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LAKE COUNTY CLERK
Lake County Courthouse, Lakeview, Oregon 97630
(503) 947-6006
FAX (503) 947-6015

January 9, 1996

Karen O'Connor
County Clerk

Before the

INTERSTATE COMMERCE COMMISSION

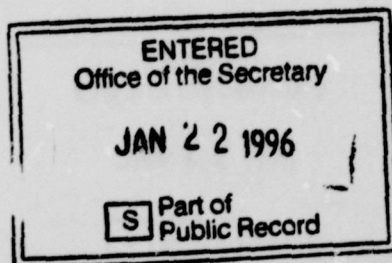


Finance Docket No. 32760

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

NOTICE OF INTENT TO PARTICIPATE

Pursuant to the Interstate Commerce Commission's Decision No. 6 herein, Lake County, State of Oregon hereby gives notice of its intent to participate in the above-described merger proceeding. Documents should be sent to the undersigned Karen O'Connor, Lake County Clerk, at the address shown below.



Respectfully submitted,

Karen O'Connor
Karen O'Connor,
Lake County Clerk
513 Center Street
Lakeview, OR 97630

Item No. _____
Page Count 2
Jan # 239

CERTIFICATE OF SERVICE

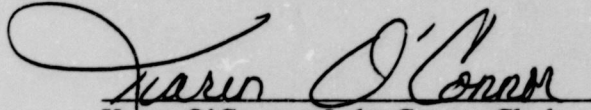
I hereby certify that I have this day served foregoing document titled NOTICE OF
INTENT TO PARTICIPATE on Administrative Law Judge Jerome Nelson and the below-listed
persons by sending by first class mail copies thereof properly addressed as follows:

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

Arvid E. Roach II, Esq.
Covington & Burling
1201 Pennsylvania Ave., N.W.
Washington, D.C. 20044

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

Dated at Lakeview, Oregon, this 9th day of January, 1996.


Karen O'Connor, Lake County Clerk

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WIFE Women Involved in Farm Economics

CERTIFIED MAIL # P 282 425 040
RETURN RECEIPT REQUESTED

January 9, 1996

Mr. Vernon A. Williams
Office of The Secretary
Case Control Branch
ATTN: Finance Docket No. 32760
Interstate Commerce Commission
1201 Constitution Avenue, N.W.
Washington, D.C. 20423



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

Dear Secretary Williams:

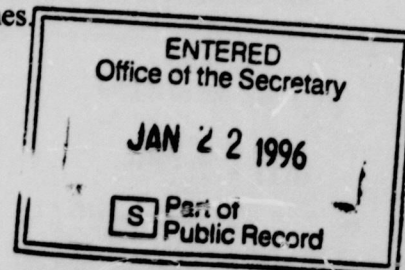
Pursuant to the Interstate Commerce Commission procedural schedule adopted by Decision No. 6 in the above outlined Docket, please accept this original and twenty (20) copies as our official "Notice of Intent to Participate" in the Subject Docket as listed above.

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

Kiowa County Women Involved in Farm Economics Chapter # 124
13775 County Road 78.5
Towner, CO 81071-9619
Attn: Bernice Tuttle, President
Telephone No.- (719) 727-5225
Fax No.- (719) 729-3312

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

Item No. _____
Page Count 2
238



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

Thank you.

Sincerely,

Bernice Tuttle

Bernice Tuttle, President

Kiowa County WIFE Chapter # 124

And The Individual Members and Others Representing Kiowa County Women Involved
in Farm Economics Chapter # 124:

Joyce Berry
Maurine Firner
Dorothy Negley
Mary Ann Richardson
Catherine Scherier
Freda Schmidt

Maxine Weber
Theresa Weber
Mary Lou Williams
Suzanne Williams
Hazel Woelk

CERTIFICATE OF SERVICE

I hereby certify that I have this day served the foregoing document upon the Applicant's
Representatives:

Arvid E. Roach II, Esq.
Covington & Burling
1201 Pennsylvania Avenue, N.W.
P.O. Box 7566
Washington, D.C. 20044
Certified Mail Receipt # P 282 425 041

Paul A. Cunningham, Esq.
Harkins Cunningham
1300 Nineteenth Street, N.W.
Washington, D.C. 20036
Certified Mail Receipt # P 282 425 042

Robert T. Opal, General Attorney
Jeanna L. Regier, Reg. ICC Practitioner
Missouri Pacific Railroad Company
1416 Dodge Street, # 830
Omaha, NE 68179
Certified Mail Receipt # P 282 425 043

Gary A. Laakso, General Attorney
The Denver & Rio Grande Western
Railroad Company
One Market Plaza, Room 846
San Francisco, CA 94105
Certified Mail Receipt # P 282 425 044

by Pre-Paid, First Class, Certified Return Receipt Requested, United States Postal Service.

Dated at Towner, Colorado, this 9th day of January, 1996.

Bernice Tuttle

STB

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• 32760

1-16-96

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January 15, 1996

BEFORE THE
SURFACE TRANSPORTATION BOARD
DEPARTMENT OF TRANSPORTATION

Finance Docket No. 32760

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



--Control and Merger--

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

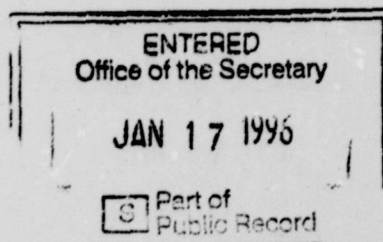
NOTICE OF INTENT TO PARTICIPATE

Pursuant to Decision No. 6 in this proceeding, and in accordance with 49 C.F.R. §1180.4(a)(4), Rio Bravo Jasmin and Rio Bravo Poso hereby submit their joint Notice of Intent to Participate. These parties respectfully request that their representatives, as listed below, be included in the service list maintained by the Board in this proceeding so that the listed representatives receive copies of all orders, notices, and other pleadings in this proceeding. Further, these parties request that Applicants and other parties of record serve copies of all pleadings filed in this proceeding directly upon the indicated representatives as listed below:

Robert V. Escalante
General Manager
Rio Bravo Poso & Rio Bravo Jasmin
2010 Main Street, Suite 470
Irvine, California 92714-7204

Constance H. Pierce
Attorney
Constellation Companies
250 West Pratt Street
Baltimore, Maryland 21201-2423

Gerald E. Vaninetti
Senior Consultant
Resource Data International, Inc.
1320 Pearl Street, Suite 300
Boulder, Colorado 80302



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RIO BRAVO FRESNO • RIO BRAVO JASMIN • RIO BRAVO POSO • RIO BRAVO ROCKLIN

January 15, 1996

Via Federal Express

Office of the Secretary
Surface Transportation Board
Department of Transportation
Case Control Branch
1201 Constitution Avenue, N.W.
Washington, D.C. 20423



Attention Finance Docket No. 32760

Dear Secretary:

Rio Bravo Poso and Rio Bravo Jasmin hereby jointly notify the Surface Transportation Board of their intention to participate in the Board's consideration of the proposed UP/SP merger by filing an original and twenty (20) copies of their Notice of Intent to Participate. Should you have any questions, please do not hesitate to contact the undersigned.

Respectfully submitted,

A handwritten signature in dark ink, appearing to read "Robert V. Escalante".

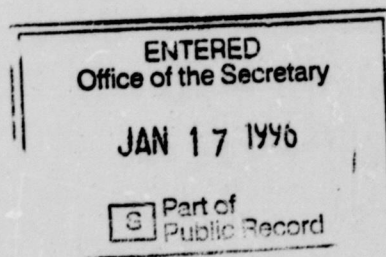
Robert V. Escalante
General Manager
Rio Bravo Poso
Rio Bravo Jasmin

Enclosures

RVE:tal

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

Paul A. Cunningham
Harkins Cunningham
1800 Nineteenth Street N.W.
Washington, D.C. 20036



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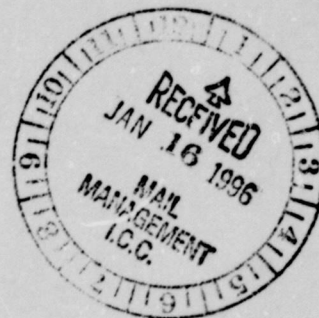
60957

GREAT SALT LAKE MINERALS CORPORATION

P.O. BOX 1190 O 765 NORTH 10500 WEST O OGDEN, UTAH 84402 O TEL. (801) 731-3100 O FAX (801) 731-4881



January 3, 1996



Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
Room 2215
12th Street & Constitutional Avenue, NW
Washington, DC 20423

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

Dear Mr. Williams:

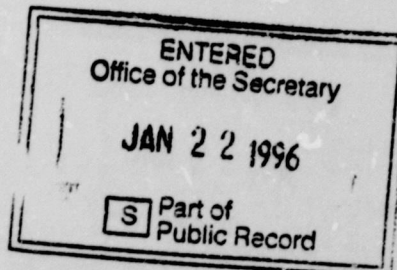
This is Great Salt Lake Mineral Corporation's Notice of Intent to participate in the above referenced proceeding and the individual indicated below would like to be a party of record.

Lynette W. Thirkill
Logistics Manager
Great Salt Lake Minerals Corporation
P.O. Box 1190
Ogden, UT 84402

This is to certify that an original and 20 copies have been included and one copy has been sent to the designated Law Judge and to the applicant's representatives.

Respectfully submitted,

Lynette W. Thirkill
Logistics Manager



Item No. _____
Page Count 1
233

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PEPPER, HAMILTON & SCHEETZ

ATTORNEYS AT LAW

PHILADELPHIA, PENNSYLVANIA

DETROIT, MICHIGAN

NEW YORK, NEW YORK

PITTSBURGH, PENNSYLVANIA

HARRISBURG, PENNSYLVANIA

WRITER'S DIRECT NUMBER

1300 NINETEENTH STREET, N.W.
WASHINGTON, D.C. 20036-1684

(202) 828-1200

TELEX CABLE ADDRESS: 440653 (ITT)

FAX: (202) 828-1665

WILMINGTON, DELAWARE

BERWYN, PENNSYLVANIA

WESTMONT, NEW JERSEY

LONDON, ENGLAND

MOSCOW, RUSSIA



(202) 828-1220

January 16, 1996

VIA HAND-DELIVERY

Hon. Vernon A. Williams, Secretary
Interstate Commerce Commission
Case Control Branch
Room 1324
1201 Constitution Avenue, N.W.
Washington, D.C. 20423

Attention: Finance Docket No. 32760

Re: Finance Docket No. 32760

Dear Secretary Williams:

Enclosed for filing are the original and 20 copies of Illinois Power Company's Notice of Intent To Participate (IP-1) in Finance Docket No. 32760.

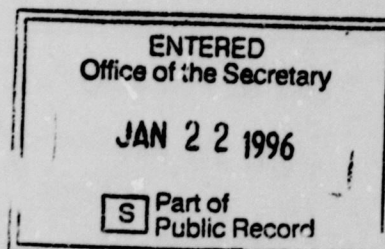
Sincerely,

A handwritten signature in cursive script that reads "Michelle J. Morris".

Michelle J. Morris

Enclosures

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



Item No. _____
Page Count 3
232

BEFORE THE
INTERSTATE COMMERCE COMMISSION

FINANCE DOCKET NO. 32760

UNION PACIFIC CORPORATION, ET AL.
-- CONTROL AND MERGER --
SOUTHERN PACIFIC RAIL CORPORATION, ET AL.

ILLINOIS POWER COMPANY'S
NOTICE OF INTENT TO PARTICIPATE

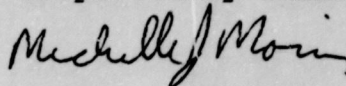
Please enter the appearance of Illinois Power Company ("IP") as a party of record in Finance Docket No. 32760 and include it on the service list to be prepared. Copies of all pleadings, notices, orders and decisions should be served upon:

Joseph L. Lakshmanan, Esq.
Illinois Power Company
500 South 27th Street
Decatur, IL 62525

Marc D. Machlin
Michelle J. Morris
Pepper, Hamilton & Scheetz
1300 Nineteenth Street, N.W.
Washington, D.C. 20036
(202) 828-1200

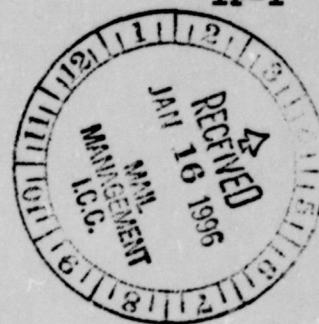
A copy of this Notice has been served upon counsel for Applicants.

Respectfully submitted,



Marc D. Machlin
Michelle J. Morris
Pepper Hamilton & Scheetz
1300 Nineteenth Street, N.W.
Washington, D.C. 20036
(202) 828-1200

IP-1



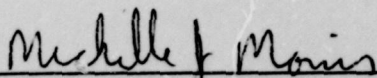
CERTIFICATE OF SERVICE

I certify that a copy of the foregoing Notice (IP-1)
was served on the following persons via first class mail:

Paul A. Cunningham
Richard B. Herzog
James M. Guinivan
Harkins Cunningham
1300 Nineteenth Street, N.W.
Washington, D.C. 20036

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

Arvid E. Roach, II
J. Michael Hemmer
Michael L. Rosenthal
Covington & Burling
1201 Pennsylvania Ave. N.W.
Washington, D.C. 20044


Michelle J. Morris

January 16, 1996

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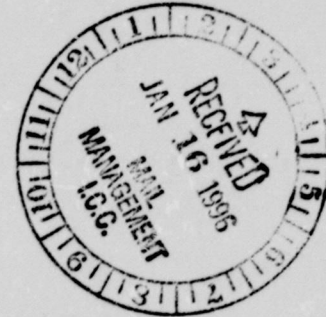


Chevron

January 15, 1996

Chevron Chemical Company
Olefins & Derivatives Division
1301 McKinney Street
Houston, TX 77010
P.O. Box 3766
Houston, TX 77253
Phone 713 754 2000

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



Dear Mr. Williams:

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

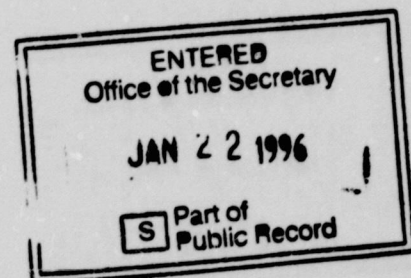
Enclosed are twenty additional copies of this notification and copies have been sent to Arvid E. Roach, II Esq., and Paul A. Cunningham, Esq. Also, enclosed is a self-addressed stamped envelope and an extra copy of this notification to be acknowledged as received by the Board and returned to Chevron Chemical Company. All information submitted for dissemination to all parties, should be forwarded to:

Eric W. Tibbetts
Manger, Rail Center
Chevron Chemical Company
PO Box 3766
Houston, TX 77253

Very truly yours,

Eric Tibbetts

Eric W. Tibbetts
Manager, Rail Center



Enclosure

Item No. _____
Page Count 1
4227

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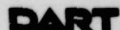
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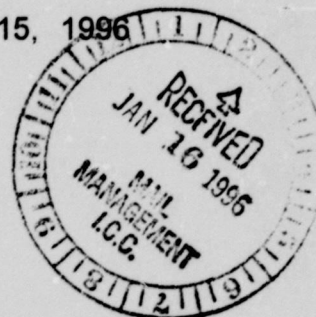
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Dallas Area Rapid Transit
P.O. Box 660163
Dallas, Texas 75266-0163
214/749-3278

Office of the Secretary
Case Control Branch
Attn.: Finance Docket No. 32760
Surface Transportation Board
1201 Constitution Avenue, N.W.
Washington, D. C. 202423-0001

January 15, 1996



NOTICE OF INTENT TO PARTICIPATE

Dallas Area Rapid Transit (DART), a regional metropolitan transit authority and a political subdivision of the State of Texas, files this Notice of Intent to participate as an interested party in Finance Docket No. 32760.

DART's representative is:

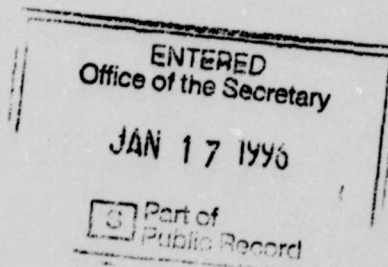
Lonnie Blaydes, Jr.
Dallas Area Rapid Transit
Vice President-Commuter Rail
P.O. Box 75266-7210
1401 Pacific Avenue
Dallas, Texas 75266-7210

Sincerely,

Lonnie Blaydes, Jr.
Vice President Commuter Rail
Telephone: 214-749-3008

Fax: 214-749-3609

c: Administrative Law Judge Jerome Nelson
Arvid Roach, Esquire
Paul A. Cunningham, Esquire



Item No. _____
Page Count 422

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"K" LINE AMERICA, INC.

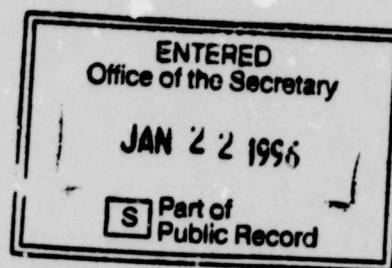
535 Mountain Avenue
Murray Hill, New Jersey 07974
TEL: (908) 582-9000 FAX: (908) 582-9001

December 27, 1995

via Certified Mail No. Z 087 415 265
Return Receipt Requested

Mr. Vernon A. Williams
Secretary - Case Control Branch
Interstate Commerce Commission
1201 Constitution Avenue, N.W.
Washington, DC 20423

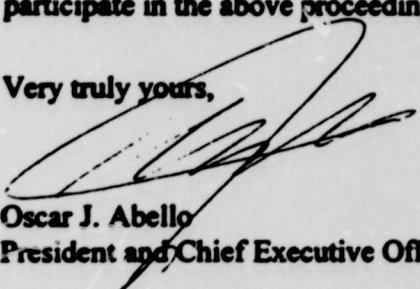
Re: Finance Docket No. 32760
Union Pacific Corporation, et al
Southern Pacific Rail Corporation



Dear Mr. Williams:

This letter is to notify the Interstate Commerce Commission that "K" Line America intends to participate in the above proceeding.

