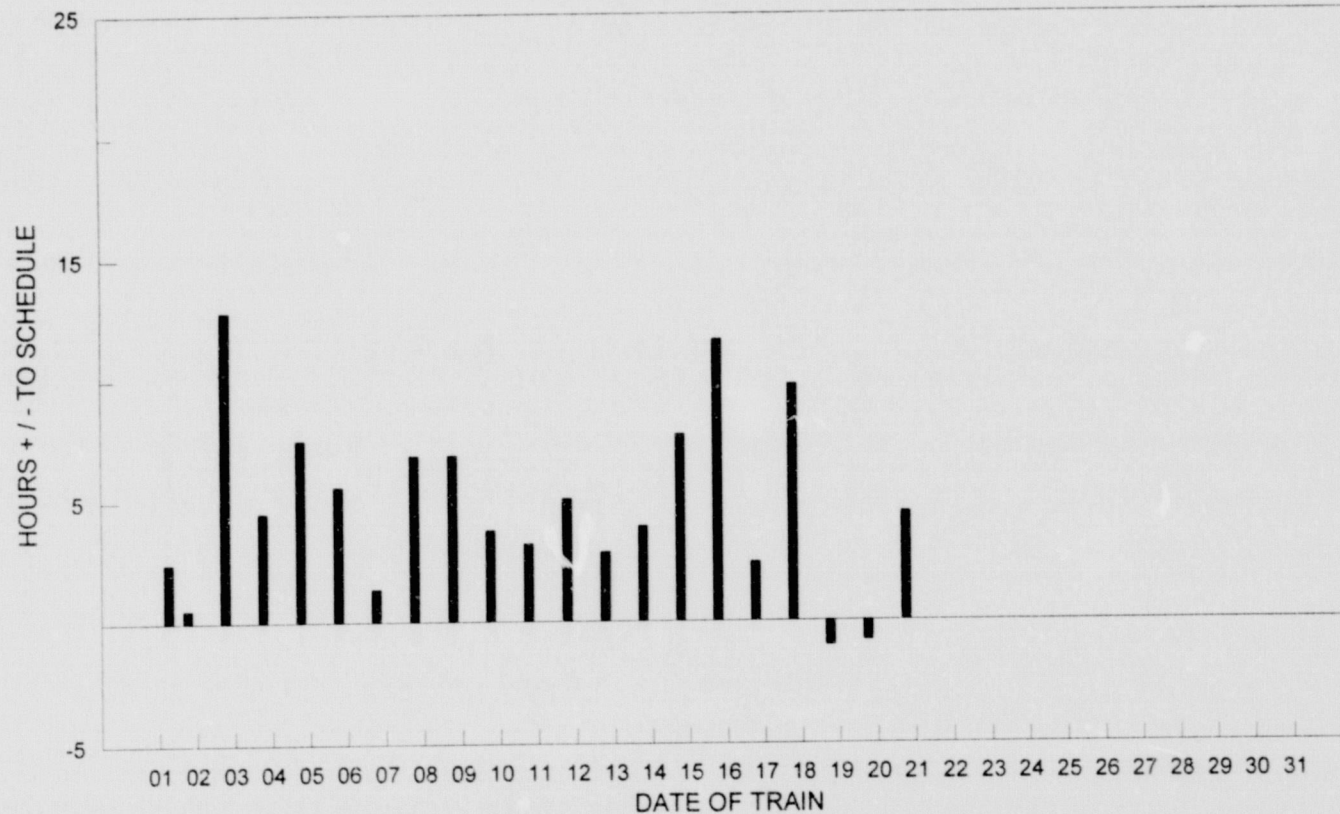
H GALHOU1



POSITIVE #'s ARE GREATER THAN SCHEDULE

MEMPHIS TO TENAHA

H MEMLGV1

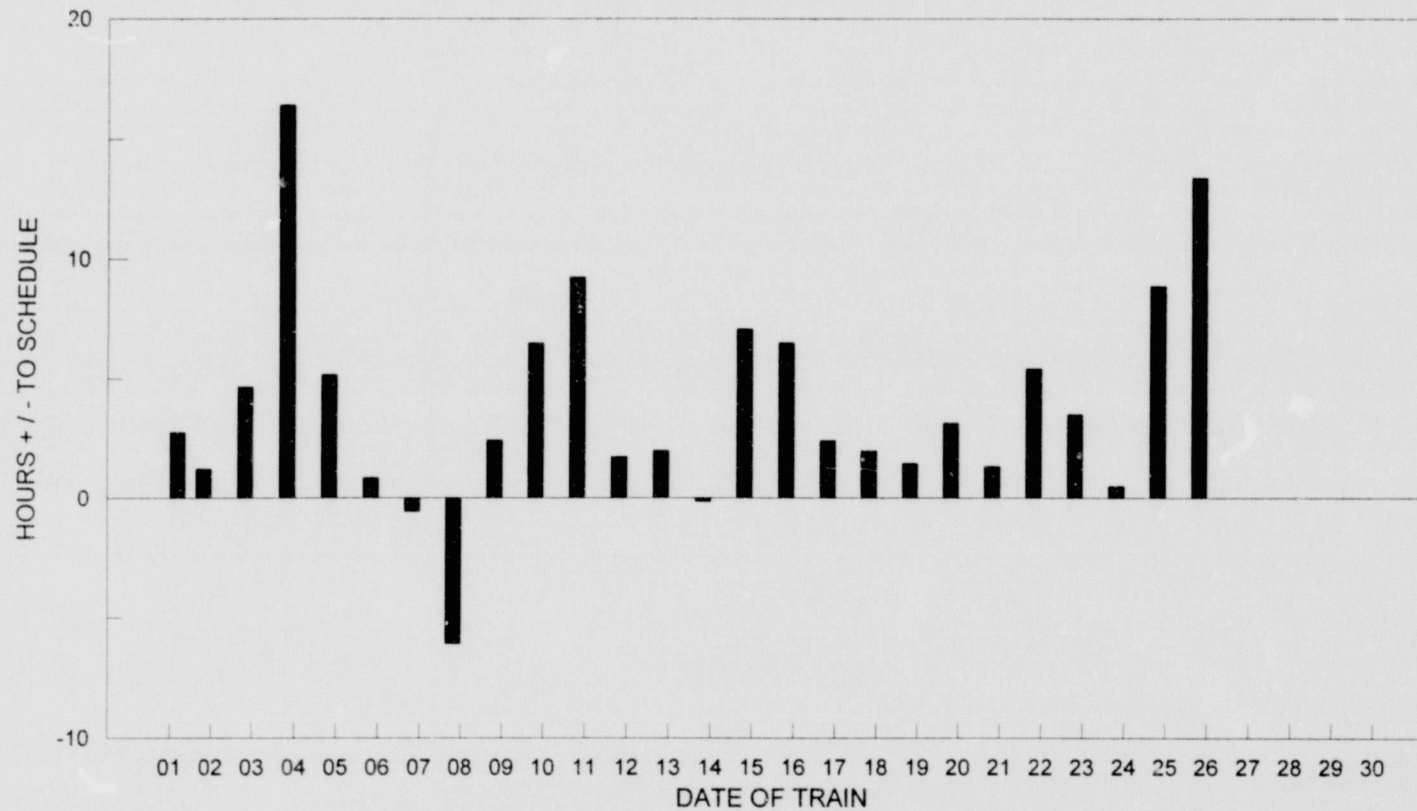


