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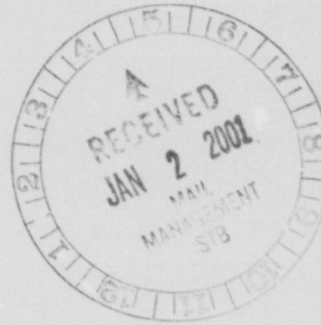
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January 2, 2001

VIA HAND DELIVERY

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street NW
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-18). Also enclosed is a 3.5 inch disk containing the text of the Quarterly Progress Report in WordPerfect 9 format.

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

Sincerely,

Erika Z. Jones
Erika Z. Jones

Enclosures

cc: All Parties of Record

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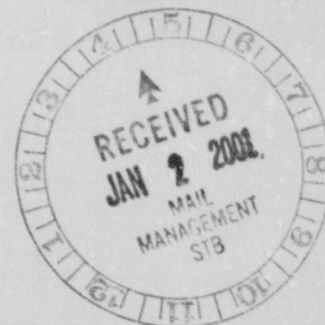
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BEFORE THE
SURFACE TRANSPORTATION BOARD



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

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

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BEFORE THE
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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 eighteenth Quarterly Progress Report for the fourth quarter of 2000. 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).

This Progress Report describes various changes that have occurred in BNSF's operations on its trackage rights lines and purchased lines (the "UP/SP

lines") since the filing of BNSF's last Progress Report on October 2, 2000 (BNSF-PR-17). The Report will also address the marketing and business development efforts undertaken by BNSF since the October 2 Progress Report was filed.

As documented by this Report, BNSF continued its aggressive efforts over the past three months to compete with UP for available business with customers BNSF can access on the UP/SP lines. As described in Section I, while there were no significant revisions to BNSF's transportation service plan on the UP/SP lines during the fourth quarter, BNSF continues to adjust its operating and service plans as necessary to meet market conditions and customer needs.

Section II provides an update on BNSF's capital investments on the UP/SP lines. Section III discusses BNSF's marketing and industrial development initiatives during the fourth quarter of 2000 as they relate to the UP/SP lines. BNSF launched several marketing and growth initiatives during the quarter, including new intermodal train service in the I-5 Corridor, a transnational carload marketing agreement in that corridor, and expanded service to and from Mexico.

In Section IV, BNSF provides updates concerning recent developments and issues affecting the implementation of the Board's conditions on the UP/SP merger, including the initiation of service to the American Soda, L.L.P. ("American Soda") plant at Parachute, CO, UP's announced termination of

Transwood, Inc.'s ("Transwood") track and property lease at Ogden, UT, and Gulf Coast service problems.

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

This section describes changes in BNSF's service over the UP/SP lines which have occurred during the period from October 2, 2000, through December 31, 2000.

A. Gulf Corridor

BNSF previously reported that it agreed on September 21, 2000, to UP's request to shift some BNSF trackage rights trains operating between Temple and Corpus Christi, TX, from the regular route over UP's Angleton and Brownsville subdivisions between Algoa and Corpus Christi to a temporary alternate route over UP's Flatonia and Port Lavaca subdivisions between Caldwell and Placedo via Flatonia. These temporary reroutes were implemented to address congestion problems on UP's lines in south Texas and to expedite the completion of maintenance work between Algoa and Bloomington on UP's Houston-Brownsville line. The reroutes ended on October 15 after traffic flows generally improved with the removal of slow orders on UP's Brownsville line. BNSF rerouted a total of 33 trains via Flatonia between September 27 and October 15, including 18 Alliance-Laredo merchandise trains, 13 Laredo-Alliance merchandise trains, one loaded unit grain train, and one empty unit grain train.

BNSF also reported in its previous filing that it had begun rerouting loaded and empty unit rock trains that normally operate over its trackage rights between Kerr and Sealy, TX via Smithville in order to avoid congestion on UP's Waco Subdivision between Waco and Smithville and on UP's Smithville Subdivision between Smithville and Sealy. The rerouted trains operated over a longer but less congested route using BNSF's trackage rights between Kerr and Temple, TX, then over BNSF's own line between Temple and Houston. These reroutes, which affected shipments of aggregates received from the Georgetown Railroad at Kerr destined to BNSF customers at Alvin, Houston, and Karen (north of Houston), continued through the end of November. A total of 21 unit rock trains were rerouted during the fourth quarter, in addition to those that were rerouted during the third quarter as previously reported.

BNSF continued during the fourth quarter to provide unit coal train service over its trackage rights to the Fayette Power Project at Halstead, TX, jointly owned by the Lower Colorado River Authority (LCRA) and the City of Austin, TX. BNSF operated 43 loaded unit coal trains over the trackage rights to the Fayette Power Project during the fourth quarter. BNSF also continued to provide unit coal train service to Entergy Gulf States' Roy S. Nelson Generating Station at Sulphur, near Mossville, LA. BNSF operated 28 loaded unit coal trains to the Nelson plant during the quarter.

B. Central Corridor

BNSF reported in its previous filing that it agreed on September 21, 2000, to UP's request to temporarily modify the trackage rights between Denver, CO and San Jose, CA to limit operations to no more than two eastbound trackage rights trains – one manifest train and one empty unit steel train – per day between Roseville, CA and Weso, NV. This temporary modification was made to the trackage rights agreement in order to expedite the completion of UP's scheduled maintenance work on the joint trackage between Keddie and Virgilia, CA. The temporary modification was extended to January 1, 2001, in order to allow additional time for the maintenance work to be completed. This arrangement did not impair BNSF's ability to continue providing sufficient train capacity in this corridor to accommodate existing and projected business volumes.

BNSF continues to operate daily, high-priority merchandise train service over the Central Corridor between Denver, CO and Stockton, CA. The origination of the eastbound Riverbank, CA to Denver, CO merchandise train (train symbol M-RRBDEN) was revised effective October 4, 2000, in order to improve the on-time performance of business handled on this train. The eastbound train now originates at Stockton, CA with train symbol H-STODEN (Stockton, CA to Denver, CO merchandise). The westbound train operating between Denver, CO and Stockton, CA (train symbol H-DENSTO) originates

daily at Denver. Generally, every other westbound H-DENSTO train terminates at Provo, UT.

On November 26, 2000, BNSF began providing regular scheduled service to American Soda's new soda ash and sodium bicarbonate production facilities at Parachute, CO. (As previously reported, BNSF and UP agreed that BNSF would have access to American Soda at Parachute under the "new facilities" condition imposed by the Board in its decision approving the UP/SP merger.) BNSF is currently operating a new local train service between Grand Junction, CO and Parachute to provide three day per week service to American Soda. New hopper cars manufactured for American Soda at Connell, TX are currently being forwarded to Grand Junction by BNSF's H-DENSTO merchandise train, where they are placed on the new Parachute local for delivery to the American Soda plant. Loaded cars originating at Parachute with soda ash and sodium bicarbonate are moved to Grand Junction by the Parachute local, where they are picked up by BNSF's H-STODEN train for forwarding to Denver and their ultimate destinations. BNSF operated 13 such locals between Grand Junction and Parachute between November 26 and December 31, 2000.

C. I-5 Corridor

During the fourth quarter, BNSF continued to revise its existing merchandise train service plans in the I-5 Corridor while simultaneously introducing new services between Seattle, WA and Los Angeles, CA.

On October 17, 2000, BNSF replaced its daily Everett, WA to Barstow, CA merchandise train with a new, high-priority merchandise train originating at New Westminster yard in Vancouver, BC destined for Barstow, CA (train symbol H-VBCBAR). This train handles blocks of traffic for Stockton and Barstow and is designed to provide expedited, consistent service for merchandise business received from Canadian interchanges at Vancouver, BC destined to Nevada and Southern California. BNSF currently operates three daily southbound merchandise trains, H-VBCBAR (Vancouver, BC to Barstow, CA), H-PASBAR (Pasco, WA to Barstow, CA), and M-PASBAR (Pasco, WA to Barstow, CA), and two daily northbound merchandise trains, H-BARPAS (Barstow, CA to Pasco, WA) and M-RRBVAW (Riverbank, CA to Vancouver, WA), over the I-5 Corridor. The northbound merchandise train H-BARVAW (Barstow, CA to Vancouver, WA) was discontinued in December due to seasonal traffic fluctuations.

On November 5, 2000, BNSF and Matson Intermodal Systems, Inc. began operating a new intermodal train service in the I-5 Corridor. The "Pacific Coast Express" offers regular, twice weekly, fixed-day service for international steamship and commercial customers moving freight in the I-5 Corridor between

Seattle and Los Angeles. The southbound train (train symbol S-SEALAC) originates at BNSF's Seattle International Gateway ("SIG") intermodal facility on Tuesday and Saturday. Its northbound counterpart (train symbol S-LACSEA) originates in Los Angeles on Tuesday and Sunday. BNSF and Matson operated a total of 11 southbound and 15 northbound intermodal trains between Seattle and Los Angeles between November 5 and the end of the fourth quarter.

BNSF reported in its previous filing that BNSF and UP had agreed to temporarily detour certain northbound and southbound I-5 Corridor merchandise trains via UP's line between Portland and Chemult, OR via Eugene. These detours were necessitated by a major track maintenance and rehabilitation project at Paxton Hill on BNSF's line between Wishram and Chemult, OR. The maintenance work at Paxton Hill was completed ahead of schedule, and the detours terminated on October 15. A total of 82 northbound and 62 southbound trains were rerouted via the UP line between Portland and Chemult during the Paxton Hill project.

On October 13, 2000, BNSF and UP commenced a second maintenance-related detour involving BNSF's use of UP's line between Klamath Falls, OR and Roseville, CA. These detours were necessitated by a tie replacement project on BNSF's line between Bieber and Keddle, CA. (BNSF purchased the Bieber-Keddle line from UP as part of the September 1995 BNSF Settlement Agreement.) The detours ended on November 1 following completion of the tie

replacement project. A total of 22 northbound and 24 southbound trains were rerouted over the UP during this project.

II. BNSF INVESTMENTS IN TRACKAGE RIGHTS AND PURCHASED LINES

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

- *Baytown Branch – Construct Interchange Tracks.* During the fourth quarter, BNSF selected contractors for and commenced construction of interchange tracks in the four switching zones south of the Dayton storage-in-transit facility on the Baytown Branch. These tracks will be located at Baytown, Eldon Junction, Cedar Bayou (Cove Road), and Mont Belvieu. The Baytown track was scheduled for completion by December 31, 2000. Completion of the Eldon Junction track has been revised to January 31, 2001, due to material delivery and weather-related problems. The Mont Belvieu interchange track is currently planned for completion by February 28, 2001, and the Cedar Bayou (Cove Road) interchange track is planned for completion by March 31, 2001. The Cedar Bayou project has incurred delays due to right-of-way acquisition problems. The added capacity provided by these four tracks, designed to support BNSF's access to customers on the former SP Baytown and Cedar Bayou Branches, will benefit all customers of both BNSF and UP on these lines

by reducing BNSF usage of UP infrastructure used to support UP's local switching operations.

- *Lafayette Subdivision Rehabilitation and Maintenance Program.* BNSF continued the ongoing maintenance and rehabilitation projects on the jointly-owned former SP Lafayette Subdivision between Avondale and Iowa Junction, LA. Specifically, during the fourth quarter, BNSF maintenance forces installed 66,000 wood ties on the Lafayette Subdivision between Live Oak and Ramos, LA. All trackage associated with this project was surfaced to permit increased train speeds. Several public highway crossings are also being upgraded as part of this project.
- *Fernley, NV Operating Track.* During the fourth quarter, BNSF's contractor MK Centennial completed track construction between the clearance points of the new siding. UP installed the west switch for the new siding during November and early-December. The east switch is currently scheduled for installation by UP in late-December or early-January 2001. This will support BNSF business growth to new customer facilities and transloads in the Fernley and Sparks, NV areas.

III. BNSF'S MARKETING PLANS AND EFFORTS

A. Recent Activities

During the fourth quarter, BNSF continued its intensified marketing activities with respect to a number of points on the UP/SP lines and introduced

several new marketing and growth initiatives designed to promote system-wide intramodal and intermodal competition.

As mentioned in Section I, BNSF and Matson Intermodal Systems, Inc. began operating a new intermodal train service called the Pacific Coast Express. The new train service, which began on November 5, offers regular, twice weekly, fixed-day service for international steamship and commercial customers moving freight along the I-5 Corridor between Los Angeles, CA and Seattle, WA. The Pacific Coast Express was introduced after Matson Navigation Company restructured its water-based Pacific Coast service from a weekly port-to-port service to the new Pacific Coast Express rail container service. The added frequency of the new service is designed to allow customers additional flexibility in scheduling their freight shipments. Matson Intermodal System, a subsidiary of Matson Navigation Company, manages the service.

On November 15, BNSF and Canadian National Railway Company ("CN") announced a Carload Marketing Agreement under which each railroad will be able to market and price new carload business on selected routes involving both railroads' lines. The first route covered by the new Carload Marketing Agreement is the I-5 Corridor, including BNSF-served points in Arizona, California, Idaho, New Mexico, Nevada, Oregon, Utah, and Washington, and between El Paso and Sierra Blanca, Texas, and CN-served points in Alberta, British Columbia, and Saskatchewan. The agreement provides BNSF the

opportunity to respond more expeditiously to interline customer requirements by "through" pricing traffic originating on BNSF to points served by CN. Similarly, CN gains the opportunity to "through" price traffic originating on CN to points served by BNSF. The pricing authority contained in the agreement includes shortline railroads where pricing and marketing are performed by either BNSF or CN as connecting carriers (i.e., so-called "handling carrier" shortlines). Coupled with service improvements discussed in Section I.C, this agreement provides rail shippers between western Canada and the western United States with an improved product offering for carload traffic in the I-5 Corridor.

On November 17, in conjunction with its rail partners Transportacion Ferroviaria Mexicana ("TFM") and The Texas Mexican Railway Company ("TM"), BNSF announced expanded intermodal service offerings for Mexican traffic moving to and from TFM intermodal terminals at Monterrey, Pantaco, and Queretaro. Service offerings and pricing for BNSF's intermodal customers to and from Mexico also includes fees for "door-to-ramp" or "ramp to-door" drayage ("door service") between the Mexico intermodal facilities and the actual origin or destination of the shipment, the "in-bond transit authority" fee for the rail movement between the border and Mexico origins/destinations, and the North American Container System ("NACS") equipment charges while the shipment is in Mexico.

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

B. Traffic Volumes

BNSF traffic volumes over the lines to which BNSF received access as a result of the UP/SP merger have continued to grow. See the chart attached hereto as Attachment 1. The charts attached hereto as Attachments 2 to 11 reflect the volumes of traffic for each of the major traffic lanes to which BNSF received access. Attachment 12 shows the breakdown by general commodity groups of this traffic.

Recent successes enjoyed by BNSF in marketing its services over the UP/SP lines include:

- BNSF moved the first shipment of soda ash from American Soda at Parachute, CO, on the Central Corridor trackage rights on November 30. The initial shipment, consisting of three hopper cars each carrying 115 tons of soda ash, was destined to Pevely, MO and Dunkirk, IN for use in the manufacturing of various glass products.
- BNSF secured a movement of structural piling from Maverick Tube, Hickman, AR destined to New Iberia, LA on the Houston-New Orleans "50/50 Line". This traffic, which formerly moved via barge, commenced during November and is anticipated to continue during the first quarter of 2001.
- BNSF bid for and captured a movement of coke breeze originating at Geneva, UT, on the Central Corridor, destined to Monterrey, Mexico.
- BNSF secured a two-month agreement to transport trainloads of metallurgical coal originating in British Columbia destined to Monclova, Mexico via Eagle Pass.

C. Customer Identification And Access Pursuant To Merger Conditions

BNSF has continued its efforts to identify all UP/SP customer facilities to which it received access as a result of the UP/SP merger. These facilities include access to "2-to-1" customers and transload facilities on its trackage rights

lines and facilities which can be served by the seventeen "2-to-1" shortlines to which it received access. Current listings of all such known facilities are attached as Attachment 13.

BNSF access to two additional customer facilities was confirmed during the fourth quarter:

- Red River Army Depot ("Red River Arsenal"); and
- Lone Star Army Ammunition Plant ("Lone Star Depot").

Both facilities are located at the omnibus "2-to-1" point of Defense, TX and are physically served by the Texas Northeastern Railroad ("TNER"). BNSF is working with UP to revise the haulage service by which BNSF traffic originating or terminating at Defense is moved from or to the TNER interchange at Texarkana, TX. An earlier haulage agreement between BNSF and UP contemplated that such traffic would be interchanged by BNSF and UP at Shreveport, LA and that UP would provide haulage services between Shreveport and Texarkana. Due to service problems previously experienced with the Shreveport interchange, BNSF has requested that UP agree to change the interchange point to Longview, TX and provide haulage services between Longview and Texarkana. UP is currently reviewing BNSF's request.

With respect to the development of new facilities along BNSF's trackage rights lines, BNSF is working with a number of customers and has achieved several additional successes during the fourth quarter. On December 8, UP

acknowledged that BNSF will have access to a new transload facility being established by Port Container Industries, Inc. ("PCI") at 327 Riverside Drive in San Antonio, TX. At the conclusion of the fourth quarter, more than 30 other industrial development projects involving new customer facilities at "2-to-1" points and on trackage rights lines were in various stages of research, discussion, planning, or implementation. BNSF and its customers currently have four new facility access requests (all made on December 5, 2000) pending with UP:

International Paper Company, which is leasing warehouse space in a newly-constructed distribution center at Ontario, CA;

Staples, Inc., which is leasing warehouse space in a newly-constructed distribution center at Ontario, CA;

Green Waste Recovery, a new-to-rail customer at San Jose, CA; and

Unimast, Inc., located in the Cedar Crossing Industrial Park at Baytown, TX.

BNSF anticipates receiving a response from UP on these pending new facility requests in early-January 2001.

IV. ISSUES AFFECTING BNSF'S IMPLEMENTATION OF TRackage RIGHTS

The following summarizes issues that have affected BNSF's implementation of the merger conditions during the fourth quarter and updates the status or disposition of previously reported issues.

A. BNSF-UP Joint Service Committee

The BNSF-UP Joint Service Committee ("JSC") met on October 24, 2000, in Omaha, NE to discuss operating and service issues. Specific items discussed at the October 24 meeting included: review of BNSF and UP train performance on trackage rights lines including Temple-San Antonio, Algoa-T&NO Junction, and Tacoma-Vancouver, and on BNSF's Cajon Subdivision in southern California; directional operations on UP's Midlothian Subdivision between Fort Worth and Waxahachie; and the 2000 and 2001 joint capital programs. The next JSC meeting is scheduled for January 30, 2001, in Fort Worth, TX.

B. Ameren UE – Labadie, MO

BNSF advanced plans during the fourth quarter to construct a new track connection between the BNSF and UP main lines at or near Pacific, MO that will facilitate BNSF's long-term access to Ameren UE's Labadie plant. BNSF continues to utilize temporary haulage rights over the UP between St. Louis (Grand Avenue) and Labadie to implement the Board's ruling providing for competitive access to Ameren UE at Labadie. During the fourth quarter, BNSF operated 18 loaded unit coal trains to the Labadie plant.

C. Track Capacity Issues at Grand Junction/Durham, CO

As described in Sections I.B and III.B, BNSF commenced local train service during the fourth quarter of 2000 to American Soda's new soda ash and bicarbonate production facilities at Parachute, CO, located approximately 46 miles east of Grand Junction. In addition to the new soda ash and bicarbonate

business, BNSF provides service to three other customers in western Colorado – Conoco, Total Petroleum, and Steel, Inc – all of which are located on the Railhead Industrial Spur at Durham, three miles west of Grand Junction.

BNSF currently leases two tracks from UP at Grand Junction – Depot Track #1 and Depot Track #2 – to support its operations at Grand Junction and Durham. BNSF also uses, but does not lease, a portion of the Railhead Industrial Spur to stage its outbound empty cars for pickup by BNSF's eastbound merchandise trains. BNSF has used the Railhead Industrial Spur to stage cars for pickup since at least 1998 and has made previous requests to lease the Railhead Industrial Spur from UP for that purpose. UP recently informed BNSF that it must discontinue its use of the Railhead Industrial Spur to stage cars for pickup by BNSF's merchandise trains. BNSF and UP continued discussions during the fourth quarter of 2000 to develop a mutually acceptable solution to this issue, and several options are currently being reviewed. BNSF has continued to use the Railhead Industrial Spur to stage cars for pickup by its merchandise trains while these discussions are ongoing.

The addition of the American Soda business has placed additional demands on BNSF's limited track capacity in western Colorado. BNSF and UP are in ongoing discussions concerning BNSF's near-term and long-term plans with respect to operating plans and facility requirements to support the American Soda business. For the near-term, BNSF and UP have agreed in principle to a

six-month lease of two yard tracks at Glenwood CO to provide additional capacity to support BNSF's operations. For the longer-term, BNSF plans to construct a yard adjacent to the UP main line at Parachute, and BNSF acquired property for that purpose during the fourth quarter of 2000. BNSF presented its plans to UP during a meeting in Grand Junction on December 14 and has provided engineering plans for the proposed yard to UP for review and comment.

D. Transwood, Inc. Transload – Ogden, UT

Transwood operates a transload at Ogden, UT, a "2-to-1" point, on property that Transwood leases from UP. Transwood commenced operations at this Ogden facility in 1989 in conjunction with SP and has conducted transloading operations at this site continuously since that time. The principal commodity handled by Transwood at Ogden is soda ash from southwestern Wyoming, which originates at points directly and exclusively served by UP, and for which SP was providing rail customers with a competitive alternative to UP prior to the UP/SP merger. BNSF has provided rail service to Transwood's Ogden transload, in competition with UP's direct service to the traffic origins as SP did prior to the UP/SP merger, since the commencement of BNSF's Central Corridor trackage rights operations.

As previously reported to the Board, UP originally notified Transwood that its lease of the Ogden transload site would be terminated effective November 1, 2000. UP notified BNSF on September 22 that it had given notice to Transwood

of its intent to terminate the track and real estate leases effective November 1 in order to make more productive use of the property, but that it had not finalized the November 1 effective date.

On October 23, Transwood received a letter from UP, in reply to a letter sent by Transwood to UP on September 6, stating that the Ogden lease would be cancelled on November 1. Due to concerns over service interruptions and plant shutdowns arising from the threat of the lease cancellation, customers of Transwood and BNSF began implementing contingency plans to divert equipment then enroute to the Ogden transload and to reposition the equipment for loading at other BNSF-served soda ash transloads.

In a letter to UP on October 26, BNSF registered its objections to UP's decision to terminate the lease on November 1 without allowing Transwood sufficient time to identify, select, and prepare a suitable alternative site and to physically relocate its facilities and operations to that site. BNSF requested that UP rescind its decision to terminate Transwood's lease on November 1 and hold in abeyance any further action with respect to the Transwood lease until passage of a reasonable and sufficient amount of time for Transwood to select, prepare, relocate to, and commence operations at an alternate site. In a response dated October 30, UP assured BNSF that Transwood's operations would not be terminated at the Ogden location on November 1, and that Transwood could remain on UP property and trackage for the time being. BNSF

also requested in its October 26, 2000 letter to UP that in the future, should UP decide to close an existing transload at a "2-to-1" point that is doing business with BNSF, UP agree to (1) provide 180 days advance written notice of its intent to BNSF and its customers, (2) request BNSF's concurrence on a mutually acceptable lease termination date, and (3) offer the transload operator an alternate site (or sites) at least as suitable in terms of cost and location as the site to be closed. UP has not responded to this portion of BNSF's October 26, 2000 letter.

At the end of the fourth quarter, Transwood remains in operation on trackage and property leased from UP at Ogden. BNSF and Transwood are continuing to evaluate alternatives that will allow Transwood to vacate the UP lease and return the property to UP for other uses while still maintaining a competitive market alternative for rail customers needing its services.

E. Broken Arrow Environmental – Aragonite, UT

During the fourth quarter, Broken Arrow Environmental ("BAE") and UP continued negotiations on an industry track agreement for UP to construct and install two main line turnouts to BAE's proposed municipal solid waste transload facility at Aragonite, UT. As previously reported, BNSF and UP have agreed that upon completion of BAE's facility, BNSF will provide service with either a turn-around local originating at Provo or a Provo-Elko through local.

F. Dunphy, NV Turnouts

BNSF previously reported to the Board concerning the installation by UP of two mainline turnouts to serve Newmont Gold Company's new petroleum transload and distribution facility at Dunphy, NV. The first of the two turnouts (the west turnout) was installed and placed into service by UP during the second quarter of 2000. BNSF anticipated that UP would complete the installation of the second turnout to this facility (the east turnout) by late July 2000. However, the date for installation of this turnout has been postponed by UP again and was expected to occur by the end of December 2000, weather permitting.

G. Capital Metropolitan Transportation Authority ("CMTA") – McNeil, TX

BNSF previously reported to the Board that CMTA and UP have agreed to construct a new interchange track in the northeast corner of the crossing of the CMTA and UP lines at McNeil, TX. During the fourth quarter of 2000, UP completed the turnout installation and construction of track to the clearance point of the UP main line at McNeil. This track will connect to a new interchange track that is currently being constructed by CMTA. Upon completion of the interchange track and new connection, which is expected to occur during the first quarter of 2001, BNSF and Austin Area Terminal Railroad (CMTA's interim operator of the former Longhorn Railway, "AUAR") anticipate relocating the present BNSF-AUAR interchange at Elgin, TX to McNeil, as was contemplated in the Board's Decision No. 10 in the Houston/Gulf Coast oversight proceeding.

H. Texas Service Issues

In its previous filing, BNSF described recent severe service disruptions occurring to BNSF trains operating on the trackage rights between Houston and Brownsville, TX and between Temple and Eagle Pass, TX, that were due in part to slow orders permitting safe operations while UP performed track repairs necessitated by the record summer heat and drought conditions in central and south Texas during mid-2000. As mentioned elsewhere in this report, service on these routes gradually returned to "normal" levels during October with easing of the weather conditions and concerted efforts by UP track maintenance forces to alleviate the slow orders. However, BNSF remains concerned about the excessive number of "DOL's" (i.e., crews that are unable to complete their trips within the federally-mandated Hours of Service Law) that it experiences on these lines. BNSF and UP continue to discuss solutions to recurring congestion problems in the Gulf Coast region that will improve train performance and reduce operating costs on the trackage rights.

I. Settlement Agreement Issues

As previously reported to the Board, in reviewing the BNSF Settlement Agreement and other conditions on the UP/SP merger, as well as subsequent Board decisions interpreting and clarifying those conditions, BNSF believes that a number of issues between BNSF and UP need to be defined and clarified, and specific processes put in place to eliminate differences of opinion which lead to delays in responding to the needs of their rail customers. On December 22,

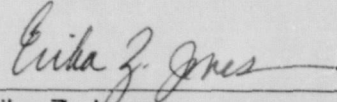
2000, BNSF prepared and transmitted to UP a restated and amended Settlement Agreement to incorporate changes required by the conditions imposed by the Board on the UP/SP merger and by the Board's subsequent amendments, orders and decisions interpreting and clarifying those conditions. BNSF has proposed to UP that a meeting be convened in early 2001 to review the changes, achieve closure on any open issues, and finalize the restated and amended agreement.

V. CONCLUSION

Throughout the fourth quarter, BNSF has continued its efforts to provide reliable, dependable and consistent service over its trackage rights lines. BNSF has introduced several initiatives designed to improve its service offerings on the UP/SP lines and has established several innovative marketing programs to improve BNSF's ability to provide fully competitive service. There are nonetheless certain issues which must be resolved with UP in order for BNSF to continue to be fully responsive to customer needs and to fully implement the Board's merger conditions on an ongoing basis and in the future. BNSF will continue to seek to resolve these issues and any other disputes as expeditiously as possible to ensure full implementation of the conditions imposed by the Board, and accepted by UP in order to secure approval of its merger with SP, to ensure the continuation of intended competition for rail customers afforded

access to BNSF as a result of the UP/SP merger settlement agreements and Board decisions.

Respectfully submitted,



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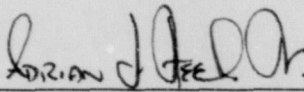
Mayer, Brown & Platt
1909 K Street, NW
Washington, DC 20006
(202) 263-3000

Attorneys for The Burlington Northern and Santa Fe Railway Company

January 2, 2001

CERTIFICATE OF SERVICE

I do hereby certify that copies of The Burlington Northern and Santa Fe Railway Company's Quarterly Progress Report (BNSF-PR-18) are being served on all parties of record.

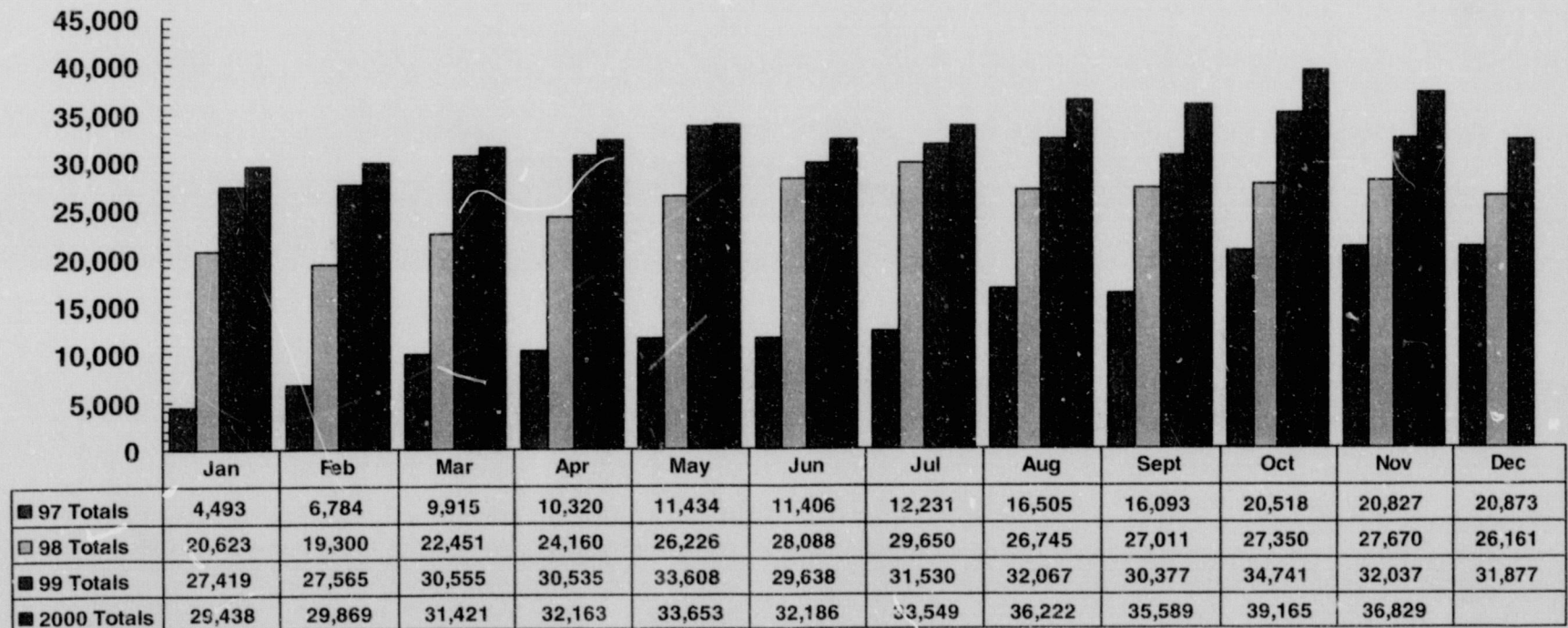


Adrian L. Steel, Jr.