Very truly yours,


Oscar J. Abello
President and Chief Executive Officer

cc: All Parties of Record

Item No. _____
Page Count 1
224

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• 32760

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COLORADO WHEAT

ADMINISTRATIVE COMMITTEE

Farm Credit Center • 5500 S. Quebec St. • Suite 111 • Englewood, CO 80111 • (303) 740-4343

CERTIFIED MAIL # P 377 484 353
RETURN RECEIPT REQUESTED

January 10, 1996

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



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

Dear Secretary Williams:

In accordance with the Interstate Commerce Commission procedural schedule adopted in Decision No. 6 in the above referenced Docket, please accept this original and twenty copies as our official "Notice of Intent to Participate" by the Colorado Wheat Administrative Committee (CWAC) in this proceeding. The CWAC is marketing order representing the state's 14,000 wheat producers through education, research and promotion programs through a self-imposed assessment. The CWAC respectfully requests that it be allowed to submit verified comments from individual wheat producers along with those comments submitted by this organization in this matter.

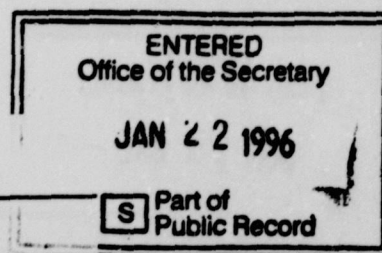
Please direct all future correspondence, telephone and facsimile transmissions with regard to the above referenced docket to:

Colorado Wheat Administrative Committee
5500 South Quebec Street, Suite 111
Englewood, CO 80111
ATTN: Darrell L. Hanavan, Executive Director
TEL: (303) 740-4343
FAX: (303) 694-5807

The CWAC is aware of the procedural schedule that has been adopted and intends to comply with the required deadlines. Please advise me of relevant information that is pertinent. Thank you for your consideration in this regard.

Sincerely,

Darrell L. Hanavan
Darrell L. Hanavan
Executive Director



Item No. _____
Page Count 2
223

CERTIFICATE OF SERVICE

I hereby certify that I have this day served the foregoing document upon the Applicant's Representatives:

Arvid E. Roach II, Esq.
Covington & Burling
1201 Pennsylvania Avenue, N.W.
P.O. Box 7566
Washington, D.C. 20044
Certified Mail Receipt # P 377 484 352

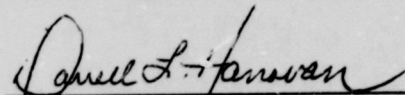
Paul A. Cunningham, Esq.
Harkins Cunningham
1300 Nineteenth Street, N.W.
Washington, D.C. 20036
Certified Mail Receipt # P 377 484 351

Robert T. Opal, General Attorney
Jeanna L. Regier, Reg. ICC Practitioner
Missouri Pacific Railroad Company
1416 Dodge Street, #830
Omaha, NE 68179
Certified Mail Receipt # P 377 484 350

Gary A. Laakso, General Attorney
The Denver and Rio Grande Western
Railroad Company
One Market Plaza, Room 846
San Francisco, CA 94105
Certified Mail Receipt # P 377 484 349

by Pre-Paid, First Class, Certified Return Receipt Requested, United States Postal Service.

Dated at Englewood, Colorado, this 10th day of January, 1996.



Darrell L. Hanavan

STB

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1-16-96

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SLOVER & LOFTUS

ATTORNEYS AT LAW

1224 SEVENTEENTH STREET, N. W.

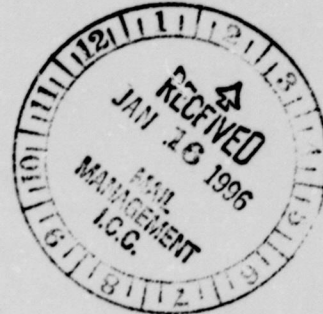
WASHINGTON, D. C. 20036

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

202 347-7170

* ADMITTED IN ILLINOIS ONLY

January 16, 1996



BY HAND DELIVERY

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Case Control Branch
12th Street & Constitution Avenue, N.W.
Washington, D.C. 20423

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

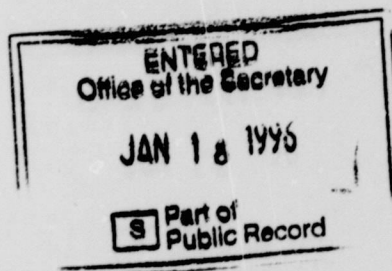
Dear Mr. Secretary:

Enclosed for filing in the captioned proceeding please
find an original and twenty (20) copies of the Notice of Intent to
Participate of the Lower Colorado River Authority and the City of
Austin, Texas (LCRA-2).

An extra copy of this filing is enclosed. Kindly
indicate receipt and filing by time-stamping the copy and returning
it to the bearer of this letter.

Thank you for your attention to this matter.

Sincerely,



C. Michael Loftus

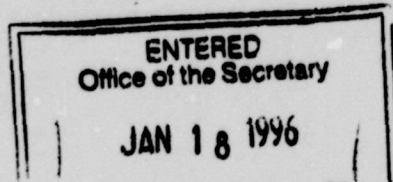
C. Michael Loftus
An Attorney for the Lower Colorado
River Authority and the City
of Austin, Texas

Enclosures

Item No. _____

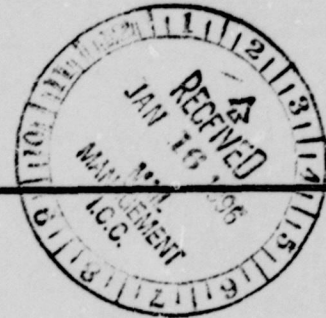
Page Count 4

Jan #219



LCRA-2

Part of the
Public Record
SURFACE TRANSPORTATION BOARD



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

Finance Docket No. 32760

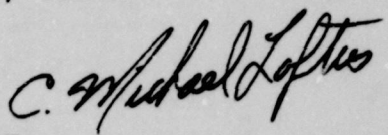
NOTICE OF INTENT TO PARTICIPATE
BY THE LOWER COLORADO RIVER
AUTHORITY AND THE CITY OF AUSTIN, TEXAS

Pursuant to Interstate Commerce Commission Decision No. 9, served December 27, 1995, the Lower Colorado River Authority and the City of Austin, Texas ("LCRA/Austin"), by and through their undersigned counsel, hereby give notice of their intent to participate in the above-referenced proceeding as an active party, as their interests may appear. LCRA/Austin have previously filed comments in this proceeding describing their identities and interests. See Comments of the Lower Colorado River Authority and the City of Austin, Texas on Applicants' Proposed Procedural Schedule, dated September 18, 1995.

In accordance with 49 C.F.R. § 1180.4(a)(2),
LCRA/Austin have selected the acronym "LCRA" for identifying all
documents and pleadings they submit in this proceeding.

Respectfully submitted,

LOWER COLORADO RIVER AUTHORITY
and CITY OF AUSTIN, TEXAS

By: C. Michael Loftus 
Patricia E. Kolesar
Slover & Loftus
1224 Seventeenth Street, N.W.
Washington, D.C. 20036

Attorneys and Practitioners

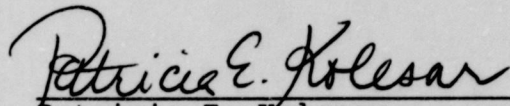
Dated: January 16, 1996

CERTIFICATE OF SERVICE

I hereby certify that on this 16th day of January, 1996, I caused a copy of the foregoing Notice of Intent to Participate to be served by hand on the individuals listed below, and by first-class United States mail, postage prepaid, on all other persons on the service list for this proceeding.

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

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



Patricia E. Kolesar

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1-16-96

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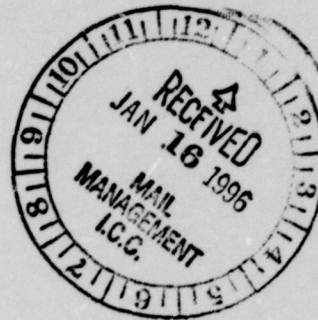


DAN S. BORNE
PRESIDENT

LOUISIANA CHEMICAL ASSOCIATION

60942

January 12, 1996



Vernon A. Williams, Secretary
Office of the Secretary
Attention: Finance Docket 32760
Surface Transportation Board
1201 Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Mr. Williams:

Reference: Finance Docket 32760
UP Corporation-Control and Merger - SP Corporation

With this letter, the Louisiana Chemical Association (LCA) requests that it be listed as a party of record in the above referenced matter. The LCA understands that March 29, 1996, is the deadline for interested parties to submit written comments on this proposed railroad merger.

Thank you for your attention to this matter.

Sincerely,

Edward J. Flynn /jfb

Edward J. Flynn, Director
Health and Safety Affairs

cc: Dan Borne'

Office

JAN 17 1996

Item No. _____

Page Count 1

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ORIGINAL

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

THOMAS F. McFARLAND, JR.
STEPHEN C. HERMAN

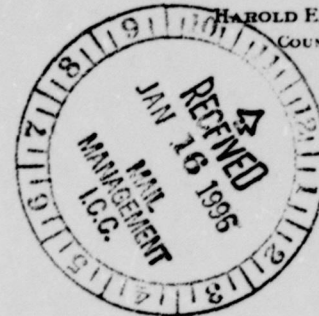
NUEL D. BELNAP (1882-1972)

HAROLD E. SPENCER
COUNSEL

January 15, 1996

By U.P.S. Overnight Mail

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



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

Dear Mr. Williams:

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

IBP, Inc.
P.O. Box 515
Dakota City, NE 68731-0515

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

Very truly yours,

Stephen C. Herman
Attorney for IBP, Inc.

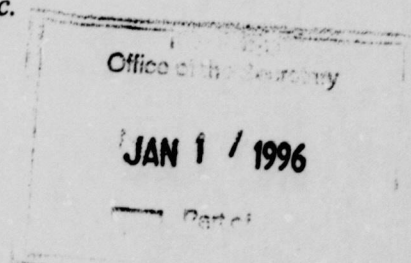
SCH:kl:encl:490

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

Item No. _____

Page Count _____

Jan #216



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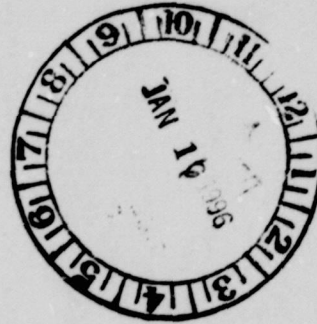
60937



STIMSON LUMBER COMPANY

Sales and Marketing

520 S.W. Yamhill, Suite 325
Portland, Oregon 97204
(503) 295-0951
(800) 445-9758
fax: (503) 295-1849



January 2nd, 1996

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

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

Dear Mr. Williams:

Stimson Lumber Company wishes to become a Party of Record in the above captioned proceeding. Stimson Lumber Company is a customer of Union Pacific Railroad and Southern Pacific Railroad and is directly affected by the proposed merger.

Please direct copies of all filings to:

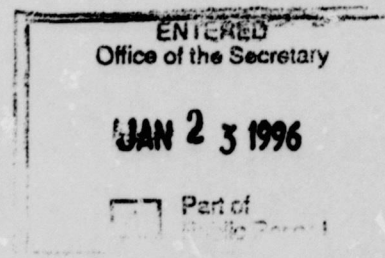
Traffic Manager
Stimson Lumber Company
520 SW Yamhill, Suite 325
Portland, OR 97204

Thank you.

Sincerely,

Kandy Davis
Traffic Manager

cc: Steve Schmitt, Vice President of Marketing, Stimson Lumber Company
Arvid E. Roach II - Covington & Burling



Form NO. _____

Page Count

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60935 •



Tennessee Valley Authority, 400 West Summit Hill Drive, Knoxville, Tennessee 37902

Item No. 100935
Page Count 4
211

Edward S. Christenbury
General Counsel

January 15, 1996



Mr. Vernon A. Williams
Secretary
• Surface Transportation Board
(Formerly Interstate Commerce Commission)
Department of Transportation
1201 Constitution Avenue, NW, Room 2215
Washington, D.C. 20423

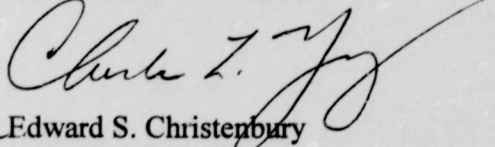
Attention: Case Control Branch

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

Dear Secretary Williams:

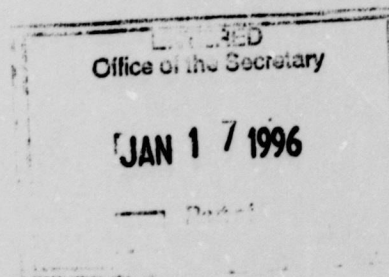
The Tennessee Valley Authority hereby notifies the Surface Transportation Board of its intention to participate in the Board's consideration of the subject proposed merger by filing an original and twenty (20) copies of its Notice of Intent to Participate. Should you have any questions, please do not hesitate to contact the undersigned.

Respectfully submitted,


for Edward S. Christenbury

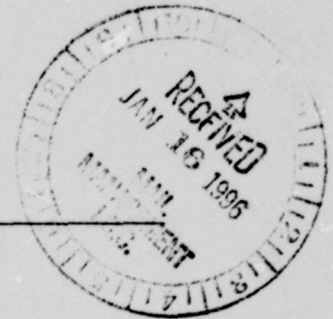
Enclosures

cc: See page 2



7

BEFORE THE
SURFACE TRANSPORTATION BOARD
DEPARTMENT OF TRANSPORTATION
(FORMERLY INTERSTATE COMMERCE COMMISSION)



Finance Docket No. 32760

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

---Control and Merger---

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

NOTICE OF INTENT TO PARTICIPATE

Pursuant to Decision Nos. 6 and 9 in this proceeding, and in accordance with 49 C.F.R. § 1180.4(a)(4), the Tennessee Valley Authority, an agency and instrumentality of the United States Government, hereby submits its Notice of Intent to Participate. We respectfully request that our representatives, as listed below, be included in the service list to be compiled and maintained by the Board in this proceeding so that the listed representatives receive copies of all orders, notices, and other pleadings in this proceeding. Further, we request that Applicants and other parties of record serve copies of all pleadings filed in this proceeding directly upon the indicated representatives as listed below:

Edward S. Christenbury, Esq.
General Counsel
Tennessee Valley Authority
400 West Summit Hill Drive
Knoxville, Tennessee 37902
Telephone No. 423-632-4151
Facsimile No. 423-632-2422

Office of the Secretary

JAN 17 1996

Mr. Vernon A. Williams
Page 2
January 15, 1996

cc (Enclosure):

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

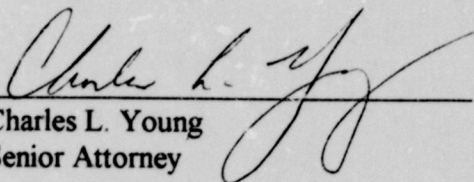
Paul A. Cunningham, Esq.
Harkins Cunningham
1300 Nineteenth Street, NW
Washington, D.C. 20036

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

Mr. Gregory M. Vincent
Vice President, Fuel Supply and
Engineering
Tennessee Valley Authority
Lookout Place, 1101 Market Street
Chattanooga, Tennessee 37402
Telephone No. 423-751-4641
Facsimile No. 423-751-6376

Respectfully submitted,

Edward S. Christenbury
General Counsel


Charles L. Young
Senior Attorney

Tennessee Valley Authority
400 West Summit Hill Drive
Knoxville, Tennessee 37902
Telephone No. 423-632-7304
Facsimile No. 423-632-2422

Attorneys for Tennessee Valley Authority

STB

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1-16-96

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BRACEWELL & PATTERSON, L.L.P.

A REGISTERED LIMITED LIABILITY PARTNERSHIP
ATTORNEYS AT LAW

2000 K STREET NW STE 500
WASHINGTON DC 20006-1872
202 828 5800
FAX 202 223 1225

ALBERT B. KRACHMAN
PARTNER

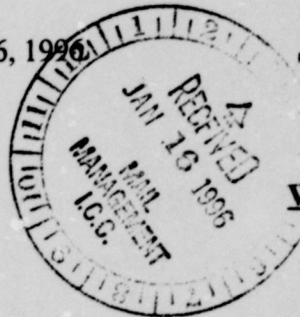
40934
SOUTH TOWER PENNZOIL PLACE
711 LOUISIANA ST STE 2900
HOUSTON TX 77002-2781
713 223 2900

100 CONGRESS AVE STE 1900
AUSTIN TX 78701-4052
512 472 7800

LINCOLN PLAZA
500 N AKARD ST STE 4000
DALLAS TX 75201-3387
214 740 4000

43 BROOK ST
LONDON W1Y 2BL ENGLAND
44 71 355 3330

January 16, 1996



Via Hand Delivery

Interstate Commerce Commission
and Surface Transportation Board
1201 Constitution Avenue, N.W.
Washington, D.C.

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

Dear Sir/Madam:

Enclosed for filing, please find an original and 20 copies of Notice of Intent and Request for
Service by Capital Metropolitan Transportation Authority.

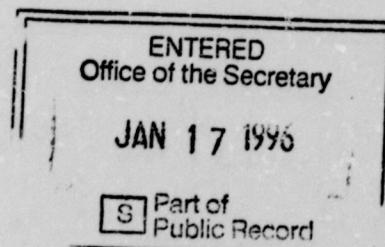
Very truly yours,

Bracewell & Patterson, L.L.P.

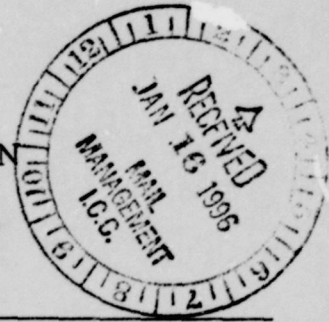
Albert B. Krachman

lmn

Item No. _____
Page Count 4
12 #210



BEFORE THE
INTERSTATE COMMERCE COMMISSION
AND
SURFACE TRANSPORTATION BOARD



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

**NOTICE OF INTENT TO PARTICIPATE AND REQUEST FOR SERVICE BY
CAPITAL METROPOLITAN TRANSPORTATION AUTHORITY**

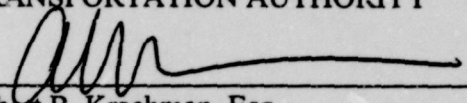
Pursuant to Interstate Commerce Commission ("ICC") Decision No. 9 in the above cause, 60 Fed. Reg. 66988 (December 27, 1995), Capital Metropolitan Transportation Authority, through counsel, hereby submits this Notification of Intent to Participate and Request for Service.

1. The Interested Party is the Capital Metropolitan Transportation Authority, 2910 East 5th Street, Austin, Texas, 78702 ("Capitol Metro").

2. Service should be made on the undersigned counsel for Capital Metro: Albert B. Krachman, Bracewell & Patterson, L.L.P., 2000 K Street, Washington, D.C., (202) 828-5824.