■ RUN TIME TO SCHEDULE

POSITIVE #'s ARE GREATER THAN SCHEDULE

TENAHA TO MEMPHIS

H LGVMEM1

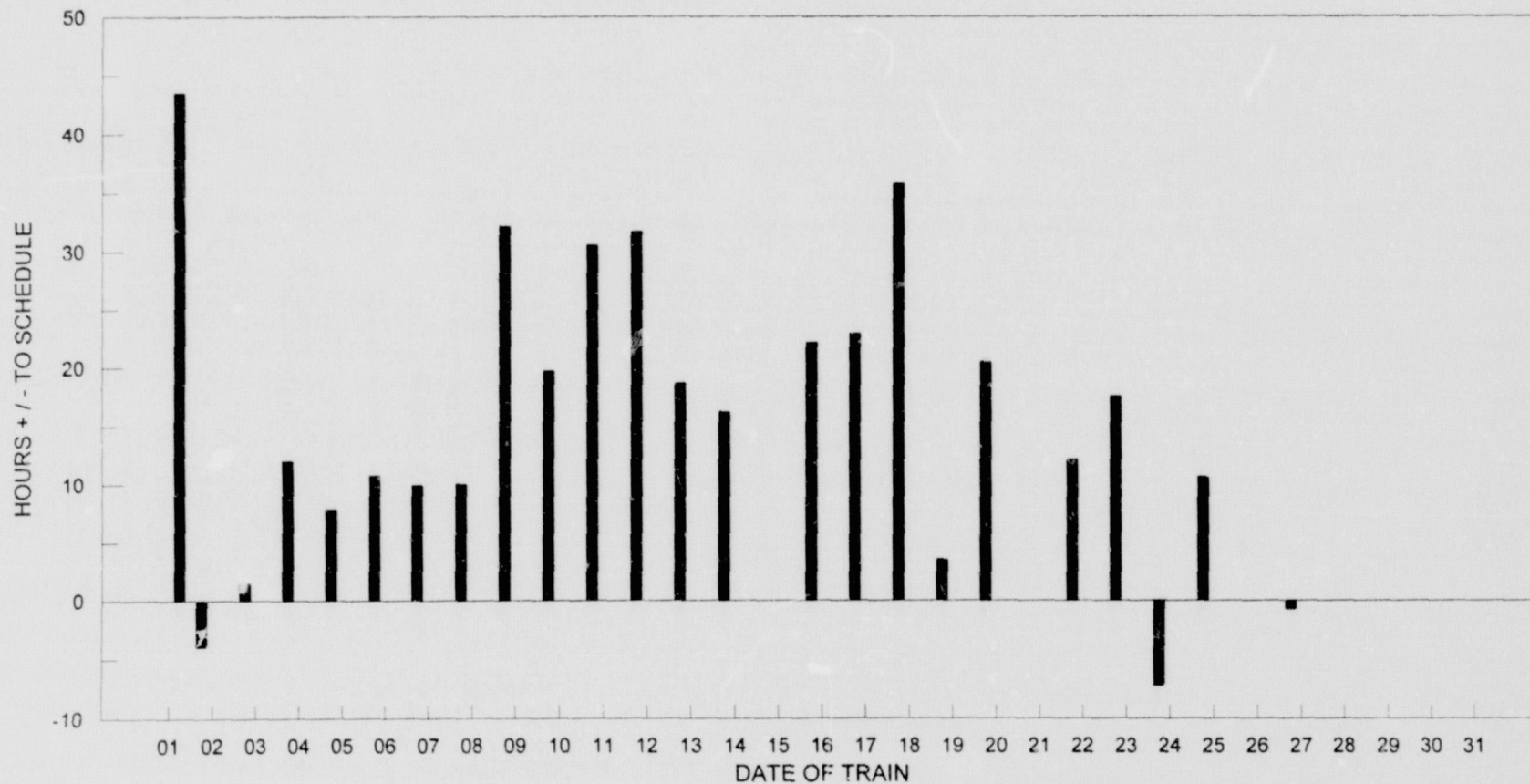