ATTACHMENT 1

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

Loads

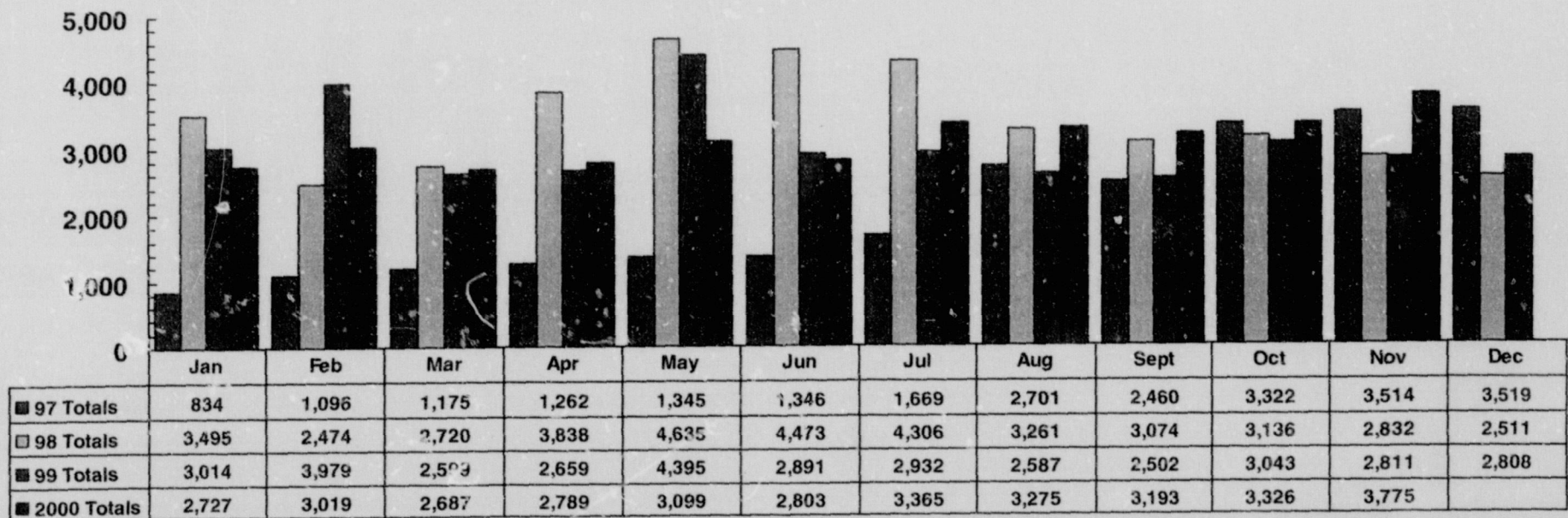


12/27/2000

ATTACHMENT 2

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

Units

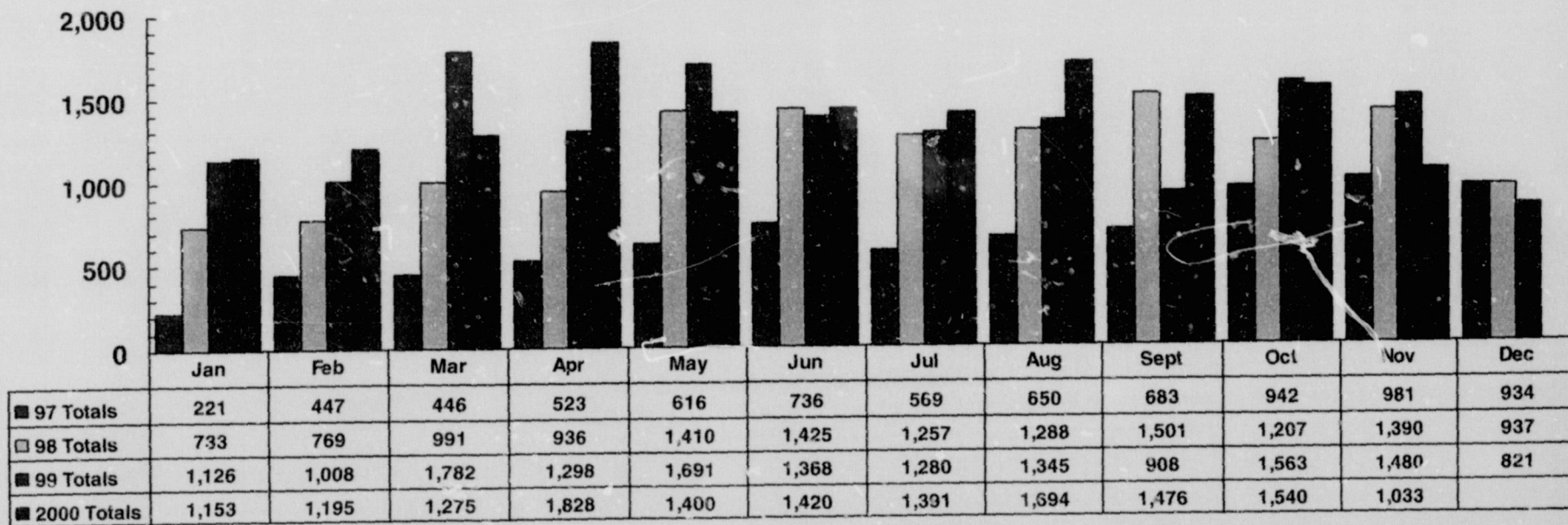


12/27/2000

ATTACHMENT 3

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

Units

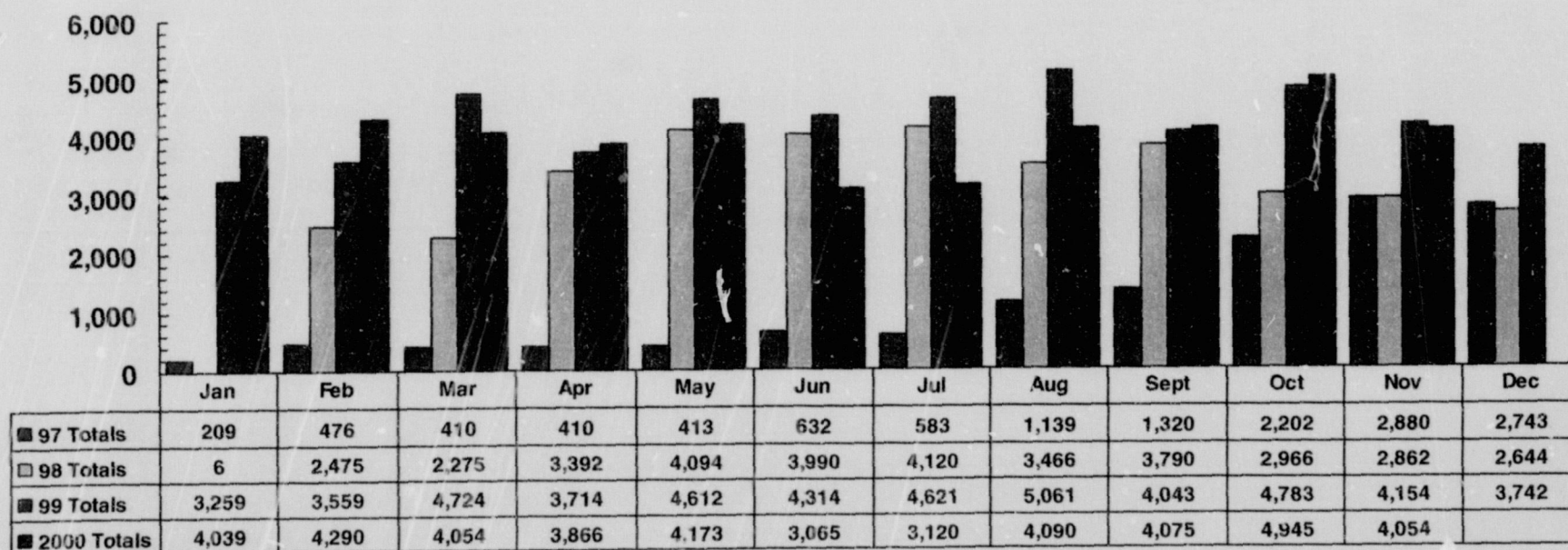


12/27/2000

ATTACHMENT 4

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

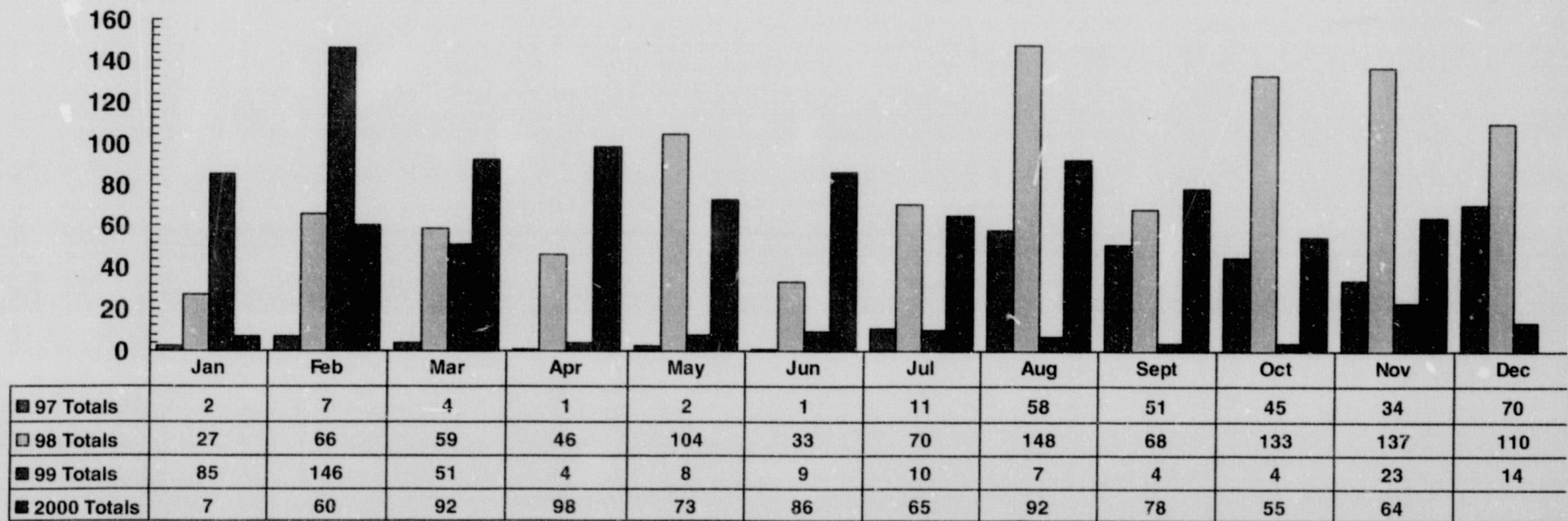
Units



ATTACHMENT 5

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

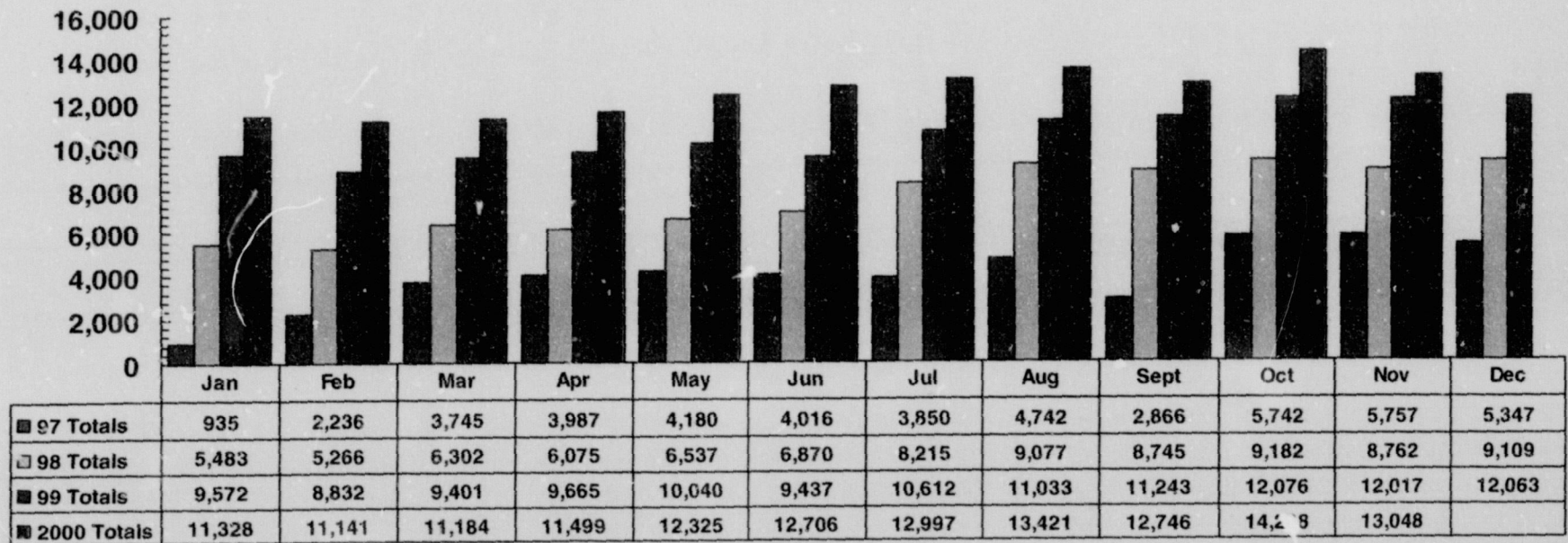
Units



ATTACHMENT 6

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

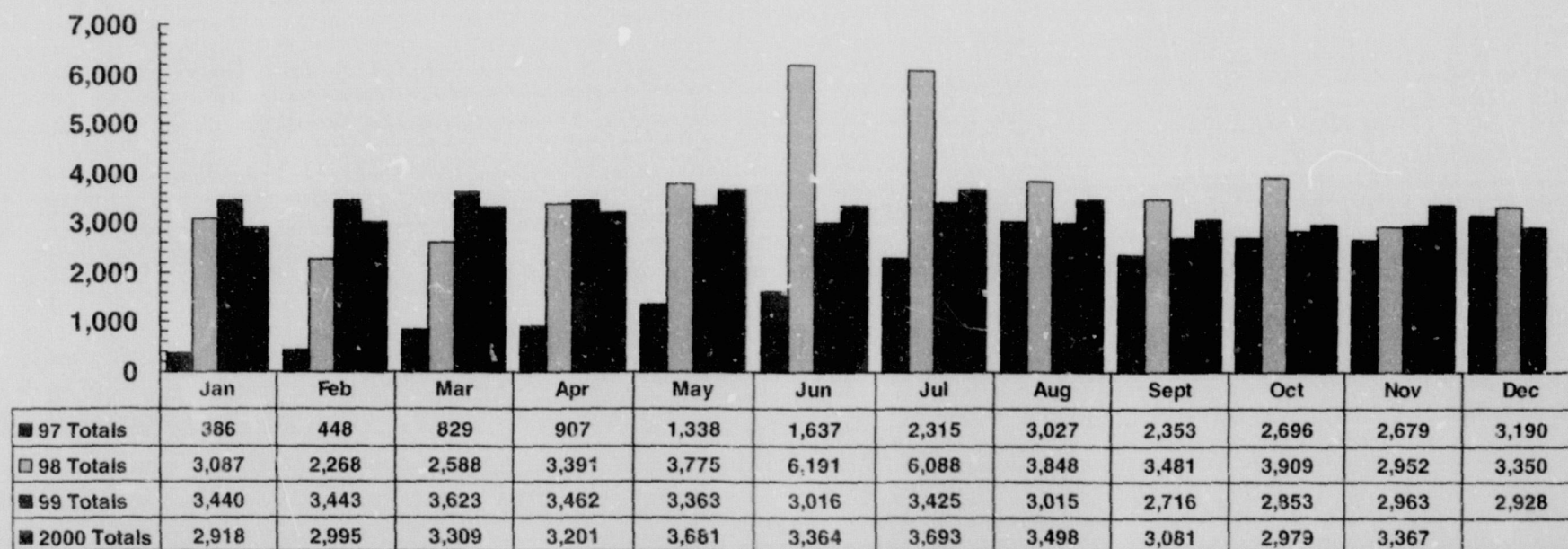
Units



ATTACHMENT 7

1997-00 BNSF Loaded Units On UP/SP Trackage Rights Corridors Gulf North Corridor

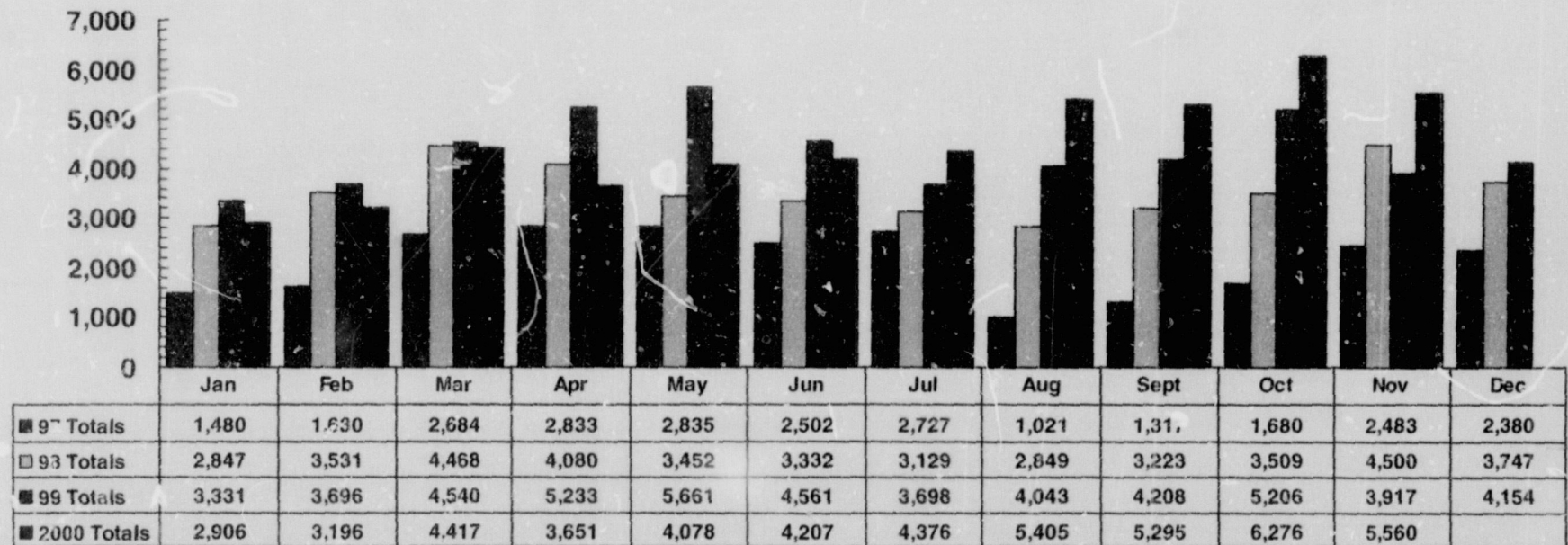
Units



ATTACHMENT 8

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

Units

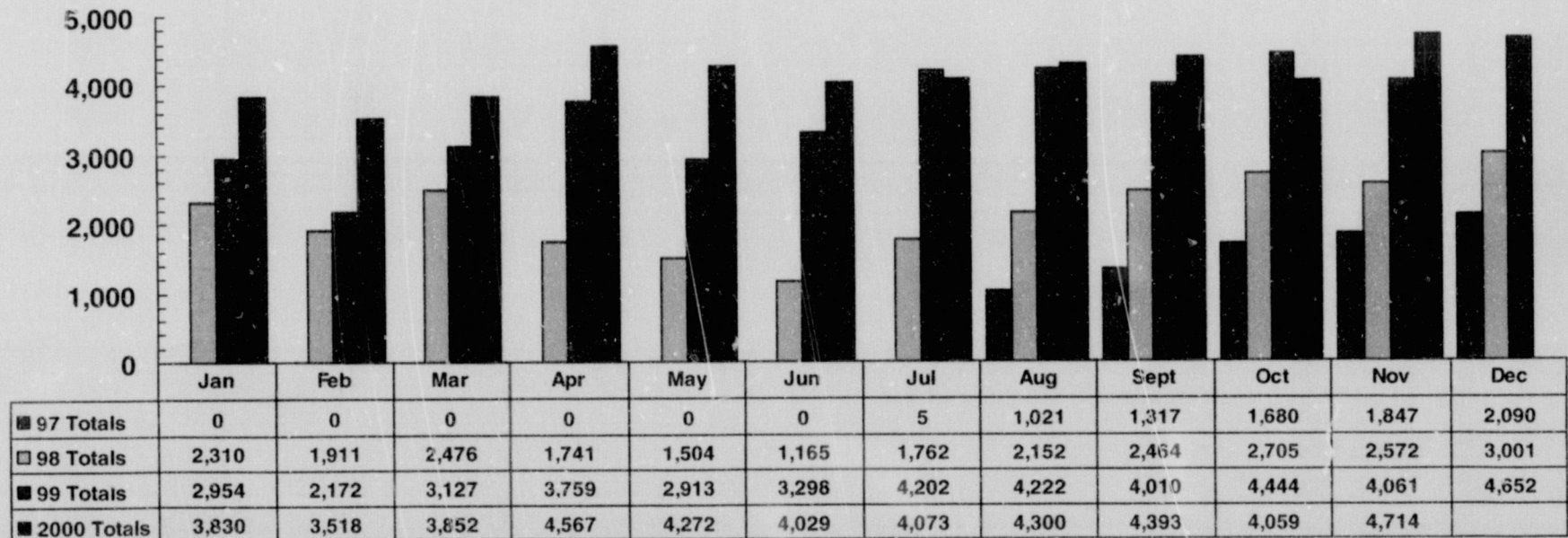


12/27/2000

ATTACHMENT 9

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

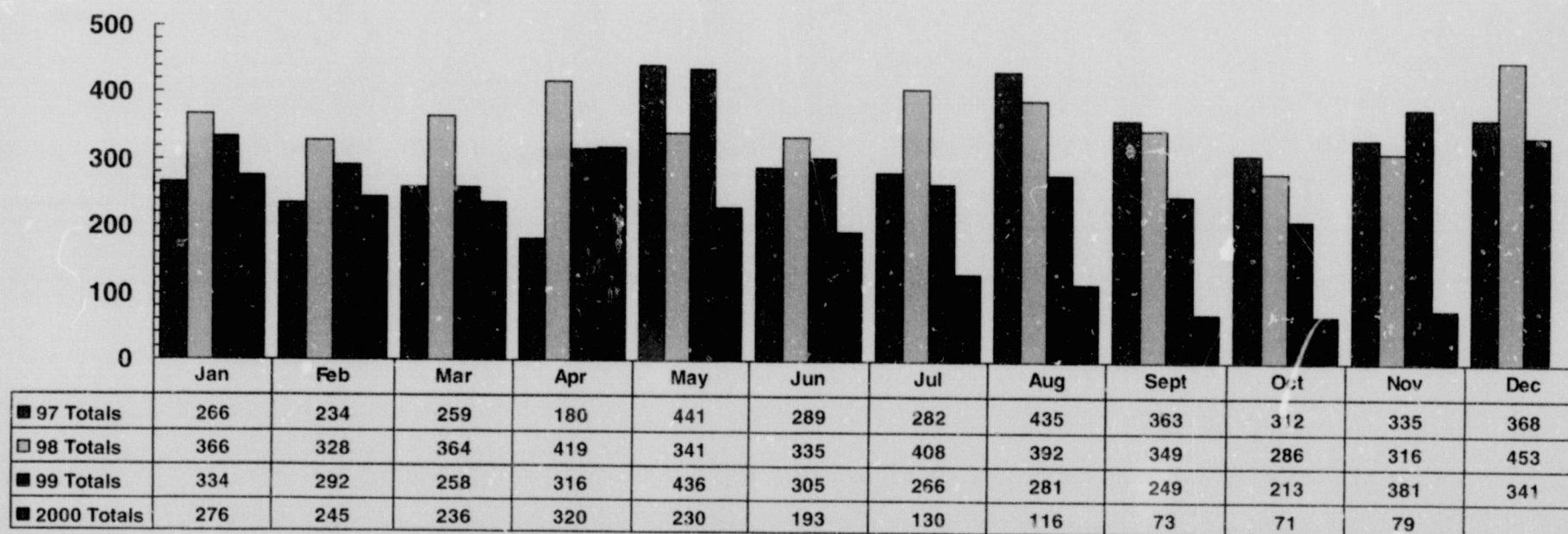
Units



ATTACHMENT 10

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

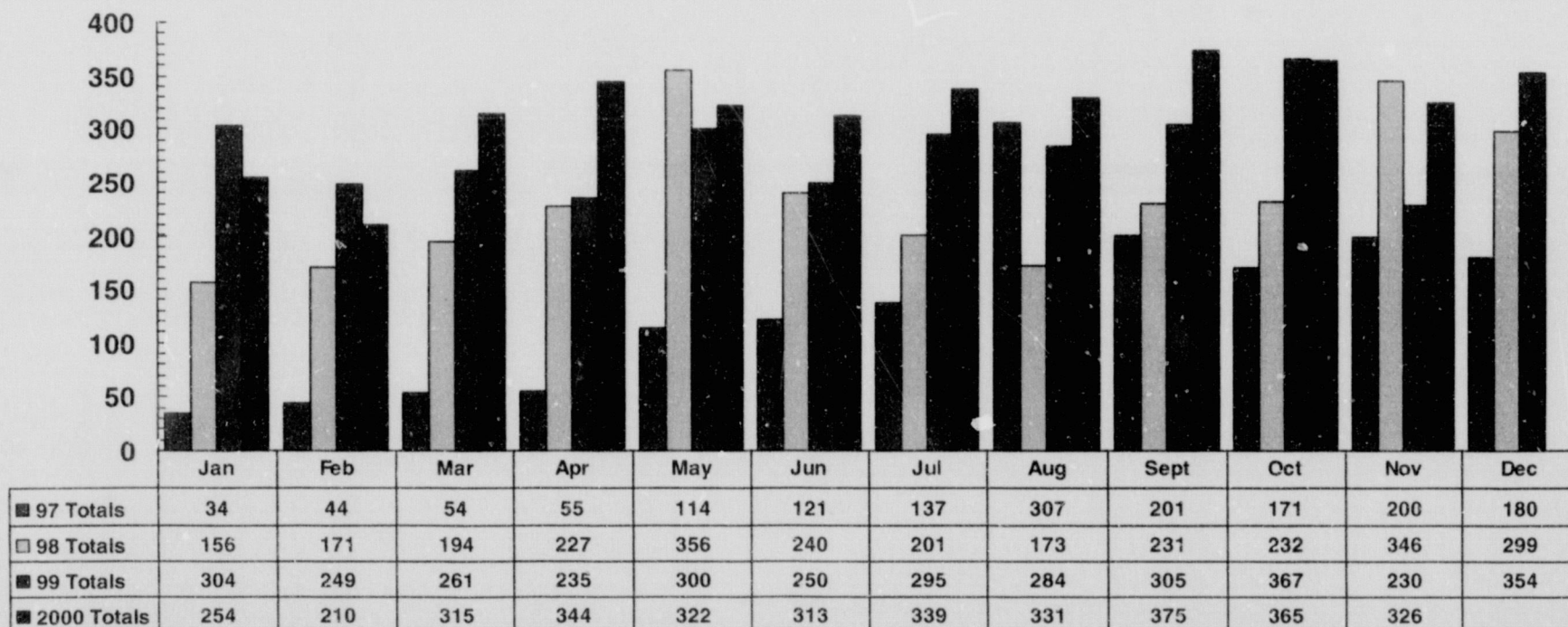
Units



ATTACHMENT 11

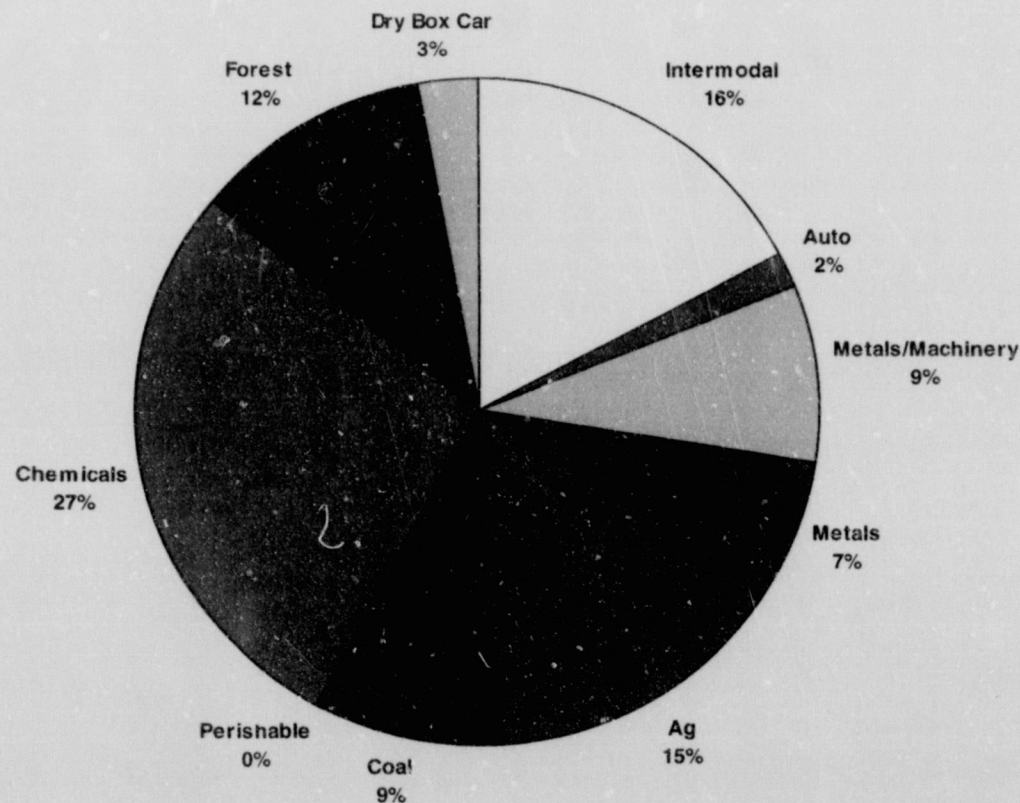
1997-00 BNSF Loaded Units On UP/SP Merger Condition Lines By Corridor Bay Area Corridor

Units



ATTACHMENT 12

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



12/27/2000

ATTACHMENT 13

STB

FD-32760

1-2-01

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201170

2 of 2

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

Customer	Station	State	Status
Gilchrist Bag Company Inc.	Camden	AR	2:1
International Paper Bag Pak	Camden	AR	2:1
International Paper Company, 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
Harcros Chemical Inc.	Little Rock	AR	2:1
Kaufman Lumber Whse (7th St)	Little Rock	AR	2:1
Northwest Hardwoods	Little Rock	AR	2:1
Sears Roebuck & Co	Little Rock	AR	2:1
Smith Fiberglass Prod Inc	Little Rock	AR	2:1
Smurfit Stone Container Corp	Little Rock	AR	2:1
Sterling Paint Inc (6th St)	Little Rock	AR	2:1
Sysco Food Svcs of Arkansas	Little Rock	AR	2:1
Thibault Milling	Little Rock	AR	2:1
Unisource	Little Rock	AR	2:1
Winburn Tile Mfg Co	Little Rock	AR	2:1
Central Terminal Distributing Centers, Inc	North Little Rock	AR	2:1
Koppers Industries Inc.	North Little Rock	AR	2:1
Mid South Seeds	North Little Rock	AR	2:1
Mountaire Feeds Inc	North Little Rock	AR	2:1
Oakley Bruce Inc	North Little Rock	AR	2:1
Onesource Home Building Center	North Little Rock	AR	2:1
PGI Nonwovens Polymer Group, Inc. Chicopee Div Plant 1	North Little Rock	AR	2:1
PGI Nonwovens Polymer Group, Inc. Chicopee Div, Plant 2	North Little Rock	AR	2:1
S F Services Inc	North Little Rock	AR	2:1
S F Services Inc (Cooperative Mills Inc)	North Little Rock	AR	2:1
S F Services Inc (S F Svcs Fertilizer)	North Little Rock	AR	2:1
Southern Cotton Oil Co Div of ADM	North Little Rock	AR	2:1
Tenenbaum, A Co	North Little Rock	AR	2:1
Zeneca Agricultural Prod	North Little Rock	AR	2:1
ACF Industries	Paragould	AR	2:1
Ameri Steel (Florida Steel)	Paragould	AR	2:1
Century Tube Corporation	Pine Bluff	AR	2:1
Cloud Oak Flooring	Pine Bluff	AR	2:1
Gaylord Container Paper	Pine Bluff	AR	2:1
General Chemical Corp	Pine Bluff	AR	2:1
Global Materials Svcs LLC (GMSFOUR)	Pine Bluff	AR	2:1
Global Materials Svcs LLC (GMSMAIN)	Pine Bluff	AR	2:1
Global Materials Svcs LLC (GMSONE)	Pine Bluff	AR	2:1
Hixson Lumber Sales	Pine Bluff	AR	2:1
Hixson Lumber Sales	Pine Bluff	AR	2:1

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

Customer	Station	State	Status
Hoover Treated Wood Prod	Pine Bluff	AR	2:1
International Paper Mill	Pine Bluff	AR	2:1
Johnson Metal Recyclers	Pine Bluff	AR	2:1
Mid America Packaging Inc. - Div of Gaylord	Pine Bluff	AR	2:1
Pine Bluff Arsenal	Pine Bluff	AR	2:1
Planters Cotton Oil Mill	Pine Bluff	AR	2:1
Planters Cotton Seed	Pine Bluff	AR	2:1
Southern Bag	Pine Bluff	AR	2:1
Southern Compress Whse	Pine Bluff	AR	2:1
Strong Company Inc.	Pine Bluff	AR	2:1
Sun Grove Horticulture	Pine Bluff	AR	2:1
T W Pelton & Co	Pine Bluff	AR	2:1
Terra International Inc	Pine Bluff	AR	2:1
Tyson Foods Feedmill	Pine Bluff	AR	2:1
Tyson Foods Protein Blend Plant	Pine Bluff	AR	2:1
Viking Bag	Pine Bluff	AR	2:1
Commercial Stg & Distribution Corp	Texarkana	AR	Agreement
Cooper Tire & Rubber Corp	Texarkana	AR	Agreement
General Electric Railcar Repair	Texarkana	AR	Agreement
Tri State Iron & Metal Corp	Texarkana	AR	Agreement
Willamette Industries	Elk Grove	CA	New Facility
California Cereal (Nabisco Brands)	Elmhurst	CA	2:1
Fleenor Packing	Elmhurst	CA	2:1
Fleischman's Yeast	Elmhurst	CA	2:1
Longview Fibre Co	Elmhurst	CA	2:1
Pacific America Whse	Elmhurst	CA	2:1
General Motors	Fremont	CA	2:1
New United Motor Manufacturing	Fremont	CA	2:1
Toyota Logistics Svcs	Fremont	CA	2:1
Toyota Logistics Svcs	Fremont	CA	2:1
United States Gypsum	Fremont	CA	2:1
Cargill Inc. (Refinery)	Fullerton	CA	2:1
Hunt Wesson (Bldgs 18, 22 & 28)	Fullerton	CA	2:1
U S Army, Sierra Army Depot	Herlong	CA	2:1
Standard Iron & Metals Co	Kohler	CA	2:1
Sunshine Biscuit - Vacant Bldg	Kohler	CA	2:1
Christian Salvoson Inc. (CSI)	La Habra	CA	2:1
Lucky Sav-On Distribution Center	La Habra	CA	2:1
Vacant (Lucky Food Stores)	La Habra	CA	2:1
U S Army, Sharpe Depot	Lathrop	CA	2:1
Brown Strauss Steel	Livermore	CA	2:1
G S Roofing Products	Livermore	CA	2:1
Gaylord Graphics	Livermore	CA	2:1
Livermore Whse	Livermore	CA	2:1
Salinas Reinforcing Inc	Livermore	CA	2:1
Mid-City Iron & Metal Corp	Los Angeles	CA	2:1
American Brass & Iron (ABI)	Melrose	CA	2:1
Armour Equipment Sales	Melrose	CA	2:1
Mother Cake & Cookies	Melrose	CA	2:1
Nabisco Brands	Oakland	CA	2:1
Kruse (O H) Grain & Milling Co	Ontario	CA	2:1
Intermod Industries	Ortega	CA	2:1
Kaiser Sand Gravel	Pleasanton	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

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

Customer	Station	State	Status
Del Monte Corp, Plant #3	San Jose	CA	2:1
Ecolab Inc	San Jose	CA	2:1
Floor Service Supply	San Jose	CA	2:1
Frank Lin Distillers Products Ltd	San Jose	CA	2:1
Frito Lay	San Jose	CA	2:1
International Paper Bag Pak Div	San Jose	CA	2:1
Markovits & Fox	San Jose	CA	2:1
Northern California Fertilizer	San Jose	CA	2:1
Red Wing Co Inc (National Preserve)	San Jose	CA	2:1
Safety Kleen Corp	San Jose	CA	2:1
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
Truck Rail Handling	Snoboy	CA	Transload
Chem-World Supply Inc	South Gate	CA	2:1
EKA Chemicals/EKA Nobel	South Gate	CA	2:1
Los Angeles Chemical Co (LACCO)	South Gate	CA	2:1
P Q Corporation	South Gate	CA	2:1
Titan Terminal & Transport	South Gate	CA	2:1
Hardwoods Inc	Trevarno	CA	2:1
Trans Western Polymers	Trevarno	CA	2:1
A L Gilbert	Turlock	CA	2:1
Americold Plant 1	Turlock	CA	2:1
Facility vacant/for lease (Snider Lbr)	Turlock	CA	2:1
Feedstuffs Processing Co.	Turlock	CA	2:1
International Paper	Turlock	CA	2:1
Purina Mills Inc	Turlock	CA	2:1
Rogers Food (Div Universal Foods)	Turlock	CA	2:1
Tab Products Co	Turlock	CA	2:1
Turlock Fruit	Turlock	CA	2:1
Truck Rail Handling	Warm Springs	CA	Transload
Capital City Warehouse	West Sacramento	CA	2:1
Capital Coors	West Sacramento	CA	2:1
Cargill	West Sacramento	CA	2:1
Crum & Crum Enterprises Inc	West Sacramento	CA	Transload
Farmers Rice Coop	West Sacramento	CA	2:1
Karrolton Envelope	West Sacramento	CA	2:1
Montgomery Ward & Co Distr Ctr	West Sacramento	CA	2:1
PFX Pet Supply	West Sacramento	CA	2:1
Port Of Sacramento (Yolo Port Dist)	West Sacramento	CA	2:1
The Ink Company	West Sacramento	CA	2:1
Treasure Chest	West Sacramento	CA	2:1
Unocal	West Sacramento	CA	2:1
American Metals Corp	Yolo Port	CA	2:1
California Distribution Center	Yolo Port	CA	2:1
Weyerhaeuser Luniber	Yolo Port	CA	2:1
Conoco Inc	Durham	CO	New Facility
Total Petroleum	Durham	CO	New Facility
American Soda, L.L.P.	Parachute	CO	New Facility
Agri Producers	Herington	KS	2:1
Cairo Coop Equity Exchange	Preston	KS	2:1
Crowley American Transport	Harbor	LA	2:1
Farmers Rice Milling Co Inc	Harbor	LA	2:1
Lake Charles Carbon Co, Div Reynolds Metals	Harbor	LA	2:1
Lake Charles Stevedores	Harbor	LA	2:1
M I Drilling Fluids	Harbor	LA	2:1
Calcasieu Steel & Pipe Inc	Lake Charles	LA	Agreement

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

Customer	Station	State	Status
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
Bel Industries	Shreveport	LA	Agreement
Custom Bilt Cabinet & Supply #1	Shreveport	LA	Agreement
G S Roofing Products Co Inc	Shreveport	LA	Agreement
Georgia Pacific Corp	Shreveport	LA	Agreement
Hart Lumber Co Inc	Shreveport	LA	Agreement
Murphy Bonded Whse Inc	Shreveport	LA	Agreement
National Biscuit Co (Nabisco)	Shreveport	LA	Agreement
Purina Mills Inc	Shreveport	LA	Agreement
S F Services Inc	Shreveport	LA	Agreement
Sears Roebuck & Co	Shreveport	LA	Agreement
Southwestern Electric Power Co	Shreveport	LA	Agreement
Conoco (Gulf Coast Lube Plant)	Sulphur	LA	Agreement
Arco Chemical (Olin Corp)	West Lake	LA	Agreement
Condea Vista Co	West Lake	LA	Agreement
Conoco Inc	West Lake	LA	Agreement
Dunham Price Inc	West Lake	LA	Agreement
Excel Paralubes	West Lake	LA	Agreement
Holnam Inc	West Lake	LA	Agreement
Jupiter Chemicals/Jupiter Nash	West Lake	LA	Agreement
M I Drilling Fluids	West Lake	LA	Agreement
Martin Marietta Aggregates	West Lake	LA	Agreement
Montell USA	West Lake	LA	Agreement
PPG Industries Inc	West Lake	LA	Agreement
R E Heidt Construction	West Lake	LA	Agreement
Reagent Chemical & Research	West Lake	LA	Agreement
Tetra Chemicals	West Lake	LA	Agreement
ABB Randall Corp	West Lake Charles	LA	Agreement
Baroid Drilling Fluids	West Lake Charles	LA	Agreement
Baroid Petroleum Services	West Lake Charles	LA	Agreement
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
Kronos Inc.	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
Union Electric Company (dba Ameren UE)	Labadie	MO	2:1
Baker Hughes Inteq	Argenta	NV	2:1
Saga Exploration Co	Barth	NV	2:1
Atlas Towing Co	Battle Mountain	NV	New Facility
M I Drilling Fluids	Battle Mountain	NV	2:1
Sierra Chemical NV	Battle Mountain	NV	2:1
Cortez Gold Mines	Beowawe	NV	2:1
Fleischli Oil Corp	Beowawe	NV	2:1
SS Supply	Beowawe	NV	2:1
Union Pacific Fuels Inc	Beowawe	NV	2:1

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

Customer	Station	State	Status
Anschutz Marketing Transport	Carlin	NV	2:1
Continental Lime	Carlin	NV	2:1
Dust Chemical	Carlin	NV	2:1
Kilborn International	Carlin	NV	2:1
Thatcher Chemical Co - Nevada	Carlin	NV	2:1
Turner Gas	Carlin	NV	2:1
Baroid Drilling Fluids	Dunphy	NV	2:1
Kennecott Utah Copper	Dunphy	NV	2:1
Mine Service & Supply	Dunphy	NV	2:1
Newmont Gold Company Inc.	Dunphy	NV	2:1
Alpark Petroleum	Elko	NV	New Facility
Ash Grove Cement Co	Elko	NV	2:1
Blach Distributing	Elko	NV	2:1
Cashman Equipment	Elko	NV	2:1
Frank'n Lumber Bldg Supply	Elko	NV	2:1
Nevada Freeport	Elko	NV	2:1
Nevada Ice & Cold Storage	Elko	NV	2:1
Par Gas	Elko	NV	2:1
Petro Source	Elko	NV	2:1
Petro Source Asphalt Terminal	Elko	NV	2:1
Tricon Metals & Services, Inc.	Elko	NV	2:1
Quebecor Printing Nevada Inc	Fernley	NV	New Facility
Valley Joist Corp	Fernley	NV	New Facility
Continental Lime	Golconda	NV	2:1
Diamond Plastics Co	Golconda	NV	2:1
U S Barium	Golconda	NV	2:1
Kennecott Utah Copper	Jayhawk	NV	2:1
Transwood Inc	Jayhawk	NV	2:1
Kennecott Utah Copper	Redhouse	NV	2:1
Transwood Inc	Redhouse	NV	2:1
Coastal Chemical	Rennox	NV	2:1
Sierra Chemical Of Nevada	Rennox	NV	2:1
BNSF Nevada Quality Distr Center (QDC)	Sparks	NV	New Facility
Crown Pacific Corporation dba Reno Lumber Co.	Sparks	NV	New Facility
Sierra Pacific Power	Valmy	NV	2:1
Dupont	Vivian	NV	2:1
Van Waters & Rogers	Vivian	NV	2:1
Mobil Chemical	Amelia	TX	2:1
Econo Rail Corp	Baytown	TX	2:1
Exxon Chemical Americas	Baytown	TX	Agreement
Exxon Chemical Plastics	Baytown	TX	Agreement
Exxon Company USA	Baytown	TX	Agreement
Jindal United Steel Corp	Baytown	TX	2:1
Rhodia	Baytown	TX	2:1
SAW Pipes USA Inc	Baytown	TX	2:1
Seapac Inc	Baytown	TX	2:1
United States Steel/USX	Baytown	TX	2:1
Thompson Consumer Electronics (RCA)	Baytown	TX	2:1
City Of Brownsville	Belen	TX	New Facility
Milwhite	Brownsville	TX	2:1
Premier Services Corp	Brownsville	TX	2:1
Tex Mex Cold Storage	Brownsville	TX	2:1
Farstad Oil	Brownsville	TX	2:1
Lopez Scrap Metal	Buford	TX	2:1
El Paso Valley Cotton Assn	Buford	TX	2:1
T & R Chemicals Inc	Clint	TX	2:1
Valley Feed Mills	Clint	TX	2:1
Citgo Petroleum East Plant	Clint	TX	2:1
Citgo Petroleum West Plant	Corpus Christi	TX	2:1
	Corpus Christi	TX	2:1