Respectfully submitted,

CAPITAL METROPOLITAN
TRANSPORTATION AUTHORITY



Albert B. Krachman, Esq.
Bracewell & Patterson, L.L.P.
2000 K Street, N.W.
Suite 500
Washington, D.C. 20006
(202) 828-5800

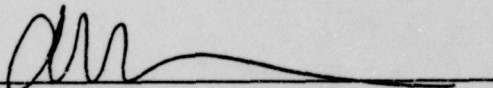
Attorney for
Capital Metropolitan Transportation Authority

CERTIFICATE OF SERVICE

I, Albert B. Krachman, hereby certify that I caused a copy of the Notice of Intent to Participate and Request for Service, to be mailed, first class, postage prepaid on this 16th day of January, 1996 to Applicant's representatives:

Arvid E. Roach II, Esq.
Covington & Burling
1201 Pennsylvania Ave., N.W.
PO Box 7566
Washington DC 20044

Paul A. Cunningham, Esq.
Harkins Cunningham
1300 19th St. N.W.
Washington DC 20036



Albert B. Krachman

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**Texas
House of Representatives**

ROBERT JUNELL

P.O. Box 2910
Austin, Texas 78768-2910
(512) 463-0472



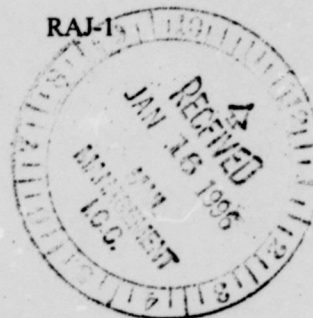
January 11, 1996

District Offices:

☐ P.O. Box 3362
San Angelo, Texas 76902
(915) 657-0197

☐ 2135 Hickory Street
Colorado City, Texas 79512
(915) 728-8955

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Room 2215
12th and Constitution Avenue, N.W.
Washington, D.C. 20423



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

Dear Secretary Williams:

Enclosed for filing is an original and 20 copies of the notification of Representative Robert Junell of his intent to participate in this proceeding as an active party, plus a 3.5 - inch floppy diskette formatted to 5.1 WordPerfect of the same. Please place Representative Robert Junell on the list of all parties of record in this case. Representative Robert Junell selects acronym "RAJ" for identifying all documents and pleadings he submits.

Representative Robert Junell
P.O. Box 2910
Austin, TX 78768-2910

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

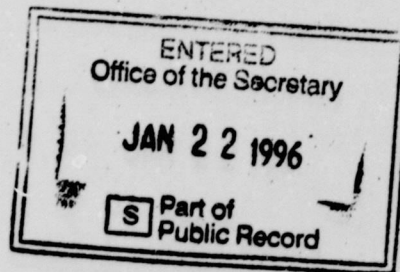
Yours very truly

A handwritten signature in black ink that reads "Robert Junell".

Robert Junell
State Representative
District 72

cc: Arvid E. Roach, II, Esquire
Covington and Burling
1201 Pennsylvania Avenue, N.W.
Washington, D.C. 20044

Paul A. Cunningham, Esquire
Harkins and Cunningham
1300 19th Street, N.W.
Washington, D.C. 20036



Chairman, Committee on Appropriations



Printed on Recycled Paper

Item No. _____

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196

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• 60919



**State of Texas
House of Representatives**

ROBERT M. SAUNDERS
P.O. Box 2910
Austin, Texas 78768-2910
(512) 463-0682

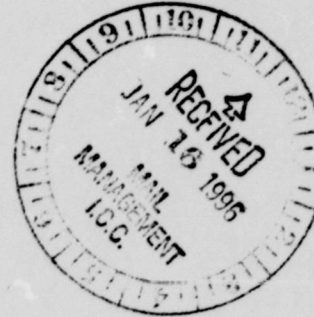
January 12, 1996

420 So. Reynolds
La Grange, Texas 78945
(409) 368-8197

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Room 2215
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

RMS-1

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



Dear Secretary Williams:

Enclosed for filing is an original and 20 copies of the notification of Representative Robert M. Saunders of his intent to participate in this proceeding as an active party, plus a 3.5 - inch floppy diskette formatted to 5.1 WordPerfect of the same. Please place Representative Robert M. Saunders on the list of all parties of record in this case. Representative Robert M. Saunders selects acronym "RMS" for identifying all documents and pleadings he submits.

Representative Robert M. Saunders
P.O. Box 2910
Austin, TX 78768-2910

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

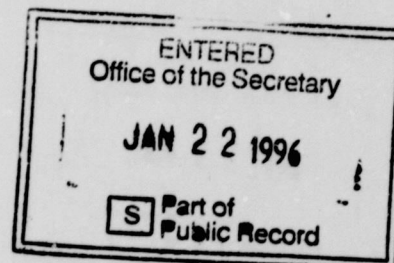
Sincerely,

Robert M. Saunders
State Representative
District 28

Item No. _____
Page Count 1
#195

cc: Arvid E. Roach, II, Esquire
Covington and Burling
1201 Pennsylvania Avenue, N.W.
Washington, D.C. 20044

Paul A. Cunningham, Esquire
Harkins and Cunningham
1300 19th Street, N.W.
Washington, D.C. 20036



Committees:
Chairman,
Land and Resource Management
Environmental Regulation
Redistricting

District 28:
Gastrop, Colorado
Fayette, Wharton

STB

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32760

1-16-96

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GUERRIERI, EDMOND & CLAYMAN, P.C.

1331 F STREET, N.W.
WASHINGTON, D.C. 20004(202) 624-7400
FACSIMILE: (202) 624-7420JOSEPH GUERRIERI, JR.
JOHN A. EDMOND
ROBERT S. CLAYMAN
DEBRA L. WILLEN
HOLLY B. FECHNER
JEFFREY A. BARTOS
ANA L. AVENDAÑO*
AMYBETH GARCIA BOKOR*

*NOT ADMITTED IN DC

January 16, 1996

VIA HAND DELIVERYThe Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Case Control Branch
1201 Constitution Avenue, NW
Washington, DC 20423Re: Finance Docket No. 32760, Union Pacific Corp., et al. --
Control and Merger -- Southern Pacific Rail Corp., et al.

Dear Secretary Williams:

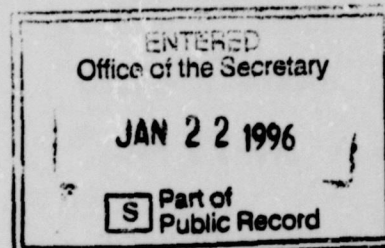
The International Association of Machinists and Aerospace Workers ("IAM"), through its undersigned counsel, hereby files notice of its intent to participate in the above-referenced case. Service of all documents upon the IAM may be made to the undersigned counsel.

Thank you for your attention to this matter.

Sincerely,

*Debra L. Willen*Joseph Guerrieri, Jr.
Debra L. Willen

DLW:bg

cc: The Honorable Jerome Nelson
Avid E. Roach II, Esq.
Paul A. Cunningham, Esq.Item No. 1
Page Count 192
Jan

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1-16-96

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60915

WILMER, CUTLER & PICKERING

2445 M STREET, N.W.
WASHINGTON, D.C. 20037-1420

TELEPHONE (202) 663-6000
FACSIMILE (202) 663-6363

A. STEPHEN HUT, JR.
DIRECT LINE (202)
663-6235

4 CARLTON GARDENS
LONDON SW1Y 5AA
TELEPHONE 011 (4471) 839-4466
FACSIMILE 011 (4471) 839-3537

RUE DE LA LOI 15 WETSTRAAT
B-1040 BRUSSELS
TELEPHONE 011 (322) 231-0903
FACSIMILE 011 (322) 237-4322

FRIEDRICHSTRASSE 95
BRIEFKASTEN 29
D-10117 BERLIN
TELEPHONE 011 (4930) 2643-3601
FACSIMILE 011 (4930) 2643-3630

January 16, 1996

VIA HAND DELIVERY

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Case Control Branch
Room 1324
1201 Constitution Avenue, N.W.
Washington, D.C. 20423



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

Dear Secretary Williams:

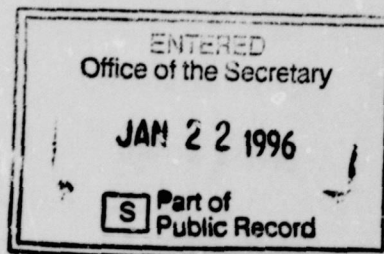
Enclosed herewith are one original and twenty copies of the Notice of Intent to Participate submitted on behalf of Consolidated Rail Corporation. In accordance with 49 C.F.R. § 1180.4(a)(2), Consolidated Rail Corporation has previously selected the acronym "CR," and the enclosed document is identified as CR-6. Also enclosed is a 3.5-inch diskette containing the text of the enclosed pleading in WordPerfect 5.1 format. Finally, in accordance with Decision No. 6 in this proceeding, copies of the enclosed document are being served upon Applicants' counsel, Administrative Law Judge Jerome Nelson, and all parties on the restricted service list.

Sincerely,

A. Stephen Hut, Jr.
A. Stephen Hut, Jr.

Attorney for Consolidated
Rail Corporation

Enclosures



Item No. _____

Page Count 5

Van 198

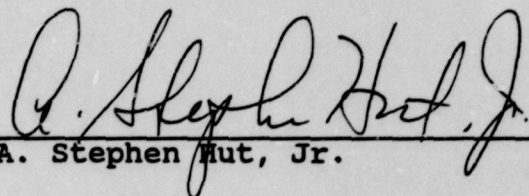
CERTIFICATE OF SERVICE

I certify that on this 16th day of January, 1996, a copy of the foregoing Notice of Consolidated Rail Corporation of Intent to Participate was served by hand delivery to:

Arvid E. Roach II
S. William Livingston, Jr.
Michael L. Rosenthal
Covington & Burling
1201 Pennsylvania Avenue, N.W.
P.O. Box 7566
Washington, D.C. 20044

Paul A. Cunningham
Richard B. Herzog
James M. Guinivan
Harkins Cunningham
1300 Nineteenth Street, N.W.
Washington, D.C. 20036

and served by first-class mail, postage pre-paid, to all parties on the Restricted Service List.


A. Stephen Hut, Jr.

BEFORE THE
SURFACE TRANSPORTATION BOARD

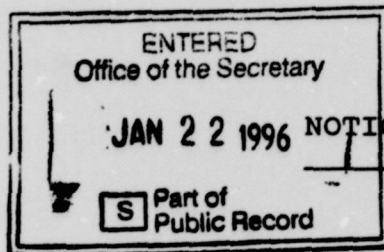


Finance Docket No. 32760

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

-- CONTROL AND MERGER --

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



NOTICE OF CONSOLIDATED RAIL CORPORATION
OF INTENT TO PARTICIPATE

By pleading titled "Notice of Appearance of Consolidated Rail Corporation," filed on September 7, 1995, Consolidated Rail Corporation ("Conrail") entered the appearance of certain counsel and gave notice of its intent to participate in this proceeding as a party of record. Out of an abundance of caution, and pursuant to the procedural schedule adopted in Decision No. 6 (Oct. 17, 1995), Conrail herewith confirms its intention to participate actively as a party in the above-captioned proceeding. Conrail requests that all undersigned

counsel be included in the service list to be maintained in this proceeding.

As the Surface Transportation Board ("STB" or "Board") is no doubt aware from recent filings, numerous shippers, the Department of Justice, and others have identified serious anticompetitive effects that they believe will result from the proposed merger, especially in the Gulf Coast and Eastern regions ("Gulf/Eastern") of the applicants' route network.^{1/} A major issue in this proceeding, therefore, will be whether these anticompetitive effects will be remedied by the trackage rights grant to the Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company. Conrail believes that they will not, and, accordingly, as presented, the merger would not be consistent with the public interest.

Conrail intends on or before March 29, 1996 to file comments opposing the merger unless it is conditioned on the divestiture and sale of certain lines now owned and operated in the Gulf/Eastern region by the Southern Pacific Rail Corporation ("SP") to a qualified railroad buyer. As the Board is aware, Conrail has itself made a proposal to buy such lines;^{2/} Conrail's

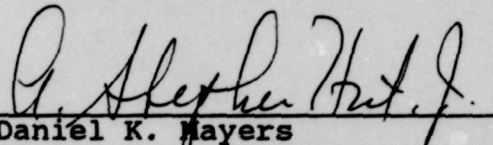
^{1/} See, e.g., Comments of Champion International Corp. (Dec. 19, 1995) at 6-9; Letter from Chrysler Corporation to Secretary Williams (Nov. 15, 1995); Comments by the Department of Justice on Proposed Procedural Schedule (Sept. 18, 1995), at 2-3; Additional Comments by the Department of Justice on Proposed Procedural Schedule (Oct. 2, 1995), at 2-3.

^{2/} See Letter from Bruce B. Wilson, Esq. to Secretary Williams (Oct. 3, 1995).

proposal would be an effective market-supplied, structural solution to the anticompetitive effects that will otherwise result from the merger. Conrail's comments will describe that proposal in greater detail in the context of its opposition to the merger in the absence of a condition requiring divestiture of SP's Gulf/Eastern lines to a qualified railroad. Conrail does not believe that such a condition would be "affirmative relief" within the meaning of 49 C.F.R. § 1180.3(h).

Respectfully submitted,

Constance L. Abrams
Jonathan M. Broder
Anne E. Treadway
CONSOLIDATED RAIL CORPORATION
2001 Market Street
Philadelphia, PA 19101


Daniel K. Mayers
William J. Kolasky, Jr.
A. Stephen Hut, Jr.
Steven P. Finizio
WILMER, CUTLER & PICKERING
2445 M Street, N.W.
Washington, D.C. 20037

Attorneys for Consolidated
Rail Corporation

January 16, 1996

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• 60913

Monsanto

Item No. 60913

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189

The Chemical Group
800 N. Lindbergh Boulevard
St. Louis, Missouri 63167
Phone: (314) 694-1000

January 12, 1996



Office of the Secretary
Case Control Branch
Att'n: Finance Docket No. 32760
Surface Transportation Board
12th Street and Constitution Avenue
Washington, D.C. 20423

Re: Finance Docket No. 32760

Dear Secretary:

This is formal notice that Monsanto intends to independently participate in Finance Docket No. 32760. This notice is given in compliance with the SBT schedule of proceedings for the Union Pacific - Southern Pacific merger, which calls for this notice of intent to be filed on or before January 16, 1996.

Monsanto is a global company producing chemicals, fibers, consumer lawn care products, food additives, agricultural chemicals, agricultural seed, pharmaceuticals, and specialty products. Monsanto has production facilities throughout the United States, purchases numerous raw materials from vendors numbering in the thousands, and ships rail into and out of Canada and Mexico.

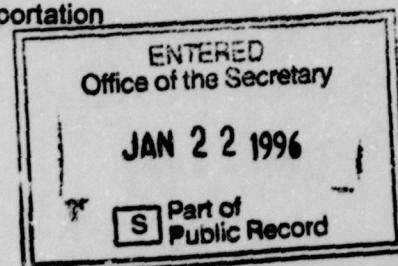
Thank you in advance for recording and filing Monsanto's notice of intentions in connection with the above named Docket.

Sincerely,

A handwritten signature in cursive script that reads "David A. Pins".

David A. Pins
Manager, Rail Transportation

DAP/hsg



Office of the Secretary
Case Control Branch
Att'n: Finance Docket No. 32760
Surface Transportation Board

January 12, 1996
D. A. Pins, Monsanto
Page 2

cc: Arvid E. Roach, II, Esq.
Covington & Burling
1201 Pennsylvania Avenue, N.W.
P.O. Box 7566
Washington, D.C. 20036

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

STB

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68910



OFFICE:

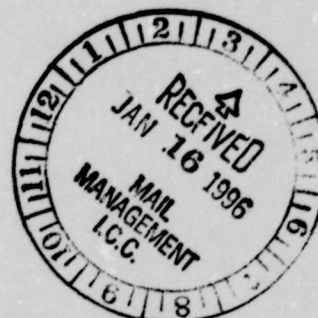
One O'Hare Centre
6250 North River Road
Suite 9000
Rosemont, IL 60018
Tel. (708) 318-4600

MAILING ADDRESS:

P.O. Box 532
Rosemont, IL 60017-5062

January 15, 1996

Vernon A. Williams
Secretary
Surface Transportation Board
12th Street & Constitution Avenue, N.W.
Washington, D.C. 20427



RE: **Finance Docket No. 32760**

Union Pacific Corporation, Union Pacific Railroad Company and Missouri Pacific Railroad Company -- Control and Merger -- Southern Pacific Rail Corp., Southern Pacific Transportation Company, St. Louis Southwestern Railway Company, SPCSL Corp. and The Denver and Rio Grande Western Railroad Company

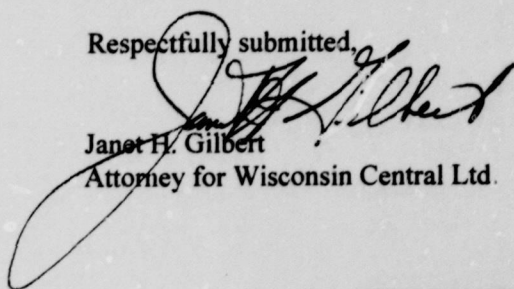
Dear Secretary Williams:

Enclosed for filing with the Board in the above-referenced matter are an original and twenty copies of the **Notice of Intent of Wisconsin Central Ltd. To Participate in Proceeding (WCL-1)**, dated January 15, 1996.

I have also enclosed an extra copy of WCL-1 and the transmittal letter. Please date-stamp those copies to evidence receipt of this filing and return them to me in the enclosed, self-addressed, stamped envelope.

Thank you for your assistance in this matter.

Respectfully submitted,


Janet H. Gilbert

Attorney for Wisconsin Central Ltd.

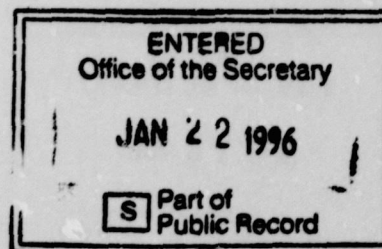
Enclosures

cc: Parties on Certificate of Service

Item No. _____

Page Count 5

Jan 1996



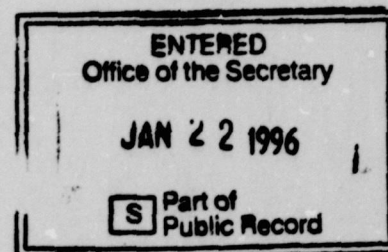
BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 32760

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



NOTICE OF INTENT OF WISCONSIN CENTRAL LTD.
TO PARTICIPATE IN PROCEEDING



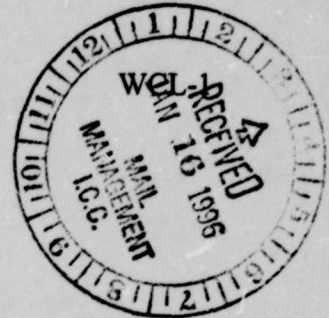
Janet H. Gilbert
Assistant General Counsel
Wisconsin Central Ltd.
6250 N. River Road Suite 9000
Rosemont, IL 60018
708/318-4691

ATTORNEY FOR WISCONSIN
CENTRAL LTD.