■ RUN TIME TO SCHEDULE

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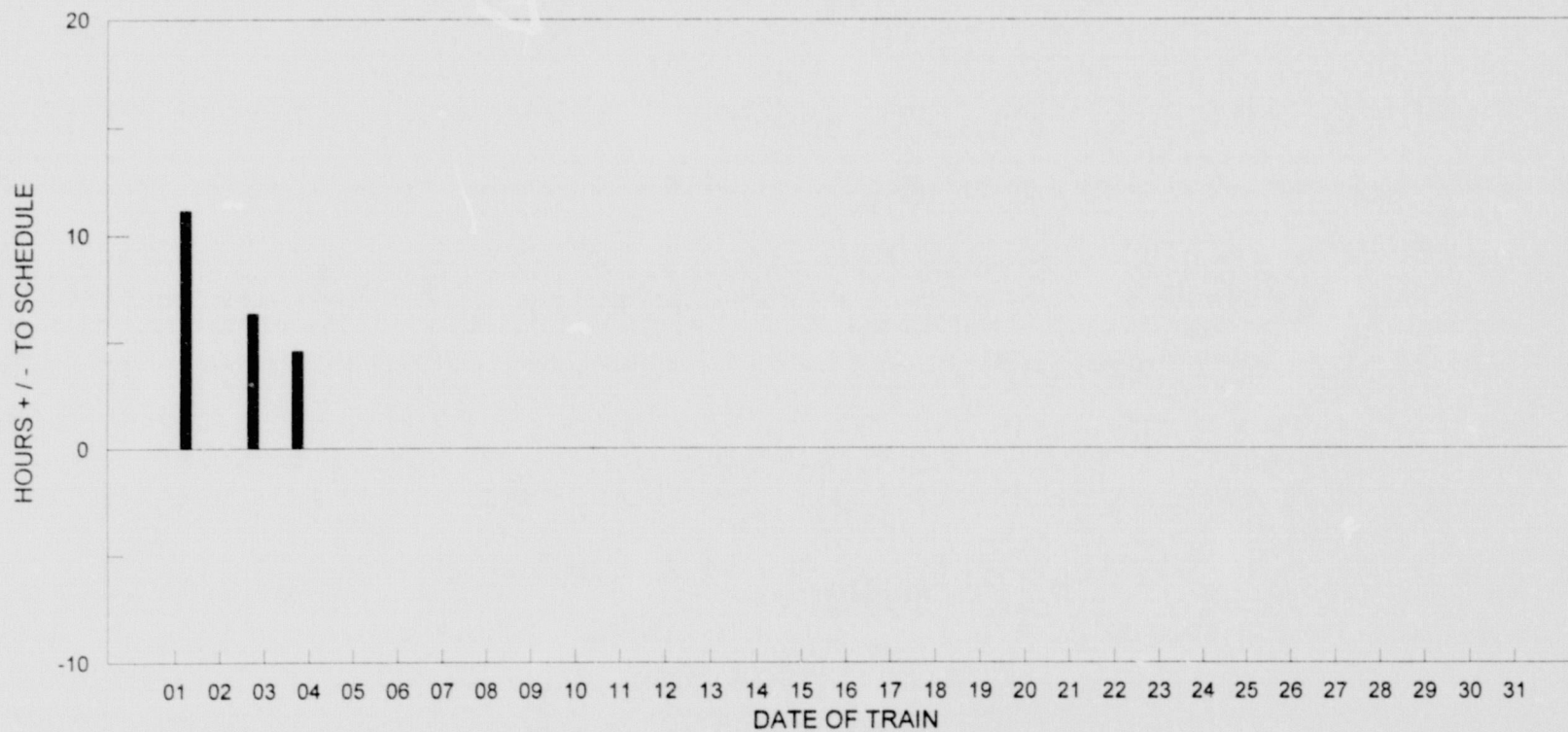
LAFAYETTE TO HOUSTON