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

Customer	Station	State	Status
Coastal Refining & Marketing	Corpus Christi	TX	2:1
Elementis Chromium	Corpus Christi	TX	2:1
Encycle Texas Inc.	Corpus Christi	TX	2:1
ESCO Distributors Inc	Corpus Christi	TX	2:1
Koch Refining Company, East Plant	Corpus Christi	TX	2:1
Nueces Grain Company	Corpus Christi	TX	2:1
US Interstate Grain Corp., Port Terminal	Corpus Christi	TX	2:1
Zarsky Lumber Co.	Corpus Christi	TX	2:1
Defense Distribution Depot	Defense	TX	2:1
Penreco	Dickinson	TX	2:1
Gulf States Asphalt	Dumont	TX	2:1
Houston L&P #1	Dumont	TX	2:1
Houston L&P #3	Dumont	TX	2:1
South Houston Lumber	Dumont	TX	2:1
General Tire	East Waco	TX	2:1
Four Star Sugars	El Paso	TX	New Facility
Amoco Chemical	Eldon	TX	Agreement
Bayer Chemical	Eldon	TX	Agreement
Borden Chemical	Eldon	TX	2:1
Chevron Chemical	Eldon	TX	Agreement
City Public Service Board of San Antonio	Elmendorf	TX	2:1
Richard Bills Feedlot	Fabens	TX	2:1
Romney Implemient	Fabens	TX	2:1
Swig Cotton Compress	Fabens	TX	2:1
Ashland Chemical	Genoa	TX	2:1
Pioneer Concrete Texas	Genoa	TX	2:1
Sunbelt Asphalt Materials	Genoa	TX	2:1
Amc Warehouses	Great Southwest	TX	2:1
Boise Cascade	Great Southwest	TX	2:1
Carry Companies	Great Southwest	TX	2:1
Carry Companies (Imperial Sugar)	Great Southwest	TX	2:1
Champion Recycling	Great Southwest	TX	2:1
Coors Brewing	Great Southwest	TX	2:1
D D Recycling	Great Southwest	TX	2:1
D S Plastics	Great Southwest	TX	2:1
DSC Logistics	Great Southwest	TX	Transload
DSC Logistics (Lever)	Great Southwest	TX	Transload
DSC Logistics (Pillsbury)	Great Southwest	TX	Transload
Frito Lay	Great Southwest	TX	2:1
G E Appliances	Great Southwest	TX	2:1
General Hardwoods	Great Southwest	TX	2:1
Ink	Great Southwest	TX	2:1
Intsel Southwest	Great Southwest	TX	2:1
LMD Warehouse Distribution	Great Southwest	TX	2:1
Mackie Automotive Southwest	Great Southwest	TX	2:1
Matlack Systems	Great Southwest	TX	2:1
McGregor Printing	Great Southwest	TX	2:1
National Distribution Center	Great Southwest	TX	2:1
National Gypsum Co	Great Southwest	TX	2:1
National Starch Chemical	Great Southwest	TX	2:1
Packaging Corp of America	Great Southwest	TX	2:1
Pennzoil Prod	Great Southwest	TX	2:1
Pepsi Coia	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
Soivay Engineered Polymers (DS Plastics)	Great Southwest	TX	2:1
Sygma Network Inc.	Great Southwest	TX	2:1
Texas Plywood Lumber	Great Southwest	TX	2:1

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

Customer	Station	State	Status
Tucker Housewares	Great Southwest	TX	2:1
Tulco Oil	Great Southwest	TX	2:1
Ultec	Great Southwest	TX	2:1
Wainwright Ind	Great Southwest	TX	2:1
Western Reclamation	Great Southwest	TX	2:1
Weyerhaeuser	Great Southwest	TX	2:1
Willamette Industries Bag	Great Southwest	TX	2:1
Willamette Industries Corrug	Great Southwest	TX	2:1
LCRA Plant	Halsted	TX	2:1
Alamo Forest Products Inc.	Harlingen	TX	2:1
Cameron Ashley Building Products	Harlingen	TX	2:1
Earthgrains Co	Harlingen	TX	2:1
Georgia Pacific Corp	Harlingen	TX	2:1
Harlingen Valley Compress Co., Inc.	Harlingen	TX	2:1
Joiner Foodservice Inc.	Harlingen	TX	2:1
Rio Grande Oil Mill	Harlingen	TX	2:1
Valley Compress Co., Inc.	Harlingen	TX	2:1
Valley Coop Oil Mill (Valco Chemical)	Harlingen	TX	2:1
Valley Morning Star	Harlingen	TX	2:1
M G Building Materials	Heafer	TX	2:1
Wheelwright & Associates	League City	TX	2:1
Exxon Chemical Americas	Mont Belvieu	TX	Agreement
Allied Signal	Orange	TX	2:1
Bayer Fibers Additives/Rubber	Orange	TX	2:1
Chevron Chemical	Orange	TX	2:1
Dupont De Nemours, E I	Orange	TX	2:1
Equitable Bag	Orange	TX	2:1
Firestone Syn Rubber Latex	Orange	TX	2:1
Lewis Plastics	Orange	TX	2:1
Neches Inc	Orange	TX	2:1
Orange City Of	Orange	TX	2:1
Orange Port Of	Orange	TX	2:1
Orange Ship Building	Orange	TX	2:1
Precinct One Orange County	Orange	TX	2:1
PrintPak (James River)	Orange	TX	2:1
Resca Inc	Orange	TX	2:1
Sabin 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

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

Customer	Station	State	Status
Newell Industries Inc	San Antonio	TX	2:1
Newell Recycling of San Antonio, L.P.	San Antonio	TX	2:1
Pearl Brewing	San Antonio	TX	2:1
Pioneer Flour Mills	San Antonio	TX	2:1
Salt Exchange Inc	San Antonio	TX	2:1
Savage Industries, Industrial Rail Services	San Antonio	TX	Transload
South Texas Liquid Terminal	San Antonio	TX	Transload
Southern Merchandise Stge Co	San Antonio	TX	2:1
Star Seed & Grain	San Antonio	TX	2:1
Superior Tomato-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	San Antonio	TX	2:1
Merco Joint Venture	Sierra Blanca	TX	2:1
San Patricio County Commissioner, Pricinct 1	Sinton	TX	2:1
A E Staley @ Imperial Holly facility	Sugar Land	TX	2:1
Imperial Holly	Sugar Land	TX	2:1
Nalco Exxon Energy Chemicals, L.P.	Sugar Land	TX	2:1
J J S Distributing	Sugar Land	TX	2:1
Kerr McGee Chemical Corp	Texarkana	TX	Agreement
Miller Bowie County Farmers (Willis St)	Texarkana	TX	Agreement
Texarkana Milling Supply	Texarkana	TX	Agreement
Amrail Services	Tornillo	TX	Transload
Drake Enterprises	Tornillo	TX	2:1
American Plant Food Co	Tyler	TX	2:1
Bonar Packaging	Tyler	TX	2:1
Cameron Ashley Building Products	Tyler	TX	2:1
Jewell Concrete Products	Tyler	TX	2:1
Kelly Springfield Tire	Tyler	TX	2:1
Sunbelt Cement	Tyler	TX	2:1
Transit Mix Concrete Material	Tyler	TX	2:1
Kamin Furniture	Victoria	TX	2:1
Cameron Ashley Building Products	Waco	TX	2:1
Central Forwarding Co	Waco	TX	2:1
Central Texas Iron Works	Waco	TX	2:1
Central Warehouse Co	Waco	TX	2:1
Certainfeed	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
Houston Snell & Concrete	Webster	TX	2:1
McCoys Bldg Supply Center	Webster	TX	2:1
Sunbelt Asphalt Materials	Webster	TX	2:1
Custom House Manuvering Svcs	Ysleta	TX	2:1

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

Customer	Station	State	Status
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
Bulkmatic Transport	Clearfield	UT	2:1
Del Monte Foods	Clearfield	UT	2:1
DSC Logistics	Clearfield	UT	2:1
Excel Mining	Clearfield	UT	2:1
FABPRO Oriented Polymers Inc	Clearfield	UT	2:1
Freeport Center	Clearfield	UT	2:1
Freeport Cold Storage	Clearfield	UT	2:1
Gatz Logistics	Clearfield	UT	2:1
Lifetime Products	Clearfield	UT	2:1
Malnove	Clearfield	UT	2:1
Naptech Inc	Clearfield	UT	2:1
Oborn Transfer & Storage	Clearfield	UT	2:1
Poli Twine	Clearfield	UT	2:1
Quintex	Clearfield	UT	2:1
Ryerson Son J T	Clearfield	UT	2:1
Tech Steel	Clearfield	UT	2:1
Thiokol	Clearfield	UT	2:1
Watkins Shepard	Clearfield	UT	2:1
Geneva Steel	Geneva	UT	2:1
LaRoche Industries	Geneva	UT	2:1
Pioneer Pipe	Geneva	UT	2:1
Western Pipe Coaters (c/o Geneva Steel)	Geneva	UT	2:1
Reilly Industries	Ironton	UT	2:1
Great Salt Lake Minerals	Little Mountain	UT	2:1
Kennecott Utah Copper Corp	Magna	UT	2:1
Flying J Inc	North Salt Lake City	UT	2:1
Red Man Pipe & Supply Co	North Salt Lake City	UT	2:1
American Nutrition	Ogden	UT	2:1
Atlas Steel	Ogden	UT	2:1
Cache Commodities DRGW	Ogden	UT	2:1
Cargill Flour Milling	Ogden	UT	2:1
Cargill Nutrena Feeds	Ogden	UT	2:1
Cereal Food Processors	Ogden	UT	2:1
David Grant Trucking Inc	Ogden	UT	2:1
Defense Depot	Ogden	UT	Transload
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
Transwood Incorporated	Ogden	UT	2:1
Wasatch Distributing	Ogden	UT	Transload
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

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

Customer	Station	State	Status
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 Excelb'or	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
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 Key-stone	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

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

Customer	Station	State	Status
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	Radum	CA	2:1
All Customers	Trevarno	CA	2:1
All Customers	Alazon	NV	2:1
All Customers	Barth	NV	2:1
All Customers	Beowawe	NV	2:1
All Customers	Carlin	NV	2:1
All Customers	Coin	NV	2:1
All Customers	Deeth	NV	2:1
All Customers	Dunphy	NV	2:1
All Customers	Elburz	NV	2:1
All Customers	Elko	NV	2:1
All Customers	Ellison	NV	2:1
All Customers	Golconda	NV	2:1
All Customers	Hunter	NV	2:1
All Customers	Jayhawk	NV	2:1
All Customers	Kampos	NV	2:1
All Customers	Knight	NV	2:1
All Customers	Nardi	NV	2:1
All Customers	Pardo	NV	2:1
All Customers	Rasid	NV	2:1
All Customers	Redhouse	NV	2:1
All Customers	Rennox	NV	2:1
All Customers	Russells	NV	2:1
All Customers	Ryndon	NV	2:1
All Customers	Tulasco	NV	2:1
All Customers	Weso	NV	2:1
All Customers	Buford	TX	2:1
All Customers	Clint	TX	2:1
All Customers	Dickinson	TX	2:1
All Customers	Dumont	TX	2:1
All Customers	Fabens	TX	2:1
All Customers	Fondren	TX	2:1
All Customers	Ft Hancock	TX	2:1
All Customers	Genoa	TX	2:1
All Customers	Great Southwest	TX	2:1
All Customers	Gypsum Spur	TX	2:1
All Customers	Hulen Park	TX	2:1
All Customers	Iser	TX	2:1
All Customers	La Marque	TX	2:1

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

<u>Customer</u>	<u>Station</u>	<u>State</u>	<u>Status</u>
All Customers	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 & E Supply	Eunice	LA	AKDN	2:1 SL
Mowata Farm Supply	Eunice	LA	AKDN	2:1 SL
Rice Co of Eunice	Eunice	LA	AKDN	2:1 SL

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

Customer	Station	State	Serving Carrier	Status
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	LD RR	2:1 SL
Cajun Distributing	Jefferson	LA	NOPB	2:1 SL
Distron	Jefferson	LA	NOPB	2:1 SL
Liberty Rice	Kaplan	LA	LD RR	2:1 SL
Transoceanic Shipping/ Intl Export Packers of La	Kenner	LA	NOPB	2:1 SL
A & E Scrap Materials Inc	Lafayette	LA	LD RR	2:1 SL
American Manufacturing	Lafayette	LA	LD RR	2:1 SL
Branch Warehouse	Lafayette	LA	LD RR	2:1 SL
Catalyst Recovery	Lafayette	LA	LD RR	2:1 SL
Chastant Brothers Inc	Lafayette	LA	LD RR	2:1 SL
Elks Concrete Products	Lafayette	LA	LD RR	2:1 SL
Halliburton	Lafayette	LA	LD RR	2:1 SL
Lafayette Distributors	Lafayette	LA	LD RR	2:1 SL
Louisiana Sw Scrap & Salvage	Lafayette	LA	LD RR	2:1 SL
Mike Baker Brick Co	Lafayette	LA	LD RR	2:1 SL
Northpark Industrial Park	Lafayette	LA	LD RR	2:1 SL
Oneal Steel Inc	Lafayette	LA	LD RR	2:1 SL
OSCA Inc	Lafayette	LA	LD RR	2:1 SL
Quality Brands Inc	Lafayette	LA	LD RR	2:1 SL
Schilling Distributing Co Inc	Lafayette	LA	LD RR	2:1 SL
Lockport Thermostats	Lockport	LA	LD RR	2:1 SL
Nicolas Paper	Lockport	LA	LD RR	2:1 SL
Olin	Lockport	LA	LD RR	2:1 SL
Raceland Sugar	Lockport	LA	LD RR	2:1 SL
Allen Tank	New Iberia	LA	LD RR	2:1 SL
Ambar Inc	New Iberia	LA	LD RR	2:1 SL
Bayou Pipe Coating	New Iberia	LA	LD RR	2:1 SL
Carbo Ceramics	New Iberia	LA	LD RR	2:1 SL
Coastal Chemical	New Iberia	LA	LD RR	2:1 SL
Coastal Timbers	New Iberia	LA	LD RR	2:1 SL
Creole Fermentation	New Iberia	LA	LD RR	2:1 SL
Degussa Carbon Black Corp	New Iberia	LA	LD RR	2:1 SL
Iberia Sugar	New Iberia	LA	LD RR	2:1 SL
Iberia Threading	New Iberia	LA	LD RR	2:1 SL
Liberty Connell	New Iberia	LA	LD RR	2:1 SL
Olin	New Iberia	LA	LD RR	2:1 SL
Premiere Casing	New Iberia	LA	LD RR	2:1 SL
A To Z Paper Co	New Orleans	LA	NOPB	2:1 SL
Advance Paper Co Janitorial	New Orleans	LA	NOPB	2:1 SL
Baroid Sales Co (NI Ind)	New Orleans	LA	NOPB	2:1 SL
Barriere Construction Co	New Orleans	LA	NOPB	2:1 SL
Better Boxing	New Orleans	LA	NOPB	2:1 SL
Bourg Wilson Lbr & Bldg Inc	New Orleans	LA	NOPB	2:1 SL
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 Pelican Divn	New Orleans	LA	NOPB	2:1 SL
Depuy Stg & Fwd	New Orleans	LA	NOPB	2:1 SL

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

Customer	Station	State	Serving Carrier	Status
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
Lengsfeld Bros - Lengsfeld Pkg	New Orleans	LA	NOPB	2:1 SL
Levitz Furniture	New Orleans	LA	NOPB	2:1 SL
Liquid Sugars Inc	New Orleans	LA	NOPB	2:1 SL
Marzoni & Associates	New Orleans	LA	NOPB	2:1 SL
Missionary Expeditors Inc	New Orleans	LA	NOPB	2:1 SL
Namasco	New Orleans	LA	NOPB	2:1 SL
Neeb Kearney Inc	New Orleans	LA	NOPB	2:1 SL
New Orleans Cold Storage	New Orleans	LA	NOPB	2:1 SL
New Orleans Distribution	New Orleans	LA	NOPB	2:1 SL
New Orleans Marine Cont	New Orleans	LA	NOPB	2:1 SL
New Orleans Metal Works	New Orleans	LA	NOPB	2:1 SL
North Star Steel Co	New Orleans	LA	NOPB	2:1 SL
Orleans Matls Equipment Co	New Orleans	LA	NOPB	2:1 SL
Patent Scaffolding	New Orleans	LA	NOPB	2:1 SL
Paulsen-Weber	New Orleans	LA	NOPB	2:1 SL
Pelican Paper	New Orleans	LA	NOPB	2:1 SL
Pelican Tomato Co	New Orleans	LA	NOPB	2:1 SL
Pennzoil Products	New Orleans	LA	NOPB	2:1 SL
Plymouth Cordage	New Orleans	LA	NOPB	2:1 SL
Plywood Panels	New Orleans	LA	NOPB	2:1 SL
Pontchartrain Matl Corp	New Orleans	LA	NOPB	2:1 SL
Port Cargo Service	New Orleans	LA	NOPB	2:1 SL
Public Bulk Terminal	New Orleans	LA	NOPB	2:1 SL
Puerto Rican Marine Mgt	New Orleans	LA	NOPB	2:1 SL
Reily Chemical Co	New Orleans	LA	NOPB	2:1 SL
Reily 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

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

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

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

Customer	Station	State	Serving Carrier	Status
Columbia Western Clay	Brownsville	TX	BRG	2:1 SL
Comercializadora Lajunta	Brownsville	TX	BRG	2:1 SL
Dix Industries Inc	Brownsville	TX	BRG	2:1 SL
Duopaper Bag Mfg	Brownsville	TX	BRG	2:1 SL
Elgo Internacional	Brownsville	TX	BRG	2:1 SL
Frontier Services	Brownsville	TX	BRG	2:1 SL
Galbreath Inc	Brownsville	TX	BRG	2:1 SL
Garva Corp	Brownsville	TX	BRG	2:1 SL
Global Stone Lc	Brownsville	TX	BRG	2:1 SL
Groendyke Transport	Brownsville	TX	BRG	2:1 SL
Gulf Facilities Inc	Brownsville	TX	BRG	2:1 SL
Gulf Stream Marine Of Brownsville	Brownsville	TX	BRG	2:1 SL
Gulmar Inc	Brownsville	TX	BRG	2:1 SL
Inter Transfer	Brownsville	TX	BRG	2:1 SL
Interlube Terminals	Brownsville	TX	BRG	2:1 SL
International Shipbreaking	Brownsville	TX	BRG	2:1 SL
International Stainless Steel	Brownsville	TX	BRG	2:1 SL
Itapco Border Termi	Brownsville	TX	BRG	2:1 SL
Itapco Bville Termi	Brownsville	TX	BRG	2:1 SL
Itapco Tezano Termi	Brownsville	TX	BRG	2:1 SL
John Houlihan	Brownsville	TX	BRG	2:1 SL
Liberty Engr Inc	Brownsville	TX	BRG	2:1 SL
Lower Valley Trans	Brownsville	TX	BRG	2:1 SL
Marine Scrap Corp	Brownsville	TX	BRG	2:1 SL
Oglebay Norton	Brownsville	TX	BRG	2:1 SL
Open Sesame Commodity	Brownsville	TX	BRG	2:1 SL
Penn Octane Corp	Brownsville	TX	BRG	2:1 SL
Petrolquids 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 Terminating Inc	Brownsville	TX	BRG	2:1 SL
Trico Technologies Corp	Brownsville	TX	BRG	2:1 SL
Valley Warehousing	Brownsville	TX	BRG	2:1 SL
Hoover Building Supply	Burnet	TX	LHRR	2:1 SL
Pioneer Concrete of Tx Inc	Burnet	TX	LHRR	2:1 SL
Aimcor (Applied Industrial Materials)	Corpus Christi	TX	CCTR	2:1 SL
Alamo Concrete Products Limited	Corpus Christi	TX	TM	2:1 SL
Alford Refrigerated Whse	Corpus Christi	TX	TM	2:1 SL
Andrews Distributing Company Inc	Corpus Christi	TX	TM	2:1 SL
Atlas Iron & Metal Company	Corpus Christi	TX	TM	2:1 SL

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

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

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

Customer	Station	State	Serving Carrier	Status
Texas Lehigh Cement	Corpus Christi	TX	CCTR	2:1 SL
Thorpe Insulation Co (J. T. Thorpe Company)	Corpus Christi	TX	TM	2:1 SL
Timet	Corpus Christi	TX	CCTR	2:1 SL
United Masonry Supply Inc.	Corpus Christi	TX	TM	2:1 SL
Valls Shipping Company	Corpus Christi	TX	CCTR	2:1 SL
Van Waters & Rogers	Corpus Christi	TX	TM	2:1 SL
Vista Trading	Corpus Christi	TX	CCTR	2:1 SL
Wallace Co Inc	Corpus Christi	TX	TM	2:1 SL
Western Steel Co	Corpus Christi	TX	TM	2:1 SL
Wholesalers, Inc.	Corpus Christi	TX	TM	2:1 SL
Wuensche Grain & Elevator	Corpus Christi	TX	TM	2:1 SL
84 Lumber	Decker	TX	LHRR	2:1 SL
Acme Brick	Elgin	TX	LHRR	2:1 SL
Elgin Butler Brick	Elgin	TX	LHRR	2:1 SL
Elgin Warehousing Corp	Elgin	TX	LHRR	2:1 SL
Greenline Chemical Co	Elgin	TX	LHRR	2:1 SL
U S Brick	Elgin	TX	LHRR	2:1 SL
Valcones Recycling	Elgin	TX	LHRR	2:1 SL
Austin Powder Corp	Feld	TX	GRR	2:1 SL
Calcasieu Lumber Co	Feld	TX	GRR	2:1 SL
Dyno Nobel Mid America	Feld	TX	GRR	2:1 SL
Team Track Feld	Feld	TX	GRR	2:1 SL
Austin Marble	Georgetown	TX	GRR	2:1 SL
Hope Lumber Co	Georgetown	TX	GRR	2:1 SL
McCoy Lumber	Georgetown	TX	GRR	2:1 SL
Transit Mix Inc	Georgetown	TX	GRR	2:1 SL
Ambar Inc	Hebbronville	TX	TM	2:1 SL
Baker Hughes Inteq	Hebbronville	TX	TM	2:1 SL
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

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

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

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

Customer	Station	State	Status
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
Cargill Steel & Wire	Beaumont	TX	98 Agreement
Chevron Chemical	Beaumont	TX	98 Agreement
Continental Grain Co	Beaumont	TX	98 Agreement
Cowboy Concrete	Beaumont	TX	98 Agreement
Eastex Farm & Home	Beaumont	TX	98 Agreement
Equistar Chemicals LP	Beaumont	TX	98 Agreement
Giglio Distributing Co	Beaumont	TX	98 Agreement
Gilchrist Polymer Center	Beaumont	TX	98 Agreement
L D Construction	Beaumont	TX	98 Agreement
Mobil Chemical, Petrochemical Div	Beaumont	TX	98 Agreement
National Concrete Products Inc	Beaumont	TX	98 Agreement
Port of Beaumont	Beaumont	TX	98 Agreement
Ritter Lumber Co	Beaumont	TX	98 Agreement
Sampson Steel Corp	Beaumont	TX	98 Agreement
Southern Iron & Metal Co	Beaumont	TX	98 Agreement
Transit Mix Concrete & Matl (Dollinger)	Beaumont	TX	98 Agreement
Transit Mix Concrete & Matl (Longhorn Rd)	Beaumont	TX	98 Agreement
Wilson Warehouse Co	Beaumont	TX	98 Agreement
Gulf States Utilities	Bobsher	TX	98 Agreement
A & A Fertilizer	Chaison	TX	98 Agreement

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

Customer	Station	State	Status
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
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

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

Customer	Station	State	Status
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
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

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

<u>Customer</u>	<u>Station</u>	<u>State</u>	<u>Status</u>
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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JUL 12 2000

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UP/SP-379

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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 OF UNION PACIFIC RAILROAD COMPANY
TO AMEREN SERVICES CO.'S PETITION FOR RECONSIDERATION OF "CONTRACT
MODIFICATION CONDITION" PORTION OF DECISION NO. 89**

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July 11, 2000

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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 OF UNION PACIFIC RAILROAD COMPANY
TO AMEREN SERVICES CO.'S PETITION FOR RECONSIDERATION OF "CONTRACT
MODIFICATION CONDITION" PORTION OF DECISION NO. 89**

Union Pacific Railroad Company ("UP") submits this reply to Ameren Services Company's ("UE") Petition for Reconsideration of "Contract Modification Condition" Portion of Decision No. 89 ("Petition"), filed June 21, 2000. According to UE's petition, the Board's determination that Addendum Three to a coal transportation contract between UP and UE constituted "major surgery" involved material error, violated Missouri law, and was improper under the Administrative Procedure Act.

The UP/SP merger gave UE a financial bonanza at UP's expense, but UE is not yet satisfied. It wants even more concessions under circumstances that the Board itself has characterized as a "windfall." See discussion at p. 5. During the UP/SP merger proceedings in 1996, UE and UP reached a year agreement that, according to UE's written statement filed with the Board, resolved UE's concerns about the competitive effects of the merger. See Reply

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of Union Pacific Railroad Company to AmerenUE's Motion for Leave, filed Mar. 3, 2000, p. 3. To obtain that agreement, UP granted UE some in concessions. See id. Under Decision No. 89, which UP has decided not to challenge, that -year agreement is worthless to UP. Under the Board's ruling, UP gave these concessions in exchange for nothing of value, and UE will never have to honor its side of the agreement. In contract negotiations with UP last year, UE obtained in additional annual concessions in exchange for

See Union Pacific Railroad Company's Response to AmerenUE's Petition for Clarification and Enforcement of Merger Conditions, filed Feb. 8, 2000, pp. 17-18, 20 ("UP's Response"). UE now asks the Board to allow it to pocket the additional savings and to

UE's express contractual promises to UP are inconsistent with the unexpressed reservation of a right to reopen the contract. Reserving that right makes the contractual promises meaningless. It would be inequitable to allow a shipper to obtain volume-based rates by making volume commitments three years after the merger and then disavow those commitments by invoking a merger condition. The Board should not endorse this unfair conduct.

As Part I of this reply explains, the Board's decision that Addendum Three constitutes major surgery on the parties' agreement is correct and compelled by the evidence. The Board's decision that Addendum Three resulted in a substantially different contract also comports with Missouri law, as we discuss in Part II. Part III explains that the Board's decision not to allow UE to use the contract modification condition does not violate the Administrative Procedure Act. Finally, Part IV addresses UE's attack on UP for failing to provide notice of the contract modification condition.

ARGUMENT

I. THE BOARD CORRECTLY FOUND THAT THE ADDENDUM AMOUNTED TO "MAJOR SURGERY" ON A RAIL TRANSPORTATION CONTRACT

The Board refused to allow UE to use the contract modification condition because the 1999 Addendum Three "amounted to 'major surgery' on the underlying contract." Decision No. 89, p. 9. This decision is well supported by the record and the law. Part A below explains that the modifications made in Addendum Three were so extensive that they can be viewed only as "major surgery." Part B explains that the Board's refusal to apply the contract modification condition to UE does not thwart the Board's intent in adopting the condition, nor is it necessary to address any competitive effect of the UP/SP merger.

A. The Modifications in Addendum Three Changed the Essential Terms of the Original Contract

UE argues that the 1999 modifications in Addendum Three "only changed minor conditions of the contract." In fact, Addendum Three modified almost every material element of the original agreement:

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These modifications completely changed the material terms of the contract, not just some boilerplate contractual language. **Redacted**

About the only material terms that did not change were the parties themselves and the origin and destination of the coal.¹ UP and UE could hardly have altered their contract more.²

UE argues that if the parties had intended to extinguish the contract modification condition, the Addendum would have said so. See Petition, p. 5. One could just as easily reach the opposite conclusion: If the parties had intended to allow UE to reopen the contract, they would have said so. Indeed, this is the better argument, because the contract modification provision is irreconcilable with UE's express promises made in 1999. UE expressly promised to

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An undisclosed intent to reopen the contract is inconsistent with these express promises made only last year.

Finally, UE argues at length that UP benefited from the modified contract as much or more than UE. It is a debater's point. Regardless which party benefited most, the

¹ UE argues that the Addendum expressly states that

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² The parties could have chosen to write a new contract, as railroads often do with shippers. There is no reason why the choice between heavily modifying an existing long-term contract and writing a new contract should affect whether the contract modification condition should apply to substantively identical agreements. Under UE's theory, however, this would be determinative.

changes were extensive. The Board's finding that these changes were "major surgery" was correct.

B. Decision No. 89 Does Not Impair the Board's Merger Condition

UE argues that the Board's decision restricts the ability of both BNSF and UE to benefit from the contract modification condition. See Petition, pp. 10-13. This argument lacks merit for two reasons. First, BNSF has already benefited from the contract modification procedure to a degree beyond its own expectations. Second, the purpose of the condition was to benefit BNSF's trackage rights; the contract modification condition was not intended to help shippers improve their transportation rates. As a result, the condition long ago served its purpose without the Board expanding it to substantively new contracts.

The Board imposed the contract modification condition as a short-run measure. It addressed concerns that UP and SP had "locked up so much 2-to-1 traffic in long-term contracts" that the traffic on BNSF's new trackage rights would be insufficient "in the short run." Decision No. 57, p. 5. That is the only purpose the Board identified for this condition.³ The Board did not impose the condition to permit shippers to escape their contractual obligations. Indeed, the Board expressly held that "[t]he contract modification condition was not imposed to rectify competitive problems faced by 2-to-1 shippers who are parties to long-term contracts. Rather, that provision amounts to somewhat of a windfall for any shipper whose traffic it covers." Decision No. 57, p. 6.

³ UE argues that the contract modification condition allows shippers to modify "any term" of a contract without affecting whether the condition applies, citing Guideline No. 8 of Decision No. 57. The Board never addressed this issue in Decision No. 57. Instead, as we explained in the UP's February 8, 2000, filing, (at p. 21), the Board's Guideline rejected a BNSF request that (continued...)

According to BNSF, the Board's concerns about under-utilized BNSF trackage rights were fully addressed last year: BNSF recently congratulated itself on the greater-than-anticipated traffic it is carrying on UP/SP trackage rights. See BNSF Quarterly Progress Report, BNSF-PR-14, Jan. 18, 2000, p. 2. More recently it told the Board that its merger-related traffic volumes were still growing. See BNSF Quarterly Progress Report, BNSF-PR-16, July 3, 2000, p. 21 ("BNSF traffic volumes over the lines to which BNSF received access as a result of the merger continued to grow."). In 2000, the purpose of the Board's condition would not be advanced by overriding UE's 1999 promises and giving BNSF a coal traffic bonanza.

Finally, the Board imposes conditions to rectify the competitive harms of a merger, but UE does not need to escape this contract to rectify any competitive harm. UE has always had the benefits of competition, and it still does today. It has always been free to

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It extracted rate concessions from UP in 1999 because of the competitive threat that UE would move all its coal under the proportional rate agreement. Thus, there is no competitive reason to excuse UE from its contractual promises. In short, the purpose of this condition has been met and then some, without applying it to new contract promises, and there is no other policy reason to let this shipper out of the express contractual promises it made only last year.

II. THE BOARD'S DECISION IS SUPPORTED BY MISSOURI LAW

UE argues that the Board's decision violates Missouri law. UE's interpretation of Missouri law is both irrelevant and incorrect. First, the Board's decision on how to apply a merger condition is not controlled by state law, see 49 U.S.C. § 11321(a) (granting exclusive

the Board apply the contract modification condition to every contract that UP amends in any (continued...)

authority to the Board when it approves a merger), and the Board did not rely on Missouri law for its decision. Second, even if the Board were to consider Missouri law, Missouri law states that modifications to a contract create a new contract. See, e.g., Goldstein & Price L.C. v. Tonkin & Mondl, L.C., 974 S.W.2d 543, 551 (Mo. Ct. App. 1998) ("The modification of a contract constitutes the making of a new contract."); E.A.U., Inc. v. R. Webbe Corp., 794 S.W.2d 679, 686 (Mo. Ct. App. 1990) (same).

The two Missouri cases UE relies on in its petition do not support its argument that modifications to a contract cannot create a new contract under Missouri law.⁴ In fact, the two cases bear little, if at all, on the proposition. The first case, Lowther v. Hays, 225 S.W.2d 708 (Mo. 1950), deals with fraudulent misrepresentation. The only issue addressed by the Lowther court was "whether or not a misrepresentation of a present, existing fact was made" Id. at 713. The court commented in passing that one of the contracts between two of the many individuals involved in this transaction was "only a continuance of a prior contractual relationship," id. at 710, but it did not discuss any relevant issue of Missouri contract law.

The second case, Zumwinkel v. Leggett, 345 S.W.2d 89 (Mo. 1961), involves a dispute over whether oral statements made after a contract was originally executed were sufficient to amend the original contract. In holding that no modification had occurred, the court

way. Guideline No. 8 restricts application of the condition rather than expanding it.

⁴ UE also cites Crook v. Zorn, 95 F.2d 782 (5th Cir. 1938), which discusses Texas law, not Missouri law. The Texas law it discusses stands simply for the proposition that when creating a new contract, the parties "may adopt the writing evidencing an old agreement as an integration of some of the terms of the new" provided there was an express intention to do so and a meeting of the minds. 95 F.2d at 783-84.

simply cited hornbook law for the proposition that parties can modify contracts.⁵ This unexceptionable proposition says nothing about whether a Missouri court would consider the extensive 1999 revisions to the parties' contract sufficient to create a new one.

In any event, the question is one of Board discretion in applying its own condition, not Missouri law: were the modifications sufficiently extensive to take the agreement out from under the contract modification condition? As discussed above, Addendum Three to the original contract contained modifications substantial enough that the resulting contract was not the same contract in effect at the time of the merger. This result is consistent with Missouri law, and UE has cited no authority to the contrary.

III. THE BOARD'S FINDING DOES NOT VIOLATE THE ADMINISTRATIVE PROCEDURE ACT

Invoking the standard of review provisions of the Administrative Procedure Act, 5 U.S.C. § 706(a)(2), UE argues that the Board should reconsider its decision because that decision is "arbitrary and capricious." UE argues that the Board's decision to deny UE the ability to

⁵ UE cites only selectively from 12 Am. Jur., Contracts, § 427, pp. 1004-05. The entire quotation reads:

It is entirely competent for the parties to a contract to modify or waive their rights under it and ingraft new terms upon it. The parties to a contract ordinarily are as free to change it after making it as they were to make it in the first instance, notwithstanding provisions in it designed to hamper such freedom. For instance, the time fixed for performance or payment may be enlarged by subsequent agreement. A subordinate and separable part of the contract may be waived or modified by the parties without a cancellation or avoidance of the whole contract. To be effective as a modification, the new agreement must possess all the elements necessary to form a contract.

Zumwinkel, 345 S.W.2d 89, 93-94 (1961), citing 12 Am. Jur., Contracts, § 427, pp. 1004-05 (emphasis added).

reopen its contract with UP is "arbitrary," an "abrupt" change to a "long-standing policy," and a "departure from established precedent," and therefore requires a more detailed explanation than was given in Decision No. 89.

The Board presumptively considered the record and acted reasonably. It changed no longstanding policies or precedents. The question it decided -- whether the condition applies to new post-merger promises expressly inconsistent with it -- was one of first impression.

UE complains that Decision No. 89 is arbitrary and capricious because the Board failed to discuss UE's arguments. In fact, regardless of what evidence a decision cites, a reviewing court must "presume that the fact finder reviews all the evidence unless explicitly stated otherwise." Id. (emphasis added). Nowhere has the Board stated that it did not review all the evidence. The Board's decision will withstand the arbitrary and capricious standard as long as its result, regardless of how it is explained, is supported by "evidence that a reasonable person might accept as adequate support." Soellers v. Department of Health & Human Servs., No. 99-3169, 2000 WL 1941100 at *1 (Fed. Cir. Feb. 16, 2000), citing Bevens v. Office of Personnel Management, 900 F.2d 1558 (Fed. Cir. 1990).

The Board's conclusion that the parties had significantly altered their contract would be upheld by a reviewing court. The courts must give considerable deference to such an agency determination. See Udall v. Tallman, 380 U.S. 1, 16 (1965). As has been held repeatedly, the "scope of review under the 'arbitrary and capricious' standard is narrow and a court is not to substitute its judgment for that of the agency." Motor Vehicles Mfrs. Ass'n v. State Farm Mut. Auto. Ins. Co., 463 U.S. 29, 43 (1982). Indeed, a reviewing court is "constrained to affirm the [agency's] determination . . . in close cases." McInnis v. Weinberger, 530 F.2d 55, 63 (1st Cir. 1976), quoted in Attanasio v. Division of Compliance, 728 F. Supp.

812, 815 (D. Mass. 1990). Whether "a different conclusion is plausible, or even supported by a preponderance of the evidence . . . [,]" is inapposite. Soellers, 2000 WL 1941100, at *2; see also Consolo v. FMC, 383 U.S. 607, 620 (1966) (holding that "the possibility of drawing two inconsistent conclusions from the evidence does not prevent an administrative agency's finding from being supported by substantial evidence.").

Decision No. 89 does not reverse any longstanding policy or depart from any precedent. No prior decision ever addressed whether "major surgery" to a contract preserved a contracting shipper's right to invoke the condition, much less whether the shipper could abrogate new and express promises. UE's argument that the decision differs from other UP/SP oversight decisions on contract modifications procedures, see Petition, p. 11, is inapposite. Those decisions, rendered years ago, addressed substantively unchanged contracts.

IV. UE'S CLAIM THAT UP FAILED TO PROVIDE NOTICE OF THE CONTRACT MODIFICATION CLAUSE IS IRRELEVANT

UE insists that UP should have provided notice of the contract modification condition to UE immediately after the Board's decision on August 12, 1996, and that Decision No. 89 "rewards" UP for its misconduct. UE devotes pages of carefully hedged text to this argument, accusing UP of "gaming the system." See Petition, p. 14. It is implausible that UE, with its consultants and outside counsel, was unaware of the substance of one of the Board's most widely publicized decisions of the 1990s, the decision approving the UP/SP merger and imposing the condition. See id., pp. 13-14. For example, a September 6, 1996, Journal of Commerce article specifically discussed the contract modification condition and how it would be interpreted. See "UP-SP Merger Needs Clarification," Journal of Commerce, Sept. 6, 1996 at 1A.