Dated: January 15, 1996

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 32760



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

NOTICE OF INTENT OF WISCONSIN CENTRAL LTD.
TO PARTICIPATE IN PROCEEDING

In accordance with Decision 9 in the above-referenced matter, served by the Interstate Commerce Commission on December 27, 1995, Wisconsin Central Ltd. ("WCL") hereby serves notice upon the Surface Transportation Board and the Primary Applicants of its intent to participate as a party of record in this proceeding. WCL's participation may also include participation on behalf of Fox Valley & Western Ltd., a wholly-owned subsidiary of Wisconsin Central Transportation Corporation, which also wholly owns WCL.

All decisions, pleadings and correspondence in this proceeding should be sent to WCL's representative as follows:

Janet H. Gilbert
Assistant General Counsel
Wisconsin Central Ltd.
6250 N. River Road Suite 9000
Rosemont, IL 60018
Phone: 708/318-4691
Fax: 708/384-5428

WHEREFORE, WCL respectfully requests that it be included as a party of record on the service list in this proceeding.

Respectfully submitted,

By: 

Janet H. Gilbert

Assistant General Counsel
Wisconsin Central Ltd.
6250 N. River Road Suite 9000
Rosemont, IL 60018
Phone: 708/318-4691

ATTORNEY FOR WISCONSIN CENTRAL LTD.

Dated: January 15, 1996

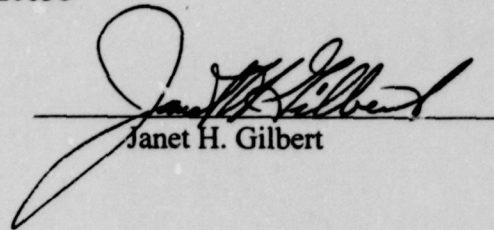
CERTIFICATE OF SERVICE

I hereby certify that on this 15th day of January, 1996, a copy of the foregoing **Notice of Intent of Wisconsin Central Ltd. To Participate in Proceeding** was served by overnight delivery upon:

Arvid E. Roach, II
Covington & Burling
1201 Pennsylvania Avenue, N.W.
Washington, D.C. 20044

and by first class mail, postage prepaid, upon:

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



Janet H. Gilbert

STB

FD

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LAW OFFICES
FRITZ R. KAHN, P.C.
 SUITE 750 WEST
 1100 NEW YORK AVENUE, N.W.
 WASHINGTON, D.C. 20005-3934

ORIGINAL

(202) 371-8037
 FAX (202) 371-0900



January 5, 1996

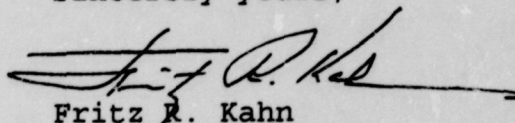
Hon. Vernon A. Williams
 Secretary
 Surface Transportation Board
 Washington, DC 20423

Dear Secretary Williams:

Enclosed for filing in Finance Docket No. 32760, Union Pacific Corporation, et al.--Control and Merger--Southern Pacific Rail Corporation, et al., are the original and twenty copies of the Notice of Intent to Participate of Georgetown Railroad Company and Texas Crushed Stone Company, GRR-2.

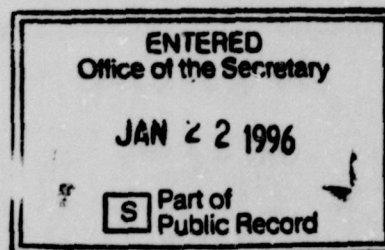
Service is being effected in accordance with the Certificate of Service.

Sincerely yours,


 Fritz R. Kahn

enc.

cc: Arvid E. Roach II, Esq.
 Paul A. Cunningham, Esq.
 Hon. Federico F. Pena
 Hon. Anne K. Bingaman
 Hon. Jerome Nelson
 Mr. Charles R. Turner
 Mr. W. B. Snead



Item No. _____

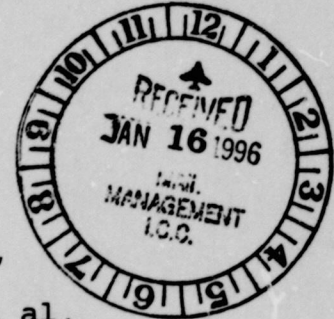
Page Count 3

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ORIGINAL

GRR-2

BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423



Finance Docket No. 32760

UNION PACIFIC CORPORATION, et al.,
--CONTROL AND MERGER--
SOUTHERN PACIFIC RAIL CORPORATION, et al.

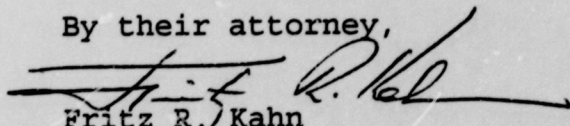
NOTICE OF INTENT
TO PARTICIPATE

Pursuant to the decision, served October 19, 1995, Decision No. 6, Georgetown Railroad Company and Texas Crushed Stone Company of Georgetown, Texas, advise the Board of their intention to participate in the proceeding as their interests may appear and ask that the appearance of their attorney be entered.

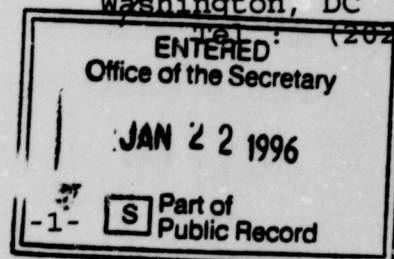
Respectfully submitted

GEORGETOWN RAILROAD COMPANY
TEXAS CRUSHED STONE COMPANY

By their attorney,


Fritz R. Kahn
Fritz R. Kahn, P.C.
Suite 750 West
1100 New York Avenue, NW
Washington, DC 20005-3934
(202) 371-8037

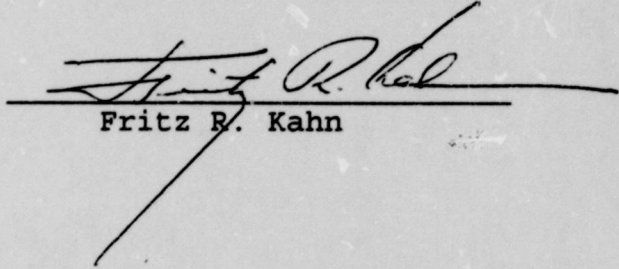
Dated: January 5, 1996



CERTIFICATE OF SERVICE

Copies of the foregoing Notice of Intent to Participate were served upon counsel for the Applicants, the Attorney General, the Secretary of Transportation and Administrative Law Judge Nelson by first-class mail, postage prepaid.

Dated at Washington, DC, this 5th day of January 1996.



Fritz B. Kahn

STB

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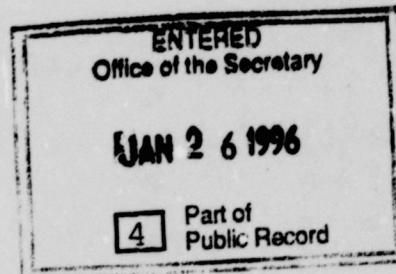
ECDC
ENVIRONMENTAL, L.C.

127 South 500 East, Suite 675
Salt Lake City, Utah 84102
Telephone 801-355-9166
Facsimile 801-355-9167

60880



January 12, 1996



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

Attn: Case Control Branch

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

Dear Mr. Williams:

In accordance with the Commission's various decisions in this proceeding (see, e.g., Decision No. 9 at 3), this is a Notice of Intent to participate in the above referenced proceeding on behalf of ECDC Environmental, L.C. ("ECDC"). ECDC intends to participate as a full participant, and should be listed as a party of record.

Mr. W. C. Travis, III
Vice President of Transportation
ECDC Environmental, L.C.
127 South 500 East, Suite 657
Salt Lake City, Utah 84102
(801) 355-9166 (Phone) (801) 355-9167 (Fax)

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

Sincerely,

W. C. Travis, III
Vice President of Transportation

WCT/jln

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#156



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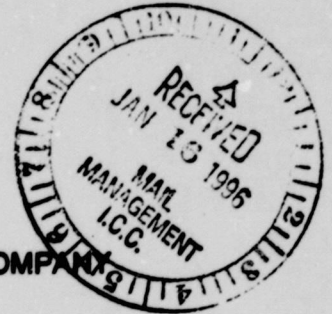
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BEFORE THE
INTERSTATE COMMERCE COMMISSION

Finance Docket No. 32760

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



INITIAL COMMENTS ON BEHALF OF THE
ILLINOIS DEPARTMENT OF TRANSPORTATION

The Department of Transportation, having received the above-referenced control application and the Commission's notices, intends to participate formally in this proceeding, and become a party of record to the entire Union Pacific/Southern Pacific consolidation proceeding which includes the abandonment and discontinuance proceeding, ICC Docket AB-33 (Sub-No. 96).

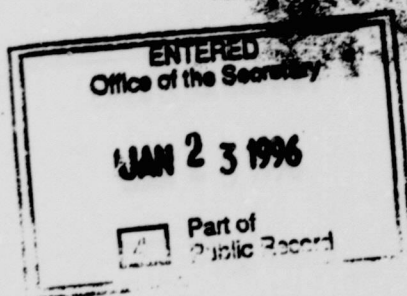
The department has no other comments at this time. The determination of a position will depend upon a review of comments and evidence submitted by other parties in response to the application. The Department of Transportation will indicate its position and submit evidence by the particular due dates established for subsequent filings.

Respectfully Submitted,

A handwritten signature in black ink, appearing to read "Kirk Brown".

Kirk Brown
Secretary

JAN 11 1996



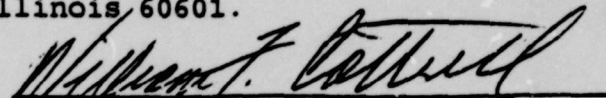
Item No. _____

Page Count 2

JAN 153

Certificate of Service

I hereby certify that copies of the Initial Comments of the Illinois Department of Transportation (IDOT-1) were served upon all parties of record on January 12, 1996 by U.S. Mail, postage prepaid, from Chicago, Illinois 60601.

A handwritten signature in dark ink, appearing to read "William F. Cottrell", is written over a horizontal line.

William F. Cottrell

Assistant Attorney General

100 W. Randolph St. - 12th Fl.

Chicago, IL 60601

STB

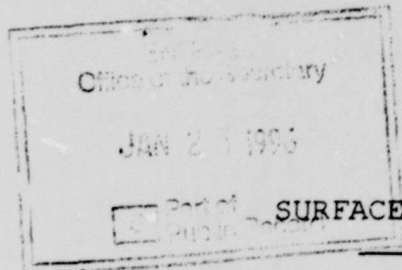
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1-16-96

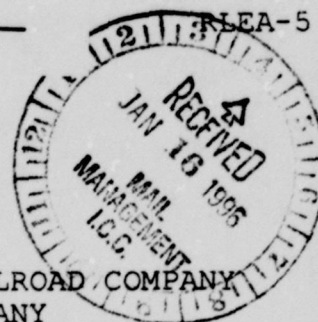
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Item No. _____
Page Count 6
Jan #152

BEFORE THE
SURFACE TRANSPORTATION BOARD



Finance Docket No. 32760

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

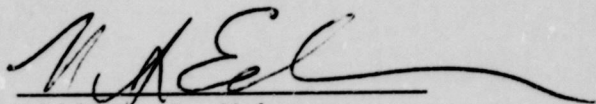
**NOTICE OF THE RAILWAY LABOR EXECUTIVES' ASSOCIATION,
RLEA AFFILIATED ORGANIZATIONS AND THE UNITED
TRANSPORTATION UNION OF THEIR INTENT TO PARTICIPATE**

The Interstate Commerce Commission's Decision No. 9, served on December 27, 1995, requires that, by January 16, 1996, all interested parties submit a notice as to their intention to participate in the above-captioned proceeding regarding the proposed common control of the Union Pacific Railroad and its affiliates and the Southern Pacific Railroad and its affiliates, and the merger of those railroads. To the extent that that order may require the Railway Labor Executives' Association ("RLEA"), the rail unions which are affiliated with the RLEA¹ and the United

¹ The RLEA affiliated organizations are: American Train Dispatchers Department/BLE; Brotherhood of Locomotive Engineers; Brotherhood of Maintenance of Way Employees; Brotherhood of Railroad Signalmen; Hotel Employees and Restaurant Employees International Union; International Brotherhood of Boilermakers, Iron Ship Builders, Blacksmiths, Forgers and Helpers; International Brotherhood of Electrical Workers; International Brotherhood of Firemen & Oilers; and Sheet Metal Workers'

Transportation Union (referred to herein as RLEA/UTU) to file a notice in addition to their comments dated September 18, 1995 (RLEA-1), RLEA/UTU hereby inform the Surface Transportation Board, and all other interested parties that they will participate fully in these proceedings and that they will oppose the common control/merger application. Consistent with prior filings in this proceeding RLEA, its affiliates and the UTU will file under the acronym "RLEA".

Respectfully submitted,



William G. Mahoney
Richard S. Edelman
Donald F. Griffin

HIGHS AW, MAHONEY & CLARKE, P.C.
1050 17th Street, N.W.
Suite 210
Washington, D.C. 20036
(202) 296-8500

Counsel for Railway Labor
Executives Association, Its
Affiliated Organizations and
United Transportation Union


Dated: January 16, 1996

International Association.

CERTIFICATE OF SERVICE

I hereby certify that I have caused to be served one copy of the Notice Of The Railway Labor Executives' Association, RLEA Affiliated Organizations And The United Transportation Union Of Their Intent To Participate, by first-class mail, postage prepaid to the offices of the parties on the attached list. Counsel was unable to obtain the latest official service list during the last week; to the extent that additional parties have recently entered appearances and are not on the attached list, those parties will be served by first-class mail tomorrow.

Dated at Washington, D.C. this 16th day of January, 1996.


Richard S. Edelman

Constance L. Abrams
Consolidated Rail Corporation
Two Commerce Square
2001 Market Street, 16-A
Philadelphia, PA 19101-1416

Martin W. Bercovici
KELLER AND HECKMAN
1001 G Street, N.W.
Suite 500W
Washington, D.C. 20001-4545

Richard P. Bruening
The Kansas City Southern Ry. Co.
114 West 11th Street
Kansas City, MO 64105

C. L. Crawford, Chairman
United Transportation Union
3104 Edlooe
Room 207
Houston, TX 77027

Patricia E. Deitrich
SLOVER & LOFTUS
1224 17th Street, N.W.
Washington, D.C. 20036

John Edwards, Esq.
ZUCKERT, SCOUTT ET AL.
888 17th Street, N.W.
Suite 600
Washington, D.C. 20006-3939

Roger W. Fones
U.S. Department of Justice
555 4th Street, N.W.
Washington, D.C. 20001

T. L. Green
DONELAN, CLEARY, WOOD
1100 New York Avenue, N.W.
Suite 750
Washington, D.C. 20005-3934

Cannon Y. Harvey
Southern Pacific Trans. Company
1860 Lincoln St., 14th Floor
Denver, CO 80295

Jeff Hill
Director of Fuel Management
Sierra Pacific Power Company
6100 Neil Road
Reno, Nevada 98520

Richard A. Allen
ZUCKERT, SCOUTT ET AL.
888 17th Street, N.W.
Suite 600
Washington, D.C. 20006-3939

Carl W. Von Bernuth
Union Pacific Corporation
Martin Tower
Eighth and Eaton Avenues
Bethlehem, PA 18018

Robert M. Bruskin
Mark Schechter
Howery & Simon
1299 Pennsylvania Avenue, N.W.
Washington, D.C. 20004

Paul A. Cunningham
HARKINS CUNNINGHAM
1300 19th Street, N.W.
Suite 600
Washington, D.C. 20036

Nicholas J. Dimichael
DONELAN, CLEARY, WOOD
1100 New York Avenue, N.W.
Suite 750
Washington, D.C. 20005-3934

Roy T. Englert, Jr.
MAYER, BROWN & PLATT
2000 Pennsylvania Ave., N.W.
Suite 6500
Washington, D.C. 20006

General Committee of Adjustment
GO-895
United Transportation Union
2040 North Loop West, Ste. 310
Houston, TX 77018

James M. Gunivan
HARKINS CUNNINGHAM
1300 19th Street, N.W.
Suite 600
Washington, D.C. 20036-1609

J. Michael Hemmer
COVINGTON & BURLING
1201 Pennsylvania Avenue, N.W.
P. O. Box 7566
Washington, D.C. 20044

Joan S. Huggler
U.S. Department of Justice
Room 9812
555 4th Street, N.W.
Washington, D.C. 20001

Janice G. Barber
Burlington Northern Railroad
3800 Continental Place
777 Main Street
Fort Worth, TX 76102

Michael D. Billiel
Robert L. McGeorge
Angela L. Hughes
U.S. Dept. Of Justice/Antitrust Div.
555 4th St., NW, Rm 9104-TEA
Washington, D.C. 20001

Paul A. Conley, Jr.
Union Pacific Railroad Company
Law Department
1416 Dodge Street
Omaha, NE 68179

Robert A. Cushing
United Transportation Union
Local 1718
12401 Hidden Sun Court
El Paso, TX 79938

James V. Dolan
Union Pacific Railroad Company
Law Department
1416 Dodge Street
Omaha, NE 68179

Marc J. Fink
SHER & BLACKWELL
2000 L Street, N.W., Ste. 612
Washington, D.C. 20036

Robert K. "Bob" Glynn
Executive Vice President
Hoisington Chamber of Commerce
123 North Main Street
Hoisington, KS 67544-2594

Canon Y. Harvey
Carol A. Harris
Louis P. Warchot
Southern Pacific Trans. Company
One Market Plaza
San Francisco, CA 94105

Richard B. Herzog
HARKINS CUNNINGHAM
1300 19th Street, N.W.
Suite 600
Washington, D.C. 20036-1609

Terence M. Hynes
Krista L. Edwards
SIDLEY & AUSTIN
1722 Eye Street, N.W.
Washington, D.C. 20006

William P. Jackson, Jr.
3426 North Washington Blvd.
P. O. Box 1240
Arlington, VA 22210-0540