H NWOHOU1



HOUSTON TO LAFAYETTE

H HOUNWO1

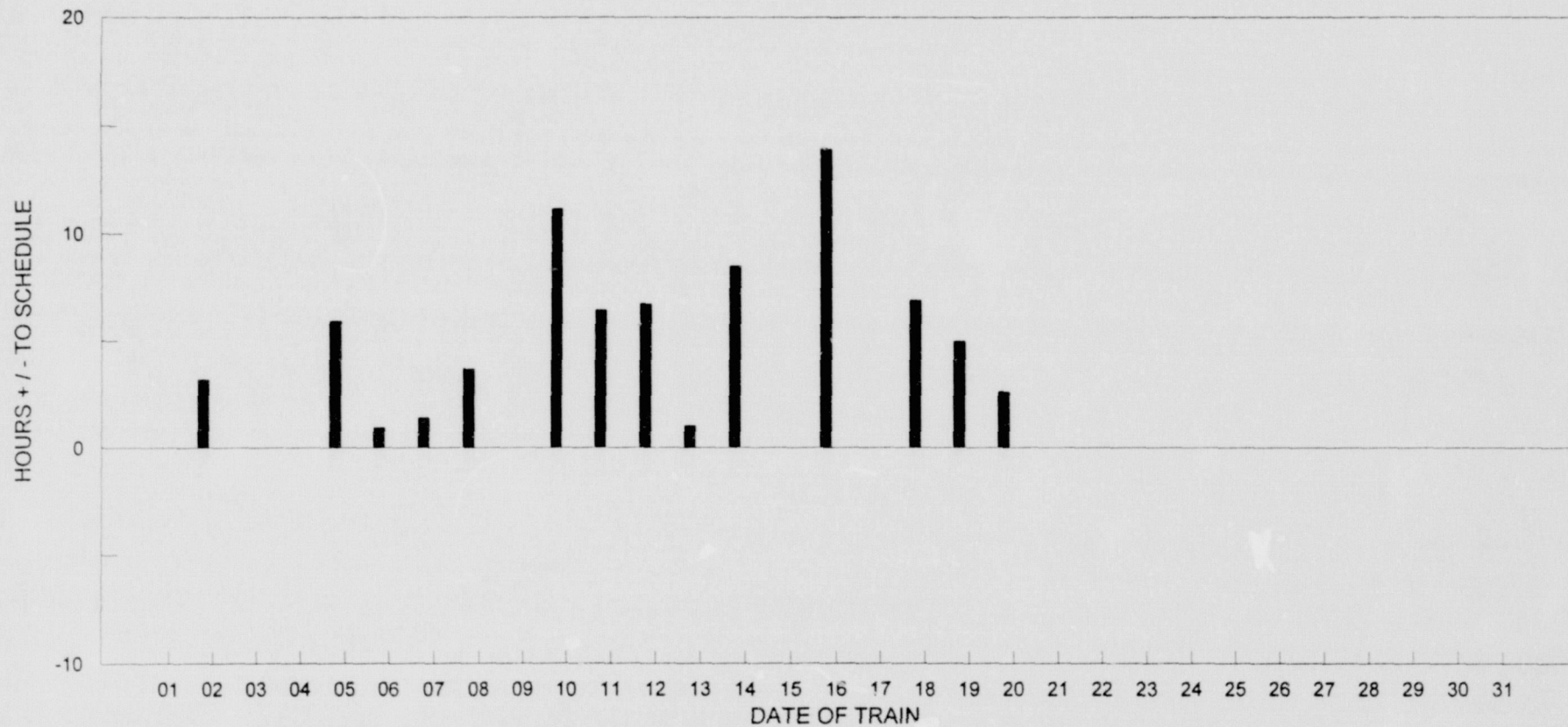


■ RUN TIME TO SCHEDULE

POSITIVE #s ARE GREATER THAN SCHEDULE

LAFAYETTE TO NEW ORLEANS

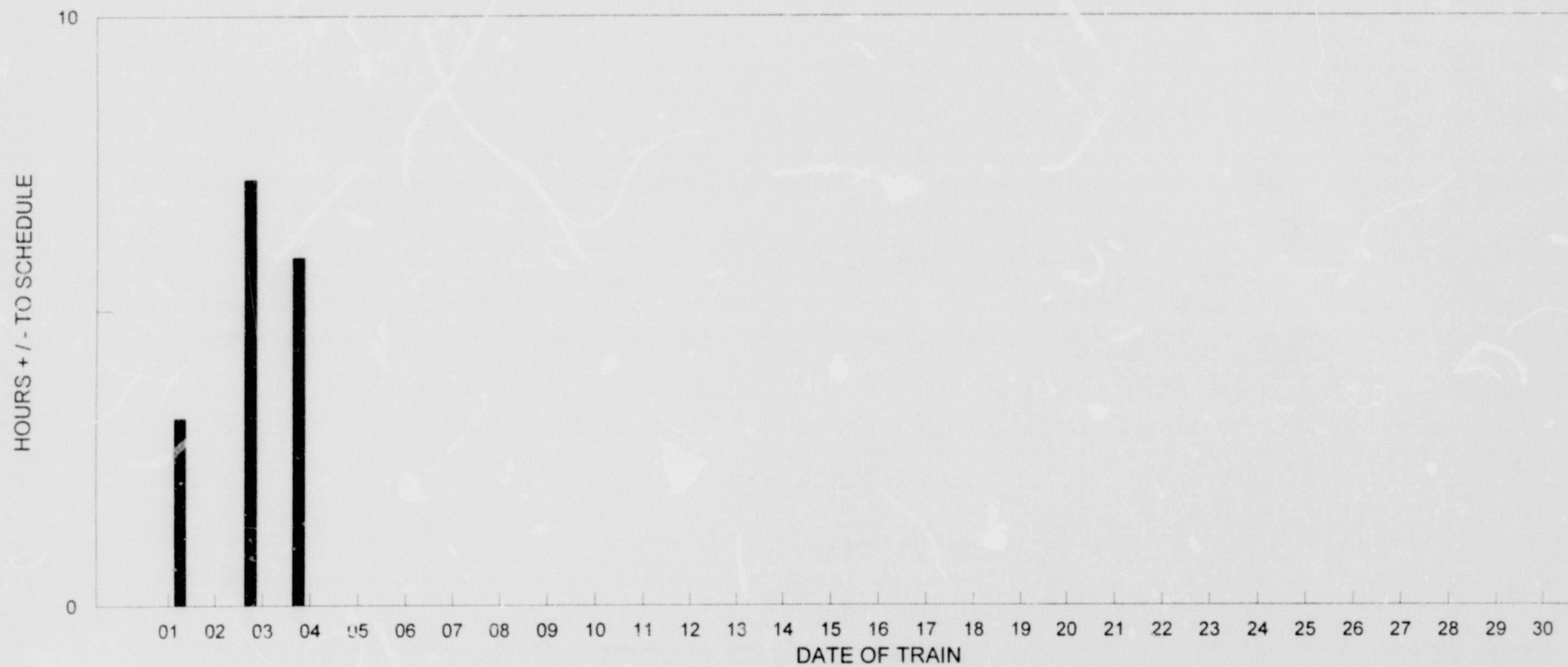