In any event, this notice argument is irrelevant and appears to be designed only to tar UP. When the merger was approved, both parties acted consistently with the assumption that UE was not entitled to reopen its contract with UP. As explained at length in UP's prior pleadings, UP and UE, with BNSF's acknowledgment, agreed to treat the Labadie plant uniquely under the merger conditions. See UP's Response, p. 2. With BNSF's knowledge, UP and UE agreed to negotiate separately to preserve competition at the Labadie plant. See id. They did precisely that. UE itself told the Board that as a result of the negotiations, UE and UP had reached a satisfactory resolution of UE's competitive concerns. See UE's Jan. 19, 2000 Petition, Exhibit No. 19. Because this agreement lay outside the framework of the BNSF/UP Settlement Agreement, UP assumed that the contract modification notice requirement was inapplicable. See UP's Response, p. 17. UP was not trying to "game the system," and the accusation is inappropriate.

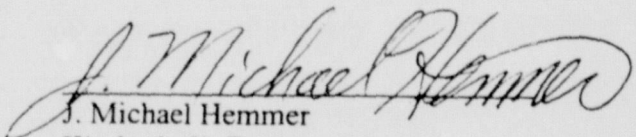
Regardless, whether UP gave notice in 1996 became irrelevant in 1999 the moment UE and UP re-negotiated their contract. As Decision No. 89 confirms, the new promises lift UE out of the contract modification condition framework altogether. UP's understandings and actions in 1996 have no bearing on the correctness of Decision No. 89.

CONCLUSION

The Board's decision that Addendum Three amounts to "major surgery" is well supported. As a result, the Board's conclusion that the contract modification condition does not apply to a substantively different agreement and to UE's 1999 promises is not only reasonable but inescapable. In 1996, UE obtained millions of dollars in concession from UP in an agreement that Decision No. 89 eviscerated. In 1999, UE received substantial rate reductions and a completely restructured transportation contract. The Board should reject UE's latest attempt to reap further gains from the UP/SP merger.

Respectfully submitted,

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July 11, 2000

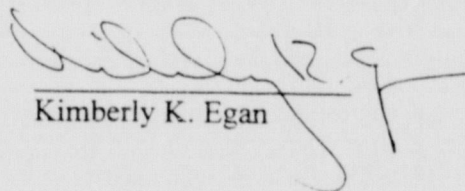
CERTIFICATE OF SERVICE

I, Kimberly K. Egan, hereby certify that on this 11th day of July, 2000, I caused a copy of UP's Reply to Ameren Services Co. Petition for Reconsideration of "Contract Modification Condition" Portion of Decision No. 89, to be served, by hand, on:

John R. Molin
Sandra L. Brown
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and delivered by regular mail, postage prepaid, to all other parties of record in this proceeding.


Kimberly K. Egan

STB FD-32760

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JUL 05 2000

Part of
Public Record

July 3, 2000

VIA HAND DELIVERY

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street NW
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-16). Also enclosed is a 3.5 inch disk containing the text of the Quarterly Progress Report in WordPerfect 9 format.

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

Sincerely,

Erika Z. Jones

Erika Z. Jones

Enclosures

cc: All Parties of Record

199168

ENTERED
Office of the Secretary

BNSF-PR-16

JUL 05 2000

Part of
Public Record

BEFORE THE
SURFACE TRANSPORTATION BOARD



Finance Docket No. 32760

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

-- CONTROL AND MERGER -

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

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

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July 3, 2000

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760

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

-- CONTROL AND MERGER -

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

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

Pursuant to the Surface Transportation Board's ("Board") Decision No. 44 in Finance Docket No. 32760, The Burlington Northern and Santa Fe Railway Company ("BNSF") hereby submits its sixteenth 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).

Further, in accordance with Decision No. 15 served by the Board on November 30, 1999, in Finance Docket No. 32760 (Sub-No. 21), this Progress Report provides a comprehensive summary of BNSF's service over the past year

using the trackage rights and other rights on the lines of UP and SP (the "UP/SP lines") that BNSF was granted in the UP/SP merger proceeding.^{1/}

Specifically, this Progress Report will address the steps that BNSF has undertaken since its April 3, 2000 Progress Report (BNSF-PR-15) to implement the rights it received, from both marketing and operating standpoints, and the marketplace results of those actions. In addition, this Progress Report will provide a summary of the principal steps BNSF has taken over the past year to implement the rights it received, as well as a summary of BNSF's current operations along the UP/SP lines.

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

I. Second Quarter Changes in Operations

This section summarizes BNSF's changes in operations along the UP/SP lines between April 1, 2000, and June 30, 2000.

A. Gulf Corridor

- During April, BNSF implemented several changes to its Transportation Service Plan ("TSP") for the Gulf Coast region. These changes to BNSF's train schedules and blocking plans were designed to reduce terminal dwell

^{1/} In Decision No. 15, the Board indicated that UP and BNSF should continue to file quarterly reports, "with comprehensive summary presentations included in their progress reports due on July 1, 2000."

times and improve connections for merchandise business moving through terminals at New Orleans, Lafayette, Silsbee, Houston, Temple and Fort Worth. As part of this plan, BNSF introduced two new trains – the M-HOULAL (Houston, TX to Lafayette, LA) and the M-LALHOU (Lafayette, LA to Houston, TX) – to handle merchandise business between these two terminals. In a further effort to improve connections for merchandise traffic destined to eastern points via the Memphis gateway, BNSF has begun handling this business on the H-HOUMEM (Houston, TX to Memphis, TN) merchandise train with a direct pick-up at Longview, TX.

- On April 20, BNSF began to offer intermodal service between cities in the United States and Monterrey, Queretaro, and Mexico City, Mexico. BNSF is offering this service in conjunction with the Texas Mexican Railway Company ("Tex Mex") and Transportacion Ferroviaria Mexicana ("TFM"). A special feature of this new service offering is a competitive pricing option that permits customs clearance to be obtained at the shipment's ultimate destination, rather than at the U.S.-Mexico border, thereby expediting cross-border traffic flows and mitigating the possibility of congestion at the Laredo border crossing. During the second quarter of 2000, BNSF commenced a new six day per week southbound train service – symbolized as S-ALTLAR (Alliance, TX to Laredo) – to handle this new intermodal business to Mexico, as well as merchandise traffic that was previously handled on BNSF's Fort Worth to Corpus Christi merchandise train. In the northbound direction, BNSF added

a new daily train -- symbolized as S-LARALT (Laredo, TX to Alliance) -- to handle intermodal business, as well as merchandise business that previously moved on BNSF's Corpus Christi to Somerville, TX merchandise train. Both new trains utilize BNSF's trackage rights over UP between Angleton, TX and Robstown, TX, where a connection is made with Tex Mex.

- UP and BNSF continue to finalize their New Orleans line sale. BNSF and UP will exchange 50% undivided interests in BNSF's Iowa Junction-Avondale line, and UP's line between Iowa Junction and Dawes, TX.

B. Central Corridor

- BNSF continues to operate regularly scheduled, daily merchandise train service eastbound and westbound on the Central Corridor between Denver, CO and Stockton, CA. During June, 2000, BNSF increased the operating frequency of its eastbound merchandise train service from Riverbank, CA to Denver, CO (M-RRBDEN) from four days per week to daily operation. BNSF continues to offer vigorous and effective competition to shippers located on its Central Corridor trackage rights between Denver, CO and Stockton, CA.

C. I-5 Corridor

- BNSF increased the operating frequency of its northbound Riverbank, CA to Vancouver WA merchandise service (M-RRBVAW) to daily service. With this change, BNSF now operates four regularly scheduled merchandise trains over the I-5 Corridor, including two southbound trains -- H-EVEBAR (Everett, WA to Barstow, CA) and H-PASBAR (Pasco, WA to Barstow, CA) -- and two

northbound trains – H-BARPAS (Barstow to Pasco) and M-RRBVAW (Riverbank to Vancouver).

- BNSF's I-5 team – comprised of representatives from BNSF's marketing, operations, service design and performance, customer service, and equipment management groups, has continued its efforts to improve transit time and service consistency for merchandise business moving over the I-5 Corridor. During the second quarter of 2000, BNSF created a new position – Director of I-5 Business Development – to lead BNSF's growth initiatives involving the I-5 Corridor.

II. Annual Summary of BNSF's Service Over Trackage Rights Lines and Results of Marketing Efforts

This section provides a summary of BNSF's service over the lines to which it was granted access under the Board's Decision No. 44, including the principal steps that BNSF has taken to implement service over those lines and the results of its marketing efforts over the past year.

A. Train Operations

The following table details BNSF's current scheduled through daily service in major trackage rights lanes:

SCHEDULED THROUGH TRAIN OPERATIONS ON TRACKAGE RIGHTS
June 30, 2000

Line Segment	Train Service
Central Corridor	Daily merchandise service, with intermodal service provided on merchandise trains between Denver and Salt Lake City
I-5 Corridor	Daily merchandise service
Gulf East/Southern Corridor — Houston — Lafayette	Daily merchandise service Daily intermodal service
Gulf North Corridor — Houston — Memphis (including IC via Effingham)	Daily merchandise service
Gulf South Corridor — Temple — Corpus Christi	Daily intermodal service, with merchandise service on intermodal trains between Ft. Worth and Corpus Christi/Laredo
Eagle Pass Corridor	Five days/week merchandise service

Lists identifying the specific trains currently running over BNSF's trackage rights lines in the corridors referred to above are attached hereto as Attachment 1.

The following summarizes the major train service additions and changes on BNSF's trackage rights lines (other than those described in Section I above) which have been implemented since July 1, 1999.

1. Gulf Corridor

- On February 16, 2000, BNSF commenced operation of 125-car unit coal trains from the Southern Powder River Basin ("PRB") in Wyoming to Entergy/Gulf States, Inc.'s Roy S. Nelson Generating Station near Mossville,

LA. These trains utilize trackage rights on the UP between Beaumont, TX and the connection to Entergy's Nelson Spur build-out near Lake Charles, LA.

- Effective November 17, 1999, UP ended the temporary overhead trackage rights that had been granted to BNSF on UP's former SP Caldwell-Flatonia-Placedo line during the service crisis. The timing of UP's termination of the temporary trackage rights was tied to the completion of a new, jointly-funded passing siding (Glenn Siding) north of Angleton, TX on UP's Algoa-Robstown line, which was completed and placed in service on November 4, 1999. This operational change was made necessary by UP's decision to make adjustments to its directional running program in South Texas. As a result of the change, operation of BNSF's South Texas trains reverted to BNSF's permanent trackage rights via UP's Algoa-Robstown line, and the operation of Tex Mex's trains reverted to Tex Mex's permanent trackage rights via UP's Houston-Flatonia-Placedo route. Train operations in this corridor are dispatched by UP dispatchers from the UP-BNSF Joint Dispatching Center at Spring, TX.
- On November 1, 1999, BNSF commenced operation of unit coal trains from the PRB to Texas Utilities Electric Company's ("TUE") Martin Lake Station near Henderson, TX. These trains move on a BNSF-KCS-BNSF joint-line routing via Kansas City and Shreveport, LA. BNSF delivers the loaded unit trains to KCS at Kansas City, and KCS handles the trains from Kansas City

to Shreveport. At Shreveport, BNSF receives the loaded trains from KCS and moves the trains with the directional flow on its UP/SP trackage rights line from Shreveport to Tenaha. The trains move off of the UP/SP trackage rights line at Tenaha for subsequent handling to Martin Lake Station via BNSF's Longview Subdivision. After unloading, the empty trains operate via the reverse route, moving against the directional flow over the UP/SP trackage rights line from Tenaha to Shreveport, where they are delivered back to KCS for subsequent movement to the BNSF interchange at Kansas City. BNSF invested approximately \$160,000 to upgrade its portion of the BNSF-UP connecting track at Tenaha in order to accommodate movement of these unit coal trains.

- Effective August 18, 1999, BNSF extended its northbound merchandise train operations for traffic originating at Eagle Pass from Temple, TX to Alliance, TX. The train was redesignated from M-EAPTPL to M-EAPALT. Further, service was simultaneously increased, from 3 days per week to 5 days per week.
- Effective July 1, 1999, UP ended the temporary haulage rights over former SP trackage between Caldwell, TX, and San Antonio, TX, via Flatonia, TX, that UP had provided BNSF during the service crisis.^{2/} (Operation through

^{2/} The timing of UP's termination of the temporary haulage rights was tied to the completion of the second main line project on UP's Austin Subdivision between Mileposts 220.0 and 236.7, as well as other operational changes made on the line, permitting a return to normal scheduled operations.

Flatonia via the former SP route commenced during the third quarter of 1997, by agreement between BNSF and UP in response to continuing congestion and delays experienced by BNSF on the more direct route through Smithville, TX). Therefore, on July 1, BNSF permanently reinstituted its trackage rights operations between Temple and San Antonio via Smithville. This was the route originally provided for in the BNSF Settlement Agreement with UP which was imposed as a condition of the UP/SP merger. The reinstitution of service over the Temple-Smithville-San Antonio route progressed smoothly, and BNSF is able — for the most part — to offer service that is consistent with the service that it offered over the temporary route. BNSF does, however, experience some train delays due to the fact that it is restricted from operating on UP's Austin Subdivision's Main Track #2 between Ogden Junction and Ajax -- the recently reopened former-MKT track.

- During the third quarter, 1999, UP completed engineering improvements on its line from Waco, TX to San Antonio in order that it could handle 286,000 pound (car and lading) shipments (the previous car and lading limit was 268,000 pounds). Completion of this project has allowed BNSF to serve the City Public Service Board's coal-fired generating plant at Elmendorf with heavier loads. BNSF remains subject to weight restrictions of 268,000 pounds on its trackage rights route to Corpus Christi, TX, Brownsville, TX and Laredo, TX, as well as Eagle Pass, TX. BNSF does not anticipate that the Angleton-Brownsville route will be upgraded until late 2001, at the

earliest. Further, it is BNSF's understanding that the work to allow 286,000-pound capacity on the route between Spofford and Eagle Pass, TX will be completed during the third quarter of 2000.

2. Central Corridor

- On December 13, 1999, BNSF established a new crew change point at Kremmling, CO, between Grand Junction and Denver, CO on BNSF's Central Corridor trackage rights line. Due to adverse mountainous terrain and difficult operating conditions on the 275-mile Denver-Grand Junction route, a high percentage of BNSF's crews had been unable to complete their trips within the federal Hours of Service Law. With assistance from its unions, BNSF implemented the new crew change at Kremmling in an effort to improve quality of life for its crews, to reduce operating costs, and to improve train performance and service consistency on the Central Corridor. Under the new arrangement, the former Grand Junction to Denver pool is divided into two segments: a Denver-to-Kremmling pool (103 miles) and a Grand Junction-to-Kremmling pool (172 miles). The new crew change at Kremmling is proving to be an efficient step.
- Effective September 13, 1999, BNSF implemented improved blocking of traffic originating in the Pacific Northwest destined to locations on the Central Corridor, primarily in Nevada. The Nevada block is built at the Pasco classification yard in eastern Washington for southbound movement on the Pasco-Stockton merchandise train (M-PASSTO). This block is set-out at

Stockton for subsequent movement on a Riverbank-Denver merchandise train (M-RRBDEN). This service design improvement has resulted in reduced numbers of car handlings, improved transit time, and service consistency.

3. I-5 Corridor

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

from Elvas to El Pinal (Stockton). BNSF's northbound trackage rights trains continue to operate over UP's Sacramento Subdivision. The new route for BNSF's southbound trackage rights trains is approximately 17 miles longer than the former route via the Sacramento Subdivision. The longer route, however, has not impacted the performance of BNSF's trains in light of the reduced potential for delays from trains operating in the opposite direction.

- Beginning in August 1999, BNSF initiated the use of distributed diesel locomotive power in its I-5 Corridor merchandise train services, permitting diesel locomotives to be placed within the train consist as well as at the head end, all controlled by the engineer on the lead unit. Since this initiative was begun, approximately 20 percent of southbound merchandise trains on the I-5 Corridor have been operated with distributed power. One of the main advantages of distributed power on the I-5 Corridor has been the operation of longer, heavier trains, as distributed power permits the handling of up to 2,000 additional tons per train. The near-term goal is to operate approximately 30 percent of southbound trains with distributed power, ultimately increasing this amount to 50 percent. Use of distributed power on I-5 Corridor merchandise trains permits more efficient use of the Corridor's available capacity by allowing more business to be transported without significantly increasing the number of trains required to move the business.
- On August 2, 1999, BNSF continued to upgrade its I-5 Corridor services when the frequency of its southbound merchandise train from Vancouver,

WA to Barstow, CA was increased from 6 days per week to daily operation. The H-VAWBAR merchandise train now departs Vancouver, WA and arrives at Barstow, CA sixty-two hours later, allowing time for this business to be processed for connection to outbound trains on the same day. This service, in conjunction with the existing merchandise train service connecting to and with trains in the corridor, is designed to handle existing carload growth in the I-5 Corridor and to encourage further growth by improving transit time, speed and consistency.

- Effective July 11, 1999, BNSF initiated a daily Pasco, WA-Stockton, CA merchandise train (M-PASSTO). This new train was designed to handle Northern California business originating in the Pacific Northwest which had previously been handled by three connecting trains: the M-VAWKLF which operated daily between Vancouver, WA and Klamath Falls, OR; the M-PASKLF which operated 6 days per week between Pasco, WA and Klamath Falls, OR; and the M-KLFSTO which operated 6 days per week between Klamath Falls, OR and Stockton, CA. In addition, Southern California business previously handled by M-VAWKLF began moving on the H-VAWBAR, a six days per week high-priority Vancouver, WA to Barstow, CA merchandise train.
- BNSF continued its strategy of utilizing the I-5 Corridor to redistribute empty railcars between the Pacific Northwest and the Pacific Southwest regions. Currently, two trains with empty intermodal cars are operated each day,

depending on equipment demand at either end of the Corridor. This operation improves equipment utilization and car supply to Southern California ports, permitting BNSF to handle import traffic through these ports on a much more timely basis. BNSF is also using the I-5 Corridor to reposition empty unit grain trains from Stockton, CA to Pasco, WA. Currently, this operation averages one empty grain train every second or third day. This operation, which fluctuates seasonally, improves equipment utilization and car supply to serve the needs of grain producers in Montana. Finally, BNSF is using the I-5 Corridor to reposition empty autorack trains from the Bay Area to the Pacific Northwest, thus permitting timely handling of automobile traffic moving over the PNW ports.

4. *Other Service Improvements*

- BNSF and UP continued a cooperative, joint project to measure and monitor the service performance of BNSF trains operating over UP routes and of UP trains operating over BNSF routes. BNSF and UP developed and agreed upon measurement procedures and performance standards for over 90 combinations of route, direction and train type, including 46 performance standards applicable to the UP/SP lines. The performance measurements allow side-by-side, month-to-month comparisons of BNSF and UP transit times for similar train types operating in the same direction on a given route. By comparing BNSF and UP train performance and measuring performance against the agreed-upon standards, BNSF and UP management can identify

potential areas of concern and develop corrective actions. Development of the measurement procedures and performance standards is an ongoing process, and BNSF and UP have agreed to continue working to resolve data integrity issues and to develop standards for line segments that do not yet have such standards.

B. BNSF Investments in Trackage Rights and Purchased Lines

Major capital investments in BNSF's trackage rights and purchased lines during the past year included:

- *Baytown Branch – Construct Second Main Track, Milepost 0.2 to Milepost 3.8.* Grading is 100 percent complete and track construction is 45 percent complete for the construction of the new, second main track between Milepost 0.2 and Milepost 3.8 on the Baytown Branch near Dayton, TX. The estimated completion date for this project is July 15, 2000. BNSF's estimated portion of the \$5.2 million estimated cost of the project is approximately 26 percent, based on previous usage and subject to recalculation.
- *Baytown Branch – Construct Interchange Tracks.* BNSF completed preliminary design work to construct an interchange track in each of the four switching zones south of the Dayton storage-in-transit facility on the Baytown Branch. UP provided its approval and cost estimates, and BNSF is now conducting final engineering design work for the four interchange tracks. This project will be funded 100 percent by BNSF.

- *Dayton, TX Mainline and Siding Relocation Project.* During June, 2000, BNSF and UP completed the grading and track construction necessary to change the UP main line and siding configuration at Dayton, TX so that the main line will be on the north side of the Dayton yard and siding, reducing main line delays for BNSF and UP by separating through road train movements from yard activity. BNSF and UP agreed that BNSF would contribute \$1 million cash toward the estimated \$5.7 million cost of this project.
- *Lake Charles, LA Mainline and Siding Relocation Project.* BNSF and UP completed the Lake Charles main line relocation project on May 12, 2000. The project is currently estimated to cost \$11.4 million. BNSF and UP have agreed that any unappropriated monies in the \$25 million capital reserve fund will be applied to this project. BNSF and UP have also agreed that remaining costs not covered by the available, unappropriated balance in the capital reserve fund will be shared equally between BNSF and UP. The remaining cost is estimated to be approximately \$7.4 million, and BNSF's 50 percent share is estimated to be about \$3.7 million.
- *Lafayette Subdivision Rehabilitation and Maintenance Program.* BNSF continued the ongoing maintenance and rehabilitation projects on the jointly-owned former SP Lafayette Subdivision between Avondale and Iowa Junction, LA. BNSF completed a curve-rail relay project on one curve on the Lafayette Subdivision. BNSF plans to continue its investments designed to

bring the Avondale-Iowa Junction line up to standards, including rebuilding and upgrading ten bridges on the line.

- *Dunphy, NV Turnouts.* Construction is progressing on the installation of two mainline turnouts designed to serve Newmont Gold Company's new petroleum transload and distribution facility at Dunphy, NV. The first of two turnouts to this facility (the west turnout) has been installed and placed into service. A second turnout to the facility (the east turnout) should be installed by late-July, 2000.
- *Fernley, NV Operating Track.* BNSF previously reported its intent to commence construction of a 1,495-foot operating track along its Central Corridor trackage rights at Fernley, NV. This operating track will support BNSF's service to customers in the Fernley-Sparks NV area, including Quebecor Printing, Valley Joist Corporation, and BNSF's Quality Distribution Facility at Sparks, NV. During the first quarter, 2000, BNSF worked with UP to secure the necessary property and track leases to advance this project. In late-May, as BNSF's construction contractor prepared to construct the new operating track and to install two new turnouts to connect the new operating track to BNSF's leased track at Fernley, BNSF was informed by UP that UP's construction forces would have to install the two turnouts from the leased track to the new track. BNSF had originally understood that its contractor could perform all of the necessary track construction and turnout installation. As a result, this project has encountered additional delays. BNSF and UP

are now working to develop a new cost estimate and project timeline. As an interim solution to resolve concern about support capacity for customers at Fernley, UP agreed to temporarily lease track to BNSF at Rye Patch, NV in order to provide BNSF with the necessary operating capacity to serve western Nevada customers until completion of the new track construction at Fernley. BNSF understands that this arrangement will continue until the new track at Fernley is placed in service.

- *Tenaha, TX Connection.* BNSF invested approximately \$160,000 to upgrade its portion of the existing BNSF-UP connection at Tenaha, TX to accommodate unit coal trains destined to TUE's Martin Lake Station at Martin Lake, TX.
- *Glenn Siding – Angleton, TX.* BNSF and UP completed construction of the new Glenn Siding north of Angleton, TX, and the siding was placed in service on November 4, 1999. BNSF's share of the estimated \$3.8 million cost of this jointly-funded capital project is estimated at 26 percent (about \$988,000), based on previous usage, and is subject to recalculation.
- *Angleton and Brownsville Subdivisions.* BNSF commenced discussions with UP concerning improvements to several bridges on UP's Angleton and Brownsville subdivisions, between Angleton and Odem, TX. These improvements will allow 286,000-pound gross weight (car plus lading) equipment to be operated over this line. (The current weight restriction on this line is 268,000-pounds.) At present, UP can send heavier, more

economical 286,000-pound shipments to Corpus Christi and Brownsville via its San Antonio to Corpus Christi and Odem to Brownsville lines, and to Laredo via its San Antonio to Laredo line. However, BNSF is at a competitive disadvantage for shipments moving to each of these destinations, because it is restricted to a route that cannot handle the heavier shipments. (Both BNSF and UP are subject to 268,000-pound gross weight restrictions on the Spofford to Eagle Pass, TX line; however, BNSF understands that the upgrade work to allow the heavier, 286,000-pound shipments on this line will be completed during the third quarter of 2000). BNSF and UP personnel conducted a joint inspection of bridges on the Angleton to Odem line on June 12-13. BNSF anticipates that this project will be progressed through BNSF and UP's joint capital planning process for fiscal year 2000 capital projects along trackage rights lines.

C. Marketing Activities

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

Major marketing developments in the past year included:

- During May and June, 2000, BNSF and the Utah Railway worked together successfully to protect coal supplies for customers in northeastern Arizona whose planned coal supplies were interrupted by a United Mine Workers labor strike. BNSF and Utah Railway were able to quickly develop and implement a transportation plan and rate agreement to ensure that a steady supply of coal remained available to customers affected by the strike. The unit coal trains originated on the Utah Railway at Savage, UT and were interchanged to BNSF at Grand Junction, CO for delivery to customers.
- In early-March, BNSF and Utah Railway handled a 59-car unit potash train from IMC at Little Mountain, UT to the Port of Houston, TX. Also, BNSF and Utah Railway moved two 50-car coil steel trains for Geneva Steel at Geneva, UT.
- For the third consecutive year, BNSF cooperated this past fall with public and private interests in the State of Louisiana, as well as the Louisiana & Delta Railroad ("LDRR"), a "2-to-1" shortline railroad, in the operation of intermodal sugar cane trains. LDRR operated a daily sugar cane train over BNSF's route on expedited schedules to ensure product quality. The trains originated in the Lake Charles, LA area, destined to receivers on the LDRR which are accessed via the Iowa Junction-Avondale route. This innovative public-private partnership is designed to deliver both economic and safety benefits to southern Louisiana, by increasing sugar cane production and refining and

by removing increasingly large volumes of sugar cane (estimated at over 70,000 trucks per harvest season) from the region's highway system.

D. Traffic Volumes

BNSF traffic volumes over the lines to which BNSF received access as a result of the merger have continued to grow. See Attachment 2 hereto. The charts attached hereto as Attachments 3 to 12 reflect the volumes of traffic for each of the major traffic lanes to which BNSF received access. Attachment 13 shows the breakdown by general commodity groups of this traffic.

BNSF has also experienced traffic growth where BNSF works with "2-to-1" shortlines and regional carriers to reach customers along the trackage rights lines. BNSF enjoys a growing working partnership in business generation with these carriers. BNSF has also steadily grown its traffic volumes for traffic which BNSF or its agent (for example, Utah Railway) switch customers directly.

E. Customer Identification and Access Pursuant to Merger Conditions

BNSF has also continued its efforts to identify all UP/SP customer facilities to which it received access as a result of the UP/SP merger. These facilities include access to "2-to-1" and other customers and transload facilities on its trackage rights lines and facilities which can be served by the seventeen "2-to-1" shortlines to which it received access. Current listings of all such facilities are attached as Attachment 14.

During the past twelve months, BNSF and UP agreed to add the following customers and facilities to those which can be accessed by BNSF as a result of the BNSF Settlement Agreement and merger conditions:

Additional Customer Locations:

- American Soda, L.L.P., Parachute, CO
- Amrail Services, Inc., Tornillo, TX
- Bulkmatic at the Freeport Center, Clearfield, UT
- Harcros Chemical, Inc., Little Rock, AR
- Newmont Mining Company, Dunphy, NV
- Sygma Network, Inc., Great Southwest Industrial Park, Arlington, Texas.
- Union Electric Company (d/b/a Ameren UE) at Labadie, MO

Additional Transloads:

- Four Star Sugar Company, El Paso, TX
- Port Container Industries, San Antonio, TX

UP has been responsive to BNSF's requests for access to "2-to-1" customers. The "2-to-1 Point Identification Protocol" that BNSF and UP developed in June, 1998, has worked effectively in these cases.

BNSF is continuing to investigate and pursue opportunities for build-ins/build-outs, new facilities, transloads and expansions of existing facilities at "2-to-1" points and is currently engaged in discussions with a number of interested customers concerning such facilities and expansions. BNSF continues to work with Entergy

Services, Inc. on service plans with respect to a planned build-out at Entergy's coal-burning White Bluff power plant near Redfield, AR.^{3/}

As discussed earlier, BNSF has partially completed construction of two mainline turnouts to serve Newmont Gold Company's new petroleum transload and distribution facility at Dunphy, NV. BNSF has commenced service to this new facility located on its Central Corridor trackage rights.

Further, over 30 additional projects involving new customer facilities along the trackage rights lines are also in various phases of discussion, planning or implementation. BNSF's efforts to identify 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, BNSF now has access to nearly 1,250 customer facilities pursuant to the UP/SP merger conditions.

III. Other Issues Relating To BNSF's Operations and Service Over Its Trackage Rights Lines

The following is an update on and summary of other issues relating to BNSF's operations and service over the UP/SP lines.

^{3/} The Board's March 21 decision affirmed the applicability of the "general build-out" condition, negotiated between UP, SP, BNSF and the Chemical Manufacturers' Association and imposed as a condition on the UP/SP merger, to this planned build-out, and required that UP grant trackage rights to BNSF to access this proposed build-out.

A. BNSF-UP Joint Service Committee

The BNSF-UP Joint Service Committee continues to meet quarterly to review service and operational issues involving BNSF's operations over its trackage rights lines, as well as projects of mutual interest to BNSF and UP involving the UP/SP lines. This forum also provides an opportunity for an ongoing dialogue and resolution of disputes that may arise from time to time. The most recent Joint Service Committee meeting was held on June 15, in Omaha. Items discussed at that meeting included: train performance measurements standards; the status of the 2000 joint capital program; construction of the new interchange track at McNeil TX; BNSF's request for operating rights (without the right to access customers) on UP's Main Track #2 between Ajax and San Antonio; construction of the new operating track at Fernley NV; and the development of a new facility request protocol.

B. Ameren UE – Labadie, MO

BNSF has previously reported to the Board on the matter of competitive access and service to a coal-fired power generating facility owned and operated by Union Electric Company (d/b/a Ameren UE) at Labadie, MO. In a decision issued on June 1, the Board found that Ameren UE is a "2-to-1" shipper entitled to service from an additional rail carrier under the BNSF agreement's omnibus clause.

Pursuant to the Board's decision, BNSF submitted a proposal to UP on June 7, that would provide for direct and competitive BNSF service to the Labadie facility. BNSF requested that UP grant BNSF trackage rights on UP's Jefferson City

Subdivision between St. Louis (Grand Avenue) and the junction with the Labadie Industrial Lead at West Labadie, MO.

On June 14, UP provided BNSF with an initial reply. UP acknowledged that BNSF is entitled to serve the Labadie facility, and stated that UP was reviewing BNSF's proposed operating plan. Subsequently, on June 16, UP agreed in principle to BNSF's request for access to the Labadie plant via trackage rights over a portion of UP's Jefferson City Subdivision. However, UP rejected BNSF's proposed operating plan and suggested an alternative plan that UP claims would maintain operational efficiency and fluidity for both BNSF and UP train movements west of St. Louis. UP's alternative proposal requires construction of a new connection between BNSF's Cuba Subdivision and UP's Jefferson City Subdivision at Pacific, MO, located about 9 miles southeast of Labadie. With this connection in place, BNSF's unit coal trains destined to the Labadie plant would operate west from St. Louis to Pacific via the Cuba Subdivision, then use trackage rights over UP from Pacific to Labadie to serve Ameren UE.

BNSF is moving expeditiously to evaluate the UP proposal. However, Ameren UE has requested that BNSF seek interim access to Labadie from UP in order to provide immediate service to the Labadie plant while BNSF and UP reach agreement on a long-term operating plan. On June 23, BNSF proposed a temporary operating agreement to UP designed to provide immediate service to Labadie and to address concerns raised by UP in its June 16 correspondence. UP responded to BNSF's proposal on June 30. In its response, UP proposed an

alternative temporary operating arrangement which involves use of the Missouri Central Railroad to access the Labadie facility.

BNSF is evaluating UP's June 30 proposal, and will continue to work with Ameren UE and UP to formulate a mutually acceptable, long-term solution to provide competitive service to the Labadie facility.

C. Ajax to Ogden Junction, TX

BNSF trains operating in the Temple-Eagle Pass corridor continue to incur delays between Temple and San Antonio. These delays have forced frequent re-crewing of trains in order to comply with the Hours of Service requirements. For example, during the first two weeks of June, BNSF had to re-crew 10 trains out of a total 17 trains operating on this corridor. BNSF believes that this problem could be corrected if UP granted BNSF operating rights over UP's Main Track #2 on the Austin Subdivision between Ogden Junction and Ajax. BNSF has proposed an arrangement similar to the "clear route" concept that has been successfully employed in the Houston terminal to reduce congestion and delays. UP has advised BNSF that it is studying this proposal.

D. Broken Arrow Environmental — Aragonite, UT

BNSF continues to work with Broken Arrow Environmental to locate a waste transload facility at Aragonite, UT, west of Salt Lake City, on BNSF's Central Corridor trackage rights line. UP advised BNSF in April that BNSF's proposed operating plan, which called for BNSF to switch the facility with its existing through merchandise trains, was not acceptable because BNSF's trains would be required

to hold the main line at Aragonite for an unacceptable length of time while switching the facility.

On June 7, BNSF received written notification from UP that UP has no objections to BNSF's proposed track construction plan at Aragonite. BNSF anticipates that construction of this facility can now commence, using UP labor to install two mainline turnouts to the new track and a BNSF contractor to construct the new track.

With respect to the proposed service plan, BNSF submitted a revised plan to UP on June 15. The revised plan provides for Utah Railway, acting as BNSF's third-party agent, to switch the Broken Arrow transload facility with a local train service originating at Midvale, UT. BNSF is waiting on UP's response to this proposal, and anticipates commencing service to this transload facility by December, 2000.

**E. Capital Metropolitan Transportation Authority ("CMTA")--
McNeil, TX**

BNSF has previously reported to the Board concerning the ongoing efforts of BNSF, UP, CMTA, and Trans-Global Solutions (CMTA's interim operator of the former Longhorn Railway, now known as the Austin Area Terminal Railroad, "AUAR") to devise a mutually acceptable solution to accommodate a BNSF-AUAR interchange at McNeil, TX. On June 15, UP advised BNSF that UP had approved CMTA's plans for the construction of a new interchange track in the northeast quadrant of the UP-AUAR crossing at McNeil. UP also informed BNSF that UP's

portion of the construction work would be completed within 45 days of the approval of a contract between UP and CMTA covering the performance of this work.

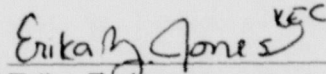
F. Sacramento-Lodi, CA Customers

BNSF had previously reported on the status of service problems experienced by BNSF's customers in the Sacramento-Lodi, CA area. BNSF has noticed steady improvements in UP's handling of BNSF's shipments in this area.

CONCLUSION

Throughout the past year, BNSF has continued its efforts to provide reliable, dependable and consistent service over its trackage rights lines. BNSF's capabilities and business continue to grow steadily as a result of BNSF's proactive approach in resolving problems, its commitment to infrastructure and operational improvements to provide better service, and the continuing support of its customers. As a result of these efforts, many customers are benefitting from BNSF's new access. BNSF will continue to work to ensure that UP and BNSF live up to the competitive terms and conditions imposed by the Board on UP/SP merger.

Respectfully submitted,



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July 3, 2000

CERTIFICATE OF SERVICE

I do hereby certify that copies of The Burlington Northern and Santa Fe Railway Company's Quarterly Progress Report (BNSF-PR-16) are being served on all parties of record.

Kelley E. Campbell
Kelley E. Campbell

ATTACHMENT 1

**BNSF TRAIN SYMBOLS ON UP/SP TRACKAGE RIGHTS
CENTRAL CORRIDOR - JUNE 29, 2000**

<u>TRAIN SYMBOL</u>	<u>ORIGIN</u>	<u>DESTINATION</u>	<u>DAYS OF WEEK</u>						
			<u>Mo</u>	<u>Tu</u>	<u>We</u>	<u>Th</u>	<u>Fr</u>	<u>Sa</u>	<u>Su</u>
C-GJCHLSx-xx	Grand Junction CO	Holbrook AZ	--	--	--	--	--	--	--
E-HLSGJCx-xx	Holbrook AZ	Grand Junction CO	--	--	--	--	--	--	--
H-DENSTO1-A1	Denver CO	Stockton CA	--	--	--	--	X	--	--
H-DENSTO1-A2	Denver CO	Stockton CA	X	X	X	X	X	--	X
L-NCA0211-B1	Stockton CA	Stockton CA	X	X	X	X	X	X	--
L-NCA5051-A1	Sparks NV	Sparks NV	X	X	X	X	X	X	--
M-GJCGJC1-A1	Grand Junction CO	Grand Junction CO	--	--	--	--	--	--	--
M-PVOLIN1-A1	Provo UT	Lincoln NE	--	X	--	X	X	--	--
M-RRBDEN1-A1	Riverbank CA	Denver CO	X	X	X	X	X	--	X
R-COL2111-A1	Provo UT	Provo UT	X	--	X	--	X	--	--
R-COL2111-A2	Provo UT	Provo UT	--	X	--	X	--	--	X
R-COL3091-A1	Midvale UT	Midvale UT	X	X	X	X	X	--	--
R-COL3101-A1	Midvale UT	Midvale UT	X	X	X	X	--	X	X
R-COL3111-A1	Midvale UT	Midvale UT	X	X	X	X	X	X	--
R-COL3121-A1	Midvale UT	Midvale UT	X	X	X	X	X	X	X
R-COL4001-A1	Grand Junction CO	Grand Junction CO	X	X	X	X	X	--	X
R-COL5101-A1	Ogden UT	Ogden UT	X	X	X	X	X	--	--
R-COL5111-A1	Ogden UT	Ogden UT	X	X	X	X	X	--	--
R-COL6111-A1	Provo UT	Provo UT	--	X	--	X	--	--	X

KEY: C = Unit Coal Loads; E = Unit Coal Empties; H = High-Priority Merchandise; L = Local; M = Merchandise;
R = Roadswitcher

NOTE: Train symbols with no days of week specified operate on an "as-needed" basis.