William J. Kolasky, Jr.
Ali M. Stoesselwerth
Steven P. Finizio
Wilmer, Cutler & Pickering
2445 M Street, N.W.
Washington, D.C. 20037-1420

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

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

Anthony J. McMahon
Bastianelli, Brown, Touhey
& Kelley, Chtd.
2828 Pennsylvania Ave., NW, #203
Washington, D.C. 20006

William A. Mellins
TROUTMAN SANDERS
601 Pennsylvania Avenue, N.W.
Suite 640 N. Building
Washington, D.C. 20004

John Will Ongman
Pepper, Hamilton & Sheetz
1300 Nineteenth Street, N.W.
Washington, D.C. 20036

Larry R. Pruden
Transportation, Communications
International Union
3 Research Place
Rockville, MD 20850

Arvid E. Reach, II
COVINGTON & BURLING
1201 Pennsylvania Avenue, N.W.
P. O. Box 7566
Washington, D.C. 20044

Robert J. Rossi
N Loop Off Park
2030 N. Loop West
Suite 215
Houston, TX 77018-8112

Erika Z. Jones
MAYER, BROWN & PLATT
2000 Pennsylvania Ave., N.W.
Suite 6500
Washington, D.C. 20006

Kathryn Kusske
MAYER, BROWN & PLATT
2000 Pennsylvania Ave., N.W.
Suite 6500
Washington, D.C. 20006

John K. Maser, III
Jeffrey O. Moreno
DONELAN, CLEARY, WOOD
1100 New York Ave., NW, #750
Washington, D.C. 20005-3934

Rosemary H. McEnery
Mark L. Josephs
Howery & Simon
1299 Pennsylvania Ave., N.W.
Washington, D.C. 20004

Jeffrey R. Moreland
Santa Fe Pacific Corp. et al.
1700 East Golf Road
Schaumburg, IL 60173

National Industrial Transportation
League
1700 North Moore Street
Suite 1900
Arlington, VA 22209

Robert T. Opal
1416 Dodge Street
Room 830
Omaha, NE 68179-0001

Richard J. Ressler
Union Pacific Corporation
Martin Tower
Eighth and Eaton Avenues
Bethlehem, PA 18018

Michael E. Roper
Burlington Northern Railroad
3800 Continental Place
777 Main Street
Fort Worth, TX 76102

Kevin M. Sheys
Oppenheimer Wolff & Donnelly
1020 Nineteenth Street, N.W.
Suite 400
Washington, D.C. 20036-6105

Fritz R. Kahn
1190 New York Avenue, N.W.
Suite 750 West
Washington, D.C. 20005-3934

Thomas Lawrence, III
Oppenheimer Wolff & Donnelly
1020 Nineteenth St., NW, #400
Washington, D.C. 20036

Daniel K. Mayers
A. Stephen Hut, Jr.
Wilmer, Cutler & Pickering
2445 M Street, N.W.
Washington, D.C. 20037-1420

Ronald P. McLaughlin, President
BLE
1370 Ontario Street
Mezzanine - Standard Building
Cleveland, OH 44113-1702

Jeffrey O. Moreno
DONELAN, CLEARY, WOOD
1100 New York Avenue, N.W.
Suite 750
Washington, D.C. 20005-3934

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

Andrew R. Plump
ZUCKERT, SCOUTT ET AL.
888 17th Street, N.W.
Suite 600
Washington, D.C. 20006-3939

Louise A. Rinn
Union Pacific Railroad Company
Law Department
1416 Dodge Street
Omaha, NE 68179

Michael L. Rosenthal
COVINGTON & BURLING
1201 Pennsylvania Avenue, N.W.
P. O. Box 7566
Washington, D.C. 20044

Peter J. Shudtz
CSX Corporation
One James Center
901 E. Cary Street
Richmond, VA 23219

William C. Sippel
Thomas J. Lotwiler
Oppenheimer Wolff & Donnelly
180 North Stetson Avenue
Chicago, IL 60601

Adrian L. Steel, Jr.
MAYER, BROWN & PLATT
2000 Pennsylvania Ave., N.W.
Suite 6500
Washington, D.C. 20006

Scott N. Stone
Patton Boggs, LLP
2550 M Street, N.W.
Washington, D.C. 20037-1350

Charles A. Spitulnik
Alicia M. Serfaty
HOPKINS & SUTTER
888 Sixteenth Street, N.W.
Washington, D.C. 20006

Dennis R. Svetlich
Rural Route #1 Box 361
Brumley, MO 65017-9803

The Atchison, Topeka & Santa Fe
Railway Company
1700 East Golf Road
Schaumburg, IL 60173

The Texas Mexican Railway Co.
P. O. Box 419
Laredo, TX 78042-0419

Anne E. Treadway
Consolidated Rail Corporation
2001 Market Street
P. O. Box 41416
Philadelphia, PA 19101-1416

Union Pacific Corporation
Martin Tower
Eighth and Eaton Avenues
Bethlehem, PA 18018

Robert P. vom Eigen
HOPKINS & SUTTER
888 16th Street, N.W.
Washington, D.C. 20006

Louis P. Warchot
Southern Pacific Trans. Company
One Market Plaza
San Francisco, CA 94105

Richard E. Weicher
Santa Fe Pacific Corporation, *et al.*
1700 East Golf Road
Schaumburg, IL 60173

Robert H. Wheeler
Oppenheimer Wolff & Donnelly
Two Prudential Plaza, 45th Floor
180 North Stetson Avenue
Chicago, IL 60601

Thomas W. Wilcox
DONELAN, CLEARY, WOOD
1100 New York Avenue, N.W.
Suite 750
Washington, D.C. 20005-3934

Debra L. Willen
GUERRIERI, EDMOND, *et al.*
1331 F Street, N.W.
Washington, D.C. 20004

Frederic L. Wood
DONELAN, CLEARY, WOOD
1100 New York Avenue, N.W.
Suite 750
Washington, D.C. 20005-3934

Dean L. Worley
HILBURN CALHOON HARPER
One Riverfront Place, Eighth Floor
P. O. Box 5551
North Little Rock, AR 72119

STB

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• 32760

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• 60874



OFFICE OF THE ATTORNEY GENERAL
STATE OF ILLINOIS

Jim Ryan
ATTORNEY GENERAL

Item No. 40874
Page Count 6
An # 151



January 12, 1996

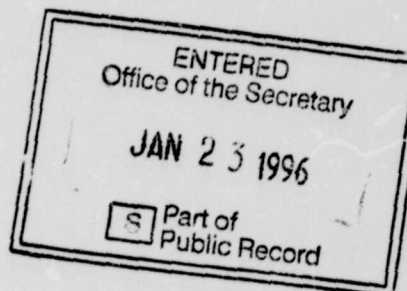
Mr. Vernon C. Williams
Secretary
Surface Transportation Board
1201 Constitution Ave., N.W.
Washington, DC 20423

Attn: Case Control Branch. Finance Docket No. 32760

Dear Mr. Williams:

Enclosed for filing are an original and twenty copies of the Initial Comments of the Illinois Department of Transportation (IDOT-1) by Kirk Brown, Secretary, Illinois Department of Transportation. The initial comments and this letter are a Notice of Intent to Participate in Finance Docket No. 32760.

It is requested that the following be added to the service list:



William F. Cottrell
Assistant Attorney General
100 W. Randolph St. - 12th Floor
Chicago, IL 60601
(312) 814-4323

Merrill Travis
Chief, Bureau of Railroads
Illinois Department of Transportation
2300 S. Dirksen Parkway - Room 302
Springfield, IL 62764
217-782-2835

Sincerely,

William F. Cottrell

William F. Cottrell

cc: All Parties

BEFORE THE
INTERSTATE COMMERCE COMMISSION

Finance Docket No. 32760



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

INITIAL COMMENTS ON BEHALF OF THE
ILLINOIS DEPARTMENT OF TRANSPORTATION

The Department of Transportation, having received the above-referenced control application and the Commission's notices, intends to participate formally in this proceeding, and become a party of record to the entire Union Pacific/ Southern Pacific consolidation proceeding which includes the abandonment and discontinuance proceeding, ICC Docket AB-33 (Sub-No. 96).

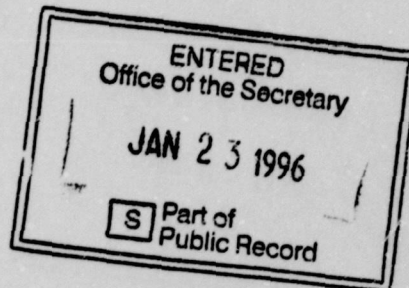
The department has no other comments at this time. The determination of a position will depend upon a review of comments and evidence submitted by other parties in response to the application. The Department of Transportation will indicate its position and submit evidence by the particular due dates established for subsequent filings.

Respectfully Submitted,

A handwritten signature in black ink, appearing to read "Kirk Brown".

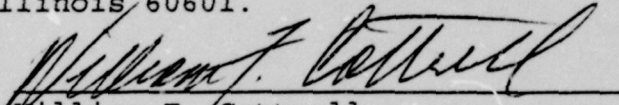
Kirk Brown
Secretary

January 14, 1996



Certificate of Service

I hereby certify that copies of the Initial Comments of the Illinois Department of Transportation (IDOT-1) were served upon all parties of record on January 12, 1996 by U.S. Mail, postage prepaid, from Chicago, Illinois 60601.

A handwritten signature in dark ink, appearing to read "William F. Cottrell", is written over a horizontal line.

William F. Cottrell

Assistant Attorney General

100 W. Randolph St. - 12th Fl.

Chicago, IL 60601

BEFORE THE
INTERSTATE COMMERCE COMMISSION

Finance Docket No. 32760

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



INITIAL COMMENTS ON BEHALF OF THE
ILLINOIS DEPARTMENT OF TRANSPORTATION

The Department of Transportation, having received the above-referenced control application and the Commission's notices, intends to participate formally in this proceeding, and become a party of record to the entire Union Pacific/Southern Pacific consolidation proceeding which includes the abandonment and discontinuance proceeding, ICC Docket AB-33 (Sub-No. 96).

The department has no other comments at this time. The determination of a position will depend upon a review of comments and evidence submitted by other parties in response to the application. The Department of Transportation will indicate its position and submit evidence by the particular due dates established for subsequent filings.

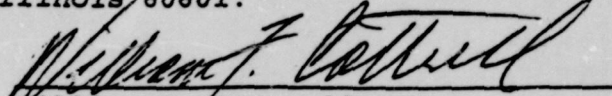
Respectfully Submitted,

Kirk Brown
Secretary

January 11, 1996

Certificate of Service

I hereby certify that copies of the Initial Comments of the Illinois Department of Transportation (IDOT-1) were served upon all parties of record on January 12, 1996 by U.S. Mail, postage prepaid, from Chicago, Illinois 60601.



William F. Cottrell

Assistant Attorney General

100 W. Randolph St. - 12th Fl.

Chicago, IL 60601

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60872

LAWRENCE S. SKIFFINGTON
ATTORNEY AND COUNSELOR AT LAW

ADMITTED TO
PRACTICE IN
COLORADO & UTAH

Office of the Secretary

MAIL ALL CORRESPONDENCE TO:

POST OFFICE BOX 38459

CHEYENNE MOUNTAIN STATION

JAN 23 1996 COLORADO SPRINGS, COLORADO 80937

114 CAVE AVENUE

MANITOU SPRINGS, COLORADO 80829

January 12, 1996



Robert T. Opal
General Attorney
1416 Dodge Street
Omaha, NE 68179

CERTIFIED MAIL RECEIPT NO.:
Z-253-127-998

RE: Notice of Intent to Participate in Abandonment and
Discontinuance of Trackage Rights:
ICC Finance Docket No. 32760; Proceeding Designations:
(1) ICC Docket No. AB-3 (Sub-No. 130)
(2) ICC Docket No. AB-8 (Sub-No. 38)

Ladies and Gentlemen:

This Notice of Intent to Participate in the Abandonment and
Discontinuance of Trackage Rights relating to the above captioned
ICC Proceedings is filed in accordance with the requirements of
49 C.F.R. Part 1152 et. seq. as modified by ICC Decision No. 6
served October 19, 1995, as part of ICC Finance Docket No. 32760.

In accordance with these requirements, Party status is
hereby requested for Lawrence S. Skiffington and Mark Grisko at
the address and telephone appearing above.

This is to advise the Applicant and the ICC that Mr.
Skiffington and Mr. Grisko desire to participate in the
abandonment and discontinuance proceedings referenced above and
not the entire UP/SP consolidation proceedings.

Accordingly, please provide the undersigned with two (2)
copies of all documents relating to the referenced abandonment
and discontinuance proceedings including but not limited to:

- (1) Documents to which all Parties to said proceedings
are entitled to receive under the provisions of 49
C.F.R. Part 1152 et. seq. or as otherwise required by
the ICC in its orders and procedures, agreements among
the Applicants or other statutory, regulatory or
judicial requirements;
- (2) Information relating to the "estimate of the
subsidy and minimum purchase price required to keep the
line(s) in operation";
- (3) Copies of the Application relating to the
Abandonment and Discontinuation Proceedings;

Item No.	Page Count
1	3
2	14
3	1

Notice of Intent to Participate
ICC Finance Docket No. 32760
Abandonment and Discontinuance Proceedings
ICC Dockets No.s AB-3 (Sub-No. 130) and AB-8 (Sub-No. 38)
January 12, 1995
Page Two

(4) Copies of the "environmental document(s)...related to the abandonments and discontinuances..."

This Notice of Intent to Participate will be served upon the representative of the Applicant, Robert T. Opal, General Attorney, 1416 Dodge Street, Omaha, NE 68179, by Certified Mail Return Receipt Requested and a duplicate original and twenty (20) copies of this Notice of Intent to Participate shall be filed with the Commission along with a Certificate of Service and a 3.5" computer diskette containing this pleading in WordPerfect 5.1 format.

Very truly yours,

Lawrence S. Skiffington

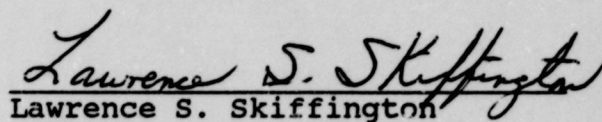
Lawrence S. Skiffington
Mark Grisko

LSS/slf
cc: Secretary, Interstate Commerce Commission
Washington, D.C. 20423
ICC Section of Environmental Analysis
Washington, D.C. 20423
RROADMRG.ABD

CERTIFICATE OF SERVICE

This is to certify that an original Notice of Intent to Participate in the Abandonment and Discontinuance Proceedings [ICC Docket No.s AB-3 (Sub-No. 130) and AB-8 (Sub-No. 38)] as part of ICC Finance Docket No. 32760 was placed in the United States Mail, Certified Mail, Return Receipt Requested, Postage Paid on the 12th Day of January, 1996, addressed to the following:

Robert T. Opal
General Attorney
1416 Dodge Street
Omaha, NE 68179


Lawrence S. Skiffington
Mark Grisko
Parties to Proceedings
P.O. Box 38459
Cheyenne Mountain Station
Colorado Springs, CO 80937

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• 60871

Item No. 60871
Page Count 1
~~7-135~~ 148

DONELAN, CLEARY, WOOD & MASER,

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

OFFICE: (202) 371-9500

TELECOPIER: (202) 371-0900

January 11, 1996



DOW-1

Via Hand Delivery

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

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

Dear Mr. Williams:

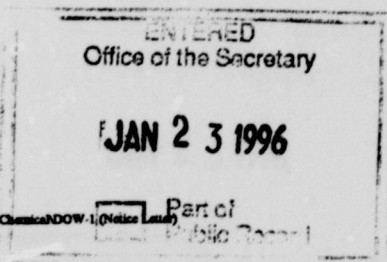
On August 4, 1995, the applicants in the above-referenced proceeding submitted their Notice of Intent to File Railroad Control Application.

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

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

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

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



Respectfully submitted,

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

JOM WIP Dow Chemical DOW-1 (Notice Letter) Part of Public Record

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Office of the Secretary

JAN 24 1996

LAW OFFICES

BELNAP, SPENCER, MCFARLAND & HERMAN

20 NORTH WACKER DRIVE - SUITE 3118

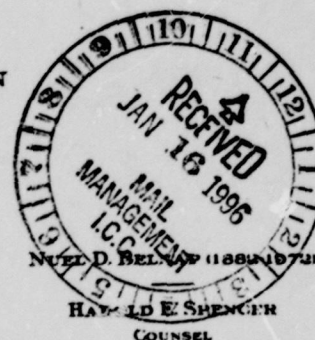
CHICAGO, ILLINOIS 60606-3101

TELEPHONE (312) 236-0204

FAX (312) 201-9895

THOMAS F. MCFARLAND, JR.
STEPHEN C. HERMAN

January 11, 1996



By U.P.S. Overnight Mail

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

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

Docket No. AB-33 (Sub-No. 98X), Union Pacific Railroad Company – Abandonment Exemption – Edwardsville-Madison Line in Madison County, IL*

Dear Mr. Williams:

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

Illinois Transit Assembly Corp.
214 South Brown Street
Edwardsville, IL 62025

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

Very truly yours,

Tom McFarland

Thomas F. McFarland, Jr.
Attorney for Illinois Transit Assembly Corp.

TMCF:kl:encl:525

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

* The interest of Illinois Transit Assembly Corp. also includes Docket No. AB-33 (Sub-No. 96) (Barr-Girard, IL) and (Sub-No. 97X) (DeCamp-Edwardsville, IL), which, like the Edwardsville-Madison Line, are parts of the former C&NW Chicago-St. Louis line.

Item No. _____
Page Count 1
Jan #146

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Jan 14, 1995

LAW OFFICES
FRITZ R. KAHN, P.C.
SUITE 750 WEST
1100 NEW YORK AVENUE, N.W.
WASHINGTON, D.C. 20005-3934
(202) 371-8037
FAX (202) 371-0900

January 15, 1996

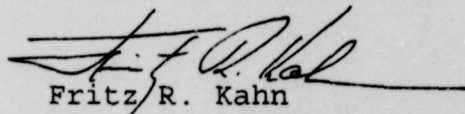
Hon. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

In Finance Docket No. 32760, Union Pacific Corporation, et al.--Control and Merger--Southern Pacific Rail Corporation, et al., the original and twenty copies of the Notice of Intent to Participate of Magma Copper Company and its wholly owned subsidiaries, The Magma Arizona Railroad Company and the San Manuel Arizona Railroad Company, were sent to you directly by Mr. Frank E. Hanson, Jr., Corporate Director, Transportation and Logistics.