S CLONWO1



■ RUN TIME TO SCHEDULE

LAFAYETTE TO NEW ORLEANS

H HOUNWO1

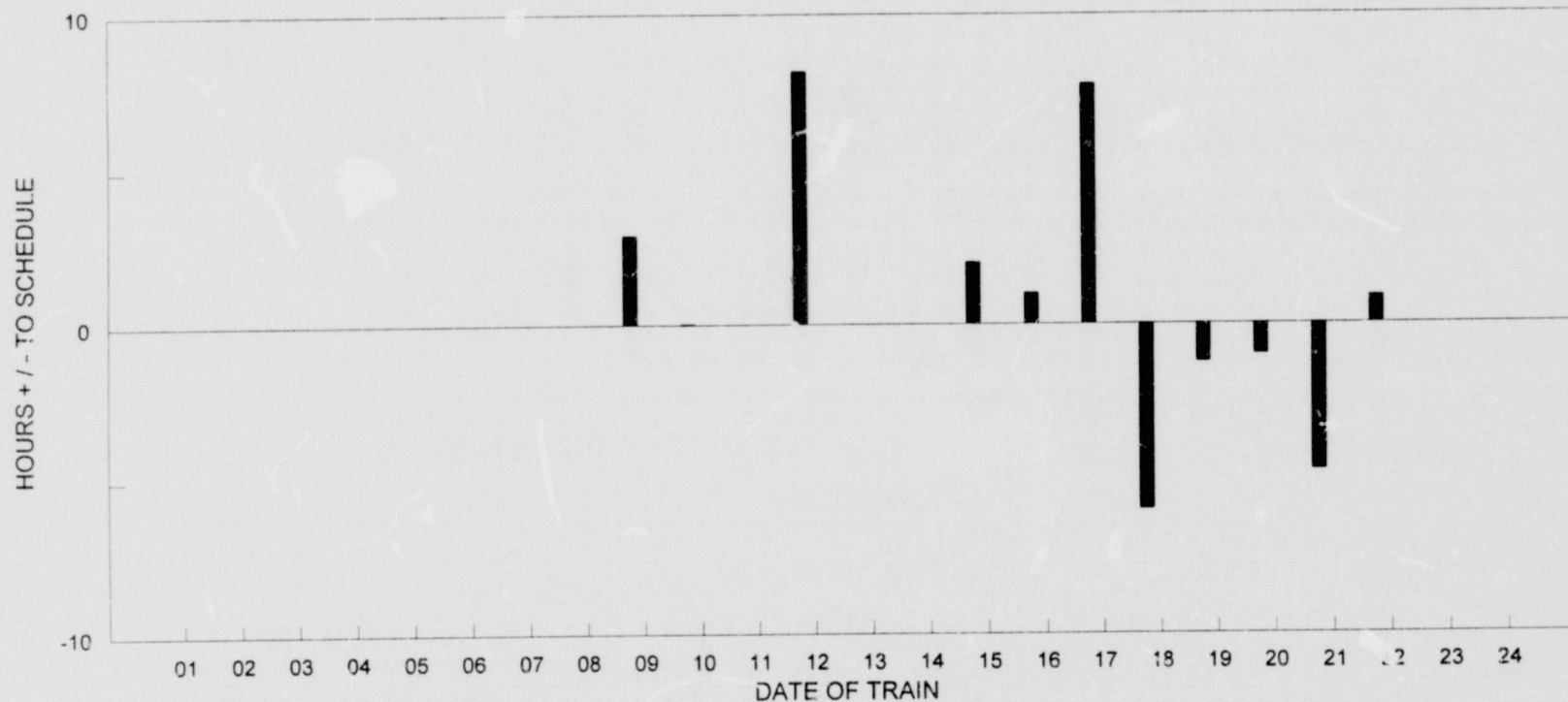


■ RUN TIME TO SCHEDULE

Sept 1 to Sept 30

LAFAYETTE TO NEW ORLEANS