**BNSF TRAIN SYMBOLS ON UP/SP TRACKAGE RIGHTS
I-5 CORRIDOR - JUNE 29, 2000**

<u>TRAIN SYMBOL</u>	<u>ORIGIN</u>	<u>DESTINATION</u>	<u>DAYS OF WEEK</u>
B-PTLLAC5-A1	Portland OR	Los Angeles CA	-- X -- X -- -- X
B-SEALAC5-A1	Seattle WA	Los Angeles CA	-- -- X -- -- -- --
B-SSELAC5-A1	South Seattle WA	Los Angeles CA	X -- -- -- -- --
H-BARPAS1-A1	Barstow CA	Pasco WA	X X X X X X X
H-EVEBAR1-A1	Everett WA	Barstow CA	X X X -- -- X X
H-EVEBAR1-A2	Everett WA	Barstow CA	-- -- -- X X -- --
H-PASBAR1-A1	Pasco WA	Barstow CA	X X X X X X X
M-KLFKLF1-A1	Klamath Falls OR	Klamath Falls OR	X -- X -- X -- --
M-RRBVAW1-A1	Riverbank CA	Pasco WA	X X X X X X X

KEY: B = Bare Table (Intermodal); H = High-Priority Merchandise; M = Merchandise

**BNSF TRAIN SYMBOLS ON UP/SP TRACKAGE RIGHTS
GULF EAST/SOUTHERN CORRIDOR (HOUSTON-NEW ORLEANS) - JUNE 29, 2000**

<u>TRAIN SYMBOL</u>	<u>ORIGIN</u>	<u>DESTINATION</u>	<u>DAYS OF WEEK</u>						
			<u>Mo</u>	<u>Tu</u>	<u>We</u>	<u>Th</u>	<u>Fr</u>	<u>Sa</u>	<u>Su</u>
B-NWOLAC5-A1	New Orleans LA	Los Angeles CA	--	--	--	--	--	--	--
H-NWOBEL1-A1	New Orleans LA	Belen NM	X	--	--	--	X	--	--
H-NWOBEL1-A2	New Orleans LA	Belen NM	--	X	X	X	--	X	X
H-TPLNWO1-A1	Temple TX	New Orleans LA	X	X	X	X	X	X	X
M-HOULAL1-A1	Houston TX	Lafayette LA	--	--	--	X	--	--	--
M-LALHOU1-A1	Lafayette LA	Houston TX	X	--	X	--	X	--	--
M-HOUSSB1-A1	Houston TX	Silsbee TX	X	--	X	--	X	X	--
M-SSBHOU1-A1	Silsbee TX	Houston TX	--	X	X	X	X	--	X
P-LACNWO1-A1	Los Angeles CA	New Orleans LA	--	X	X	X	X	X	X
P-NWOLAC1-A1	New Orleans LA	Los Angeles CA	X	--	--	--	--	--	--
P-NWOLAC1-A2	New Orleans LA	Los Angeles CA	--	--	--	--	--	X	--
P-NWOLAC1-A3	New Orleans LA	Los Angeles CA	--	--	--	X	--	--	--
P-NWOLAC1-A4	New Orleans LA	Los Angeles CA	--	X	--	--	--	--	--
R-GFC0311-A1	Dayton TX	Dayton TX	X	X	X	X	X	X	--
R-GFC0331-A1	Dayton TX	Dayton TX	X	X	X	X	X	X	--
R-GFC2411-A1	Dayton TX	Dayton TX	X	X	X	X	X	--	--
R-GFC2411-A2	Dayton TX	Dayton TX	--	--	--	--	--	--	X
R-GFC2421-A1	Dayton TX	Dayton TX	X	X	X	X	X	X	--
R-GFC3111-A1	Lafayette LA	Lafayette LA	X	X	X	X	X	X	--
R-GFC3121-A1	Lafayette LA	Lafayette LA	X	X	X	X	X	X	X
R-GFC3131-A1	Lafayette LA	Lafayette LA	X	X	X	X	X	X	X
R-GFC3151-A1	Lafayette LA	Lafayette LA	X	X	X	X	X	X	X
R-GFC3161-A1	Lafayette LA	Lafayette LA	X	X	X	X	X	X	X
R-GFC3171-A1	Schriever LA	Schriever LA	X	X	X	X	X	X	X
S-LAHNWO1-Y1	Los Angeles CA	New Orleans LA	--	--	X	--	--	--	--
S-LAHNWO4-A1	Los Angeles CA	New Orleans LA	X	--	--	--	--	--	--

KEY: B = Bare Table (Intermodal); G = Unit Grain Loads; H = High-Priority Merchandise; M = Merchandise; P = Premium Intermodal; R = Roadswitcher; S = Doublestack

NOTE: Train symbols with no days of week specified operate on an "as-needed" basis.

**BNSF TRAIN SYMBOLS ON UP/SP TRACKAGE RIGHTS
GULF NORTH CORRIDOR (HOUSTON-MEMPHIS) - JUNE 29, 2000**

<u>TRAIN SYMBOL</u>	<u>ORIGIN</u>	<u>DESTINATION</u>	<u>DAYS OF WEEK</u>						
			<u>Mo</u>	<u>Tu</u>	<u>We</u>	<u>Th</u>	<u>Fr</u>	<u>Sa</u>	<u>Su</u>
B-BIRPEA1-A1	Birmingham AL	Pearland TX	---	---	---	---	---	---	---
B-MEMPEA1-A1	Memphis TN	Pearland TX	---	---	---	---	---	---	---
G-MEMTNHx-xx	Memphis TN	Tenaha TX	---	---	---	---	---	---	---
H-HOUMEM1-A1	Houston TX	Memphis TN	X	X	X	X	X	X	--
H-MEMLGV1-A1	Memphis TN	Longview TX	X	X	X	X	X	X	X
H-MEMPTR1-A1	Memphis TN	Houston (PTR A) TX	X	--	X	X	X	X	X
H-SSBMEM1-A1	Silsbee TX	Memphis TN	--	X	X	X	X	X	--
H-SSBMEM1-A2	Silsbee TX	Memphis TN	--	---	---	---	---	---	X
L-GFC5511-A1	Little Rock AR	Memphis TN	X	X	X	X	X	X	--
L-GFC5521-A1	Pine Bluff AR	Little Rock AR	X	X	X	X	X	X	--

KEY: B = Bare Table; G = Unit Grain Loads; H = High-Priority Merchandise; L = Local

NOTE: Train symbols with no days of week specified operate on an "as-needed" basis.

**BNSF TRAIN SYMBOLS ON UP/SP TRACKAGE RIGHTS
GULF SOUTH CORRIDOR (TEMPLE-CORPUS CHRISTI) - JUNE 29, 2000**

<u>TRAIN SYMBOL</u>	<u>ORIGIN</u>	<u>DESTINATION</u>	<u>DAYS OF WEEK</u>						
			Mo	Tu	We	Th	Fr	Sa	Su
G-ABELARx-xx	Aberdeen SD	Laredo TX	---	---	---	---	---	---	---
G-ABECPSx-xx	Aberdeen SD	Corpus Christi TX	---	---	---	---	---	---	---
G-ABILARx-xx	Abilene KS	Laredo TX	---	---	---	---	---	---	---
G-AMACPSx-xx	Amarillo TX	Corpus Christi TX	---	---	---	---	---	---	---
G-AMALARx-xx	Amarillo TX	Laredo TX	---	---	---	---	---	---	---
G-COUCPSx-xx	Courtland KS	Corpus Christi TX	---	---	---	---	---	---	---
G-COULARx-xx	Courtland KS	Laredo TX	---	---	---	---	---	---	---
G-EMPCPSx-xx	Emporia KS	Corpus Christi TX	---	---	---	---	---	---	---
G-EMPLARx-xx	Emporia KS	Laredo TX	---	---	---	---	---	---	---
G-FTWCPSx-xx	Fort Worth TX	Corpus Christi TX	---	---	---	---	---	---	---
G-FTWLARx-xx	Fort Worth TX	Laredo TX	---	---	---	---	---	---	---
G-GARCPSx-xx	Garretson SD	Corpus Christi TX	---	---	---	---	---	---	---
G-GARLARx-xx	Garretson SD	Laredo TX	---	---	---	---	---	---	---
G-HASCPSx-xx	Hastings NE	Corpus Christi TX	---	---	---	---	---	---	---
G-HASLARx-xx	Hastings NE	Laredo TX	---	---	---	---	---	---	---
G-LINCPSx-xx	Lincoln NE	Corpus Christi TX	---	---	---	---	---	---	---
G-LINLARx-xx	Lincoln NE	Laredo TX	---	---	---	---	---	---	---
G-NEWCPSx-xx	Newton KS	Corpus Christi TX	---	---	---	---	---	---	---
G-NEWLARx-xx	Newton KS	Laredo TX	---	---	---	---	---	---	---
G-PLXCPSx-xx	Plainview TX	Corpus Christi TX	---	---	---	---	---	---	---
G-QUACPSx-xx	Quanah TX	Corpus Christi TX	---	---	---	---	---	---	---
G-QUALARx-xx	Quanah TX	Laredo TX	---	---	---	---	---	---	---
G-RAVCPSx-xx	Ravenna NE	Corpus Christi TX	---	---	---	---	---	---	---
G-RAVLARx-xx	Ravenna NE	Laredo TX	---	---	---	---	---	---	---
G-RCILARx-xx	Rock Island IL	Laredo TX	---	---	---	---	---	---	---
G-SFACPSx-xx	Sioux Falls SD	Corpus Christi TX	---	---	---	---	---	---	---
G-SFALARx-xx	Sioux Falls SD	Laredo TX	---	---	---	---	---	---	---
G-SIOCPSx-xx	Sioux City IA	Corpus Christi TX	---	---	---	---	---	---	---
G-SNYLARx-xx	Snyder OK	Laredo TX	---	---	---	---	---	---	---
G-SURCPSx-xx	Superior NE	Corpus Christi TX	---	---	---	---	---	---	---
G-SURLARx-xx	Superior NE	Laredo TX	---	---	---	---	---	---	---
G-TPLCPSx-xx	Temple TX	Corpus Christi TX	---	---	---	---	---	---	---
G-TPLLARx-xx	Temple TX	Laredo TX	---	---	---	---	---	---	---
G-WLMCPSx-xx	Willmar MN	Corpus Christi TX	---	---	---	---	---	---	---
G-WLMLARx-xx	Willmar MN	Laredo TX	---	---	---	---	---	---	---
G-WRKLARx-xx	Wright KS	Laredo TX	---	---	---	---	---	---	---
L-TEX3011-A1	Temple TX	Temple TX	X	X	X	X	X	--	--
M-TPLELG1-A1	Temple TX	Elgin TX	X	--	--	X	--	--	--
S-ALTLAR1-A1	Alliance TX	Laredo TX	--	X	X	X	X	X	X
S-LARALT1-A1	Laredo TX	Alliance TX	X	X	X	X	X	X	X

KEY: G = Unit Grain Loads; L = Local; M = Merchandise; S = Intermodal / Merchandise

NOTE: Train symbols with no days of week specified operate on an "as-needed" basis.

**BNSF TRAIN SYMBOLS ON UP/SP TRACKAGE RIGHTS
EAGLE PASS CORRIDOR - JUNE 29, 2000**

<u>TRAIN SYMBOL</u>	<u>ORIGIN</u>	<u>DESTINATION</u>	<u>DAYS OF WEEK</u>						
			<u>Mo</u>	<u>Tu</u>	<u>We</u>	<u>Th</u>	<u>Fr</u>	<u>Sa</u>	<u>Su</u>
C-BKMhafx-xx	Buckskin Mine WY	Halsted TX	---	---	---	---	---	---	---
C-BTMhafx-xx	Black Thunder Mine WY	Halsted TX	---	---	---	---	---	---	---
C-CAMhafx-xx	Caballo Mine WY	Halsted TX	---	---	---	---	---	---	---
C-CDMhafx-xx	Cordero Mine WY	Halsted TX	---	---	---	---	---	---	---
C-CKMhafx-xx	Coal Creek Mine WY	Halsted TX	---	---	---	---	---	---	---
C-CRMhafx-xx	Rojo Caballo Mine WY	Halsted TX	---	---	---	---	---	---	---
E-HAFBKMx-xx	Halsted TX	Buckskin Mine WY	---	---	---	---	---	---	---
E-HAFBTMx-xx	Halsted TX	Black Thunder Mine WY	---	---	---	---	---	---	---
E-HAFCAMx-xx	Halsted TX	Caballo Mine WY	---	---	---	---	---	---	---
E-HAFCDMx-xx	Halsted TX	Cordero Mine WY	---	---	---	---	---	---	---
E-HAFCKMx-xx	Halsted TX	Coal Creek Mine WY	---	---	---	---	---	---	---
E-HAFCRMx-xx	Halsted TX	Rojo Caballo Mine WY	---	---	---	---	---	---	---
G-ABIEAPx-xx	Abilene KS	Eagle Pass TX	---	---	---	---	---	---	---
G-FTWEAPx-xx	Fort Worth TX	Eagle Pass TX	---	---	---	---	---	---	---
G-GRFEAPx-xx	Great Falls MT	Eagle Pass TX	---	---	---	---	---	---	---
G-HUTEAPx-xx	Hutchinson KS	Eagle Pass TX	---	---	---	---	---	---	---
G-LINEAPx-xx	Lincoln NE	Eagle Pass TX	---	---	---	---	---	---	---
G-MCNEAPx-xx	McCook NE	Eagle Pass TX	---	---	---	---	---	---	---
G-MINEAPx-xx	Minot ND	Eagle Pass TX	---	---	---	---	---	---	---
G-RAVEAPx-xx	Ravenna NE	Eagle Pass TX	---	---	---	---	---	---	---
G-SIOEAPx-xx	Sioux City IA	Eagle Pass TX	---	---	---	---	---	---	---
G-TPLEAPx-xx	Temple TX	Eagle Pass TX	---	---	---	---	---	---	---
G-WLMEAPx-xx	Willmar MN	Eagle Pass TX	---	---	---	---	---	---	---
G-WLTEAPx-xx	Walton KS	Eagle Pass TX	---	---	---	---	---	---	---
M-EAPALT1-A1	Eagle Pass TX	Alliance TX	---	---	---	---	---	---	---
M-EAPTPL1-A1	Eagle Pass TX	Temple TX	--	X	X	X	X	X	--
M-TPLEAP1-A1	Temple TX	Eagle Pass TX	X	--	X	--	X	X	--
R-GFC0401-A1	Eagle Pass TX	Eagle Pass TX	X	X	X	X	X	X	--
R-GFC0411-A1	Eagle Pass TX	Eagle Pass TX	X	X	X	X	X	--	X
U-HOUKTX1-A2	Houston TX	Kerr TX	--	X	--	X	--	--	--
U-KTXHOU1-A4	Kerr TX	Houston TX	X	--	X	--	--	--	--

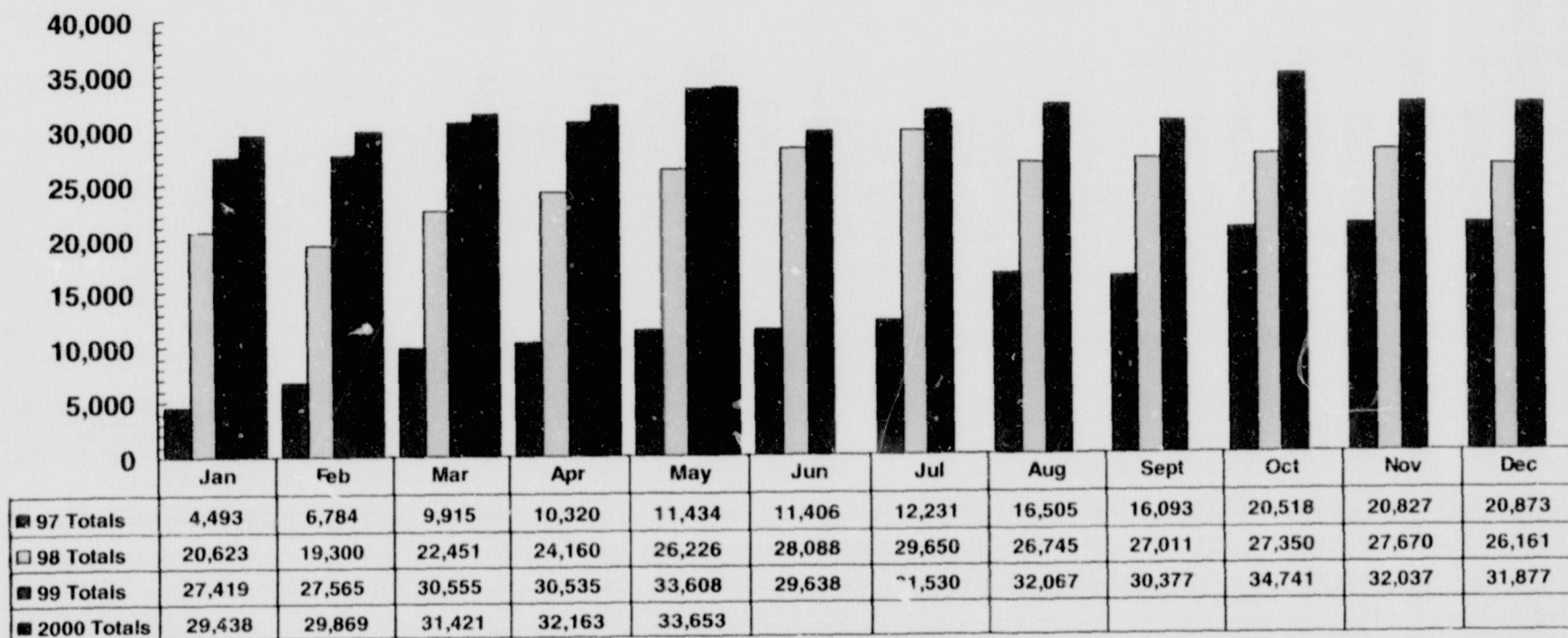
KEY: C = Unit Coal Loads; E = Unit Coal Empties; G = Unit Grain Loads; M = Merchandise; R = Roadswitcher; U = Other Unit Loads/Empties.

NOTE: Train symbols with no days of week specified operate on an "as-needed" basis.

ATTACHMENT 2

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

Loads



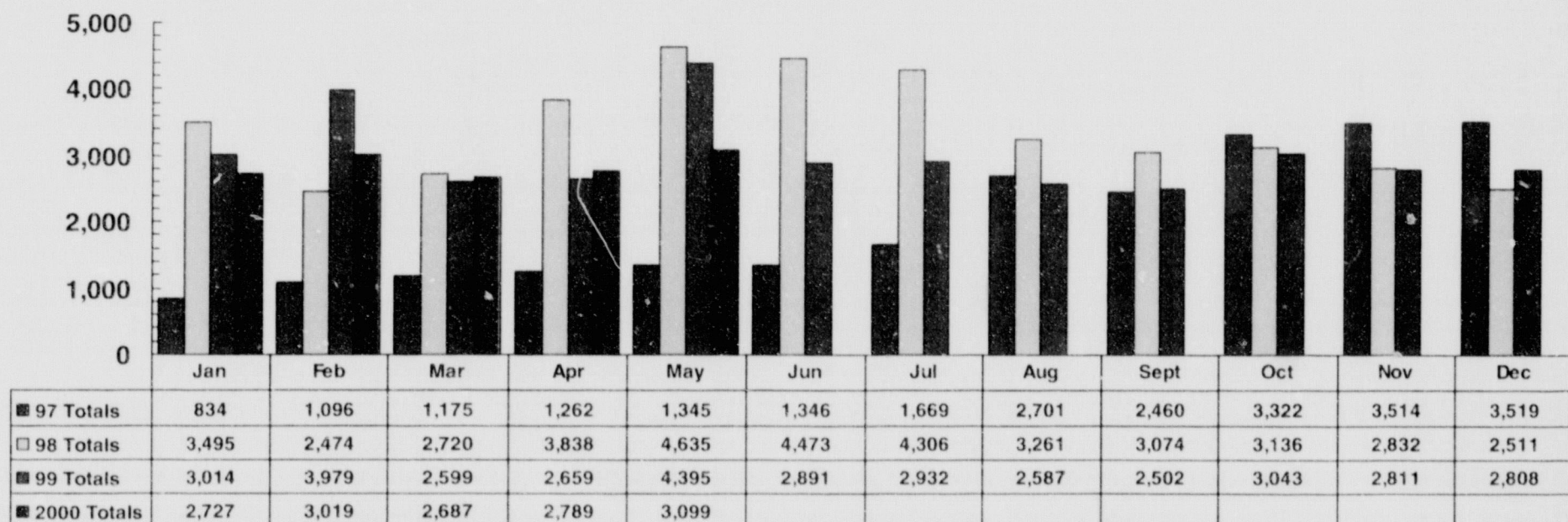
06/29/2000

May 2000 are Preliminary

ATTACHMENT 3

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

Units



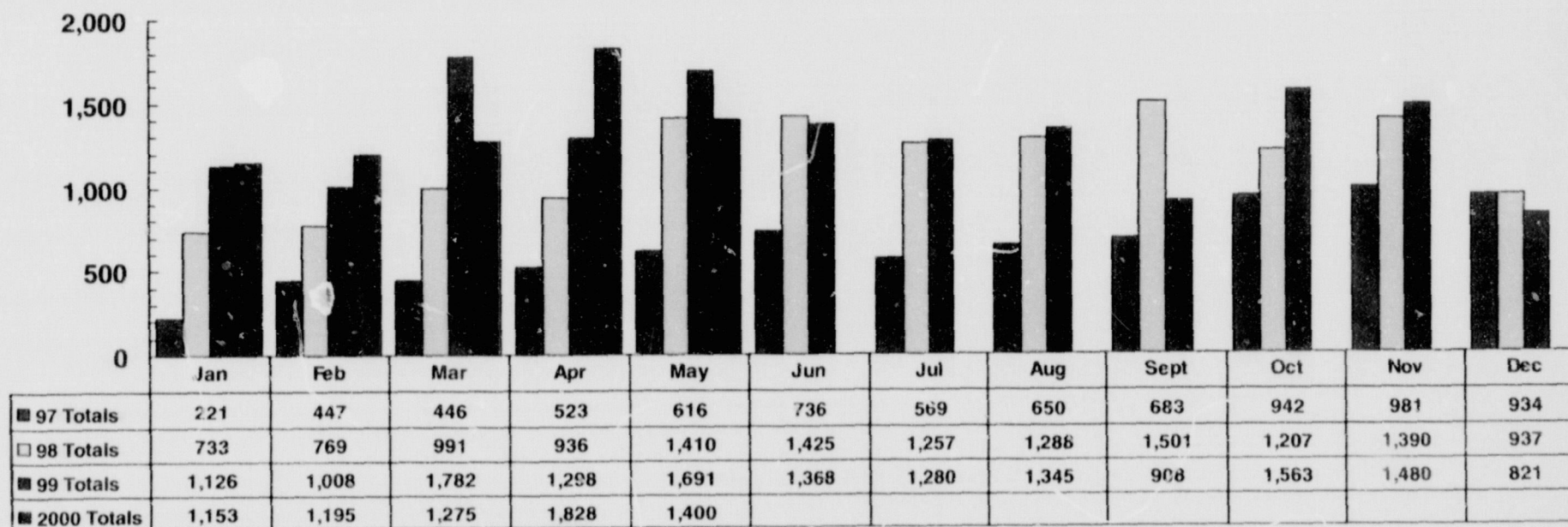
06/29/2000

May 2000 are Preliminary

ATTACHMENT 4

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

Units



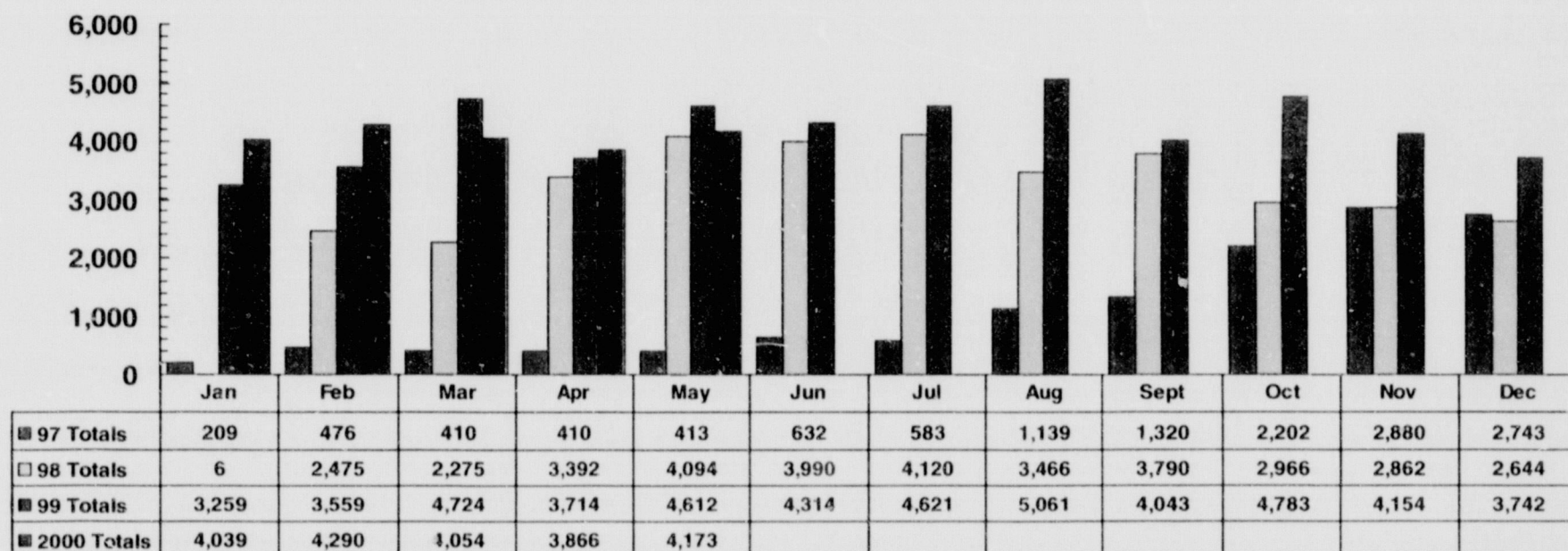
06/29/2000

May 2000 are Preliminary

ATTACHMENT 5

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

Units



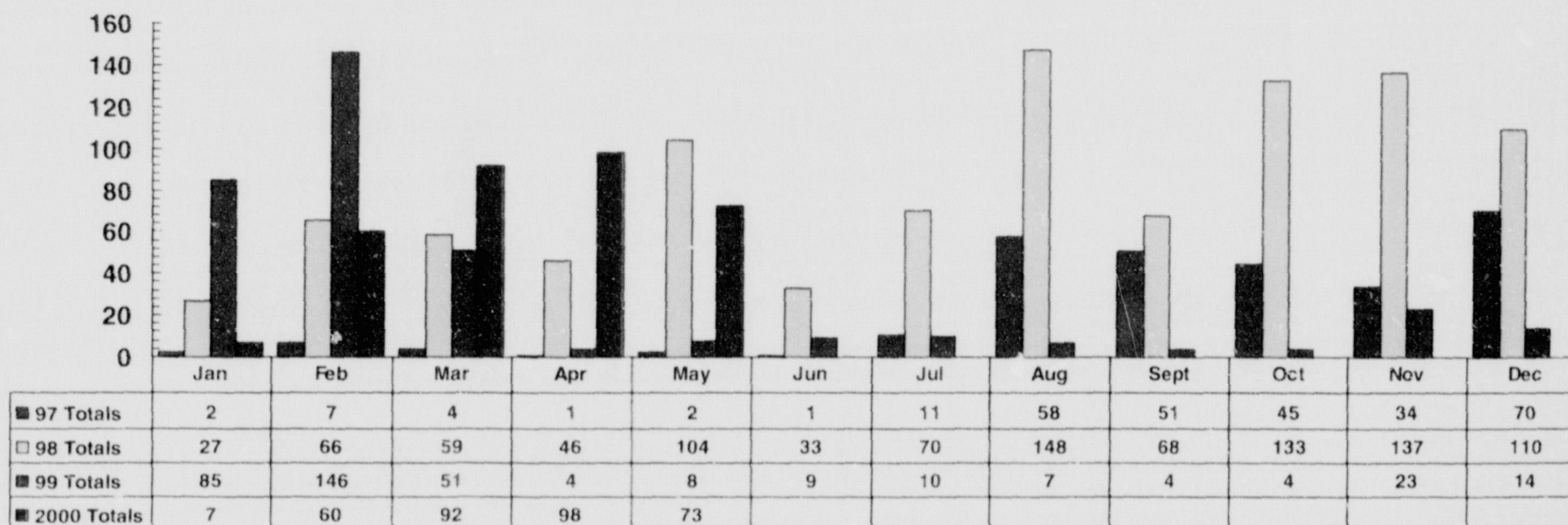
06/29/2000

May 2000 are Preliminary

ATTACHMENT 6

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

Units



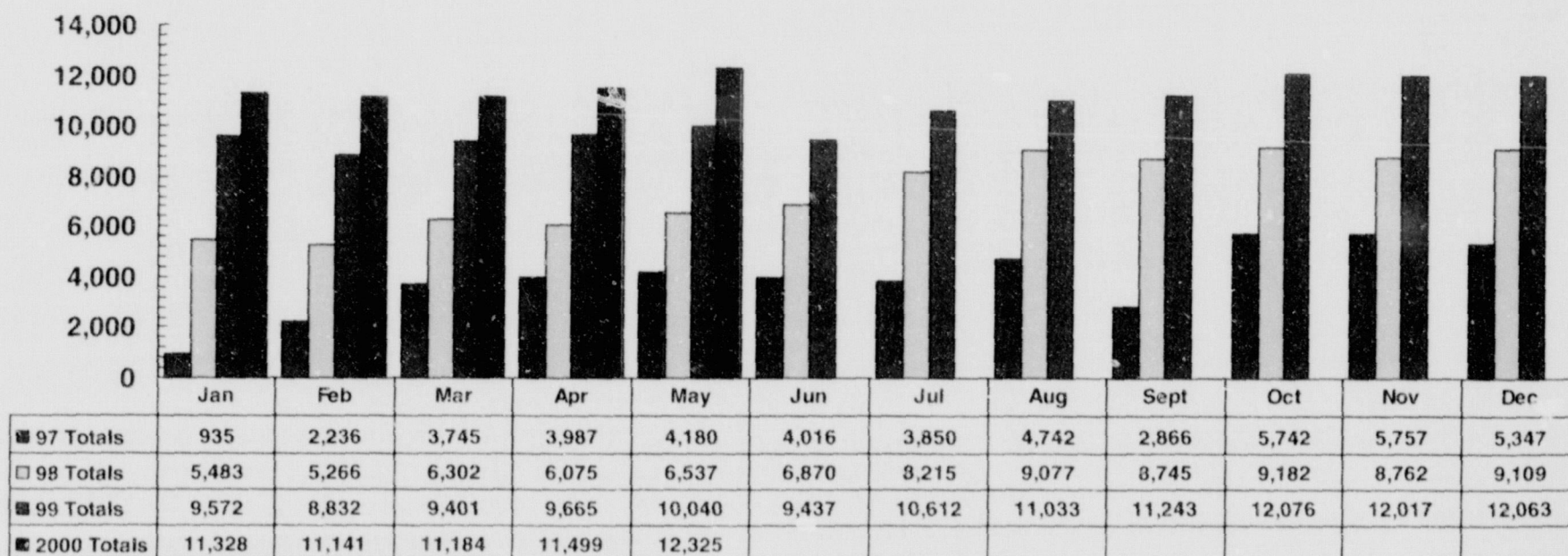
06/29/2000

May 2000 are Preliminary

ATTACHMENT 7

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

Units



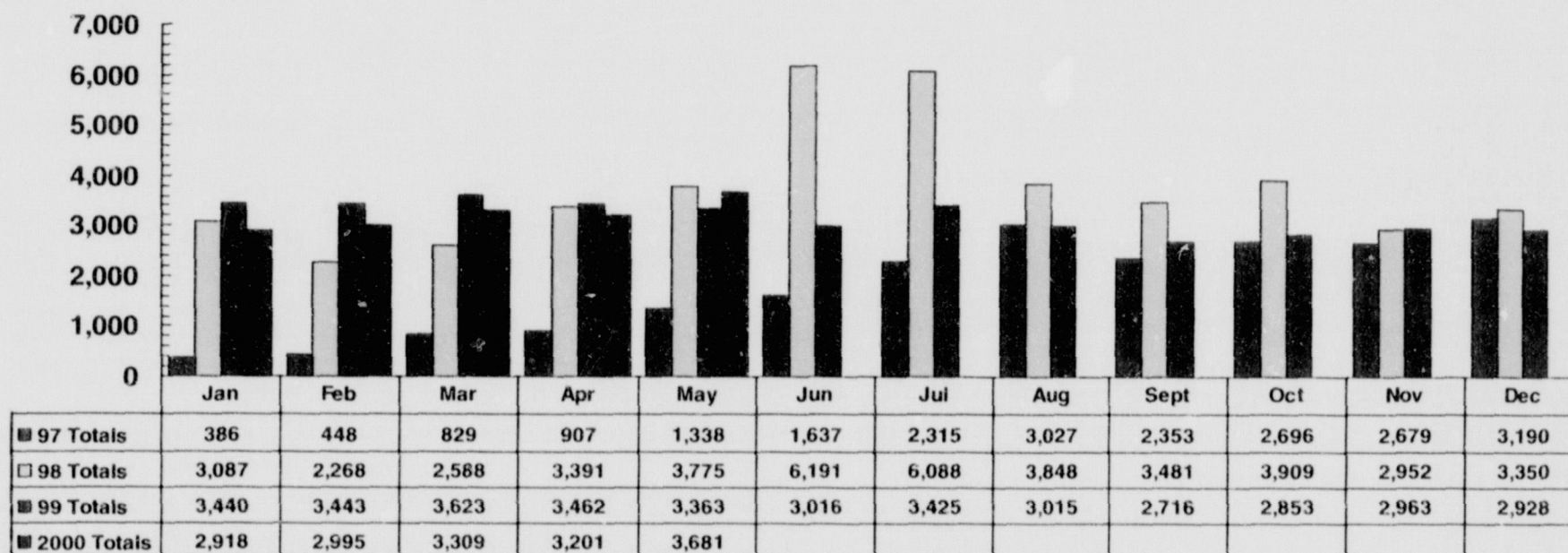
06/29/2000

May 2000 are Preliminary

ATTACHMENT 8

1997-00 BNSF Loaded Units On UP/SP Trackage Rights Corridors Gulf North Corridor

Units



ATTACHMENT 9

STB

FD-32760

7-3-00

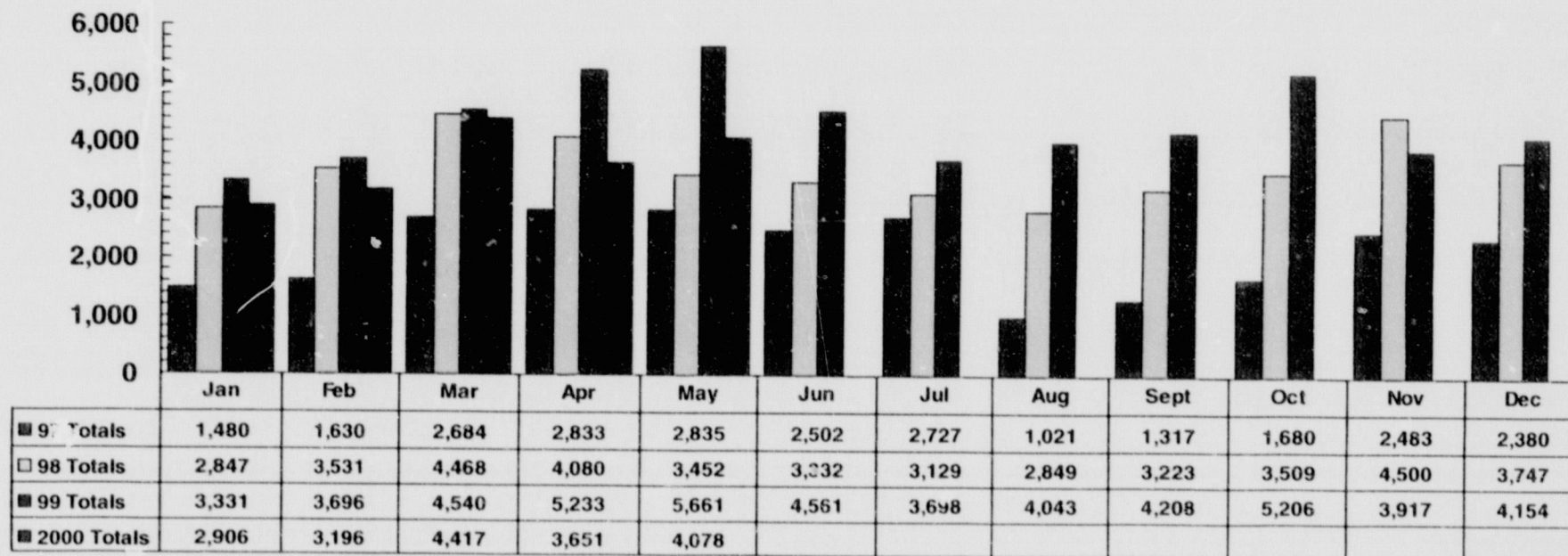
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2 of 2