Please be advised that I this day served copies of the Notice by mailing copies of it, with first-class postage prepaid, to counsel for the Applicants, the Secretary of Transportation, the Assistant Attorney General and Administrative Law Judge Nelson.

Sincerely yours,


Fritz R. Kahn

enc.

cc: Arvid E. Roach II, Esq.
Paul A. Cunningham, Esq.
Hon. Federico F. Pena
Hon. Anne K. Bingaman
Hon. Jerome Nelson
Mr. Frank E. Hanson, Jr.

ENTERED
Office of the Secretary

JAN 25 1996

Item No. _____
Page Count 3
JAN 142



M A G M A M E T A L S C O M P A N Y

A Subsidiary of Magma Copper Company

January 15, 1996

Office of the Secretary
Surface Transportation Board
Interstate Commerce Commission
Case Control Branch
1201 Constitution Avenue, N.W.
Washington, D.C. 20423

Attn.: Finance Docket No. 32760

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

Dear Secretary:

Magma Copper Company and its wholly owned subsidiaries The Magma Arizona Railroad Company and the San Manuel Arizona Railroad Company hereby notifies the Surface Transportation Board of its intention to participate in the Board's consideration of the proposed UP/SP merger by filing an original and twenty (20) copies of its Notice of Intent to Participate. Should you have any questions, please contact the undersigned.

Respectfully submitted,

A handwritten signature in cursive script that reads "Frank E. Hanson, Jr.".

Frank E. Hanson, Jr.
Corporate Director,
Transportation and Logistics

January 15, 1996

**BEFORE THE
SURFACE TRANSPORTATION BOARD
DEPARTMENT OF TRANSPORTATION
(FORMERLY INTERSTATE COMMERCE COMMISSION)**

Finance Docket No. 32760

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

--Control and Merger--

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

NOTICE OF INTENT TO PARTICIPATE

Pursuant to Decision No. 6 in this proceeding, and in accordance with 49 C.F.R. §1180.4(a)(4), Magma Copper Company and its wholly owned subsidiaries The Magma Arizona Railroad Company and The San Manuel Arizona Railroad Company hereby submits its Notice of Intent to Participate. We respectfully request that our representatives, as listed below, be included in the service list maintained by the Board in this proceeding so that the listed representatives receive copies of all orders, notices, and other pleadings in this proceeding. Further, we request that Applicants and other parties of record serve copies of all pleadings filed in this proceeding directly upon the indicated representatives as listed below:

Frank E. Hanson, Jr.
Corporate Director
Transportation and Logistics
Magma Metals Company
7400 North Oracle Road
Tucson, AZ 85704

Fritz R. Kahn, P.C.
Suite 750 West
1100 New York Avenue, N.W.
Washington, D.C. 20005-0900

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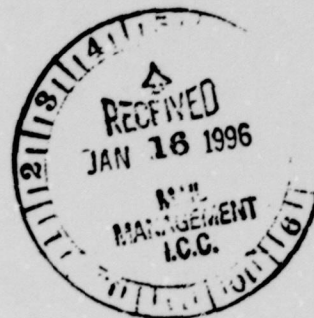


JAN 25 1996

TOWN OF MINTURN

Box 309 (302 Pine Street)
Minturn, Colorado 81645-0309
303-827-5645 Fax: 827-5545

-Certified-
Return Receipt Requested



Secretary
Interstate Commerce Commission
Washington, D.C. 20423

January 2, 1996]

Subjects: Docket No. AB-12 (Sub-No. 188) -
Docket No. AB-8 (Sub-No. 39) -

NOTICE OF INTENT TO ABANDON AND DISCONTINUE SERVICE

-and-

ICC Finance Docket No. 32760
PROPOSED CONSOLIDATION, et al

Dear Secretary

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

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

Town of Minturn
Box 510
Minturn, CO 81645
Attn: Richard Dangler
Telephone Number: (970) 827-5645
FAX Number: (970) 827-4049

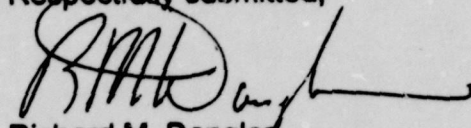
Item No. _____
Page Count 2
JAN # 141

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

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

Thank you very much.

Respectfully submitted,

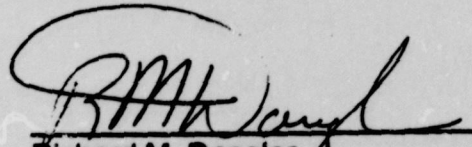


Richard M. Dangler
Town Manager, Town of Minturn

CERTIFICATE OF SERVICE

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

Dated at Minturn, Colorado, this 2nd date of January, 1996.


Richard M. Dangler

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• 60863

P.O. Box 702
33 S. Main Street
Colfax, CA 95713



916-346-2313
Fax 916-346-6214

60863

January 11, 1996

VIA FEDERAL EXPRESS

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



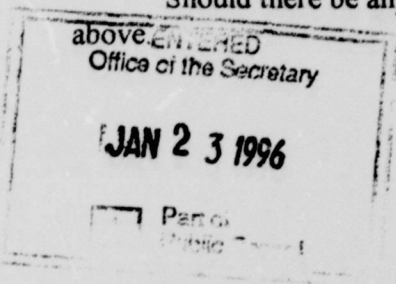
Re: Application of Union Pacific Corp., et al., Finance Docket 32760

Dear Mr. Secretary:

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

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

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



Sincerely,

Gene Albaugh, City Manager

cc: City Council
Claude Biddle, City Attorney

Item No. _____
Page Count 4
#190

P.O. Box 702
33 S. Main Street
Colfax, CA 95713



916-346-2313
Fax 916-346-6214

CITY OF COLFAX

BEFORE

SURFACE TRANSPORTATION BOARD

UNITED STATES DEPARTMENT OF TRANSPORTATION

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

Finance Docket No. 32760

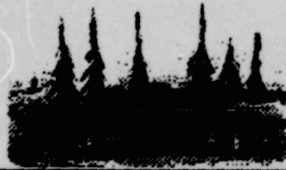
NOTICE OF INTENT TO PARTICIPATE

OF

THE CITY OF COLFAX

Claude L. Biddle
City Attorney
City of Colfax
P.O. Box 702, 33 S. Main Street
Colfax, CA 95713
(916) 346-2313 (Phone)
(916) 346-6214 (Fax)

P.O. Box 702
33 S. Main Street
Colfax, CA 95713



916-346-2313
Fax 916-346-6214

CITY OF COLFAX

Comes now the City of Colfax, a California municipal corporation ("Colfax"), appearing by and through its attorney, Claude L. Biddle, and gives notice of its intent to formally participate in the subject proceeding as an interest party whose position of support or opposition has not yet been determined.

The Application suggests that significant and adverse environmental and safety impacts arising out of increased rail traffic and blockage of a critical rail/highway and/or city street grade crossing may occur in Colfax if the transaction for which the Applicants seek authority is consummated. Analysis of the Application by Colfax is continuing, and its position will be determined by the results of that analysis.

Colfax reserves the right to conduct discovery concerning matters arising from its analysis in accordance with the Rules of Practice and Orders of the Board issued in this proceeding, and to request imposition of conditions upon any authority granted by the Board.

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

Claude L. Biddle, City Attorney
City of Colfax
P.O. Box 702, 33 S. Main Street
Colfax, CA 95713
(916) 346-2313 (phone)
(916) 346-6214 (fax)

Dated: January 11, 1996

Respectfully submitted,

GENE ALBAUGH
City Manager

PROOF OF SERVICE

I, the undersigned, declare that I am over the age of 18 and am the elected City Clerk of the City of Colfax. I am employed in the City of Colfax, California; my business address is 33 South Main Street, Colfax, California.

On the below date I served the attached document (s) entitled:

NOTICE OF INTENT TO PARTICIPATE

on all interested parties in said cause addressed as follows:

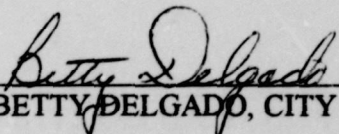
Arvid E. Roach II, Esq.
Covington & Burling
1201 Pennsylvania Avenue, N.W.
P.O. Box 7566
Washington, DC 20044

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

Administrative Law Judge Jerome Nelson, FERC
825 North Capitol Street, NE
Washington, DC 20426

(BY FEDERAL EXPRESS) By placing a true copy thereof enclosed in a sealed envelope for delivery via Federal Express to the addressee(s) noted above.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct. This declaration is executed in Colfax, California on January 11, 1996.


BETTY DELGADO, CITY CLERK

STB

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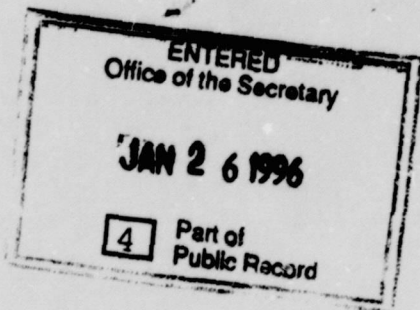
• 32760

1-16-96

D

60852 •

FD-32760 60852



229 Vermont Street
Spearfish, S.D. 57783

January 8, 1996

Interstate Commerce Commission
12th Street and Constitution Avenue
Washington, D.C. 20423

re: Union Pacific - Southern Pacific Railroad Merger

Dear Sir/Madame,



The purpose of this letter is to state my opposition to the proposed merger of the Union Pacific Railroad (UP) with the Southern Pacific railroad (SP).

I believe that any further consolidation of the major railroads in the United States from the current status is NOT in the best interest of this country. Regardless of what the principals in the merger proposal may say, competition has already been significantly reduced and will be further reduced if this merger is allowed to proceed. The obvious fact that the four large systems (BN, ATSF, UP, and SP) have been working out the details of each other's merger prior to any approval, demonstrates that insufficient competition already exists.

With the proposed UP/SP merger, competition will be reduced, and service points will be eliminated between California and many points to and including Kansas City, and within and from Texas and many points. By eliminating one of the three remaining railroad companies in the west, innovation and progress in the railroad industry is significantly capped.

Approving the Burlington Northern - Santa Fe merger was the wrong thing to do. Since healthy railroad companies are in the national interest, and since the railroad infrastructure in the west is at stake now, do not make it worse by approving the merger of UP and SP. The general decline in railroad transportation in the United States will continue if this merger is approved.

Sincerely,

Gary A. Johnson

ADVISE OF ALL
PROCEEDINGS

Item No. _____
Page Count I
JAN 129

STB FD • 32760 1-16-96 D 60851 •

Ohio House of Representatives



14900 Mitchell Road
Bowling Green, Ohio 43402
614-466-8104 - Office
419-352-1984 - Home
4th House District
Wood County

ENTERED
Office of the Secretary

JAN 26 1996

4 Part of
Public Record

RANDALL GARDNER
Majority Leader

COMMITTEES:

Education
Vice Chairman
Colleges and Universities Subcommittee
Ethics and Elections
Rules and Reference

December 29, 1995

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

Dear Mr. Secretary:

I am writing on an issue that is extremely important to the overall economic development strategy of the state of Ohio. The combined issues of the possible merger of the Union Pacific and Southern Pacific Railroads and Conrail's interest in purchasing a portion of Southern Pacific is of great interest to many Ohio government and business leaders.

Conrail's interest in purchasing the eastern routes of Southern Pacific should give Ohio important direct access to Mexican markets and help make NAFTA work for our state. I believe the Conrail alternative to the Union Pacific/Southern Pacific merger makes sense for Ohio and would generally benefit commerce in the Midwest.

As Majority Leader of the Ohio House of Representatives, I am especially supportive of Conrail's proposal. Thank you so much for your consideration.

Sincerely,

Randall Gardner
Majority Leader

**ADVISE OF ALL
PROCEEDINGS**

Item No. _____

Page Count 1

Star 4/28

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60470

Kiowa County Commissioners

Commissioners

J.D. Wilson

Sheridan Lake, Colorado

Utch Elkenberg

Haswell, Colorado

Cardon Berry

Eads, Colorado

1305 GOFF

P.O. BOX 591

EADS, COLORADO 81036

(719) 438-5810

(719) 438-5615

FAX (719) 438-5327

Certified

Return Receipt Requested

(P 467 952 770)

Commissioners Meet

Twice Monthly

Item No. _____

Page Count 2

Dec 4/62

December 14, 1995

Mr. Vernon A. Williams
Interstate Commerce Commission
1201 Constitution Avenue, N.W.
Washington, D.C. 20423



Subject:

Docket No. 32760

NOTICE OF INTENT TO ABANDON AND DISCONTINUE SERVICE

Dear Secretary:

Pursuant to the Interstate Commerce Commission procedural schedule adopted by Decision No. 6 in the above outlined Docket, please accept this original and twenty (20) copies as our official "Notice of Intent to Participate" in the Subject Docket as listed above.

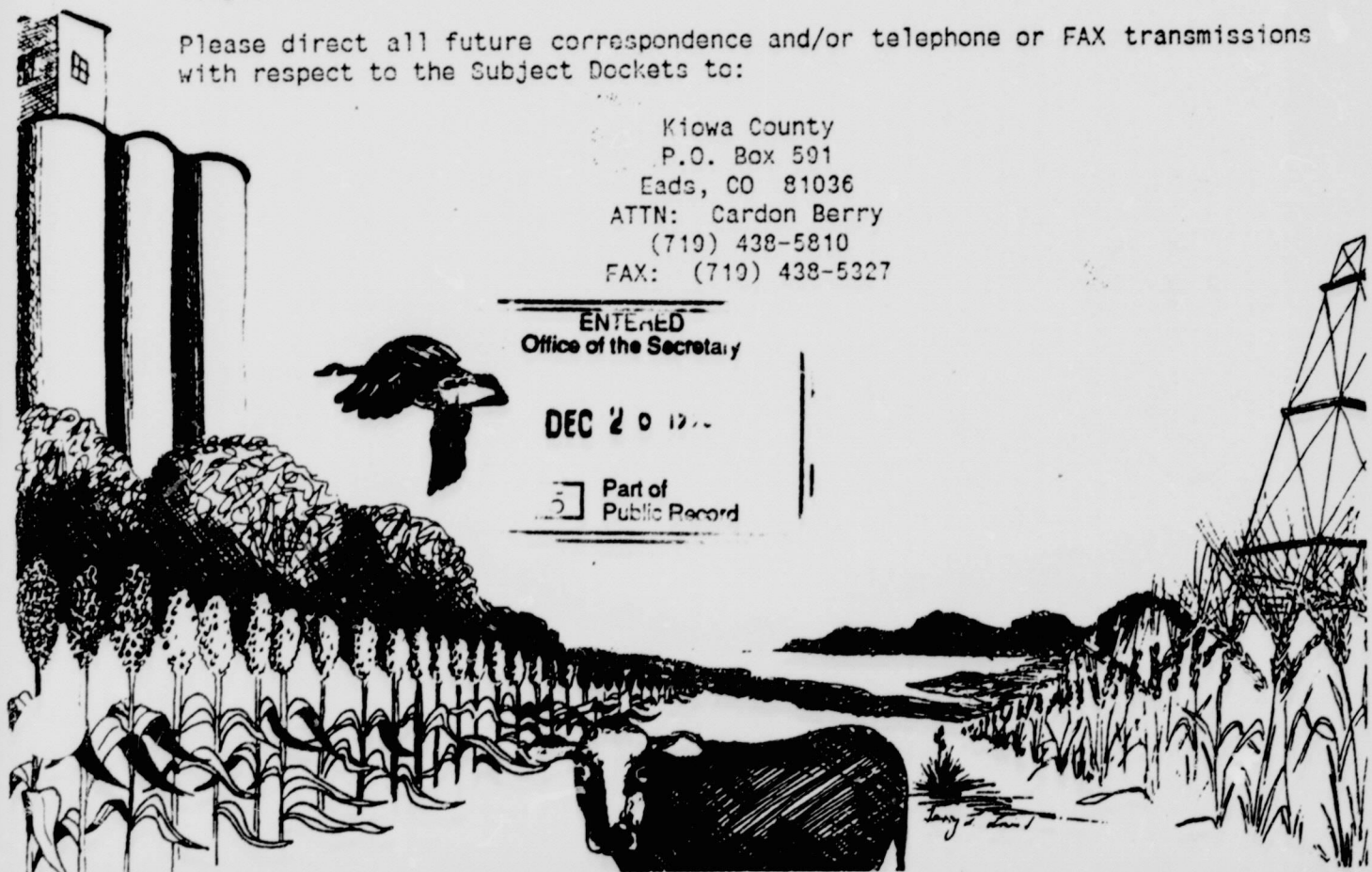
Please direct all future correspondence and/or telephone or FAX transmissions with respect to the Subject Dockets to:

Kiowa County
P.O. Box 591
Eads, CO 81036
ATTN: Cardon Berry
(719) 438-5810
FAX: (719) 438-5327

ENTERED
Office of the Secretary

DEC 20 1995

Part of
Public Record

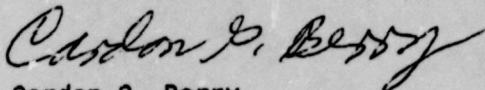


We are aware of the schedule dates applicable for the filing of subsequent "comments, protests, requests for conditions and any other opposition evidence and arguments due" and/or "Briefs due", and will meet those required deadlines.

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

Thank you.

Sincerely,



Cardon G. Berry
Kiowa County Commissioner
Chairman

CERTIFICATE OF SERVICE

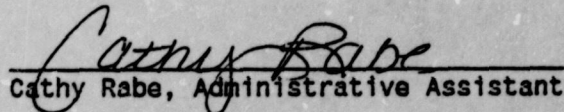
I hereby certify that I have this day served the foregoing document upon Applicant's Representatives:

Robert T. Opal, General Attorney
Jeannna L. Regier, Reg. ICC Practitioner
Missouri Pacific Railroad Company
1416 Dodge Street, #830
Omaha, Nebraska 68179
Receipt # P 467 952 780

Gary A. Laakso, General Attorney
The Denver & Rio Grandé Western
Railroad Company
One Market Plaza, Room 846
San Francisco, CA 94105
Receipt # P 467 952 781

Prepaid, First-Class, Certified Return Receipt Requested, United States Postal Service.

Dated at Eads, Colorado, this 15th day of December, 1995.