H TPLNWO1



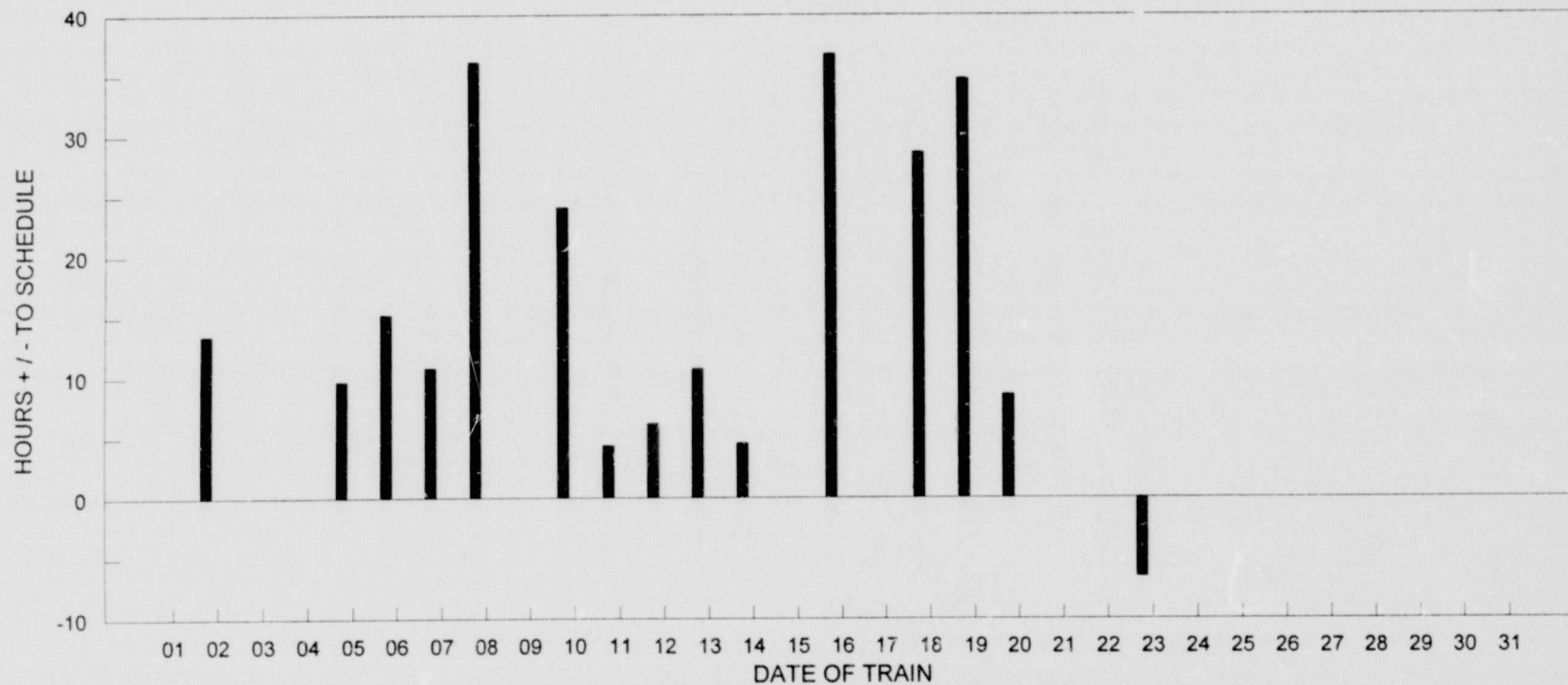
■ RUN TIME TO SCHEDULE

POSITIVE #'s ARE GREATER THAN SCHEDULE

Sept 1 to Sept 30

HOUSTON TO LAFAYETTE

S CLONW01

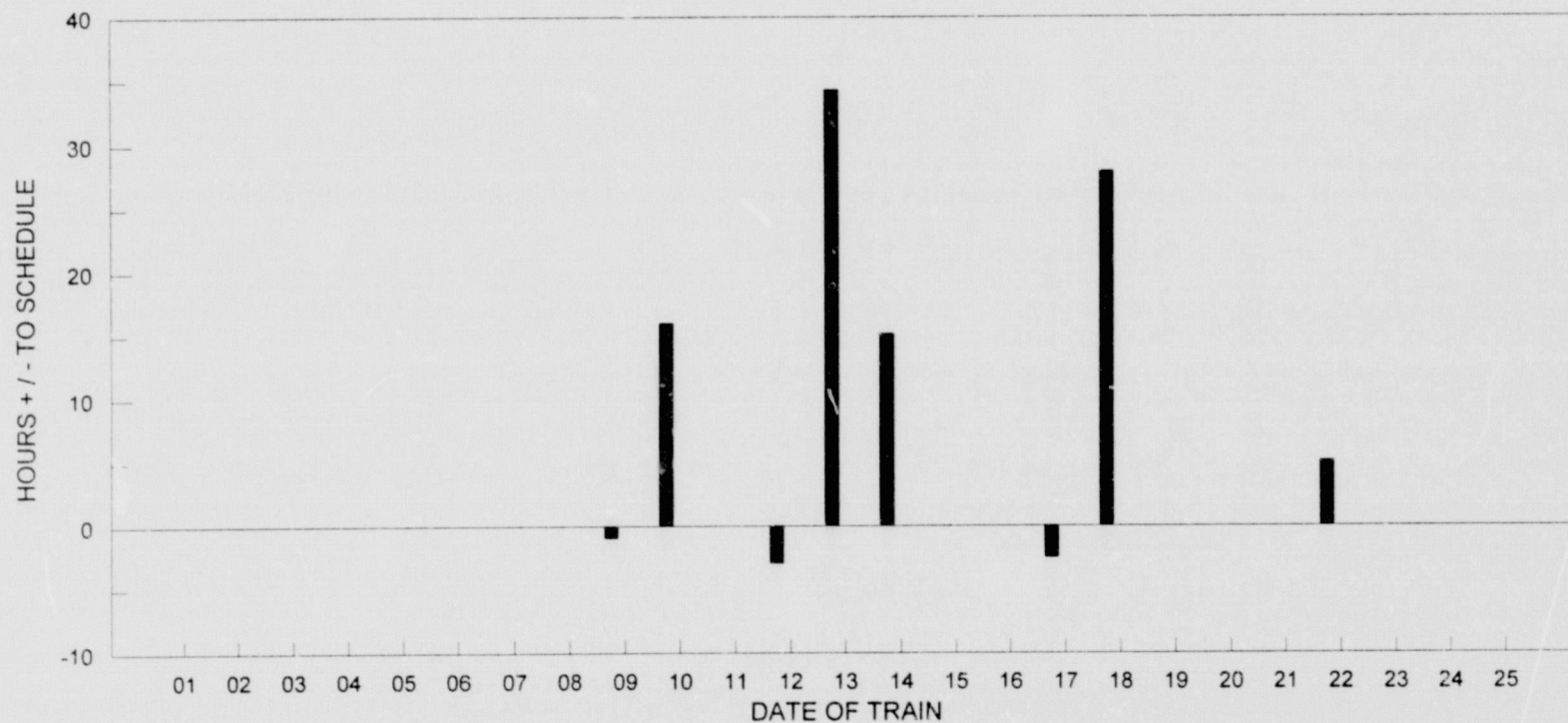