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

Units



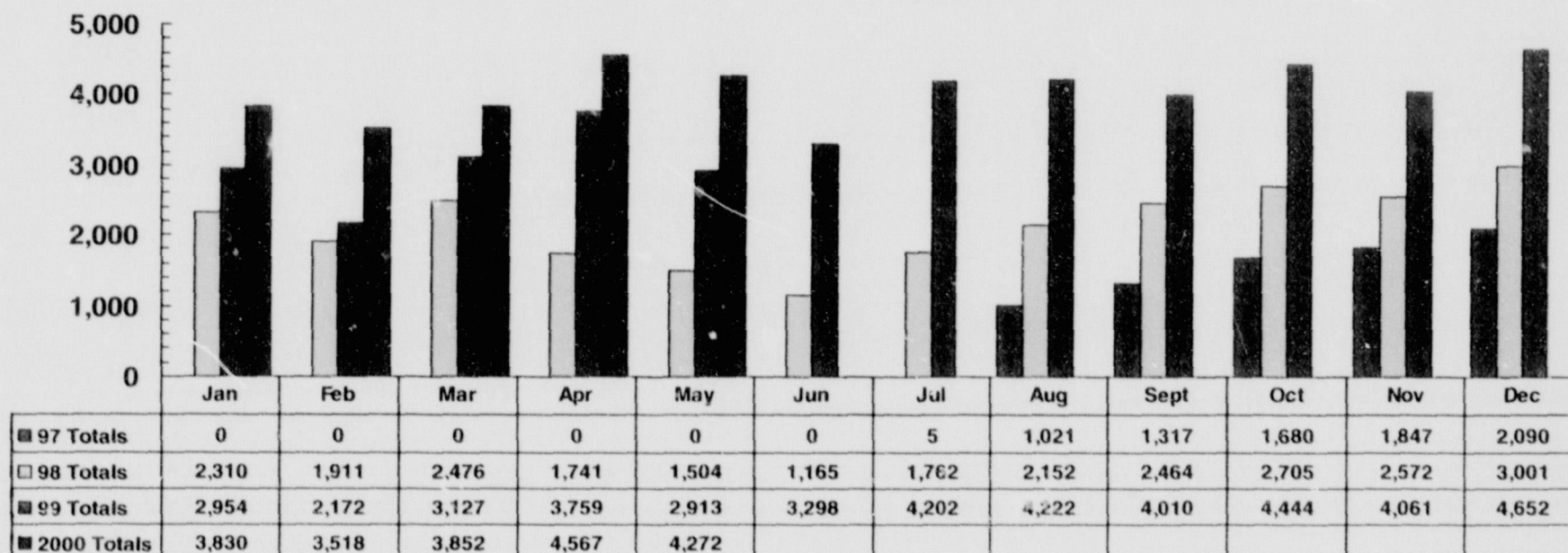
06/29/2000

May 2000 are Preliminary

ATTACHMENT 10

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

Units



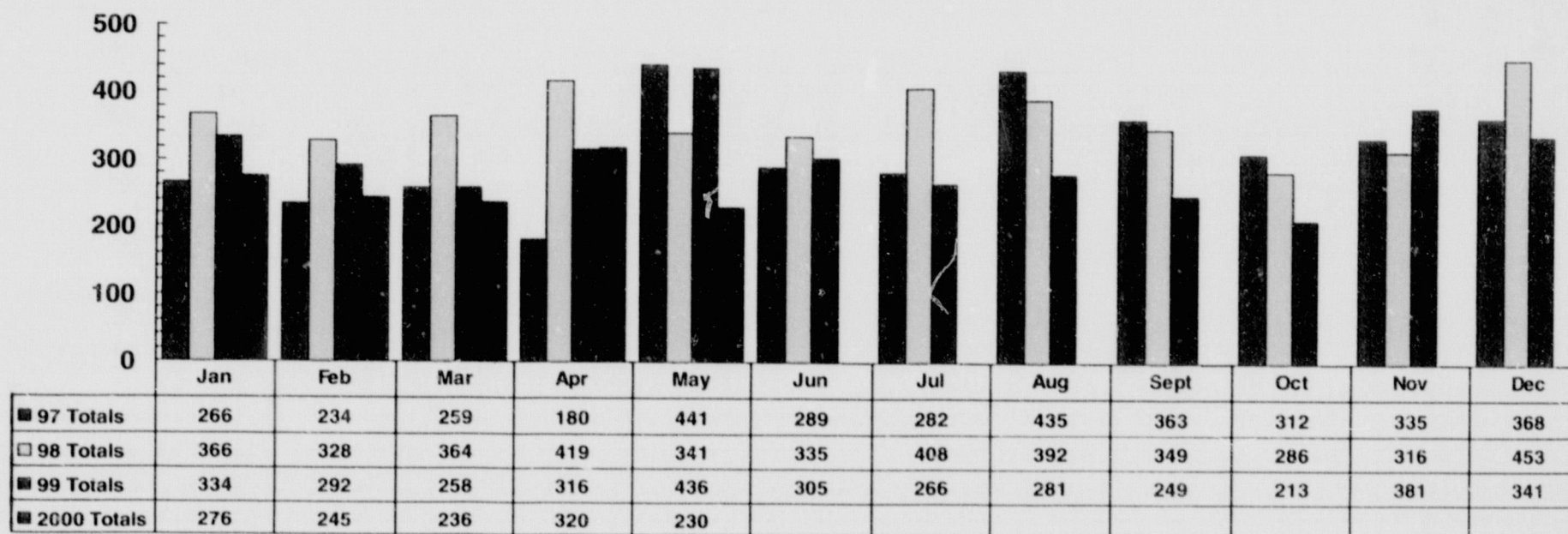
06/29/2000

May 2000 are Preliminary

ATTACHMENT 11

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

Units



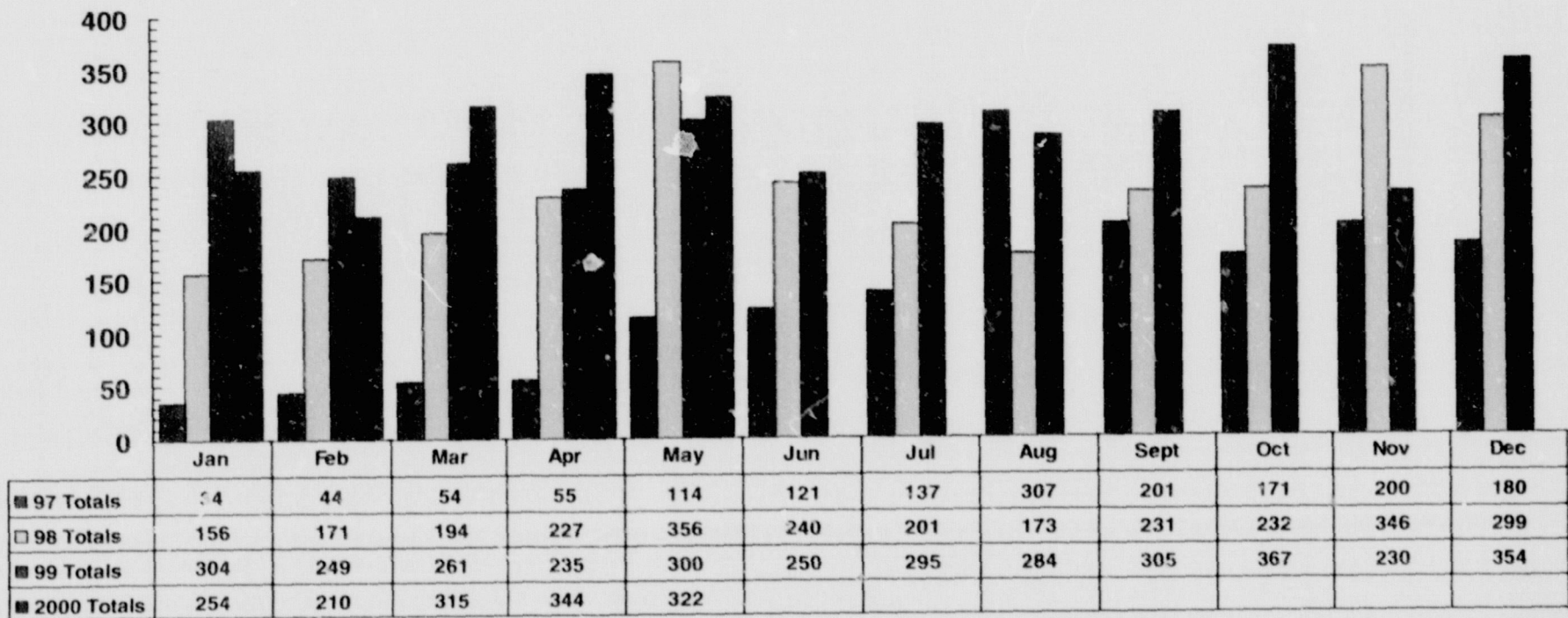
06/29/2000

May 2000 are Preliminary

ATTACHMENT 12

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

Units

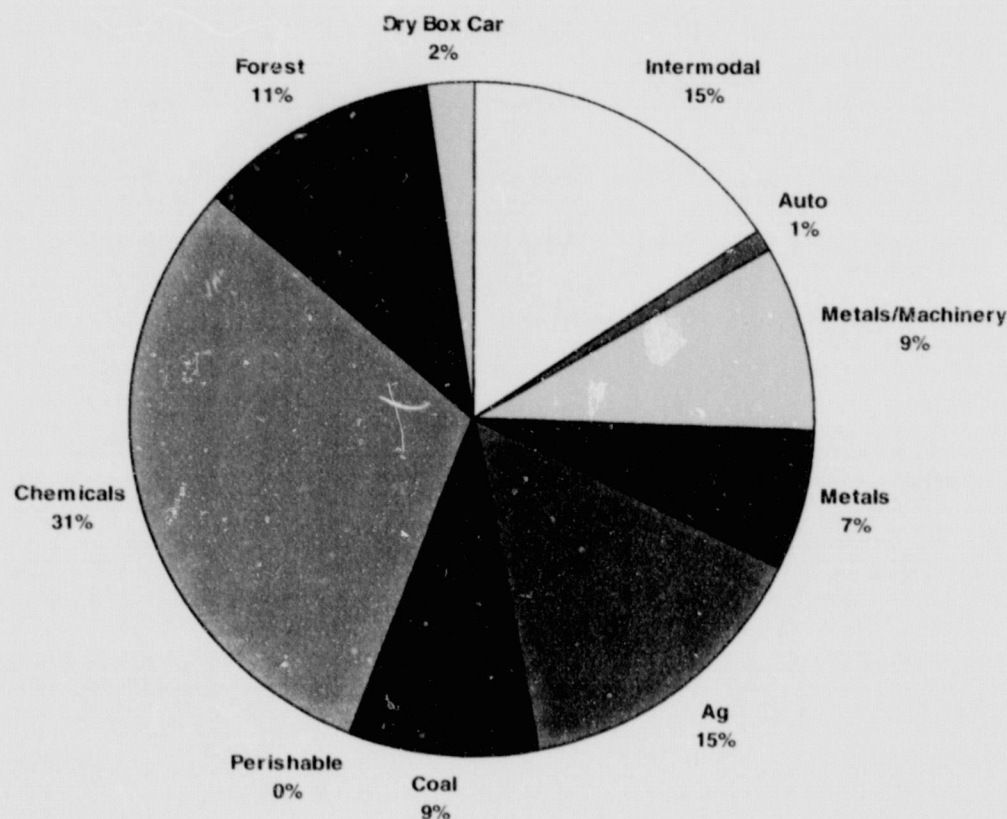


06/29/2000

May 2000 are Preliminary

ATTACHMENT 13

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



06/29/2000

May 2000 are Preliminary

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
Harcros Chemical Inc.	Little Rock	AR	2:1
Kaufman Lumber Whse (7th St)	Little Rock	AR	2:1
Northwest Hardwoods	Little Rock	AR	2:1
Sears Roebuck & Co	Little Rock	AR	2:1
Smith Fiberglass Prod Inc	Little Rock	AR	2:1
Smurfit Stone Container Corp	Little Rock	AR	2:1
Sterling Paint Inc (6th St)	Little Rock	AR	2:1
Sysco Food Svcs of Arkansas	Little Rock	AR	2:1
Thibault Milling	Little Rock	AR	2:1
Unisource	Little Rock	AR	2:1
Winburn Tile Mfg Co	Little Rock	AR	2:1
Central Terminal Distributing Centers, Inc	North Little Rock	AR	2:1
Koppers Industries Inc.	North Little Rock	AR	2:1
Mid South Seeds	North Little Rock	AR	2:1
Mountaire Feeds Inc	North Little Rock	AR	2:1
Oakley Bruce Inc	North Little Rock	AR	2:1
Onesource Home Building Center	North Little Rock	AR	2:1
PGI Nonwovens Polymer Group, Inc. Chicopee Div, Plant 1	North Little Rock	AR	2:1
PGI Nonwovens Polymer Group, Inc. Chicopee Div, Plant 2	North Little Rock	AR	2:1
S F Services Inc	North Little Rock	AR	2:1
S F Services Inc (Cooperative Mills Inc)	North Little Rock	AR	2:1
S F Services Inc (S F Svcs Fertilizer)	North Little Rock	AR	2:1
Southern Cotton Oil Co Div of ADM	North Little Rock	AR	2:1
Tenenbaum, A Co	North Little Rock	AR	2:1
Zeneca Agricultural Prod	North Little Rock	AR	2:1
ACF Industries	Paragould	AR	2:1
Ameri Steel (Florida Steel)	Paragould	AR	2:1
Century Tube Corporation	Pine Bluff	AR	2:1
Cloud Oak Flooring	Pine Bluff	AR	2:1
Gaylord Container Paper	Pine Bluff	AR	2:1
General Chemical Corp	Pine Bluff	AR	2:1
Global Materials Svcs LLC (GMSFOUR)	Pine Bluff	AR	2:1
Global Materials Svcs LLC (GMSMAIN)	Pine Bluff	AR	2:1
Global Materials Svcs LLC (GMSONE)	Pine Bluff	AR	2:1
Hixson Lumber Sales	Pine Bluff	AR	2:1
Hixson Lumber Sales	Pine Bluff	AR	2:1

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

Customer	Station	State	Status
Hoover Treated Wood Prod	Pine Bluff	AR	2:1
International Paper Mill	Pine Bluff	AR	2:1
Johnson Metal Recyclers	Pine Bluff	AR	2:1
Mid America Packaging Inc. - Div of Gaylord	Pine Bluff	AR	2:1
Pine Bluff Arsenal	Pine Bluff	AR	2:1
Planters Cotton Oil Mill	Pine Bluff	AR	2:1
Planters Cotton Seed	Pine Bluff	AR	2:1
Southern Bag	Pine Bluff	AR	2:1
Southern Compress Whse	Pine Bluff	AR	2:1
Strong Company Inc.	Pine Bluff	AR	2:1
Sun Grove Horticulture	Pine Bluff	AR	2:1
T W Pelton & Co	Pine Bluff	AR	2:1
Terra International Inc	Pine Bluff	AR	2:1
Tyson Foods Feedmill	Pine Bluff	AR	2:1
Tyson Foods Protein Blend Plant	Pine Bluff	AR	2:1
Viking Bag	Pine Bluff	AR	2:1
Commercial stg & Distribution Corp	Texarkana	AR	Agreement
Cooper Tire & Rubber Corp	Texarkana	AR	Agreement
General Electric Railcar Repair	Texarkana	AR	Agreement
Tri State Iron & Metal Corp	Texarkana	AR	Agreement
California Cereal (Nabisco Brands)	Elmhurst	CA	2:1
Fleenor Packing	Elmhurst	CA	2:1
Fleischman's Yeast	Elmhurst	CA	2:1
Longview Fibre Co	Elmhurst	CA	2:1
Pacific America Whse	Elmhurst	CA	2:1
General Motors	Fremont	CA	2:1
New United Motor Manufacturing	Fremont	CA	2:1
Toyota Logistics Svcs	Fremont	CA	2:1
Toyota Logistics Svcs	Fremont	CA	2:1
United States Gypsum	Fremont	CA	2:1
Cargill Inc. (Refinery)	Fullerton	CA	2:1
Hunt Wesson (Bldgs 18, 22 & 28)	Fullerton	CA	2:1
U S Army, Sierra Army Depot	Herlong	CA	2:1
Standard Iron & Metals Co	Kohler	CA	2:1
Sunshine Biscuit - Vacant Bldg	Kohler	CA	2:1
Christian 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
Brown Strauss Steel	Livermore	CA	2:1
G S Roofing Products	Livermore	CA	2:1
Gaylord Graphics	Livermore	CA	2:1
Livermore Whse	Livermore	CA	2:1
Salinas Reinforcing Inc	Livermore	CA	2:1
Mid-City Iron & Metal Corp	Los Angeles	CA	2:1
American Brass & Iron (ABI)	Melrose	CA	2:1
Armour Equipment Sales	Melrose	CA	2:1
Mother Cake & Cookies	Melrose	CA	2:1
Nabisco Brands	Oakland	CA	2:1
Kruse (O H) Grain & Milling Co	Ontario	CA	2:1
Intermod Industries	Ortega	CA	2:1
Kaiser Sand Gravel	Pleasanton	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

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

Customer	Station	State	Status
Del Monte Corp, Plant #3	San Jose	CA	2:1
Ecolab Inc	San Jose	CA	2:1
Floor Service Supply	San Jose	CA	2:1
Frank Lin Distillers Products Ltd	San Jose	CA	2:1
Frito Lay	San Jose	CA	2:1
International Paper Bag Pak Div	San Jose	CA	2:1
Markovits & Fox	San Jose	CA	2:1
Northern California Fertilizer	San Jose	CA	2:1
Red Wing Co Inc (National Preserve)	San Jose	CA	2:1
Safety Kleen Corp	San Jose	CA	2:1
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
Truck Rail Handling	Snoboy	CA	Transload
Chem-World Supply Inc	South Gate	CA	2:1
EKA Chemicals/EKA Nobel	South Gate	CA	2:1
Los Angeles Chemical Co (LACCO)	South Gate	CA	2:1
P Q Corporation	South Gate	CA	2:1
Titan Terminal & Transport	South Gate	CA	2:1
Hardwoods Inc	Trevarno	CA	2:1
Trans Western Polymers	Trevarno	CA	2:1
A L Gilbert	Turlock	CA	2:1
Americold Plant 1	Turlock	CA	2:1
Facility vacant/for lease (Snider Lbr)	Turlock	CA	2:1
Feedstuffs Processing Co.	Turlock	CA	2:1
International Paper	Turlock	CA	2:1
Purina Mills Inc	Turlock	CA	2:1
Rogers Food (Div Universal Foods)	Turlock	CA	2:1
Tab Products Co	Turlock	CA	2:1
Turlock Fruit	Turlock	CA	2:1
Truck Rail Handling	Warm Springs	CA	Transload
Capital City Warehouse	West Sacramento	CA	2:1
Capital Coors	West Sacramento	CA	2:1
Cargill	West Sacramento	CA	2:1
Crum & Crum Enterprises Inc	West Sacramento	CA	Transload
Farmers Rice Coop	West Sacramento	CA	2:1
Karrolton Envelope	West Sacramento	CA	2:1
Montgomery Ward & Co Distr Ctr	West Sacramento	CA	2:1
PFX Pet Supply	West Sacramento	CA	2:1
Port Of Sacramento (Yolo Port Dist)	West Sacramento	CA	2:1
The Ink Company	West Sacramento	CA	2:1
Treasure Chest	West Sacramento	CA	2:1
Unocal	West Sacramento	CA	2:1
American Metals Corp	Yolo Port	CA	2:1
California Distribution Center	Yolo Port	CA	2:1
Weyerhaeuser Lumber	Yolo Port	CA	2:1
Conoco Inc	Durham	CO	New Facility
Total Petroleum	Durham	CO	New Facility
American Soda, L.L.P.	Parachute	CO	New Facility
Agri Producers	Herington	KS	2:1
Cairo Coop Equity Exchange	Preston	KS	2:1
Crowley American Transport	Harbor	LA	2:1
Farmers Rice Milling Co Inc	Harbor	LA	2:1
Lake Charles Carbon Co, Div Reynolds Metals	Harbor	LA	2:1
Lake Charles Stevedores	Harbor	LA	2:1
M I Drilling Fluids	Harbor	LA	2:1

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

Customer	Station	State	Status
Calcasieu Steel & Pipe Inc	Lake Charles	LA	Agreement
Lake Charles American Press	Lake Charles	LA	Agreement
Lake Charles Harbor Terminal	Lake Charles	LA	Agreement
Lake Charles Public Elevator	Lake Charles	LA	Agreement
Allen Millwork Inc	Shreveport	LA	Agreement
Bell Industries	Shreveport	LA	Agreement
Custom Bilt Cabinet & Supply #1	Shreveport	LA	Agreement
G S Roofing Products Co Inc	Shreveport	LA	Agreement
Georgia Pacific Corp	Shreveport	LA	Agreement
Hart Lumber Co Inc	Shreveport	LA	Agreement
Murphy Bonded Whse Inc	Shreveport	LA	Agreement
National Biscuit Co (Nabisco)	Shreveport	LA	Agreement
Purina Mills Inc	Shreveport	LA	Agreement
S F Services Inc	Shreveport	LA	Agreement
Sears Roebuck & Co	Shreveport	LA	Agreement
Southwestern Electric Power Co	Shreveport	LA	Agreement
Conoco (Gulf Coast Lube Plant)	Sulphur	LA	Agreement
Arco Chemical (Olin Corp)	West Lake	LA	Agreement
Condea Vista Co	West Lake	LA	Agreement
Conoco Inc	West Lake	LA	Agreement
Dunham Price Inc	West Lake	LA	Agreement
Excel Paralubes	West Lake	LA	Agreement
Holnam Inc	West Lake	LA	Agreement
Jupiter Chemicals/Jupiter Nash	West Lake	LA	Agreement
M I Drilling Fluids	West Lake	LA	Agreement
Martin Marietta Aggregates	West Lake	LA	Agreement
Montell USA	West Lake	LA	Agreement
PPG Industries Inc	West Lake	LA	Agreement
R E Heidt Construction	West Lake	LA	Agreement
Reagent Chemical & Research	West Lake	LA	Agreement
Tetra Chemicals	West Lake	LA	Agreement
ABB Randall Corp	West Lake Charles	LA	Agreement
Baroid Drilling Fluids	West Lake Charles	LA	Agreement
Baroid Petroleum Services	West Lake Charles	LA	Agreement
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
Union Electric Company (dba Ameren UE)	Labadie	MO	2:1
Baker Hughes Inteq	Argenta	NV	2:1
Saga Exploration Co	Barth	NV	2:1
Atlas Towing Co	Battle Mountain	NV	New Facility
M I Drilling Fluids	Battle Mountain	NV	2:1
Sierra Chemical NV	Battle Mountain	NV	2:1
Cortez Gold Mines	Beowawe	NV	2:1
Fleischli Oil Corp	Beowawe	NV	2:1
SS Supply	Beowawe	NV	2:1

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

Customer	Station	State	Status
Union Pacific Fuels Inc	Beowawe	NV	2:1
Anschutz Marketing Transport	Carlin	NV	2:1
Continental Lime	Carlin	NV	2:1
Dust Chemical	Carlin	NV	2:1
Kilborn International	Carlin	NV	2:1
Thatcher Chemical Co - Nevada	Carlin	NV	2:1
Turner Gas	Carlin	NV	2:1
Baroid Drilling Fluids	Dunphy	NV	2:1
Kennecott Utah Copper	Dunphy	NV	2:1
Mine Service & Supply	Dunphy	NV	2:1
Newmont Gold Company Inc.	Dunphy	NV	New Facility
Alpark Petroleum	Elko	NV	2:1
Ash Grove Cement Co	Elko	NV	2:1
Blach Distributing	Elko	NV	2:1
Cashman Equipment	Elko	NV	2:1
Franklin Lumber Bldg Supply	Elko	NV	2:1
Nevada Freeport	Elko	NV	2:1
Nevada Ice & Cold Storage	Elko	NV	2:1
Par Gas	Elko	NV	2:1
Petro Source	Elko	NV	2:1
Petro Source Asphalt Terminal	Elko	NV	2:1
Tricon Metals & Services, Inc.	Elko	NV	2:1
Quebecor Printing Nevada Inc	Fernley	NV	New Facility
Valley Joist Corp	Fernley	NV	New Facility
Continental Lime	Golconda	NV	2:1
Diamond Plastics Co	Golconda	NV	2:1
U S Barium	Golconda	NV	2:1
Kennecott Utah Copper	Jayhawk	NV	2:1
Transwood Inc	Jayhawk	NV	2:1
Kennecott Utah Copper	Redhouse	NV	2:1
Transwood Inc	Redhouse	NV	2:1
Coastal Chemical	Reno	NV	2:1
Sierra Chemical Of Nevada	Reno	NV	2:1
BNSF Nevada Quality Distr Center (QDC)	Sparks	NV	New Facility
Sierra Pacific Power	Valmy	NV	2:1
Dupont	Vivian	NV	2:1
Van Waters & Rogers	Vivian	NV	2:1
Mobil Chemical	Amelia	TX	2:1
Econo Rail Corp	Baytown	TX	2:1
Exxon Chemical Americas	Baytown	TX	Agreement
Exxon Chemical Plastics	Baytown	TX	Agreement
Exxon Company USA	Baytown	TX	Agreement
Jindal United Steel Corp	Baytown	TX	2:1
Rhodia	Baytown	TX	2:1
SAW Pipes USA Inc	Baytown	TX	2:1
Seapac Inc	Baytown	TX	2:1
United States Steel/USX	Baytown	TX	2:1
Thompson Consumer Electronics (RCA)	Belen	TX	New Facility
City Of Brownsville	Brownsville	TX	2:1
Milwhite	Brownsville	TX	2:1
Premier Services Corp	Brownsville	TX	2:1
Tex Mex Cold Storage	Brownsville	TX	2:1
Farstad Oil	Buford	TX	2:1
Lopez Scrap Metal	Buford	TX	2:1
El Paso Valley Cotton Assn	Clint	TX	2:1
T & R Chemicals Inc	Clint	TX	2:1
Valley Feed Mills	Clint	TX	2:1
Citgo Petroleum East Plant	Corpus Christi	TX	2:1

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

Customer	Station	State	Status
Citgo Petroleum West Plar.	Corpus Christi	TX	2:1
Coastal Refining & Marketing	Corpus Christi	TX	2:1
Elementis Chromium	Corpus Christi	TX	2:1
Encycle Texas Inc.	Corpus Christi	TX	2:1
ESCO Distributors Inc	Corpus Christi	TX	2:1
Koch Refining Company, East Plant	Corpus Christi	TX	2:1
Nueces Grain Company	Corpus Christi	TX	2:1
US Interstate Grain Corp., Port Terminal	Corpus Christi	TX	2:1
Zarsky Lumber Co.	Corpus Christi	TX	2:1
Defense Distribution Depot	Defense	TX	2:1
Penreco	Dickinson	TX	2:1
Gulf States Asphalt	Dumont	TX	2:1
Houston L&P #1	Dumont	TX	2:1
Houston L&P #3	Dumont	TX	2:1
South Houston Lumber	Dumont	TX	2:1
General Tire	East Waco	TX	2:1
Four Star Sugars	El Paso	TX	New Facility
Amoco Chemical	Eldon	TX	Agreement
Bayer Chemical	Eldon	TX	Agreement
Borden Chemical	Eldon	TX	2:1
Chevron Chemical	Eldon	TX	Agreement
City Public Service Board of San Antonio	Elmendorf	TX	2:1
Richard Bills Feedlot	Fabens	TX	2:1
Romney Implement	Fabens	TX	2:1
Swig Cotton Compress	Fabens	TX	2:1
Ashland Chemical	Genoa	TX	2:1
Pioneer Concrete Texas	Genoa	TX	2:1
Sunbelt Asphalt Materials	Genoa	TX	2:1
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 Distribution Center	Great Southwest	TX	2:1
National Gypsum Co	Great Southwest	TX	2:1
National Starch Chemical	Great Southwest	TX	2:1
Packaging Corp of America	Great Southwest	TX	2:1
Pennzoil Prod	Great Southwest	TX	2:1
Pepsi Cola	Great Southwest	TX	2:1
Porter Warner Ind	Great Southwest	TX	2:1
Professional Food Systems	Great Southwest	TX	2:1
Quality Logistics Services	Great Southwest	TX	2:1
Solvay Engineered Polymers (DS Plastics)	Great Southwest	TX	2:1

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

Customer	Station	State	Status
Sigma Network Inc.	Great Southwest	TX	2:1
Texas Plywood Lumber	Great Southwest	TX	2:1
Tucker Housewares	Great Southwest	TX	2:1
Tulco Oil	Great Southwest	TX	2:1
Uvtec	Great Southwest	TX	2:1
Wainwright Ind	Great Southwest	TX	2:1
Western Reclamation	Great Southwest	TX	2:1
Weyerhaeuser	Great Southwest	TX	2:1
Willamette Industries Bag	Great Southwest	TX	2:1
Willamette Industries Corrug	Great Southwest	TX	2:1
LCRA Plant	Halsted	TX	2:1
Alamo Forest Products Inc.	Harlingen	TX	2:1
Cameron Ashley Building Products	Harlingen	TX	2:1
Earthgrains Co	Harlingen	TX	2:1
Georgia Pacific Corp	Harlingen	TX	2:1
Harlingen Valley Compress Co., Inc.	Harlingen	TX	2:1
Joiner Foodservice Inc.	Harlingen	TX	2:1
Rio Grande Oil Mill	Harlingen	TX	2:1
Valley Compress Co., Inc.	Harlingen	TX	2:1
Valley Coop Oil Mill (Valco Chemical)	Harlingen	TX	2:1
Valley Morning Star	Harlingen	TX	2:1
M G Building Materials	Heafer	TX	2:1
Wheelwright & Associates	League City	TX	2:1
Exxon Chemical Americas	Mont Belvieu	TX	Agreement
Allied Signal	Orange	TX	2:1
Bayer Fibers Additives/Rubber	Orange	TX	2:1
Chevron Chemical	Orange	TX	2:1
Dupont De Nemours, E I	Orange	TX	2:1
Equitable Bag	Orange	TX	2:1
Firestone Syn Rubber Latex	Orange	TX	2:1
Lewis Plastics	Orange	TX	2:1
Neches Inc	Orange	TX	2:1
Orange City Of	Orange	TX	2:1
Orange Port Of	Orange	TX	2:1
Orange Ship Building	Orange	TX	2:1
Precinct One Orange County	Orange	TX	2:1
PrintPak (James River)	Orange	TX	2:1
Rescar Inc	Orange	TX	2:1
Sabine Warehouse	Orange	TX	2:1
Schulman Plant (Burnett St)	Orange	TX	2:1
Schulman Plant (Thomas St)	Orange	TX	2:1
Texas Polymer Services	Orange	TX	2:1
West Orange City Of	Orange	TX	2:1
Wilson Warehouse	Orange	TX	2:1
Alamo Iron Works	San Antonio	TX	2:1
Allen & Allen Co	San Antonio	TX	2:1
BFI (Browning Ferris Industries)	San Antonio	TX	2:1
Big Tex Grain	San Antonio	TX	2:1
Block Distributing, Wine Div	San Antonio	TX	2:1
California Fruit Co	San Antonio	TX	2:1
Crystal Cold Storage	San Antonio	TX	2:1
Dittmar Lumber Corp	San Antonio	TX	2:1
Fiesta Warehousing Distribution	San Antonio	TX	Transload
Fite Distribution Services	San Antonio	TX	2:1
Georgia Pacific Corp	San Antonio	TX	2:1
GLI Distributing	San Antonio	TX	2:1
Halo Distributing	San Antonio	TX	2:1
Hart Lumber	San Antonio	TX	2:1

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

Customer	Station	State	Status
Hood Clays Vr	San Antonio	TX	2:1
Imperial Bedding	San Antonio	TX	2:1
Lone Star Brewing	San Antonio	TX	2:1
Newell Industries Inc	San Antonio	TX	2:1
Newell Recycling of San Antonio, L.P.	San Antonio	TX	2:1
Pearl Brewing	San Antonio	TX	2:1
Pioneer Flour Mills	San Antonio	TX	2:1
Salt Exchange Inc	San Antonio	TX	2:1
Savage Industries, Industrial Rail Services	San Antonio	TX	Transload
South Texas Liquid Terminal	San Antonio	TX	Transload
Southern Merchandise Stge Co	San Antonio	TX	2:1
Star Seed & Grain	San Antonio	TX	2:1
Superior Tomato-Avacado Co Inc	San Antonio	TX	2:1
Trinity Industries Inc	San Antonio	TX	2:1
Westland Specialty Oil Company Inc	San Antonio	TX	2:1
Wright Oil	San Antonio	TX	2:1
Merco Joint Venture	Sierra Blanca	TX	2:1
San Patricio County Commissioner, Pricinct 1	Sinton	TX	2:1
A E Staley @ Imperial Holly facility	Sugar Land	TX	2:1
Imperial Holly	Sugar Land	TX	2:1
Nalco Exxon Energy Chemicals	Sugar Land	TX	2:1
J J S Distributing	Texarkana	TX	Agreement
Kerr McGee Chemical Corp	Texarkana	TX	Agreement
Miller Bowie County Farmers (Willis St)	Texarkana	TX	Agreement
Texarkana Milling Supply	Texarkana	TX	Agreement
Amrail Services	Tornillo	TX	Transload
Drake Enterprises	Tornillo	TX	2:1
American Plant Food Co	Tyler	TX	2:1
Bonar Packaging	Tyler	TX	2:1
Cameron Ashley Building Products	Tyler	TX	2:1
Jewell Concrete Products	Tyler	TX	2:1
Kelly Springfield Tire	Tyler	TX	2:1
Sunbelt Cement	Tyler	TX	2:1
Transit Mix Concrete Material	Tyler	TX	2:1
Kamin Furniture	Victoria	TX	2:1
Cameron Ashley Building Products	Waco	TX	2:1
Central Forwarding Co	Waco	TX	2:1
Central Texas Iron Works	Waco	TX	2:1
Central Warehouse Co	Waco	TX	2:1
Certainteed	Waco	TX	2:1
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

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

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

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

Customer	Station	State	Status
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
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

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

Customer	Station	State	Status
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 & Wise	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
Philiips 66W	Woods Cross	UT	2:1

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

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

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

Customer	Station	State	Status
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
Abbott Labs	McNeil	TX	LHRR	2:1 SL
Acme Brick	Elgin	TX	LHRR	2:1 SL
Auto Warehousing Co	Corpus Christi	TX	CCTR	2:1 SL
Advance Paper Co Janitorial	New Orleans	LA	NOPB	2:1 SL
Allen Tank	New Iberia	LA	LDRR	2:1 SL
Alliant Foodservice	Austin	TX	LHRR	2:1 SL
Ambar Inc	New Iberia	LA	LDRR	2:1 SL
American Fiber Industries	Little Rock	AR	LRPA	2:1 SL
American Manufacturing	Lafayette	LA	LDRR	2:1 SL
Amfels Inc	Brownsville	TX	BRG	2:1 SL
Anbel Corporation	Brownsville	TX	BRG	2:1 SL
Andrews Distributing Company Inc	Corpus Christi	TX	TM	2:1 SL
Anglo Iron & Metal	Port of Brownsville	TX	BRG	2:1 SL
Austin Marble	Georgetown	TX	GRR	2:1 SL
Austin Steam Train Assn	Austin	TX	LHRR	2:1 SL
Schick Steel	Little Rock	AR	LRPA	2:1 SL
Baroid Sales Co (NI Ind)	New Orleans	LA	NOPB	2:1 SL
Barriere Construction Co	New Orleans	LA	NOPB	2:1 SL
Bayou Pipe Coating	New Iberia	LA	LDRR	2:1 SL
Benhard Warehouse	Opelousas	LA	AKDN	2:1 SL
Better Boxing	New Orleans	LA	NOPB	2:1 SL
Baker Hughes Inteq	Corpus Christi	TX	TM	2:1 SL
BHP Copper	Riepetown	NV	BHP	2:1 SL
Block Distributing Company	Corpus Christi	TX	TM	2:1 SL
BMC West	Ogden	UT	UCRY	2:1 SL
Boise Cascade	City Limits	UT	SLGW	2:1 SL
Boonesborough Inc	Austin	TX	LHRR	2:1 SL
Bourg Wilson Lbr & Bldg Inc	New Orleans	LA	NOPB	2:1 SL
Branch Warehouse	Lafayette	LA	LDRR	2:1 SL
Brownsville Refining	Brownsville	TX	BRG	2:1 SL
Corpus Christi Grain Co	Corpus Christi	TX	TM	2:1 SL
Cabot Corp	Bayou Sale	LA	LDRR	2:1 SL
Cactus Canyon Quarries Inc	Marble Falls	TX	LHRR	2:1 SL
Cal-Chlor Inc	Opelousas	LA	AKDN	2:1 SL
Capital Beverage	Austin	TX	LHRR	2:1 SL
Capital Beverage	Scobee	TX	LHRR	2:1 SL
Capitol Aggregates (Delta)	Marble Falls	TX	LHRR	2:1 SL
Carbo Ceramics	New Iberia	LA	LDRR	2:1 SL
Cargill Salt	Baldwin	LA	LDRR	2:1 SL
Carl & Carol Meyer	Brownsville	TX	BRG	2:1 SL
Catalyst Recovery	Lafayette	LA	LDRR	2:1 SL
Butterfield Bldg Matl (Lumber)	Midvale	UT	SL	2:1 SL
Centennial Gas Liquids	Ogden Sugar Works	UT	UCRY	2:1 SL
Chem USA Corp	Brownsville	TX	BRG	2:1 SL
Chemical Lime	Marble Falls	TX	LHRR	2:1 SL
Citadel Cement/ Laforest Co	New Orleans	LA	NOPB	2:1 SL
Coastal Chemical	New Iberia	LA	LDRR	2:1 SL
Columbia Western Clay	Brownsville	TX	BRG	2:1 SL
Columbian Chemicals Co	Bayou Sale	LA	LDRR	2:1 SL
Comercializadora Lajunta	Brownsville	TX	BRG	2:1 SL
Comstar International	City Limits	UT	SLGW	2:1 SL
Constar International	Salt Lake City	UT	SLGW	2:1 SL
Clemtex Inc	Corpus Christi	TX	TM	2:1 SL
Continental Grain Corp	Danville	AR	LRWN	2:1 SL
Corpus Christi Public Elevator	Corpus Christi	TX	CCTR	2:1 SL
Creole Fermentation	New Iberia	LA	LDRR	2:1 SL
Crown Oil Chemical	New Orleans	LA	NOPB	2:1 SL