Cathy Rabe, Administrative Assistant

60670

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12-15-95

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60611

Item No. _____

Page Count 2

Dec 102

12611

Chase's



CHASE PRODUCTS COMPANY

P.O. BOX 70 • MAYWOOD, ILLINOIS 60153

Leaders in Aerosol Research and Custom Aerosol Packaging

OFFICE AND PLANT - 19TH STREET AND GARDNER ROAD • BROADVIEW, ILLINOIS 60153

1-(708)-865-1000

FAX - ADMINISTRATIVE OFFICES - 1-(708)-865-0230 • FAX - SALES/SHIPPING - 1-(708)-865-7041

ROBERT W. SVENDSEN, JR.
PRESIDENT

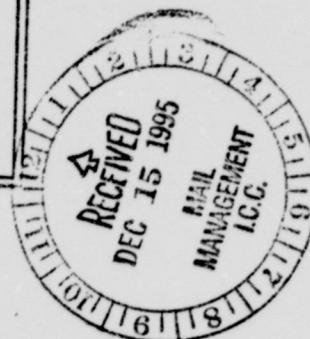
December 11, 1995

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

ENTERED
Office of the Secretary

DEC 15 1995

3 Part of
Public Record



RE: Finance Docket No 32760

Dear Mr. Williams:

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

Our company depends on competition to keep prices down and to spur improvements in products and services. The only two U.S. carriers connecting with the TexMex are the Union Pacific at Laredo and the Southern Pacific at Corpus Christi. For many years these two railroads have competed for shipments to and from the TexMex, resulting in substantial cost savings and service improvements. A merger of these two railroads will eliminate that competition. Although these railroads have recently agreed to give certain trackage rights to the new Burlington Northern Santa Fe railroad, we do not believe the BNSF, as the only major rail system remaining in the Western United States, will be an effective competitive replacement for an independent Southern Pacific on this important route. We anticipate significant price increases and service deterioration for that portion of rail service needs beyond TexMex.

The TexMex has historically relied on international traffic interlined with the SP for much of its traffic base. Since a UP/SP merger will eliminate most of this traffic, this lost volume will likely reduce train frequency on the TexMex and slow service. There is also a question of whether the TexMex will be able to survive this loss of business.

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



68 YEARS OF SPECIALTY PACKAGING SERVICE



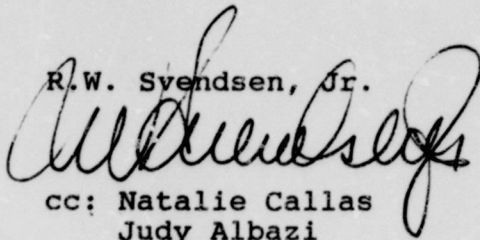
Mr. Vernon Williams
December 11, 1995
Page 2

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

Preserving competition and service is an important function of the Interstate Commerce Commission. Here it is possible to do so while furthering the national goal of promoting international trade.

Yours very truly,

R.W. Svendsen, Jr.



cc: Natalie Callas
Judy Albazi

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12-15-95

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Item No: _____

Page Count 3

Encl # 107

LAW OFFICES
JACKSON & JESSUP, P.C.
3426 NORTH WASHINGTON BOULEVARD
POST OFFICE BOX 1240
ARLINGTON, VIRGINIA 22210
(703) 525-4050
TELECOPIER
(703) 525-4054
INTERNET
TRANSLAW@DGS.DGSYS.COM



WILLIAM P. JACKSON, JR.
DAVID C. REEVES
JOHN T. SULLIVAN
JOHN R. COBLEY

December 15, 1995

GERALD E. JESSUP
(1911-1994)

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

HAND-DELIVERED

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

Dear Mr. Williams:

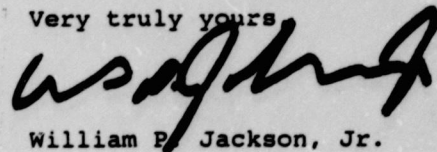
Enclosed for filing in the referenced proceeding are the original and 20 copies of the Save the Rock Island Committee, Inc.'s Notice of Intent to Participate (STRC-6). The certificate of service indicates service upon the required parties. Also enclosed is a 3.5-inch disk containing the text of the notice in WordPerfect 5.1 format.

Please acknowledge the receipt and filing of the enclosed Notice by receipt stamping the copy of this letter and the extra copy of the Notice enclosed for that purpose and returning them to the undersigned in the enclosed pre-addressed, postage paid envelope.

Office Secretary

DEC 15 1995

Very truly yours



William P. Jackson, Jr.

WPJ/jmb

Enclosures

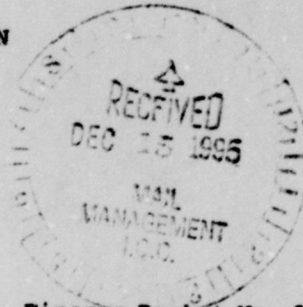
cc: Mr. Jim Link

BEFORE THE

STRC-6

INTERSTATE COMMERCE COMMISSION

WASHINGTON, D.C.



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

: Finance Docket No. 32760

NOTICE OF INTENT TO PARTICIPATE

The Save the Rock Island Committee, Inc. ("STRICT"), in accordance with
Decision No. 6 in this proceeding, issued October 19, 1995, hereby notifies
the Commission of its intent to participate in this proceeding. STRICT's
representative in this proceeding is:

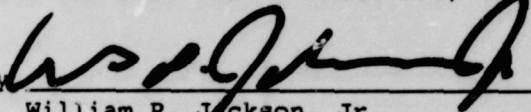
William P. Jackson, Jr.
Jackson & Jessup, P.C.
Post Office Box 1240
Arlington, VA 22210
Tel: (703) 525-4050
Fax: (703) 525-4054

Office Secretary

DEC 15 1995

Respectfully submitted,

SAVE THE ROCK ISLAND COMMITTEE, INC.

By 
William P. Jackson, Jr.
Its Attorney

OF COUNSEL:

JACKSON & JESSUP, P.C.
Post Office Box 1240
Arlington, VA 22210
(703) 525-4050

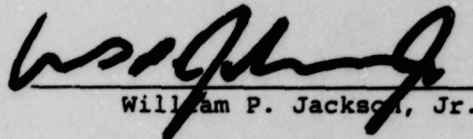
CERTIFICATE OF SERVICE

I, William P. Jackson, Jr., hereby certify that on this 15th day of December, 1995, I have served one copy of the foregoing Notice of Intent to Participate upon the following parties by first class mail, postage prepaid, or as otherwise indicated:

Administrative Law Judge Jerome Nelson
Federal Energy Regulatory Commission
825 North Capitol Street, NE
Washington, DC 20426

Arvid E. Roach II, Esquire
Covington & Burling
1201 Pennsylvania Avenue, NW
P.O. Box 7566
Washington, DC 20044
(Hand-delivered)

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



William P. Jackson, Jr.

STB

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• 32760

12-15-95

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Item No. _____

Page Count 10

File # 105

60614

UP/SP-34

BEFORE THE
INTERSTATE COMMERCE COMMISSION



Finance Docket No. 32760

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

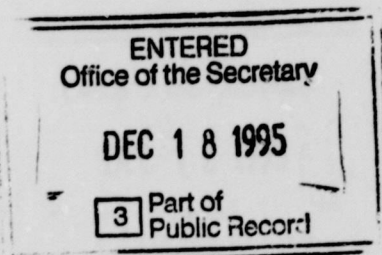
UNION PACIFIC APPLICANTS' RESPONSES TO KCS'
FIRST REQUESTS FOR ADMISSION

CARL W. VON BERNUTH
RICHARD J. RESSLER
Union Pacific Corporation
Martin Tower
Eighth and Eaton Avenues
Bethlehem, Pennsylvania 18018
(610) 861-3290

JAMES V. DOLAN
PAUL A. CONLEY, JR.
LOUISE A. RINN
Law Department
Union Pacific Railroad Company
Missouri Pacific Railroad Company
1416 Dodge Street
Omaha, Nebraska 68179
(402) 271-5000

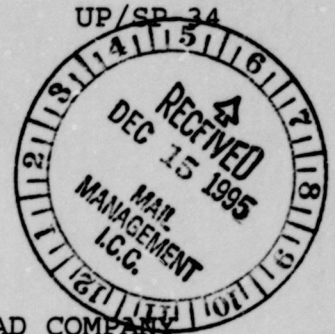
ARVID E. ROACH II
S. WILLIAM LIVINGSTON, JR.
MICHAEL L. ROSENTHAL
Covington & Burling
1201 Pennsylvania Avenue, N.W.
P.O. Box 7566
Washington, D.C. 20044
(202) 662-5388

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



December 15, 1995

BEFORE THE
INTERSTATE COMMERCE COMMISSION



Finance Docket No. 32760

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

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

Applicants Union Pacific Corporation ("UPC"), Union Pacific Railroad Company ("UPRR"), and Missouri Pacific Railroad Company ("MPRR"), collectively "Union Pacific,"^{1/} submit the following responses to the first requests for admissions served by the Kansas City Southern Railway Company ("KCS") on November 13, 1995, as amended December 14, 1995. The responses are made subject to the objections that were served on December 8, 1995. In Union Pacific's responses, it will use acronyms as they have been defined in the application. KCS' definitions of "UP" and "SP," which differ from Applicants', will not be used in Applicants' responses, but will be observed for purposes of interpreting the requests.

^{1/} Southern Pacific Rail Corporation ("SPR"), Southern Pacific Transportation Company ("SPT"), St. Louis Southwestern Railway Company ("SSW"), SPCSL Corp. ("SPCSL"), and The Denver and Rio Grande Western Railroad Company ("DRGW") are referred to collectively as "Southern Pacific." SPT, SSW, SPCSL and DRGW are referred to collectively as "SP."

Request No. 1:

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

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

Request No. 2:

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

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

Request No. 3:

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

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

Request No. 4:

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

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

Request No. 5:

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

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

Request No. 6:

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

Response. Union Pacific admits that between late February 1995 and mid-April 1995, certain senior officers and directors of UPC and SPR had a number of meetings and telephone conversations to discuss, on a preliminary basis, a possible acquisition of SPR by UPC, which discussions were discontinued in mid-April 1995, and further admits that between mid-1994 and some time in September 1994 there were occasional, informal discussions regarding the possibility and desirability of an acquisition of SPR by UPC and other possible transactions, as described in response to Request No. 1; Union Pacific otherwise denies this request.

Request No. 21:

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

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

Request No. 22:

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

Response. Denied.

Request No. 23:

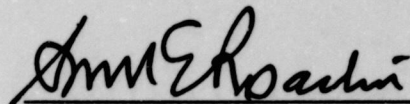
That SP and BN and Santa Fe had discussed the possibility of such a "comprehensive" agreement before April 13, 1995.

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

Respectfully submitted,

CARL W. VON BERNUTH
RICHARD J. RESSLER
Union Pacific Corporation
Martin Tower
Eighth and Eaton Avenues
Bethlehem, Pennsylvania 18018
(610) 861-3290

JAMES V. DOLAN
PAUL A. CONLEY, JR.
LOUISE A. RINN
Law Department
Union Pacific Railroad Company
Missouri Pacific Railroad Company
1416 Dodge Street
Omaha, Nebraska 68179
(402) 271-5000



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

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

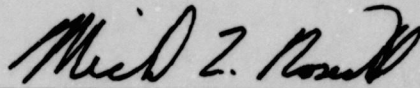
December 15, 1995

CERTIFICATE OF SERVICE

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

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

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



Michael L. Rosenthal

STB

FD

• 32760

12-15-95

D

• 60610

MAUREEN E. BROWER

ASSEMBLYWOMAN

District No. 3



DISTRICT OFFICE:

1401 Arville Street
Las Vegas, Nevada 89102

Office: (702) 221-1591
Fax No.: (702) 870-2970

COMMITTEES:

Member

Ways and Means

Commerce

Economic Development

Taxation

State of Nevada
Assembly

Sixty-Eighth Session

LEGISLATIVE BUILDING:

401 S. Carson Street
Carson City, Nevada 89710
Office: (702) 687-3596 or 687-5739
Fax No.: (702) 687-5962

December 11, 1995

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

Reference: Finance Docket No. 32760, Union Pacific
Corporation, et al.

Dear Secretary Williams,

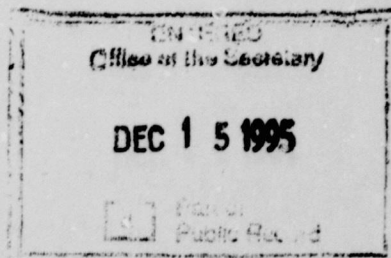
I feel it is important to let you know that as a representative of the Nevada State Legislature, I support the proposed merger of Southern Pacific and Union Pacific railroads.

This merger will help strengthen the competitive edge of Southern Pacific, retain jobs and insurance for employees as well as providing cost savings for a more efficient operation and more stable economic situation. Nevada shippers will find improved rail service, more reliability and reduction in delays.

I believe that this merger is in the best public interest, and I strongly urge your support.

Sincerely,

Maureen Brower



MB/bdm

Item No. _____

Page Count 1

200 101



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12-15--95

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• 60608

JOAN A. LAMBERT

SEN. LYWOMAN

District No. 29



60608

DISTRICT OFFICE:

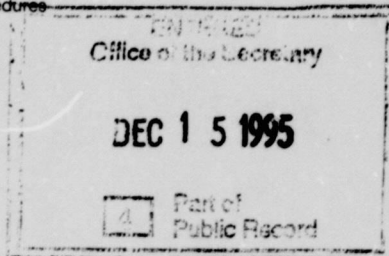
55 Bitterbrush Road
Reno, Nevada 89523
Office: (702) 345-0516
Fax No.: (702) 345-0516

COMMITTEES:

Co-Chairman
Government Affairs

Co-Vice Chairman
Elections and Procedures

Member
Taxation



State of Nevada
Assembly

Sixty-Eighth Session

December 10, 1995



LEGISLATIVE BUILDING:

401 S. Carson Street
Carson City, Nevada 89710
Office: (702) 687-3666 or 687-5739
Fax No.: (702) 687-5962

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

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

Dear Secretary Williams:

As a six term member of the Nevada State Assembly, representing a district which includes significant manufacturing, industrial, warehousing and distribution operations in northern Nevada, I am pleased to add my support to that of many other elected officials who have urged expeditious approval of the proposed merger between the Union Pacific Railroad Company and the Southern Pacific Transportation Company.

The proposed merger is expected to contribute the success of our state's economic diversification efforts because it offers the potential for expanded service, new operating efficiencies, greater backhaul opportunities, increased investment in new capacity and continued progress toward providing world class levels of customer service. Given Nevada's strategic location in the Western United States, and the resulting ease of access to both West Coast and Pacific Rim markets, the benefits offered by the proposed merger are crucial to the future success of efforts to expand and diversify our state's economy.

The merger of these two companies also should be approved because it appears to be consistent with the movement taking place throughout our nation in which massive corporate consolidations and restructurings are being undertaken to improve productivity, lower costs, increase service levels, eliminate duplication, decrease administrative and overhead expenses, and in general, position businesses to more effectively compete in both national and international markets. Although such mergers can often result in difficult

Item No. _____

Page Count 2

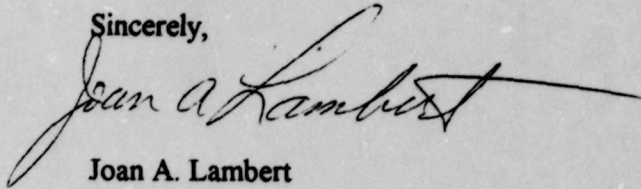
Dec 14 95

transition periods in the short term, there seems to be little doubt such difficulties are more than offset in the long term by the increased benefits generated for customers, employees, shareholders and the economies of the communities in which the companies operate.

Everyone will benefit if these two organizations are allowed to pursue a course of action which may potentially lead to a stronger, more competitive, more efficient company. In contrast, if the merger is not allowed and as a result, the companies are not permitted to respond to changing competitive pressures in their markets, we will be condemning them to a future in which their success may be far from assured.

In conclusion, the competitive market can be a very powerful force in moving companies to provide better levels of customer service at lower costs. For this reason, and in recognition of the benefits this merger will offer to both the Assembly District I represent and the entire State of Nevada, I urge you to approve the proposed joining of Union Pacific with Southern Pacific.

Sincerely,

A handwritten signature in cursive script, reading "Joan A. Lambert". The signature is written in dark ink and is positioned above the printed name and title.

Joan A. Lambert
Assemblywoman
Assembly District 29

STB

FD

• 32760

12-15-95

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• 60607

RAYMOND D. RAWSON
Senator
Clark No. 6
6433 Mechem Avenue
Las Vegas, Nevada 89107
(702) 870-6382



60607

LEADERSHIP
ASSISTANT MAJORITY
FLOOR LEADER
COMMITTEES
Chairman
Human Resources and
Facilities
Vice Chairman
Legislative Affairs and
Operations
Member
Finance

Nevada Legislature

SIXTY-FIFTH SESSION

7 December, 1995

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



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

Dear Mr. Secretary:

I am writing to strongly support the proposed merger of the Union Pacific and the Southern Pacific Railroads. I have watch the decline of rail service in much of the Western United States and feel that this merger will be beneficial to my state and to the West in general. The wise use of resources is certainly appropriate at this time.

I offer my highest recommendation and sincerely hope that you will be supportive of the plan.

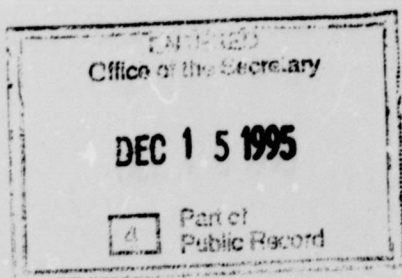
Sincerely,

A handwritten signature of Raymond D. Rawson.
Raymond D. Rawson

Item No. _____

Page Count 1

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Nevada Legislature

SIXTY-EIGHTH SESSION

COMMITTEES:

Chairman
Commerce

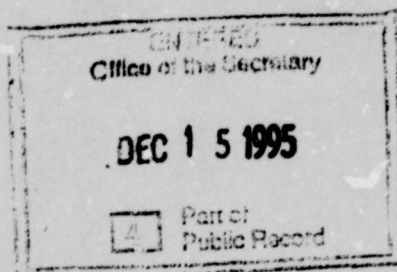
Member
Ways and Means
Taxation

LARRY L. SPITLER

ASSEMBLYMAN

District 41

December 11, 1995



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

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

Dear Secretary Williams:

In joining with Co-Speakers Joe Dini and Lynn Hettrick of the Nevada State Assembly, I am adding my support for the proposed merger of the Southern Pacific and Union Pacific railroads.

It is my understanding that this merger will bring financial strength to the combined companies which will enhance their ability to compete in this very competitive market. This competition is crucial in providing jobs and in providing services needed by Nevada residents.

I realize the work of the ICC is great but a quick resolution to this issue would be beneficial to all the parties.