■ RUN TIME TO SCHEDULE

POSITIVE #'s ARE GREATER THAN SCHEDULE

BEAUMONT TO LAFAYETTE

H TPLNWO1

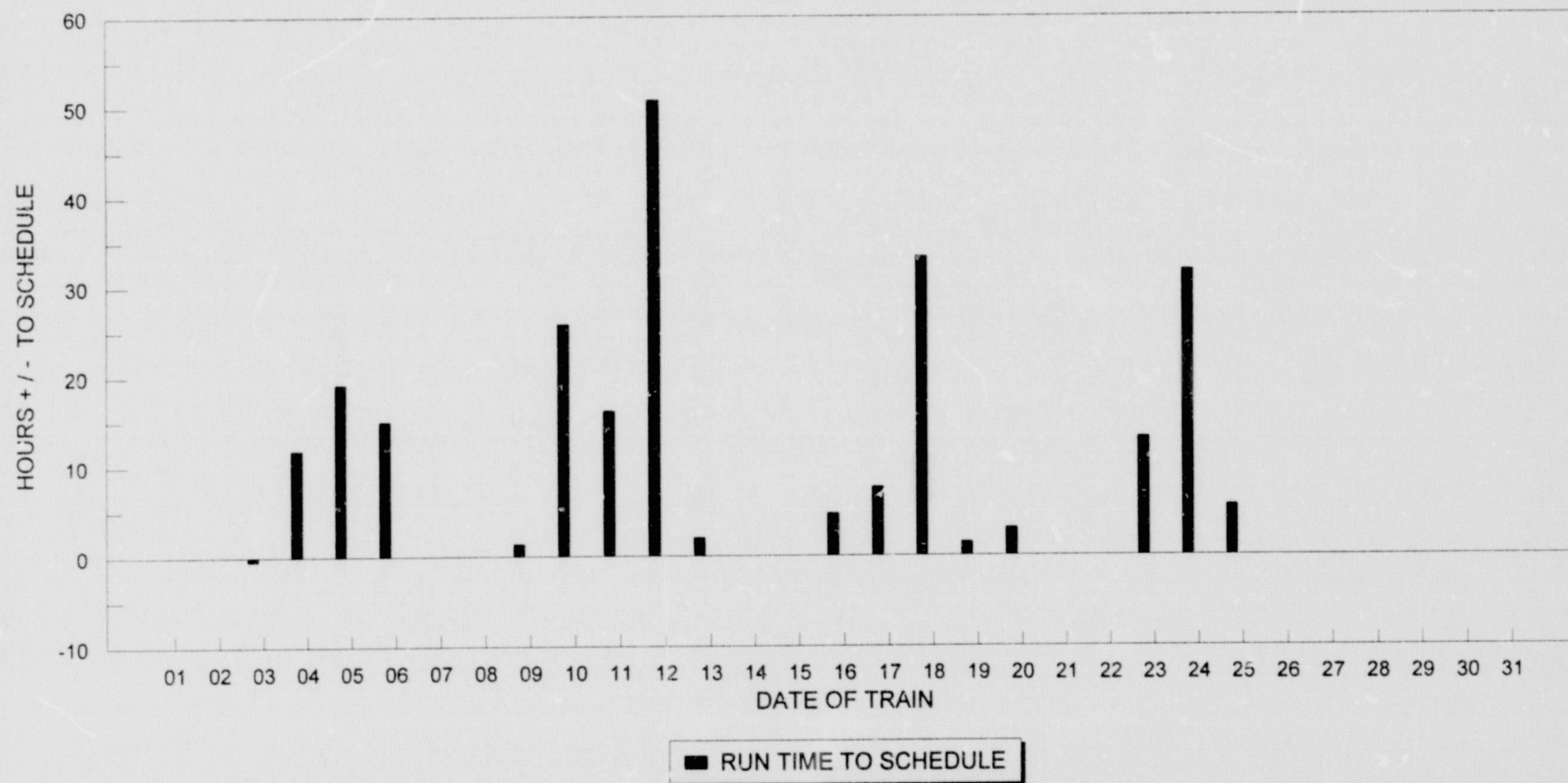


■ RUN TIME TO SCHEDULE