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

Customer	Station	State	Serving Carrier	Status
Dbi R Equine Feed Supply	New Orleans	LA	NOPB	2:1 SL
Deavo Lime Pelican Divn	New Orleans	LA	NOPB	2:1 SL
Degussa Carbon Black Corp	New Iberia	LA	LDRR	2:1 SL
Depuy Stg & Fwd	New Orleans	LA	NOPB	2:1 SL
Distron	Jefferson	LA	NOPB	2:1 SL
Dix-Fairway Terminals	Corpus Christi	TX	CCTR	2:1 SL
Dravo Basic Materials	New Orleans	LA	NOPB	2:1 SL
Dufrene Building Materials Inc	Raceland	LA	LDRR	2:1 SL
Duropaper Bag Mfg	Brownsville	TX	BRG	2:1 SL
Elgo Internacional	Brownsville	TX	BRG	2:1 SL
Elks Concrete Products	Lafayette	LA	LDRR	2:1 SL
Enterprise Products	Breaux Bridge	LA	LDRR	2:1 SL
Falcon Rice Mill	Crowley	LA	AKDN	2:1 SL
Farrell Cooper Mining	Corpus Christi	TX	CCTR	2:1 SL
FMC	Opelousas	LA	AKDN	2:1 SL
Francis Drilling Fluids Ltd	Crowley	LA	AKDN	2:1 SL
Frontier Services	Brownsville	TX	BRG	2:1 SL
Emick Prejean & Son Inc	Opelousas	LA	AKDN	2:1 SL
G N I Group (Disposal System)	Corpus Christi	TX	TM	2:1 SL
Gaiennie Lumber	Opelousas	LA	AKDN	2:1 SL
Garva Corp	Brownsville	TX	BRG	2:1 SL
Gats Masonry	New Orleans	LA	NOPB	2:1 SL
Georgia Pacific Corp	Salt Lake City	UT	SL	2:1 SL
Global Stone Lc	Brownsville	TX	BRG	2:1 SL
Ameri Gas	Perry	AR	LRWN	2:1 SL
Greenline Chemical Co	Elgin	TX	LHRR	2:1 SL
Groendyke Transport	Brownsville	TX	BRG	2:1 SL
Gulf Compress	Corpus Christi	TX	UP/TM	2:1 SL
Gulf Facilities Inc	Brownsville	TX	BRG	2:1 SL
Gulf Facilities Inc	Port of Brownsville	TX	BRG	2:1 SL
Gulf Stream Marine Of Brownsville	Brownsville	TX	BRG	2:1 SL
Gulmar Inc	Port of Brownsville	TX	BRG	2:1 SL
Gulmar Inc	Brownsville	TX	BRG	2:1 SL
Halliburton	Lafayette	LA	LDRR	2:1 SL
Hausman, Sam Meat Packer	Corpus Christi	TX	TM	2:1 SL
Helena Chemical	Crowley	LA	AKDN	2:1 SL
Henderson Wheel & Whse Supply	Salt Lake City	UT	SL	2:1 SL
Holnam	New Orleans	LA	NOPB	2:1 SL
Hoover Building Supply	Burnet	TX	LHRR	2:1 SL
Horizon Intl	New Orleans	LA	NOPB	2:1 SL
Hug Condon & Mayflower Moving & Storing	New Orleans	LA	NOPB	2:1 SL
Huntsman Chemical Corp	Austin	TX	LHRR	2:1 SL
Iberia Sugar	New Iberia	LA	LDRR	2:1 SL
Iberia Threading	New Iberia	LA	LDRR	2:1 SL
Infiltrator Systems	Ogden	UT	UCRY	2:1 SL
Inter Transfer	Brownsville	TX	BRG	2:1 SL
Interlube Terminals	Brownsville	TX	BRG	2:1 SL
Intermountain Furniture	Salt Lake City	UT	SL	2:1 SL
Intermountain Grain	Ogden	UT	UCRY	2:1 SL
Intermountain Lumber Co	Salt Lake City	UT	SL	2:1 SL
International Stainless Steel	Brownsville	TX	BRG	2:1 SL
Interstate Highway Sign Co	Little Rock	AR	LRPA	2:1 SL
Itapco Bville Termi	Brownsville	TX	BRG	2:1 SL
Itapco Tejano Termi	Brownsville	TX	BRG	2:1 SL
J H Supply	McNeil	TX	LHRR	2:1 SL
J M Huber	Marble Falls	TX	LHRR	2:1 SL
J Pinelli Corp	Austin	TX	LHRR	2:1 SL
John Houlihan	Brownsville	TX	BRG	2:1 SL

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

Customer	Station	State	Serving Carrier	Status
Kraft Food Service	Austin	TX	LHRR	2:1 SL
Krielow Brothers	Roanoke	LA	AKDN	2:1 SL
Lane & Co	New Orleans	LA	NOPB	2:1 SL
Larkin Cattle Co	Ogden Sugar Works	UT	UCRY	2:1 SL
Lengsfeld Bros - Lengsfeld Pkg	New Orleans	LA	NOPB	2:1 SL
Liberty Connell	New Iberia	LA	LDRR	2:1 SL
Liberty Engr Inc	Brownsville	TX	BRG	2:1 SL
Lincoln Big Three	Harvey	LA	NOPB	2:1 SL
Liq Quick Fertilizer	Crowley	LA	AKDN	2:1 SL
Liquid Sugars Inc	New Orleans	LA	NOPB	2:1 SL
Little Rock Distributing	Little Rock	AR	LRPA	2:1 SL
Logistics Services Inc. (LSI)	Little Rock	AR	LRPA	2:1 SL
Lockport Thermostats	Lockport	LA	LDRR	2:1 SL
M G Building Materials Inc.	Corpus Christi	TX	TM	2:1 SL
M I Drilling Fluids Co	Harvey	LA	NOPB	2:1 SL
Marine Scrap Corp	Brownsville	TX	BRG	2:1 SL
Marzoni & Associates	New Orleans	LA	NOPB	2:1 SL
McFarland Cascade Corp	Ogden Sugar Works	UT	UCRY	2:1 SL
Missionary Expeditors Inc	New Orleans	LA	NOPB	2:1 SL
Morton Salt	Baldwin	LA	LDRR	2:1 SL
Mountain Fuel Supply	Salt Lake City	UT	SLGW	2:1 SL
Namasco	New Orleans	LA	NOPB	2:1 SL
National Beverage	Thibodaux	LA	LDRR	2:1 SL
National By Products	Little Rock	AR	LRPA	2:1 SL
National Distribution	City Limits	UT	SLGW	2:1 SL
Neeb Kearney Inc	New Orleans	LA	NOPB	2:1 SL
New Orleans Distribution	New Orleans	LA	NOPB	2:1 SL
New Orleans Metal Works	New Orleans	LA	NOPB	2:1 SL
Nicolas Paper	Lockport	LA	LDRR	2:1 SL
Northark Industrial Park	Lafayette	LA	LDRR	2:1 SL
Northwest Trading Co	Ogden Sugar Works	UT	UCRY	2:1 SL
Oglebay Norton	Brownsville	TX	BRG	2:1 SL
Olin	New Iberia	LA	LDRR	2:1 SL
Olin	Lockport	LA	LDRR	2:1 SL
Wheatland Tube - Omega Div	Little Rock	AR	LRPA	2:1 SL
Pacific Cold Storage	City Limits	UT	SLGW	2:1 SL
Open Sesame Commodity	Brownsville	TX	BRG	2:1 SL
Orleans Mats Equipment Co	New Orleans	LA	NOPB	2:1 SL
Pacificorp	Salt Lake City	UT	SLGW	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
Penn Octane Corp	Brownsville	TX	BRG	2:1 SL
Pennzoil Products	New Orleans	LA	NOPB	2:1 SL
Petroliquids Terminal	Brownsville	TX	BRG	2:1 SL
Delta Steel Inc	Corpus Christi	TX	TM	2:1 SL
Pind Supply Inc	Little Rock	AR	LRPA	2:1 SL
Pioneer Concrete of Tx Inc	Burnet	TX	LHRR	2:1 SL
Pioneer Door Sales	Ogden	UT	UCRY	2:1 SL
Plitt Crane & Equipment Inc	Brownsville	TX	BRG	2:1 SL
Plymouth Cordage	New Orleans	LA	NOPB	2:1 SL
Plywood Panels	New Orleans	LA	NOPB	2:1 SL
Pontchartrain Matl Corp	New Orleans	LA	NOPB	2:1 SL
Port Elevator-Brownsville	Brownsville	TX	BRG	2:1 SL
Port Of Brownsville	Brownsville	TX	BRG	2:1 SL
Port of Corpus Christi Authority	Corpus Christi	TX	CCTR	2:1 SL
Prairie Construction Co	Opelousas	LA	AKDN	2:1 SL

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

Customer	Station	State	Serving Carrier	Status
Premiere Casing	New Iberia	LA	LDRR	2:1 SL
Quimica Fluor Sa	Brownsville	TX	BRG	2:1 SL
Raceland Sugar	Lockport	LA	LDRR	2:1 SL
Reily Chemical Co	New Orleans	LA	NOPB	2:1 SL
Reily Wm B - Blue Plate Fine Foods	New Orleans	LA	NOPB	2:1 SL
Ribelen Sales Inc	New Orleans	LA	NOPB	2:1 SL
Rio Plastics Inc	Brownsville	TX	BRG	2:1 SL
Rippner Inc	New Orleans	LA	NOPB	2:1 SL
River Cement	Little Rock	AR	LRPA	2:1 SL
Riviana Food Inc	Abbeville	LA	LDRR	2:1 SL
R M Walsdorf Co	Brownsville	TX	BRG	2:1 SL
Roll & Hold	Brownsville	TX	BRG	2:1 SL
Round Butte Products	Ogden Sugar Works	UT	UCRY	2:1 SL
RR Maintenance & Constr	Brownsville	TX	BRG	2:1 SL
Ryan Timber Co	New Orleans	LA	NOPB	2:1 SL
Safety Kleen	Little Rock	AR	LRPA	2:1 SL
Sanco International Inc	Brownsville	TX	BRG	2:1 SL
Satellite I Inc	Brownsville	TX	BRG	2:1 SL
Schaefer Stevedoring	Port of Brownsville	TX	BRG	2:1 SL
Sealand	New Orleans	LA	NOPB	2:1 SL
Sears Roebuck & Co	Salt Lake City	UT	SL	2:1 SL
Sewerage & Water Board of New Orleans	New Orleans	LA	NOPB	2:1 SL
Shiner	Austin	TX	LHRR	2:1 SL
Sloane, George Fischer Mfg Co Inc	Little Rock	AR	LRPA	2:1 SL
South Pacific Plywood Lumber	Brownsville	TX	BRG	2:1 SL
South Texas Grain	Brownsville	TX	BRG	2:1 SL
Southeast Recycling	New Orleans	LA	NOPB	2:1 SL
Southern Bldg Products	Little Rock	AR	LRPA	2:1 SL
Southern Scrap	Little Rock	AR	LRPA	2:1 SL
Southern Scrap Matl Co	New Orleans	LA	NOPB	2:1 SL
Southern Steel & Aluminum	New Orleans	LA	NOPB	2:1 SL
Southland Products	Little Rock	AR	LRPA	2:1 SL
Southwest Feed Farm	Opelousas	LA	AKDN	2:1 SL
Southwest Grain	Brownsville	TX	BRG	2:1 SL
Standard Builders Supply	Salt Lake City	UT	SL	2:1 SL
Standard Coffee	New Orleans	LA	NOPB	2:1 SL
TransMontaigne Terminating Inc	Brownsville	TX	BRG	2:1 SL
STG Leasing Co	Brownsville	TX	BRG	2:1 SL
Dyno Nobel Mid America	Feld	TX	GRR	2:1 SL
Team Track Feld	Feld	TX	GRR	2:1 SL
Texas Granite	Marble Falls	TX	LHRR	2:1 SL
Texas Industries Inc. (TXI)	Corpus Christi	TX	TM	2:1 SL
Texas International Ry	Brownsville	TX	BRG	2:1 SL
Texas Lehigh Cement	Corpus Christi	TX	CCTR	2:1 SL
Timet	Corpus Christi	TX	CCTR	2:1 SL
South Texas Grain (Tip O Tex Elevator)	Brownsville	TX	BRG	2:1 SL
Top Dollar Cement	Weir	TX	GRR	2:1 SL
Transforma Marine	Brownsville	TX	BRG	2:1 SL
Transit Mix Inc	Georgetown	TX	GRR	2:1 SL
Transoceanic Shipping/ Intl Export Packers of La	Kenner	LA	NOPB	2:1 SL
Trico Technologies Corp	Brownsville	TX	BRG	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
Twin Bros Marine	Baldwin	LA	LDRR	2:1 SL
U S Brick	Elgin	TX	LHRR	2:1 SL
Union Carbide	Port of Brownsville	TX	BRG	2:1 SL
United Masonry Supply Inc.	Corpus Christi	TX	TM	2:1 SL
US Army Corp of Engineering	New Orleans	LA	NOPB	2:1 SL

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

Customer	Station	State	Serving Carrier	Status
US Gypsum Co	New Orleans	LA	NOPB	2:1 SL
Pacificorp	Gadsby	UT	SLGW	2:1 SL
Valcones Recycling	Elgin	TX	LHRR	2:1 SL
Vinyl Building Products	Little Rock	AR	LRPA	2:1 SL
Vista Trading	Corpus Christi	TX	CCTR	2:1 SL
Warren Furniture	Austin	TX	LHRR	2:1 SL
Wasatch Shippers	Salt Lake City	UT	SL	2:1 SL
Wasatch Metal Salvage	Salt Lake City	UT	SL	2:1 SL
Recycle America	Little Rock	AR	LRPA	2:1 SL
Wayne Poultry & Feed (Div Continental Grain)	Danville	AR	LRWN	2:1 SL
Ray West Warehouses Inc	Corpus Christi	TX	TM	2:1 SL
Western Zirconium (Westinghouse Electric)	Little Mountain	UT	UCRY	2:1 SL
Westway Terminal (Trading)	Port of Brownsville	TX	BRG	2:1 SL
Wholesalers, Inc.	Corpus Christi	TX	TM	2:1 SL
A To Z Paper Co	New Orleans	LA	NOPB	2:1 SL
ABC Supply	Austin	TX	LHRR	2:1 SL
Acadiana Scrap Salvage	Crowley	LA	AKDN	2:1 SL
Acco Waste Paper	Austin	TX	LHRR	2:1 SL
Atlas Iron & Metal Company	Corpus Christi	TX	TM	2:1 SL
Best Group Marine	Brownsville	TX	BRG	2:1 SL
Brownsville Gulfside Warehouse	Port of Brownsville	TX	BRG	2:1 SL
Bubbas Produce	New Orleans	LA	NOPB	2:1 SL
Certified Warehouse	City Limits	UT	SLGW	2:1 SL
Coastal Timbers	New Iberia	LA	LDRR	2:1 SL
Collins Pine	Chester	CA	AL	2:1 SL
Corpus Christi Public Compress	Corpus Christi	TX	CCTR	2:1 SL
Democrat Printing & Lithographing Co	Little Rock	AR	LRPA	2:1 SL
Dix Industries Inc	Brownsville	TX	BRG	2:1 SL
Dunn Oil Company	Salt Lake City	UT	SL	2:1 SL
Duro Bag	Port of Brownsville	TX	BRG	2:1 SL
Elgin Butler Brick	Elgin	TX	LHRR	2:1 SL
Elgin Warehousing Corp	Elgin	TX	LHRR	2:1 SL
Garva Corp	Port of Brownsville	TX	BRG	2:1 SL
Glazer Steel and Aluminum	New Orleans	LA	NOPB	2:1 SL
Hudson Printing Blaire	Salt Lake City	UT	SL	2:1 SL
Industrial Stainless & Alloys	Corpus Christi	TX	TM	2:1 SL
International Shipbreaking	Brownsville	TX	BRG	2:1 SL
Levitz Furniture	New Orleans	LA	NOPB	2:1 SL
Liberty Rice	Kaplan	LA	LDRR	2:1 SL
Lou Ana Foods	Opelousas	LA	AKDN	2:1 SL
Louisiana Sw Scrap & Salvage	Lafayette	LA	LDRR	2:1 SL
Miller Brands	Harahan	LA	NOPB	2:1 SL
New Orleans Marine Cont	New Orleans	LA	NOPB	2:1 SL
Riceland Foods (ADM)	Crowley	LA	AKDN	2:1 SL
Scholl Forest Industry Inc.	Corpus Christi	TX	CCTR	2:1 SL
Schueck Steel	Little Rock	AR	LRPA	2:1 SL
Second Harvester	New Orleans	LA	NOPB	2:1 SL
Texas Intl Rwy (Rail Transport Svcs)	Port of Brownsville	TX	BRG	2:1 SL
Valley Warehousing	Brownsville	TX	BRG	2:1 SL
Valls Shipping Company	Corpus Christi	TX	CCTR	2:1 SL
Vincent Metals Div Rio Algom Inc	Little Rock	AR	LRPA	2:1 SL
Aimcor (Applied Industrial Materials)	Corpus Christi	TX	CCTR	2:1 SL
Brown Dist	Austin	TX	LHRR	2:1 SL
Brownsville Navigation	Brownsville	TX	BRG	2:1 SL
Best Foods Div CPC Intl Inc	Little Rock	AR	LRPA	2:1 SL
Hope Lumber Co	Georgetown	TX	GRR	2:1 SL
Kapco Border Termi	Brownsville	TX	BRG	2:1 SL
Lower Valley Trans	Brownsville	TX	BRG	2:1 SL

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

Customer	Station	State	Serving Carrier	Status
McCoy Corp	Scobee	TX	LHRR	2:1 SL
New Orleans Cold Storage	New Orleans	LA	NOPB	2:1 SL
OSCA Inc	Lafayette	LA	LDRR	2:1 SL
Patout M A & Son Ltd	Patoutville	LA	LDRR	2:1 SL
Port Cargo Service	New Orleans	LA	NOPB	2:1 SL
Public Bulk Terminal	New Orleans	LA	NOPB	2:1 SL
Puerto Rican Marine Mgt	New Orleans	LA	NOPB	2:1 SL
Quality Brands Inc	Lafayette	LA	LDRR	2:1 SL
Sauder Woodworking	City Limits	UT	SLGW	2:1 SL
Schilling Distributing Co Inc	Lafayette	LA	LDRR	2:1 SL
Alar Distribution	Scobee	TX	LHRR	2:1 SL
Southwest Rice Mill	Crowley	LA	AKDN	2:1 SL
Supreme Rice Mill Inc	Crowley	LA	AKDN	2:1 SL
Tri-State Delta Inc	Schriever	LA	LDRR	2:1 SL
Tri Ro Pa Mills	New Orleans	LA	NOPB	2:1 SL
International Paper Co	Elks	LA	LDRR	2:1 SL
Utah State Board Education	Salt Lake City	UT	SLGW	2:1 SL
84 Lumber	Decker	TX	LHRR	2:1 SL
G E Appliances	Little Rock	AR	LRPA	2:1 SL
Guthrie Lumber	McNeil	TX	LHRR	2:1 SL
Sequoia Supply Inc	New Orleans	LA	NOPB	2:1 SL
W R Grace	New Orleans	LA	NOPB	2:1 SL
Oneal Steel Inc	Lafayette	LA	LDRR	2:1 SL
Calcasieu Lbr Co	Round Rock	TX	GRR	2:1 SL
Oneal Steel Inc.	Little Rock	AR	LRPA	2:1 SL
Galbreath Inc	Brownsville	TX	BRG	2:1 SL
McCoy Building Supply Center	Belton	TX	GRR	2:1 SL
Chastant Brothers Inc	Lafayette	LA	LDRR	2:1 SL
McCoy Lumber	Georgetown	TX	GRR	2:1 SL
Ben E Keith of Arkansas	Little Rock	AR	LRPA	2:1 SL
Calcasieu Lumber Co	Feld	TX	GRR	2:1 SL
Cajun Distributing	Jefferson	LA	NOPB	2:1 SL
Chemical Leaman	Laredo	TX	TM	2:1 SL
Fernando Garcia Whse	Laredo	TX	TM	2:1 SL
Pacific Cold Storage	Salt Lake City	UT	SLGW	2:1 SL
Southwest Rice Mill	Crowley	LA	AKDN	2:1 SL
Trinity Industries Inc	Ogden Sugar Works	UT	UCRY	2:1 SL
Union Tank Car	Ville Platte	LA	AKDN	2:1 SL
G & H Seed	Crowley	LA	AKDN	2:1 SL
Logistics Svcs Inc (LSI) (Ryan Walsh Inc)	Little Rock	AR	LRPA	2:1 SL
Foxworth - Galbraith	Austin	TX	LHRR	2:1 SL
PMG Inc	Opelousas	LA	AKDN	2:1 SL
Flores R L	Laredo	TX	TM	2:1 SL
Brennan & Co	Laredo	TX	TM	2:1 SL
Pasquel Hermanos	Laredo	TX	TM	2:1 SL
Foxworth - Galbraith	Scobee	TX	LHRR	2:1 SL
Alar Distribution	Austin	TX	LHRR	2:1 SL
Gateway Transfer	Laredo	TX	TM	2:1 SL
Laredo Moving & Storage	Laredo	TX	TM	2:1 SL
Galveston Paper Inc	Laredo	TX	TM	2:1 SL
J O Alvarez CHB	Laredo	TX	TM	2:1 SL
Texas Intl Forwarding	Laredo	TX	TM	2:1 SL
Despachos del Norte	Laredo	TX	TM	2:1 SL
Deltic Timber Corp	Ola	AR	LRWN	2:1 SL
Caseo Guerra	Laredo	TX	TM	2:1 SL
Lafayette Distributors	Lafayette	LA	LDRR	2:1 SL
Green Bay Packaging Inc Arkansas Kraft Div	Perry	AR	LRWN	2:1 SL
Continental Exim (G Bolano)	Laredo	TX	TM	2:1 SL

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

Customer	Station	State	Serving Carrier	Status
MB Forwarding	Laredo	TX	TM	2:1 SL
Green Bay Pkg Inc Ark Kraft Div	Danville	AR	LRWN	2:1 SL
Equitable Shipyards	New Orleans	LA	NOPB	2:1 SL
Gulf Coast Bearing & Supply Co	Corpus Christi	TX	TM	2:1 SL
Big Three Welding Co	Corpus Christi	TX	TM	2:1 SL
Thorpe Insulation Co (J. T. Thorpe Company)	Corpus Christi	TX	TM	2:1 SL
Featherlite Building Products	Corpus Christi	TX	TM	2:1 SL
Gulf Iron Works	Corpus Christi	TX	TM	2:1 SL
Van Waters & Rogers	Corpus Christi	TX	TM	2:1 SL
Gulf Concrete	Corpus Christi	TX	TM	2:1 SL
Western Steel Co	Corpus Christi	TX	TM	2:1 SL
Sterett Supply Co	Corpus Christi	TX	TM	2:1 SL
Alford Refrigerated Whse	Corpus Christi	TX	TM	2:1 SL
North Star Steel Co	New Orleans	LA	NOPB	2:1 SL
City Delivery Service & Storage	Corpus Christi	TX	TM	2:1 SL
Suniland Furniture Co	Corpus Christi	TX	TM	2:1 SL
Penland Distributing Co	Corpus Christi	TX	TM	2:1 SL
Southeastern Public Service Co	Corpus Christi	TX	TM	2:1 SL
Halter Marine	New Orleans	LA	NOPB	2:1 SL
Wuenschel Grain & Elevator	Corpus Christi	TX	TM	2:1 SL
Cargill	New Orleans	LA	NOPB	2:1 SL
Griffin Industries	Corpus Christi	TX	TM	2:1 SL
Barnup & Simms of Texas Inc	Corpus Christi	TX	TM	2:1 SL
National Sanitary Supply Company (Century Paper)	Corpus Christi	TX	TM	2:1 SL
Wallace Co Inc	Corpus Christi	TX	TM	2:1 SL
Hitox Corp	Corpus Christi	TX	CCTR	2:1 SL
Coors Distributing Co of Corpus Christi	Corpus Christi	TX	TM	2:1 SL
Ingram Readymix Inc	Corpus Christi	TX	TM	2:1 SL
Corpus Christi Wholesale Mart	Corpus Christi	TX	TM	2:1 SL
Coastal Storage Inc	Corpus Christi	TX	TM	2:1 SL
Sears Roebuck & Co	Corpus Christi	TX	TM	2:1 SL
Ribelin Distribution Inc	Harahan	LA	NOPB	2:1 SL
Bulk Materials Transfer	New Orleans	LA	NOPB	2:1 SL
Butt H E Grocery	Corpus Christi	TX	TM	2:1 SL
Naylor Farm & Ranch Supply	Corpus Christi	TX	TM	2:1 SL
Swift-Train Company	Corpus Christi	TX	TM	2:1 SL
South Texas Recycling Co	Corpus Christi	TX	TM	2:1 SL
Corpus Christi Produce Co Inc	Corpus Christi	TX	TM	2:1 SL
Amalgamated Sugar Co LLC	Ogden	UT	UCRY	2:1 SL
Alamo Concrete Products Limited	Corpus Christi	TX	TM	2:1 SL
Skips Industrial Salvage	Corpus Christi	TX	TM	2:1 SL
Valley Oil Transportation	Salt Lake City	UT	SLGW	2:1 SL
Austin Powder Corp	Feld	TX	GRR	2:1 SL
A & E Scrap Materials Inc	Lafayette	LA	LDRR	2:1 SL
Mike Baker Brick Co	Lafayette	LA	LDRR	2:1 SL
STF Inc	Port of Brownsville	TX	BRG	2:1 SL
Shield Coat Inc	Houma	LA	LDRR	2:1 SL
Cabot Corp	Tate Cove	LA	AKDN	2:1 SL
Rice Co of Eunice	Eunice	LA	AKDN	2:1 SL
James Corp of Opelousas	Opelousas	LA	AKDN	2:1 SL
Helena Chemical Co	Bunkie	LA	AKDN	2:1 SL
C & E Supply	Eunice	LA	AKDN	2:1 SL
Mowata Farm Supply	Eunice	LA	AKDN	2:1 SL
Southwest Feed & Farm Supply	Opelousas	LA	AKDN	2:1 SL
Evangeline Farmers Coop	Ville Platte	LA	AKDN	2:1 SL
Krielow Bros	Crowley	LA	AKDN	2:1 SL
Aqua Dulce Co-op	Agua Dulce	TX	TM	2:1 SL
Agua Dulce Grain Co	Agua Dulce	TX	TM	2:1 SL

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

Customer	Station	State	Serving Carrier	Status
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
Barr Iron & Metal	Alice	TX	TM	2:1 SL
Bell Processing	Alice	TX	TM	2:1 SL
Titan Services	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
Milchem	Alice	TX	TM	2:1 SL
Western	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
Sanrol	Alice	TX	TM	2:1 SL
Banquete Co-op	Banquete	TX	TM	2:1 SL
Banquete Grain & Elevator	Banquete	TX	TM	2:1 SL
BFI Waste Systems	Corpus Christi	TX	TM	2:1 SL
Commercial Metals Company	Corpus Christi	TX	TM	2:1 SL
Corpus Christi Disposal Service	Corpus Christi	TX	TM	2:1 SL
Haas Anderson Construction Inc	Corpus Christi	TX	TM	2:1 SL
Milwhite Inc	Laredo	TX	TM	2:1 SL
Mineral Processing & Marketing	Corpus Christi	TX	TM	2:1 SL
Mesa Processing	Laredo	TX	TM	2:1 SL
Safety Kleen Corporation	Corpus Christi	TX	TM	2:1 SL
Wright Materials Inc	Robstown	TX	TM	2:1 SL
Koch Material Co	Corpus Christi	TX	CCTR	2:1 SL
Milwhite Company Inc	Corpus Christi	TX	CCTR	2:1 SL
Omni Fluids Co	Corpus Christi	TX	TM	2:1 SL
Port of Corpus Christi Authority - Bulkmaterials Dock	Corpus Christi	TX	CCTR	2:1 SL
Star Fire Port Services Inc	Corpus Christi	TX	CCTR	2:1 SL

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

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

UP/SP Customers Accessed By BNSF As A Result Of
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Customer	Station	State	Status
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
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

UP/SP Customers Accessed By BNSF As A Result Of
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Customer	Station	State	Status
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
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

UP/SP Customers Accessed By BNSF As A Result Of
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Customer	Station	State	Status
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

STB

FD

32760

12-2-98

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192467

1/2

UNION PACIFIC RAILROAD COMPANY

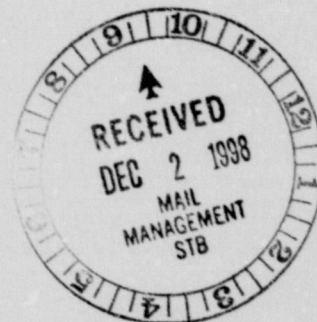
1416 DODGE STREET
ROOM 830
OMAHA, NEBRASKA 68179-0001
FAX (402) 271-5610



December 1, 1998 ^{ED} Secretary

DEC 02 1998

Part of
Public Record



VIA UPS NEXT DAY AIR

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

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

Dear Mr. Williams:

Pursuant to Decision No. 44, UP/SP submits the station passing report for the month of November, 1998 for the city of Reno, Nevada. The report indicates that UP/SP is in compliance with Condition 22.a of Exhibit G to Decision No. 44.

	Reno
Cap	14.7
Average Through Freight Trains	11.3

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

Very truly yours,

Louise A. Rinn (MAG)

Louise A. Rinn
General Commerce Counsel
(402) 271-4227

Attachments

C: (With attachments)

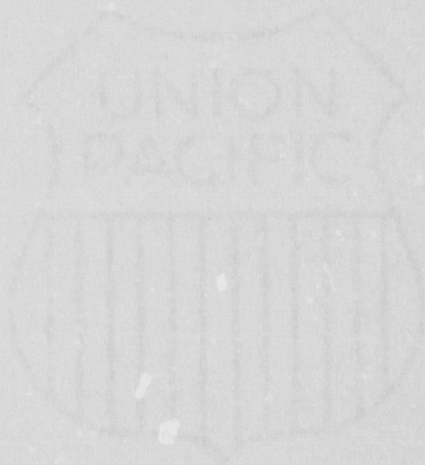
PERSONAL (2 copies)

Elaine Kaiser
Section of Environmental Analysis
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423-0001

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

Paul H. Lamboley, Esq.
Attorney at Law
1350 I Street, Suite 200
Washington, DC 20005

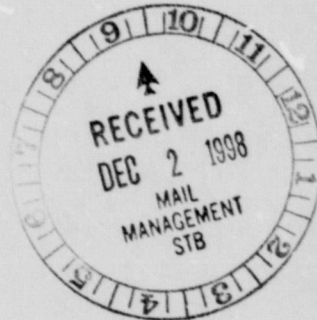
(Via UPS Next Day Air)
J. Michael Hemmer, Esq.
Covington & Burling
1201 Pennsylvania Avenue, NW
Washington, DC 20044



RECAP OF PASSING REPORTS FOR MONTH OF NOVEMBER 1998

RENO, NEVADA

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



FREIGHT TRAIN MONTH TO DATE AVERAGE

11.3

AUTHENTICATION:

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

Dev K. Shuck 12-1-98
 General Superintendent Date
 Western region - Harriman Dispatch Center

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
 Monday November 30, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1MOARO-31	5:55 AM	1ZCSOA-29	9:10 PM
1AOAKS-31	6:40 AM	1CCOPN-30	11:20 PM
1GEDHGO-01	7:58 AM	1MSPST-01	1:00 PM
1GSPXNY-31	8:12 AM	1MDVSTJ-29	3:15 PM
1MRVNP-01	10:22 AM	1MSPFRX-01	1:45 PM
1MOARO-29	2:50 PM	1ZCSOA-30	7:30 PM
1ZOACS-01	11:30 AM	1MROOA-31	7:40 PM
1MSTNPP-01	7:05 PM		

EAST TRAINS: 8
TOTAL FREIGHT TRAINS: 15

WEST TRAINS: 7

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0537 PM)	1
PSGR TRAINS: (#5 RENO 1248 PM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS: WRVLRR-31	1
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	3

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
 Monday November 2, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1MOARO-01	12:25 AM	1MSPST-02	2:05 PM
1MRVSP-02	9:05 AM	1AKSBE-30	11:20 AM
1MRVROX-01	7:05 PM	1ZCSOA-31	2:40 PM
		1MNPRV-31	3:20 PM

EAST TRAINS:	3	WEST TRAINS:	4
TOTAL FREIGHT TRAINS:	7		

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0600 PM)	1
PSGR TRAINS: (#5 RENO 1204 PM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
 Tuesday November 3, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1MSTLIJ-02	8:20 AM	1MSPFRX-03	1:10 AM
2MRVNP-01	9:30 AM	1GSNGTR-29	4:00 AM
1AOAKS-02	9:10 AM	1MSPRV-03	6:40 AM
1AMINPX-02	6:40 AM	1AKSBE-31	7:00 AM
1MOARO-02	7:00 AM	1MROOA-01	9:10 AM
1ZOACS-03	1:00 PM	1ZCSOA-01	12:45 PM
1MRVSPX-03	9:40 PM	1MSPST-03	1:20 PM
		1MNPRV-01	4:55 PM
		1MROOA-02	9:15 PM
		1MDVSTJ-01	11:20 PM
EAST TRAINS:	7	WEST TRAINS:	10
TOTAL FREIGHT TRAINS:	17		

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0531 PM)	1
PSGR TRAINS: (#5 RENO 1159 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
 Wednesday November 4, 1996

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1GETWN-03	1:05 AM	1MDVSTJ-30	5:50 AM
1MSTNPP-02	2:20 AM	1CSKFNI-02	11:50 AM
1MOARO-03	7:30 AM	1ZCSOA-02	2:50 PM
1AOAKS-03	6:45 AM	1MSPST-04	5:05 PM
1ZOACS-04	11:35 AM	1MROOA-03	11:40 PM
1GSTUWR-03	4:05 PM		
1MRVNP-04	10:50 PM		

EAST TRAINS:	7	WEST TRAINS:	5
TOTAL FREIGHT TRAINS:	12		

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0600 PM)	1
PSGR TRAINS: (#5 RENO 1240 PM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
 Thursday November 5, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD :		WESTWARD :	
TRAIN ID	RENO(EST)	TRAIN ID	RENO(EST)
1MSTNPP-04	12:05 AM	1MSPRV-05	8:25 AM
1MOARO-04	3:30 AM	1MNPVR-03	11:50 AM
1AMINPX-04	6:00 AM	1ZCSOA-03	3:30 PM
1AOAKS-04	10:25 AM	1AKSBE-02	4:15 PM
1GSTRNG-04	11:20 AM	1MSPST-05	6:40 PM
1MRVNP-05	12:45 PM	1MROOA-04	9:15 PM
1ZOACS-05	12:40 PM		
1MSTRS-04	4:05 PM		
1MSTNPP-05	11:30 PM		

EAST TRAINS:	9	WEST TRAINS:	6
TOTAL FREIGHT TRAINS:	15		

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0618 PM)	1
PSGR TRAINS: (#5 RENO 0136 PM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

v5
 TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
 Friday November 6, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS):

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1MOARO-05	8:05 AM	1MNPRV-04	12:25 PM
1MRVNP-06	11:20 AM	1MSPST-06	2:10 PM
1ZOACS-06	2:30 PM	1MRVSTJ-03	5:40 PM
1MRVCP-06	3:10 PM		

EAST TRAINS:	4	WEST TRAINS:	3
TOTAL FREIGHT TRAINS:	7		

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0618 PM)	1
PSGR TRAINS: (#5 RENO 1011 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
 Saturday November 7, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1MSTNPP-06	5:15 AM	1ZCSOA-04	1:30 AM
1MOARO-06	7:30 AM	1MSPRV-07	8:45 AM
1AOAKSB-06	7:30 AM	1MROOA-05	11:00 AM
1GETLPC-06	7:30 AM	1MSPST-07	3:10 PM
1ZOACS-07	4:00 PM	1MNPRV-05	7:05 PM
1MSTLIJ-06	5:15 PM	2ZCSOA-05	7:00 PM
1MSTNFP-07	11:55 PM	1MDVSTJ-04	9:05 PM
		1AKSBE-04	11:10 PM

EAST TRAINS: 7
TOTAL FREIGHT TRAINS: 15

WEST TRAINS: 8

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0551 PM)	1
PSGR TRAINS: (#5 0955 AM #62 0830 AM)	2
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0

TOTAL: 3

v5

TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
Sunday November 8, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1MRVNP-07	6:35 AM	1MROOA-06	2:30 AM
1MOARO-07	7:00 AM	1MSPST-08	12:15 PM
1AOAKS-07	7:40 AM	1MDVSTJ-05	3:35 PM
1MRVSP-08	11:45 AM		
1ZOACS-08	1:00 PM		
1MRVNP-08	7:10 AM		

EAST TRAINS:	6	WEST TRAINS:	3
TOTAL FREIGHT TRAINS:	9		

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0532 PM)	1
PSGR TRAINS: (#5 RENO 1051 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
 Monday November 9, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD :		WESTWARD :	
TRAIN ID	RENO(EST)	TRAIN ID	RENO(EST)
1MSTNPP-08	3:55 AM	1ZCSOA-06	11:55 AM
1MOARO-08	9:35 AM	1MROOA-07	12:55 PM
1MRVSP-09	1:00 PM	1MSPRVX-09	3:25 AM
1GSTLSO-08	6:55 PM	1AKSBE-06	7:20 AM
		1MNPRV-07	11:20 AM
		1ZCSOA-07	3:25 PM
		1MSPST-09	8:25 PM

EAST TRAINS:	4	WEST TRAINS:	7
TOTAL FREIGHT TRAINS:	11		

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0566 PM)	1
PSGR TRAINS: (#5 RENO 1220 PM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS: WCXRV-06	1
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	3

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
 Tuesday November 10, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1GEDHSY-09	1:15 AM	3MDVSTJ-05	6:25 AM
1MOARO-09	6:25 AM	1MROOA-08	8:20 AM
1AOAKS-09	1:20 PM	1MSPRV-10	10:15 AM
1ZAQCS-10	12:35 PM	1MSPST-10	12:00 AM
1GSTUEC-09	3:15 PM	1ZSCOA-08	9:20 AM
1MSTNPP-09	4:30 PM		

EAST TRAINS:
TOTAL FREIGHT TRAINS:

6
11

WEST TRAINS: **5**

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0615 PM)	1
PSGR TRAINS: (#5 RENO 0949 PM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

v5

TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
Wednesday November 11, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD :		WESTWARD :	
TRAIN ID	RENO(EST)	TRAIN ID	RENO(EST)
1NIOARO-10	6:00 AM	1CSKPF-07	3:50 AM
1AOAKS-10	10:25 AM	1AKSBE-08	5:20 AM
1GEBLFR-09	7:55 AM	1MSPFRX-11	9:45 AM
1MRVSP-11	10:40 AM	1MSPST-11	2:40 PM
1ZOACS-11	1:20 PM	1ZCSOA-09	11:40 PM

EAST TRAINS:	5	WEST TRAINS:	5
TOTAL FREIGHT TRAINS:	10		

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0538 PM)	1
PSGR TRAINS: (#5 RENO 1102 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS: WRVLTR-11	1
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	3

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
 Thursday November 12, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD :		WESTWARD :	
TRAIN ID	RENO(EST)	TRAIN ID	RENO(EST)
1MSTNPP-10	2:35 AM	2ZCSOA-09	1:35 AM
1GETUSX-11	6:45 AM	1MROOA-10	6:10 AM
1AOAKS-11	6:15 AM	1MSPRV-12	7:25 AM
1MOARO-11	1:55 PM	1MSPST-12	12:55 PM
1ZCACS-12	11:50 AM	1MROOA-11	1:20 PM
1GETRGI-12	3:30 PM	1MDVSTJ-09	6:10 PM
		1AKSBE-09	7:10 PM
		1ZCSOA-10	9:05 PM
		1MNPRV-10	10:55 PM

EAST TRAINS:	6	WEST TRAINS:	9
TOTAL FREIGHT TRAINS:	15		

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0559 PM)	1
PSGR TRAINS: (#5 RENO 1000 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS: WLROXR-10	1
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SPITCH	0
TOTAL:	3

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
 Friday November 13, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1MRVSP-13	4:50 AM	1MNPRV-09	2:35 AM
1MSTLIJ-11	5:15 AM	1MNPRV-11	9:10 AM
1MRVNP-12	3:35 PM	1MSPST-13	12:30 PM
1AOAKC-12	7:10 AM	1MROOA-12	3:05 PM
1AMINPX-12	9:40 AM	1ZCSOA-11	7:25 PM
1MSTNPP-12	1:15 AM		
1MOARO-12	1:15 AM		
1ZOACS-13	12:50 PM		
1OADVX-12	7:05 PM		
1CPFWE-13	7:25 PM		
EAST TRAINS:	10	WEST TRAINS:	5
TOTAL FREIGHT TRAINS:	15		

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0623 PM)	1
PSGR TRAINS: (#5 RENO 0949 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
Saturday November 14, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1MSTNPP-13	12:05 AM	1CCOPN-10	12:40 PM
1GEKESY-13	8:05 AM	1MSPRV-14	7:20 AM
1ZOACS-14	12:10 PM	1AKSBE-11	7:30 AM
1GSTUCD-11	2:05 PM	1MDVSTJ-11	11:15 AM
1MRVNP-14	9:45 PM	1MROOA-13	11:55 AM
		1MSPST-14	12:55 PM
		1ZCSOA-12	5:50 PM

EAST TRAINS:
TOTAL FREIGHT TRAINS:

5
12

WEST TRAINS: **7**

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0547 PM)	1
PSGR TRAINS: (#5 RENO 0949 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
 Sunday November 15, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD :		WESTWARD :	
TRAIN ID	RENO(EST)	TRAIN ID	RENO(EST)
1MOARO-13	12:20 AM	1MSPST-15	1:35 PM
1MSTNPP-14	6:35 AM	1ZCSOA-13	5:55 PM
1AOAKS-14	7:30 AM		
1ZOACS-15	11:50 AM		
1MSTLIS-14	2:25 PM		
1MOARP-14	2:55 PM		
1MRVNP-15	10:40 PM		

EAST TRAINS:	7	WEST TRAINS:	2
TOTAL FREIGHT TRAINS:	9		

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0551 PM)	1
PSGR TRAINS: (#5 RENO 0115 PM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
 Monday November 16, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD :		WESTWARD :	
TRAIN ID	RENO(EST)	TRAIN ID	RENO(EST)
1GSTRNG-15	2:50 AM	1AKSBE-12	1:10 AM
1MSTNPP-15	4:35 AM	1MROOA-14	6:10 AM
1AOAKS-15	6:40 AM	1MNPRV-14	8:05 AM
1MOARO-15	10:45 AM	1MDVSTJ-13	8:20 AM
		1MSPST-16	12:05 PM
		1MROOA-15	3:05 PM
		1ZCSOA-14	11:45 PM

EAST TRAINS:	4	WEST TRAINS:	7
TOTAL FREIGHT TRAINS:	11		

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0539 PM)	1
PSGR TRAINS: (#5 RENO 1138 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
 Tuesday November 17, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1GEBLGO-16	1:05 PM	1MSPST-17	3:00 PM
1MSTNPP-16	5:45 AM	1ZOSOA-15	2:40 PM
1AOAKS-16	6:00 AM	1MNPRV-15	6:15 PM
1MOARO-16	6:20 AM	1AKSBE-14	6:25 PM
1ZOACS-17	11:15 AM	1MSPFRX-17	8:40 PM
1MRVSP-16	3:55 PM	1MSPRV-17	11:10 PM

EAST TRAINS:	6	WEST TRAINS:	6
TOTAL FREIGHT TRAINS:	12		

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0655 PM)	1
PSGR TRAINS: (#5 RENO 1240 PM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

v5
 TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
 Wednesday November 18, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1MOARO-17	7:25 AM	1MROOA-16	12:50 AM
1AOAKS-17	8:10 AM	1MNPRV-16	6:30 AM
1ZOACS-18	12:25 PM	1MSPST-18	3:40 PM
1GETULN-19	1:50 PM	1ZCSOA-16	3:10 PM
1MRVSP-18	6:50 PM	1MROOA-17	5:55 PM
1MSTNPP-18	8:20 PM		

EAST TRAINS:	6	WEST TRAINS:	5
TOTAL FREIGHT TRAINS:	11		

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0531 PM)	1
PSGR TRAINS: (#5 RENO 0941 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
 TOTAL:	 2

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
 Thursday November 19, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD :		WESTWARD :	
TRAIN ID	RENO(EST)	TRAIN ID	RENO(EST)
1MRVNP-18	2:00 AM	1AKSBE-16	2:00 PM
1MOARO-18	10:20 AM	1MSPRV-19	6:15 AM
1ZOACS-19	12:15 PM	1MSPST-19	1:10 PM
1MRVNP-19	12:55 PM	1ZCSQA-17	3:55 PM
1GSTLSO-19	3:05 PM	1MNPRV-17	10:15 PM
		1MDVSTS-16	10:00 PM

EAST TRAINS:	5	WEST TRAINS:	6
TOTAL FREIGHT TRAINS:	11		

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0544 PM)	1
PSGR TRAINS: (#5 RENO 1225 PM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
 Friday November 20, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1MOARO-19	7:20 AM	1MNPRV-18	7:00 AM
1AOAKS-19	7:46 AM	1MROQA-19	1:15 PM
1MRVSP-20	11:10 AM	1MDVSTJ-17	6:30 PM
1ZOACS-20	1:15 PM	1MSPST-20	1:40 PM
1MRVNP-20	2:31 PM		
1GSTUNC-19	2:55 PM		
1MSTNPF-20	11:40 PM		

EAST TRAINS:	7	WEST TRAINS:	4
TOTAL FREIGHT TRAINS:	11		

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0549 PM)	1
PSGR TRAINS: (#5 RENO 1100 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

v5

TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
Saturday November 21, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD :		WESTWARD :	
TRAIN ID	RENO(EST)	TRAIN ID	RENO(EST)
1MOARO-20	3:55 AM	1ZCSOA-18	8:45 PM
1AOAKSB-20	5:55 AM	1MSPRV-21	6:55 AM
1MRVNP-21	10:58 AM	1MROOA-20	7:40 AM
1ZOACS-21	11:50 AM	1AKSBE-17	10:45 AM
1MSTNPP-21	10:10 PM	1MNPVR-19	1:50 PM
		1MSPST-21	2:15 PM
		1ZCSOA-19	4:30 PM

EAST TRAINS:	5	WEST TRAINS:	7
TOTAL FREIGHT TRAINS:	12		

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0541 PM)	1
PSGR TRAINS: (#5 RENO 0957 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

v5
 TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
 Sunday November 22, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1MOARO-21	8:30 AM	1MDVSTJ-19	11:35 AM
1MRVNP-22	9:55 AM	1AKSBE-19	11:00 AM
1ZOACS-22	12:05 PM	1MSPST-22	1:35 PM
1MSTNPP-22	9:10 PM	1MROOA-21	11:59 PM
		1ZCSOA-20	9:35 PM

EAST TRAINS: 4
 TOTAL FREIGHT TRAINS: 9

WEST TRAINS: 5

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0530 PM)	1
PSGR TRAINS: (#5 RENO 1006 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
 TOTAL:	 2

v3
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
Monday November 23, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD :		WESTWARD :	
TRAIN ID	RENO(EST)	TRAIN ID	RENO(EST)
1AOAKS-22	8:00 AM	1MSPST-23	1:55 PM
1MRVSP-23	7:26 AM	1AKSBE-20	5:35 PM
1MOARO-22	8:15 AM	1MNPRV-21	8:25 PM
1MRVSPX-22	2:55 PM	1ZCSOA-21	7:25 PM

EAST TRAINS
TOTAL FREIGHT TRAINS:

4
8

WEST TRAINS: **4**

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0458 PM)	1
PSGR TRAINS: (#5 RENO 1115 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

v5

TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
Tuesday November 24, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1MSTNPP-23	6:25 AM	1MSPFRX-22	3:10 AM
1AOAKS-23	7:30 AM	1MROOA-22	10:50 AM
1MOARO-23	10:10 AM	1MROOA-23	1:45 PM
1ZOACS-24	12:15 PM	1SSKPF-22	3:25 PM
1GEPXNU-23	6:15 PM	1ZCSOA-22	4:45 PM
1MSTNPP-24	2:55 PM	1MSPFRX-24	10:10 PM

EAST TRAINS: 6
TOTAL FREIGHT TRAINS: 12

WEST TRAINS: 6

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0534 PM)	1
PSGR TRAINS: (#5 RENO 0949 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH:	0
TOTAL:	2

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
Wednesday November 25, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD :		WESTWARD :	
TRAIN ID	RENO(EST)	TRAIN ID	RENO(EST)
1MOARO-24	4:20 AM	1AKSBE-22	5:25 AM
1AOAKS-24	10:15 AM	1MDVSTJ-22	6:50 AM
1MRVNP-25	10:35 AM	1MNPRV-23	10:50 AM
1ZOACS-25	11:55 AM	1ZCSOA-23	2:55 PM
1GEDHFR-24	11:48 PM	1MSPST-25	9:05 PM
1MRVSP-25	9:40 PM	1MROOA-24	7:35 PM

EAST TRAINS:	6	WEST TRAINS:	6
TOTAL FREIGHT TRAINS:	12		

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0602 PM)	1
PSGR TRAINS: (#5 RENO 0955 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	2
TOTAL:	4

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
 Thursday November 26, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD :		WESTWARD :	
TRAIN ID	RENO(EST)	TRAIN ID	RENO(EST)
1MSTNPP-25	3:35 AM	1ZCSOA-24	3:35 PM
1ZOACS-26	12:00 PM		

EAST TRAINS:	2	WEST TRAINS:	1
TOTAL FREIGHT TRAINS:	3		

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0541 PM)	1
PSGR TRAINS: (#5 RENO 1210 PM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
 Friday November 27, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD :		WESTWARD :	
TRAIN ID	RENO(EST)	TRAIN ID	RENO(EST)
1MRVSP-27	11:20 AM	1AKSBE-23	9:00 AM
1MRVNP-27	2:10 PM	1MSPFRX-27	11:40 AM
		1MNPRV-24	10:35 AM
		1ZCSOA-25	4:10 PM
		1MSPRV-26	6:05 PM
		1MSPST-27	8:10 PM

EAST TRAINS:	2	WEST TRAINS:	6
TOTAL FREIGHT TRAINS:	8		

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0545 PM)	1
PSGR TRAINS: (#5 RENO 0953 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
 Saturday November 28, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1MOARO-27	3:20 AM	1MROOA-25	10:00 PM
1GETUSX-28	9:30 AM	1MSPRV-28	6:30 AM
1AOAKSB-27	9:00 AM	1MROOA-27	1:10 PM
1MSTNPP-27	1:45 PM	1ZCSOA-26	1:40 PM
1ZOACS-28	12:25 PM	1MSPST-28	2:30 PM
1MSTDVJ-27	2:05 PM	1AKSBE-25	1:55 PM
1MRVNP-28	3:15 PM	1MSPFRX-228	7:00 PM
		1MNPRV-25	7:40 PM

EAST TRAINS:	7	WEST TRAINS:	8
TOTAL FREIGHT TRAINS:	15		

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0543 PM)	1
PSGR TRAINS: (#5 RENO 0959 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS: WCRRVR-25	1
SNOW EQUIPMENT:	0
DFTOUR TRAINS:	0
SWITCH	2
TOTAL:	5

v5
 TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
 Sunday November 29, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1GSTRNG-28	4:15 AM	1MSPST-29	12:40 PM
1MSTNPP28	3:40 AM	1MROOA-28	2:15 PM
1MOARO-28	4:00 AM	1MPVSTJ-28	2:25 PM
1MFRNPX-27	8:15 AM	1MSPFRX-29	6:35 PM
1AOAKS-28	7:35 AM	1AKSBE-27	10:20 PM
1GEOHG1-28	9:15 AM		
1ZOACS-29	11:15 AM		

EAST TRAINS: 7
 TOTAL FREIGHT TRAINS: 12

WEST TRAINS: 5

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0550 PM)	1
PSGR TRAINS: (#5 RENO 1019 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

STB FD 32760 12-2-98 D 192467 2/2

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TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
 Sunday November 1, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD :		WESTWARD :	
TRAIN ID	RENO(EST)	TRAIN ID	RENO(EST)
1MRVNP-29	1:10 AM	1MNPRV-28	1:15 AM
1IOSTNX-29	2:45 AM	1CCOPN-25	6:10 AM
1MOARO-29	4:20 AM	1MROOA-29	11:05 AM
1AOAKS-29	5:40 AM	1MSPST-30	12:40 PM
1MRVSP-30	11:20 AM	1ZCSOA-28	2:05 AM
1MSTNPP-30	10:55 AM		

EAST TRAINS: 6
TOTAL FREIGHT TRAINS: 11

WEST TRAINS: 5

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC).

PSGR TRAINS: (#6 RENO 0558 PM)	1
PSGR TRAINS: (#5 RENO 1000 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

STB FD 32760 11-6-98 D 192108

19408

COVINGTON & BURLING

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P.O. BOX 7565

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J. MICHAEL HEMMER

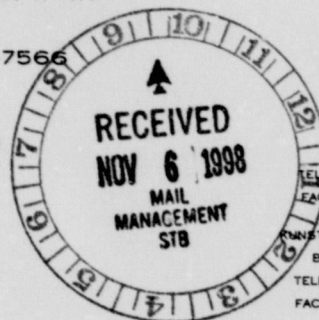
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BRUSSELS 1040 BELGIUM

TELEPHONE: 32-2-549-5230

FACSIMILE: 32-2-502-1598

November 5, 1998

ENTERED
Office of the Secretary

NOV 06 1998

Part of
Public Record

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

Re: F.D. No. 32760. Reno Mitigation Study

Dear Secretary Williams:

In letters dated February 24 and 25, 1998, the City of Reno and Union Pacific Railroad Company jointly asked the Board to stay all further proceedings regarding the Reno Mitigation Study for a period of eight months to facilitate good faith negotiations between the parties. The parties also asked the Board to retain the limit of 14.7 through trains per day through Reno for the duration of the stay. The Board granted that request, and the stay has run its course.

The parties used the stay period productively for good faith negotiations, which have intensified in recent weeks and should reach a conclusion, successful or otherwise, in coming weeks. The parties agree that it would be counterproductive, and potentially wasteful, for the Board to reinstate this proceeding and to restart the comment period on the Final Mitigation Plan for the Reno area while those negotiations continue. The parties instead desire to focus their energies on the complex process of developing a funding plan for a depressed trainway through Reno.

Accordingly, the City of Reno and Union Pacific jointly ask the Board to extend the stay of all proceedings on the Reno Mitigation Study and the train cap, with associated reporting requirements, through January 31, 1999. We expect to be able to notify the Board by then whether the negotiations have been successful.

Sincerely,

Paul H. Lamboley,
Counsel for the City of Reno

J. Michael Hemmer,
Counsel for Union Pacific Railroad Co.

cc: Elaine Kaiser, Chief
Section of Environmental Analysis

STB

FD

• 32760

11-3-98

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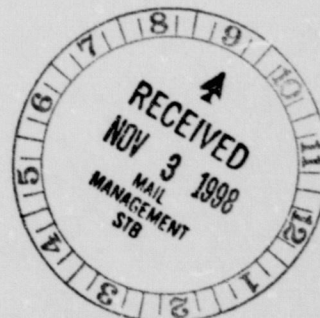
UNION PACIFIC RAILROAD COMPANY

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

192043



November 2, 1998



VIA UPS NEXT DAY AIR

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

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

Dear Mr. Williams:

Pursuant to Decision No. 44, UP/SP submits the station passing report for the month of October, 1998 for the city of Reno, Nevada. The report indicates that UP/SP is in compliance with Condition 22.a of Exhibit G to Decision No. 44.

	<u>Reno</u>
Cap	14.7
Average Through Freight Trains	11.7

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

Very truly yours,

Louise A. Rinn
General Commerce Counsel
(402) 271-4227

ENTERED
Office of the Secretary

NOV 03 1998

Part of
Public Record

Attachments

C: (With attachments)

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

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

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



RECAP OF PASSING REPORTS FOR MONTH OF OCTOBER 1998

RENO, NEVADA

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

FREIGHT TRAIN MONTH TO DATE AVERAGE11.7**AUTHENTICATION:**

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

Derek K. Shepherd 11/2/98
General Superintendent Date

Western region - Harriman Dispatch Center

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
 Thursday October 1, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1MSTNPP-01	9:00 AM	1ZCSOA-28	1:45 AM
1ZOACS-01	1:05 PM	1AKSBE-26	1:50 AM
1MOARO-29	6:15 AM	1MSPST-30	4:25 AM
		1MROOA-28	11:00 AM
		1AKSBE-28	1:40 PM
		1MNPRN-29	4:25 PM

EAST TRAINS:	3	WEST TRAINS:	6
TOTAL FREIGHT TRAINS:	9		

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0517 PM)	1
PSGR TRAINS: (#5 RENO 1051 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
 TOTAL:	 2

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
 Friday October 2, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD :		WESTWARD :	
TRAIN ID	RENO(EST)	TRAIN ID	RENO(EST)
1MSTLIJ-30	6:40 AM	1MNPRV-28	12:05 AM
1GSTVNG-01	8:30 AM	1ZCSOA-29	12:09 AM
1MRVSP-02	12:30 PM	1FSPTK-01	10:10 AM
1ZOACS-02	1:15 PM	1MSPFRX-01	6:10 AM
1MSTNPP-02	7:20 PM	1AKSBE-29	11:40 AM
1MFRNPX-0	11:10 PM	1GDECKE-28	4:00 PM
1MRVNP-01	9:10 PM	1ZCSOA-30	7:40 PM
		1GSDNGBL-26	8:45 PM

EAST TRAINS: 7
TOTAL FREIGHT TRAINS: 15

WEST TRAINS: 8

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0505 PM)	1
PSGR TRAINS: (#5 RENO 1114 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS: WRRVR-30	1
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	3

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
 Saturday October 3, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1GSPXCI-01	12:40 AM	1MSPST-01	12:20 AM
1MJARO-30	9:36 AM	1GLGRP-X-01	1:25 AM
1AOAKSB-02	11:15 AM	1MDVSTJ-29	4:00 AM
1ZOACS-03	2:15 PM	1MROOA-30	9:05 AM
1MSTNPP-03	6:55 PM	1MDVSTJ-01	12:55 PM
1MOARO-01	10:55 PM	1MSPST-03	4:40 PM
		1GSNCTR-30	10:35 PM

EAST TRAINS:
TOTAL FREIGHT TRAINS:

6
13

WEST TRAINS: **7**

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0449 PM)	1
PSGR TRAINS: (#5 RENO 1155 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
 Sunday October 4, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD :			WESTWARD :	
TRAIN ID	RENO(EST)		TRAIN ID	RENO(EST)
1MSTLW-02	2:00 AM		1MSPRV-03	12:05 AM
1AOAKS-03	7:55 AM		1MSPFRX-03	7:30 AM
1MOARO-02	8:55 AM		1ZCSOA-01	8:15 AM
1MSTNPP-04	7:00 PM		1MMARVX-04	9:40 AM
1ZOACS-04	1:00 PM		1MRLOA-02	3:10 PM
1MRVNP-04	9:25 PM		1MDVSTJ-01	4:05 PM

EAST TRAINS:
TOTAL FREIGHT TRAINS:

6
12

WEST TRAINS: **6**

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0516 PM)	1
PSGR TRAINS: (#5 RENO 1203 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	2
TOTAL:	4

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
 Monday October 5, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1MRVNP-03	6:35 AM	1ZCSOA-02	12:35 AM
1MSTNPP-05	7:20 AM	1MGPRVX-01	5:05 AM
1AOAKS-04	12:25 PM	1MSPST-02	10:10 AM
1MRVSP-04	1:30 PM	1MDVSTJ-02	5:00 PM
1MSTNPP-05	6:30 PM	1MROCA-03	9:50 PM
1MOARC-03	11:30 PM	1ZCSOA-03	9:30 PM

EAST TRAINS:	6	WEST TRAINS:	6
TOTAL FREIGHT TRAINS:	12		

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0525 PM)	1
PSGR TRAINS: (#5 RENO 1151 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
 Tuesday October 6, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1MRVRO-05	1:00 AM	1AKSBE-02	1:30 AM
1ZOACS-06	1:10 PM	1MSPFRX-05	3:00 AM
1MOARO-04	5:45 PM	1MSPRV-06	7:35 AM
2MSTNPP-06	9:35 PM	1CSKFN-01	8:55 AM

EAST TRAINS:	4	WEST TRAINS:	4
TOTAL FREIGHT TRAINS:	8		

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0500 PM)	1
PSGR TRAINS: (#5 RENO 1020 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
 TOTAL:	 2

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
 Wednesday October 7, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1MRVSP-05	2:40 AM	1MSPST-06	1:55 AM
1MOARO-05	4:40 AM	1AKSBE-30	3:30 AM
1MSTNPP-06	7:45 AM	1MROOA-05	6:25 AM
1MSGLTJ-05	11:25 AM	1ZCSOA-04	9:00 AM
1ZOACS-07	2:35 PM	1MSPRV-07	3:05 PM
1MRVNP-07	5:55 PM	1MNPVRV-05	2:40 PM
1GEDHMG-06	7:55 PM	1ISCOA-03	10:00 PM
1GSTRNG-07	8:10 PM	1AKSBE-04	11:50 PM

EAST TRAINS:	8	WEST TRAINS:	8
TOTAL FREIGHT TRAINS:	16		

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0501 PM)	1
PSGR TRAINS: (#5 RENO 1020 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
 Thursday October 8, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD :		WESTWARD :	
TRAIN ID	RENO(EST)	TRAIN ID	RENO(EST)
1AOAKS-07	9:25 AM	1MSPFRX-07	12:45 PM
1MSTNPP-07	1:00 PM	1MDVSTJ-05	6:10 AM
1MSTLIS-07	1:25 PM	1GDCIDH-29	7:20 AM
1ZOACS-08	3:10 PM	1MSPST-07	10:50 AM
1GEBLAB-07	3:58 PM	1MNPRV-06	12:15 PM
1GESTNC-05	5:40 PM	1MROOA-06	10:50 PM
1MRVSP-07	9:35 PM	1ZCSOA-06	4:55 PM

EAST TRAINS:
TOTAL FREIGHT TRAINS:

7
14

WEST TRAINS: **7**

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0519 PM)	1
PSGR TRAINS: (#5 RENO 1029 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS: WLROAR-01	1
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	2
TOTAL:	5

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
 Friday October 9, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1MRVRO-08	1:15 AM	1MSPST-08	1:00 AM
1MOARO-07	3:10 PM	1GSSOTL-05	10:35 AM
1AOAKS-08	2:20 PM	1AKSBE-06	11:05 AM
1ZOACS-09	3:55 PM	1ZSCOA-07	8:15 PM
1MFRNPX-08	12:25 AM		
1GEPXNC-08	6:40 PM		
1GESTNE-08	6:55 PM		
1MRVNP-08	8:35 PM		
1MSTNPP-08	10:15 PM		
EAST TRAINS:	9	WEST TRAINS:	4
TOTAL FREIGHT TRAINS:	13		

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0602 PM)	1
PSGR TRAINS: (#5 RENO 0144 PM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
 Saturday October 10, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD :		WESTWARD :	
TRAIN ID	RENO(EST)	TRAIN ID	RENO(EST)
1AOAKSB-09	10:35 AM	1MSPST-09	9:50 AM
12OACS-10	2:15 PM	1MSPFRX-09	11:20 PM
1GEREHT-05	6:35 PM	1MDVSTJ-06	1:30 PM
1MOARO-08	5:25 PM	1MROOA-07	3:00 PM
1MSTNPP-09	3:50 PM	1MSPRV-10	11:20 PM

EAST TRAINS:
TOTAL FREIGHT TRAINS:

5
10

WEST TRAINS: **5**

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0552 PM)	1
PSGR TRAINS: (#5 RENO 1108 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
 Sunday October 11, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD :		WESTWARD :	
TRAIN ID	RENO(EST)	TRAIN ID	RENO(EST)
1MRVNP-09	12:40 AM	1ZCSOA-08	1:00 AM
1MSTNPP-10	4:24 AM	1MDVSTJ-08	4:55 AM
1MOARO-09	10:30 AM	1MSPST-10	6:50 AM
1AOAKS-10	8:25 AM	1MSPST-11	5:10 PM
1MRVNP-10	11:20 AM	1MROOA-09	9:35 PM
1ZOACS-11	12:20 PM	1AKSBE-08	9:20 AM
1MRVSP-09	8:10 PM		
1MSTLIJ-10	7:00 PM		
1MRVROX-11	10:10 PM		

EAST TRAINS:
TOTAL FREIGHT TRAINS:

9
15

WEST TRAINS: **6**

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0456 PM)	1
PSGR TRAINS: (#5 RENO 1154 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
 Monday October 12, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD :		WESTWARD :	
TRAIN ID	RENO(EST)	TRAIN ID	RENO(EST)
1MOARO-11	11:05 AM	1ZBSOA-09	2:45 AM
1MRVNP-11	12:45 PM	1CCORN-06	6:55 AM
1MSTNPP-11	6:20 PM	1MSPST-12	9:15 AM

EAST TRAINS:	3	WEST TRAINS:	3
TOTAL FREIGHT TRAINS:	6		

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0457 PM)	1
PSGR TRAINS: (#5 RENO 0418 PM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS: WRVLRR-09	1
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	3

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
 Tuesday October 13, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1MRVSP-12	2:10 AM	1MSPRVX-12	1:15 AM
1ZOACS-13	1:50 AM	1ZCSOA-10	5:10 AM
1GSTUEC-12	6:00 PM	1MROOA-11	6:40 AM
		1MNPRV-11	9:40 AM
		1MSPST-12	4:50 PM
		1ZCSOA-11	9:00 PM

EAST TRAINS:	3	WEST TRAINS:	6
TOTAL FREIGHT TRAINS:	9		

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0530 PM)	1
PSGR TRAINS: (#5 RENO 1255 PM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	2
TOTAL:	4

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
Wednesday October 14, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1MRVNP-14	6:40 AM	1MSPFRX-13	12:15 PM
1MSTNPD-13	1:40 PM	1MDVSTJ-11	7:30 AM
1AQAKS-13	10:50 AM	1MSPRV-13	9:45 AM
1ZOACS-14	1:55 PM	1GDNC DJT-08	11:20 AM
1MFRNPX-14	12:40 PM	1ZCSOA-12	3:10 PM
		1MROOA-13	6:05 PM

EAST TRAINS:	5	WEST TRAINS:	6
TOTAL FREIGHT TRAINS:	11		

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0450 PM)	1
PSGR TRAINS: (#5 RENO 1036 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS: WDUROR-14	1
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	3

v5

TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
Thursday October 15, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD :		WESTWARD :	
TRAIN ID	RENO(EST)	TRAIN ID	RENO(EST)
1MOARO-12	3:25 AM	1AKSBE-10	1:45 AM
1MSTNPP-14	8:50 AM	1MNPRV-12	2:40 AM
1GSTLSO-13	8:30 AM	1MDVSTS-12	2:50 AM
1ZOACS-15	2:25 PM	1AKSBE-12	6:00 PM
1MOARO-13	5:50 PM	1MSPST-14	9:45 PM
1MRVNP-15	8:50 PM		
1GSSTNC-15	6:55 PM		

EAST TRAINS:	7	WEST TRAINS:	5
TOTAL FREIGHT TRAINS:	12		

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0515 PM)	1
PSGR TRAINS: (#5 RENO 0109 PM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
 Friday October 16, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1MR' 'SP-14	12:05 AM	1ZCSOA-13	5:15 AM
1MOARO-144	9:15 AM	1MSPRV-15	9:00 AM
1GEDHFR-13	5:40 AM	1MSPFRX-1E	11:40 AM
1ZOACS-16	12:35 PM	1MROOA-14	2:55 PM
1MRVNP-16	8:05 PM	1ZCSOA-14	11:10 PM

EAST TRAINS: 5
 TOTAL FREIGHT TRAINS: 10

WEST TRAINS: 5

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0449 PM)	1
PSGR TRAINS: (#5 RENO 1130 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
 TOTAL:	 2

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
 Saturday October 17, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1MSTNPP-15	6:20 AM	1MSPST-16	2:10 AM
1MRVNP-17	10:05 AM	1CCOPN-14	8:30 AM
1AQAKSB-16	9:05 AM	1MDVSTJ-14	5:40 AM
1MOARO-16	1:45 PM	1AKSBE-13	9:25 AM
1ZQACS-17	4:40 PM	1MNPRV-15	4:25 PM
1MSTLIJ-16	6:00 PM	1MROOA-15	8:00 PM

EAST TRAINS: 6
TOTAL FREIGHT TRAINS: 12

WEST TRAINS: 6

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0524 PM)	1
PSGR TRAINS: (#5 RENO 0124 PM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	2
TOTAL:	4

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
 Sunday October 18, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1MSTNPP-16	12:55 AM	1AKSBE-14	3:20 AM
1AOAKS-17	11:45 AM	1ZCSOA-15	4:50 AM
1ZOACS-18	12:20 PM	1MSPRV-17	7:25 AM
1MRVSP-16	2:20 PM	1MSPST-17	10:40 AM
1MSTNPP-17	10:30 PM	1MROOA-17	5:50 PM
1GSTUCB-17	11:45 PM	1ZCSOA-16	8:25 PM

EAST TRAINS:	6	WEST TRAINS:	6
TOTAL FREIGHT TRAINS:	12		

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0520 PM)	1
PSGR TRAINS: (#5 RENO 1224 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

v5

TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
Monday October 19, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1MOARO-17	2:10 AM	1AKSBE-15	4:00 AM
1MSTNPP-18	5:40 AM	1MDVSTJ-16	6:15 AM
1MOARO-18	10:00 AM	1MSPFRX-19	1:45 AM
1AOAKS-18	3:40 PM	12OASOA-17	6:00 PM
1MSTLIJ-17	4:30 PM	1MSPRV-20	11:50 PM

EAST TRAINS: 5
TOTAL FREIGHT TRAINS: 10

WEST TRAINS: 5

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0508 PM)	1
PSGR TRAINS: (#5 RENO 1141 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
 Tuesday October 20, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1MRVNP-18	2:25 AM	1MSPST-20	5:00 AM
1GSPXGO-19	3:00 AM	1MROOA-18	8:25 AM
1MOARO-19	6:50 AM	1MNPRV-17	1:15 PM
1AOAKS-19	7:10 AM	1MPVSDJ-19	1:25 AM
1ZOACS-20	12:05 PM	1ZCSOA-18	4:50 PM
1MRVNPX-20	11:20 PM	1GSNGTR-15	7:40 PM
		1MRQOA-19	11:00 PM

EAST TRAINS: 6
TOTAL FREIGHT TRAINS: 13

WEST TRAINS: 7

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0445 PM)	1
PSGR TRAINS: (#5 RENO 1115 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
Wednesday October 21, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
3MFRKCJ-19	3:30 AM	1MDVSTJ-18	3:40 AM
1MSTNPP-19	8:30 AM	1AKSBE-17	7:05 AM
1MRVSP-19	12:25 PM	1MNPVR-18	11:20 AM
1AQAKS-20	9:20 AM	1MSPFRX-21	12:55 PM
1ZAQCS-21	12:35 PM	1MSPST-21	4:40 PM
1SSRCB-231	7:10 PM	1ZCSOA-19	7:45 PM
1MRVRO-20	9:05 PM	1MROOA-20	11:40 PM

EAST TRAINS:
TOTAL FREIGHT TRAINS:

7
14

WEST TRAINS: **7**

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0514 PM)	1
PSGR TRAINS: (#5 RENO 1103 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	2
TOTAL:	4

v5
 TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
 Thursday October 22, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1MEUNP-21	12:05 AM	1MDVSTJ-19	3:30 AM
1MSTNPP-20	10:00 AM	1MSPST-22	11:30 AM
1AOAKS-21	9:25 AM	1AKSBE-19	1:40 PM
1ZOACS-22	12:35 PM	1MROOA-21	12:00 AM
1MRVNP-22	10:00 PM	1ZOSOA-20	6:50 PM

EAST TRAINS: 5
 TOTAL FREIGHT TRAINS: 10

WEST TRAINS: 5

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0540 PM)	1
PSGR TRAINS: (#5 RENO 1102 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
 Friday October 23, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1GEDHGO-20	3:25 AM	1CSKPF-20	12:20 PM
1MSTNPP-21	8:50 AM	1MDVSTJ-20	3:20 AM
1ZOACS-23	2:10 PM	1AKSBE-20	4:05 AM
1MRVNP-23	5:35 PM	1MSPOAX-23	5:55 AM
1AOAKS-22	6:15 PM	1MSPST-23	4:15 AM
		1MSPRV-22	2:10 PM

EAST TRAINS:	5	WEST TRAINS:	6
TOTAL FREIGHT TRAINS:	11		

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0518 PM)	1
PSGR TRAINS: (#5 RENO 1039 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	2
TOTAL:	4

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
 Saturday October 24, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1MSTNPP-22	4:55 AM	1ZCSOA-21	12:01 PM
1MOARO-21	6:50 AM	1MDVSTJ-21	2:45 AM
1AOAKSB-23	9:05 AM	1MROQA-23	2:25 AM
1ZAQCS-24	11:00 AM	1MNPRV-22	5:20 PM
1MRVSP-23	2:45 PM	1ZCSOA-22	10:20 PM
1GSTRNC-23	4:05 PM		
1MRVNP-24	8:40 PM		

EAST TRAINS: 7
TOTAL FREIGHT TRAINS: 12

WEST TRAINS: 5

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0458 PM)	1
PSGR TRAINS: (#5 RENO 1056 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
 Sunday October 25, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1MSTNPP-23	2:05 AM	1MSPST-24	3:45 AM
1MOARO-22	1:15 AM	1AKSBEX-22	7:55 AM
1AGAKS-24	11:05 AM		
1ZOACS-25	9:50 AM		
1MOARO-24	2:25 PM		
1MSTNPP-24	3:15 PM		
1MRVNP-25	6:30 PM		

EAST TRAINS: 7
TOTAL FREIGHT TRAINS: 9

WEST TRAINS: 2

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0537 PM)	1
PSGR TRAINS: (#5 RENO 1019 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

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TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
Monday October 26, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1GEBLGI-18	10:20 AM	1ZCSOA-23	12:55 AM
1GETUGI-25	9:10 AM	1MROOA-24	3:25 AM
1AOAKS-25	11:15 AM	1MSPRVX-25	5:30 AM
1MOARO-25	9:20 PM	1MNPRV-24	10:45 AM
		1MSPST-25	1:05 PM
		1CCOPN-21	3:05 PM
		1ZCSOA-24	5:55 PM
		1MROOA-25	7:25 PM
		1MSPST-26	9:40 PM

EAST TRAINS:	4	WEST TRAINS:	9
TOTAL FREIGHT TRAINS:	13		

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0627 PM)	1
PSGR TRAINS: (#5 RENO 1008 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
 TOTAL:	 2

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TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
Tuesday October 27, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
2MRVNP-25	3:30 AM	1AKSBE-23	4:10 AM
1MOARO-26	3:20 PM	1MROQA-26	2:00 PM
1AOAKS-26	7:50 AM	1ZCSAO-25	6:25 PM
1MRVSP-26	9:30 AM	1MSPRV-27	6:50 PM
1MSTNPP-26	10:00 AM	1GDBIDH-23	8:05 PM
1MSTLIJ-24	10:20 AM		
1ZOACS-27	1:05 PM		

EAST TRAINS: 7
TOTAL FREIGHT TRAINS: 12

WEST TRAINS: 5

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0610 PM)	1
PSGR TRAINS: (#5 RENO 0949 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

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TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
Wednesday October 28, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD :		WESTWARD :	
TRAIN ID	RENO(EST)	TRAIN ID	RENO(EST)
1MSTNPP-27	10:05 AM	1AKSBE-24	1:50 AM
1AOAKS-27	7:50 AM	1MNPRV-26	6:45 AM
1ZOACS-28	12:05 PM	1MSPST-28	1:40 PM
1MOARO-27	4:50 PM	1ZCSOA-26	5:05 PM
1GETUSV-28	8:15 PM	1SNPNB-27	10:05 PM
1RVNP-28	8:15 PM		

EAST TRAINS:	6	WEST TRAINS:	5
TOTAL FREIGHT TRAINS:	11		

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0612 PM)	1
PSGR TRAINS: (#5 RENO 1059 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

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TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
 Thursday October 29, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD :		WESTWARD :	
TRAIN ID	RENO(EST)	TRAIN ID	RENO(EST)
1CSTHR-20	12:20 AM	1MROOA-27	7:50 AM
1GSTLSO-27	2:15 AM	1MSPST-29	1:35 PM
1MOARO-28	3:45 AM	1MROOA-26	2:15 PM
1AOAKS-28	6:15 AM	1MNPRV-27	4:05 PM
1MSTNPP-28	10:05 AM		
1ZOACS-29	11:10 AM		
1MRVSP-28	3:15 PM		
1MOARO-28	11:40 PM		

EAST TRAINS: 8
TOTAL FREIGHT TRAINS: 12

WEST TRAINS: 4

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0535 PM)	1
PSGR TRAINS: (#5 RENO 0956 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

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TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
 Friday October 30, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1MSTNPP-29	5:50 AM	1ZCSOA-27	12:11 AM
1AMINPX-29	10:55 AM	1MPVSTJ-28	12:40 AM
1AOAKS-29	9:25 AM	1MSPRV-29	6:00 AM
1MRVNP-29	1:35 PM	1MSPST-30	9:15 AM
1ZOACS-30	2:35 PM	1ZCSOA-28	8:30 PM
1MSTNPP-30	7:45 PM	1AKSBE-26	5:15 PM
1GSTUCD-30	9:25 PM		
1MSTLIJ-28	11:45 PM		

EAST TRAINS:
TOTAL FREIGHT TRAINS:

8
14

WEST TRAINS: **6**

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0538 PM)	1
PSGR TRAINS: (#5 RENO 1029 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

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TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
 Saturday October 31, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD :		WESTWARD :	
TRAIN ID	RENO(EST)	TRAIN ID	RENO(EST)
1MRVSP-30	1:40 AM	1MROOA-29	3:55 AM
1MRVNP-30	1:50 AM	1AKSBE-28	5:55 AM
1MOARO-30	2:05 AM	1MSPRV-31	12:05 PM
1SSONI-29	9:40 AM	1MSPST-31	2:00 PM
1ZOACS-31	1:35 PM	1MNPRV-29	2:55 PM
1MSTNPP-31	3:40 PM	1MSDFRX-31	6:40 PM
1MRVNP-31	9:50 PM		

EAST TRAINS:
TOTAL FREIGHT TRAINS:

7
13

WEST TRAINS: **6**

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOC LLS ETC):

PSGR TRAINS: (#6 RENO 0539 PM)	1
PSGR TRAINS: (#5 RENO 1141 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS: WCXRV-28 WLROXR	2
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	4