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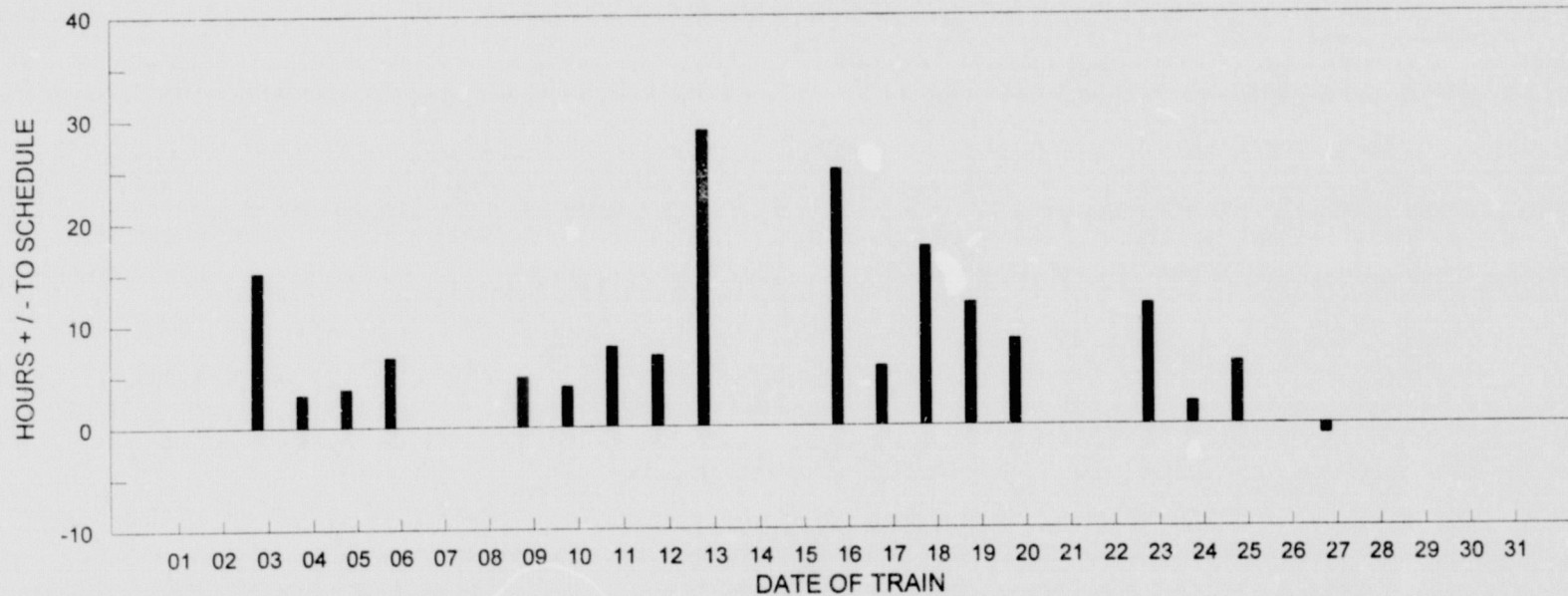
LAFAYETTE TO HOUSTON

P NWOCLO1



NEW ORLEANS TO LAFAYETTE

P NWOCLO1



POSITIVE #'s ARE GREATER THAN SCHEDULE

■ RUN TIME TO SCHEDULE