Sincerely,

Larry Spitler

Larry Spitler

Item No. _____

Page Count 1

Dec 14 97

DISTRICT OFFICE:

3908 Tudor Lane, Las Vegas, Nevada 89119 • (702) 735-6088

LEGISLATIVE BUILDING:

401 S. Carson Street, Carson City, Nevada 89710 • (702) 687-8199 or 687-5739 • Fax No. (702) 687-5962

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• 32760

12-15-95

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Item No. _____

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Dec # 96

Ohio House of Representatives



ROSS BOGGS, JR.
State Representative



COMMITTEES:
Commerce and Labor
Public Utilities
Agriculture and Natural Resources

4779 Route 7 North
Andover, Ohio 44003

Home (216) 293-7082
Office (614) 466-1405

5th House District
Ashtabula County

December 8, 1995

FD-32760

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

Dear Secretary Williams,

It is my understanding the Interstate Commerce Commission is undergoing hearings involving the possible merger of Union Pacific and Southern Pacific Railroads. It has also been brought to my attention that Conrail, which has a large presence in Ohio, is interested in acquiring Southern Pacific's eastern routes.

Please be advised that I wholeheartedly support Conrail's proposal. As a member of the Ohio Rail Development Commission and as the former chairman of the House Commerce and Labor Committee, I view Conrail's plan as having great economic potential for Northeast Ohio's manufacturing sector. The acquisition of southern and eastern rail routes would likely open new markets in auto parts, steel, glass and other heavy industries to Ohio businesses.

I trust that you and members of the Interstate Commerce Commission will keep my thoughts in mind when making your decisions.

Respectfully

Ross Boggs, Jr.

Ross A. Boggs, Jr.
State Representative
5th District

RAB/rwp

ENTERED
Office of the Secretary

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Public Record

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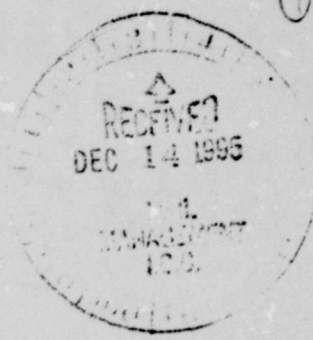
HOWREY & SIMON

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605-44

Attorneys at Law
1299 Pennsylvania Ave., N.W.
Washington, D.C. 20004 2402
(202) 783-0800
FAX (202) 383-6610

December 14, 1995



In Los Angeles
(213) 392-1800

Mark L. Josephs
(202) 383-7353

HAND DELIVERY

Vernon A. Williams
Secretary
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20424

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

Dear Secretary Williams:

Enclosed are the original and 20 copies of The Coastal Corporation ("COAC") Supplemental Notice of Appearance (COAC-2) to be filed in this proceeding. A copy of the Supplemental Notice has been sent to Applicants. Also enclosed is a 3.5 inch disc containing the text of this pleading in WordPerfect 5.1 format.

In addition, an extra copy is enclosed to be file-stamped and returned to our messenger. Thank you for your assistance with this matter.

Sincerely,

Mark L. Josephs

Enclosures

DEC 15 1995

BEFORE THE
INTERSTATE COMMERCE COMMISSION



Finance Docket No. 32760

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

SUPPLEMENTAL NOTICE OF APPEARANCE OF
THE COASTAL CORPORATION

On October 16, 1995, the Coastal Corporation ("Coastal") filed a notice of appearance to participate in this proceeding as a party of record. Please enter the appearances of additional attorneys on behalf of Coastal listed below and include them on the service list to be prepared. The additional appearances are:

Mark Schechter, Esq.
Mark L. Josephs, Esq.
Howrey & Simon
1299 Pennsylvania Avenue, N.W.
Washington, D.C. 20004
202-783-0800

A copy of this notice has been served on Applicants' counsel.

Respectfully submitted,

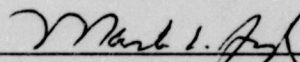
Robert M. Bruskin / MLT
Robert M. Bruskin

DEC 15 1995

CERTIFICATE OF SERVICE

I hereby certify that copies of the foregoing Supplemental Notice of Appearance were served by regular United States mail, postage prepaid, this 14th day of December, 1995 upon each of the parties listed below:

Arvid E. Roach II, Esq.
J. Michael Hemmer, Esq.
Michael L. Rosenthal, Esq.
Covington & Burling
1201 Pennsylvania Ave., N.W.
P.O. Box 7566
Washington, D.C. 20044-7566
Attorneys for Applicants Union Pacific Corp.,
et al.



Mark. L. Josephs

STB

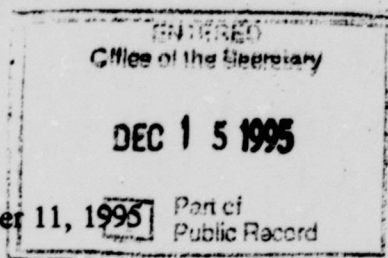
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OFFICE OF SECRETARY

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

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

Dear Mr. Williams:

IBP, inc. is the world's largest meat packing company with annual sales in excess of \$12 billion. In 1993, our projected freight expenditures will exceed \$400 Million. Of this, rail transportation will amount to \$51.2 Million or 13%. IBP also leases a fleet of 925 tank cars, and ships approximately 14,000 car loads of frozen meat, tankage, and tallow per year from thirty-one (31) plants and freezers in the United States and Canada. Of these locations fifteen (15) are UP served, and of this total, only four (4) are open to reciprocal switching or have existing competitive rail alternatives.

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

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

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

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



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

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

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

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

Sincerely,

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

Attachment

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



ATTACHMENT I

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

NOTE: 1) For freezers, BNSF access is critical as short lines currently do not own mechanical reefers. In our opinion, a two-line haul would not represent a long term competitive solution based on the historical allocation of mechanical reefers, in times of short supply.

2) During 1993, the CC & P pursued competitive access to this origin. Copies of the related correspondence have been enclosed for your review.

PT9547M.95



and PACIFIC RAILROAD COMPANY

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

January 18, 1993

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

Dear Karen:

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


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

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

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

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

Very truly yours,


L.C. Romers
Manager of Rates/TPO

Enclosures

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

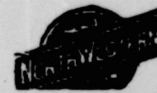
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SERVICE is our only BUSINESS

Chicago and North Western
Transportation Company

January 29, 1993

Manager of Rates,
Chicago Central and Pacific Railroad Co.
1006 East 4th Street
P. O. Box 1800
Waterloo, Iowa 50704



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

Dear Len:

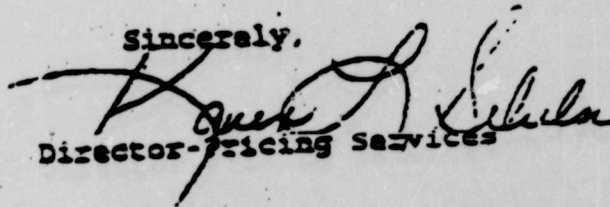
Thank you for your letter of January 18, 1993 regarding reciprocal switch arrangements in Waterloo, IA.

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

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

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

Sincerely,


Director - Pricing Services



CHICAGO CENTRAL and PACIFIC RAILROAD COMPANY

December 4, 1995

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

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

Dear Larry:

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

As you requested I have enclosed copies of a letter we sent to the Chicago & NorthWestern Transportation Co. requesting that IBP's Waterloo, IA. facility be opened to reciprocal switching at a charge of \$100 per car, and the CNW's reply denying our request.

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

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

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

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

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

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

Sincerely,

Bruce W. Furan

Customer satisfaction through Creative service

STB

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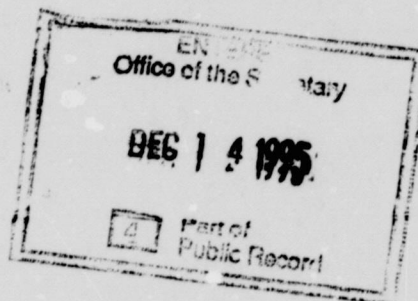
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OFFICE OF SECRETARY

December 6, 1995



Mr. Vernon Williams
Interstate Commerce Commission
Room 3315
12th and Constitution, N.W.
Washington, D.C. 20423-0001

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

Dear Mr. Williams:

I am the Manager of purchasing and distribution of fertilizer for Wilbur-Ellis Company, a retailer of fertilizers and agricultural chemicals in Texas and Mexico. As such, I oversee the shipment of an average of 150,000 tons of fertilizers annually through Texas and about 20,000 tons into Mexico. The Mexico shipments primarily go through Laredo with occasional loads going through Brownsville and El Paso. The Laredo gateway provides the shortest, most direct routing between the fertilizer production points along the U.S. Gulf Coast and the Mexican agricultural centers.

Our shipments through Laredo originate from fertilizer plants served by the Union Pacific as well as from other plants served by Southern Pacific, ATSF, and other rail lines. As you well know, shipments originating on the Southern Pacific reach Laredo via the TexMex Railroad segment from Corpus Christi to Laredo. In the past, freight rates over either the Union Pacific system or the Southern Pacific/TexMex system have been competitive.

I am concerned that a merger of Union Pacific and Southern Pacific will seriously reduce, if not eliminate, our competitive alternatives via the Laredo gateway. Although these railroads have recently agreed to give certain trackage rights to the new Burlington Northern Santa Fe Railroad, we do not believe the BNSF, as the only other major rail system remaining in the Western United States, will be an effective competitive replacement for an independent Southern Pacific on this important route.

WILBUR-ELLIS COMPANY/SOUTHERN DIVISION

FM 1925 3 MILES WEST U.S. 281
P.O. BOX 1020, EDINBURG TX 78540
210.383.4901



I understand there is an alternative that will preserve effective competition for my traffic. TexMex has indicated a willingness to connect with other carriers via trackage rights to provide efficient competitive routes. Trackage rights operating in such a way as to allow TexMex to be truly competitive are essential to maintain the competition at Laredo that would otherwise be lost in the merger. Thus, I urge the Commissioners to correct this loss of competition by conditioning this merger with a grant of trackage rights via efficient routes between Corpus Christi and these connecting railroads.

Economical access to international trade routes should not be jeopardized when the future prosperity of both countries depends so strongly on international trade.

Yours truly,

Jim Hoffmann
Manager of Fertilizer Purchasing

CC: The TexMex Railway Company

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DENNIS W. ARCHER, MAYOR
CITY OF DETROIT
EXECUTIVE OFFICE

Item No. _____

Page Count 1

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60589

1126 CITY-COUNTY BUILDING
DETROIT, MICHIGAN 48226
PHONE 313•224•3400
FAX 313•224•4128

December 6, 1995

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

RE: Finance Docket 32760

Dear Secretary Williams:

The City of Detroit has carefully evaluated the proposed Union Pacific/Southern Pacific merger, and its effects on this community and the State of Michigan. While there may be benefits to the consolidation between these two railroads, it is important from an economic development standpoint that other options and proposals be weighed and considered before any merger approval is given by the Interstate Commerce Commission (ICC).

Conrail, Inc. has approached the City of Detroit with its proposal for acquiring some of the Southern Pacific Eastern lines from Chicago and St. Louis to Texas and Louisiana. This proposal has great benefit for those Midwest cities and states eager to encourage economic growth through the North American Free Trade Agreement (NAFTA).

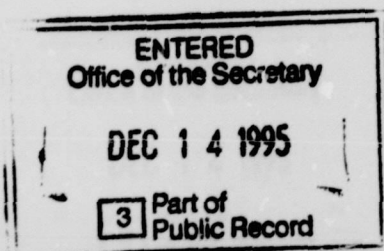
Conrail has been and continues to be a good corporate resident of Detroit and its level of service has greatly benefited the manufacturers and shippers in our community. This proposed acquisition by Conrail will only enhance the current service being provided. Economic expansion opportunities will be available to the business and industries in our community. In addition, with direct shipments of Midwest-made products to new markets in Mexico, the mid-south and Gulf Coast regions, areas currently not easily accessed by Midwest shippers, will be opened.

For these reasons, the City of Detroit strongly supports Conrail's purchase of the Southern Pacific Eastern lines. Without the Conrail proposal being a part of the ICC's approval, the Union Pacific/Southern Pacific merger should not be consummated. Conrail's ownership of the Southern Pacific Eastern lines is good business sense and brings more corporate responsibility than the lease arrangement as proposed by Burlington Northern Santa Fe.

Thank you for the opportunity to comment on this proposal.

Sincerely,

Dennis W. Archer
Mayor



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Item No. _____
Page Count 3
Dec # 73

LAW OFFICES
SHARP & SHARP, P. A.
P.O. BOX 552
BRINKLEY, ARKANSAS 72021

60582



G. OTIS BOGLE (1884-1931)
W. W. SHARP (1891-1955)
JAMES B. SHARP
J. BAXTER SHARP III
D. FRANKLIN AREY, III
OF COUNSEL

December 8, 1995

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

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

Dear Sir:

We are herewith enclosing this letter, and a Resolution of the City Council of the City of Clarendon, Arkansas, dated December 4, 1995, in twenty copies.

We respectfully request that this Resolution and this letter be accepted into the record as late-filed comments and objections to the St. Louis Southwestern Railway Company being merged and controlled by the Union Pacific et al.

We have not read any comments or objections that address the concerns and facts set forth in this Resolution.

Respectfully submitted,

SHARP & SHARP, P.A.

By James B. Sharp

JBS:bm
Encs.

cc/ Honorable Rheta Griffith

Office of the Secretary

DEC 12 1995

3 Part of

Office of the Secretary

RESOLUTION NO. 118

DEC 12 1995



Part of

A RESOLUTION REGARDING THE MERGER OF
THE UNION PACIFIC RAILROAD WITH
THE SOUTHERN PACIFIC RAILROAD AFFECTING
THE ST. LOUIS AND SOUTHWESTERN RAILROAD
WHICH SERVES CLARENDON, ARKANSAS



Whereas, The Union Pacific Corporation et. al. has filed its petition with the Interstate Commerce Commission, Finance Docket No. 32760 for control and merger with the Southern Pacific Railroad Corporation et. al.; and

Whereas, the St. Louis Southwestern Railroad which services the City of Clarendon, Arkansas is included in that petition; and,

Whereas, the Missouri Pacific Railroad is now owned by the Union Pacific Corporation; and,

Whereas, Conrail, Inc. has proposed the purchase of the St. Louis Southwestern Railway and access to Houston, New Orleans and El Paso; and,

Whereas, The Missouri Pacific Railroad already has parallel tracks from St. Louis and Memphis to all three of those cities; and,

Whereas, The Missouri Pacific Railroad has a double track line from St. Louis to Texarkana, it has centralized traffic control on that route, it is 65.1 miles shorter than that of the St. Louis Southwestern Railway, it never crosses the Mississippi River whereas the St. Louis Southwestern Railway route crosses it twice. From Thubas, Illinois to East St. Louis the St. Louis Southwestern Railroad only has trackage rights leased from the Missouri Pacific Railroad; and,

Whereas, based on this information it is clear to the City of Clarendon, Arkansas that if one of these two parallel routes is ever abandoned, it will be the St. Louis Southwestern Railway and not the Missouri Pacific Railroad Company; and,

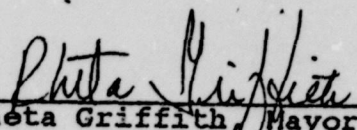
Whereas, there are rail shipping businesses in Clarendon with the St. Louis Southwestern Railway now being the only railroad serving the City; and,

Whereas, businesses in the City of Clarendon are exploring the possibility of using rail shipment from that plant without having to truck their products to Pine Bluff for container shipment. Such businesses will be largely lependent on the St. Louis Southwestern Railway for its outbouna rail shipments; and

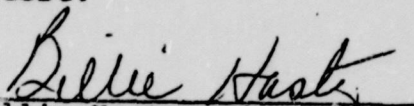
Whereas, if the St. Louis Southwestern Railway route through Clarendon is abandoned, either to St. Louis, Memphis or to points south of Clarendon or the Gulf Coast, these shippers will be irreparably damaged and if there is no competition for rail shipping in Arkansas, no competitive freight rates will exist.

BE IT, THEREFORE, RESOLVED by the City Council of the City of Clarendon, Arkansas that the merger and control of the St. Louis Southwestern Railway with Conrail, Inc. would be in the best interest of the City of Clarendon, and the Mayor of the City of Clarendon be and is hereby authorized to take such steps as she deems necessary and appropriate to have the ICC disapprove the control and merger of the St. Louis Southwestern Railway with the Union Pacific Corporation and instead to promote the control and merger of the St. Louis Southwestern Railway with Conrail, Inc.

. Passed and approved this 4th day of December, 1995.


Rheta Griffith, Mayor

Attest:


Billie Hasty, City Clerk

STB

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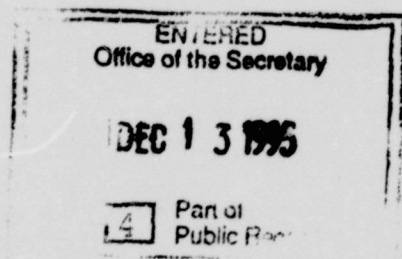
STATE OF INDIANA
HOUSE OF REPRESENTATIVES

THIRD FLOOR STATE HOUSE,
INDIANAPOLIS, INDIANA 46204

60583
DEAN R. MOCK
54135 C.R. 7N
ELKHART, IN 46514

1995-96
COMMITTEES:

ROADS AND TRANSPORTATION, CHAIRMAN
LABOR AND EMPLOYMENT
PUBLIC POLICY, ETHICS AND VETERANS AFFAIRS



December 8, 1995



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

RE: Finance Docket 32760

Dear Secretary Williams:

I am extremely concerned about the competitive aspects on area businesses as a result of the proposed acquisition of the Southern Pacific lines (SP) by the Union Pacific Railroad (UP). While I am familiar with the proposed agreement between UP and the Burlington Northern-Santa Fe (BNSF), intended to remedy those effects, I am not persuaded that this arrangement will produce effective competition for rail traffic in the mid-south region of the United States. This concerns me.

I have also reviewed Conrail's proposal to acquire a significant portion of the SP's Eastern lines in connection with the merger, especially the lines running from Chicago and St. Louis, to Arkansas, Texas and Louisiana. I find this proposal to be more appropriate and far more effective in addressing the above stated concerns. The Conrail proposal calls for ownership of the lines, whereas the UP-BNSF agreement mainly involves the granting of trackage rights. I believe that trackage rights provide only limited benefits and limited guarantees which can be easily lost if railroads disagree over whose traffic has priority and who is in charge of operations of the line. Further, I believe an owning railroad is in a far better position than a renter to encourage economic development activities on its lines.

Another reason I favor Conrail's proposal is that it would provide efficient service for rail customers in our area for movement of goods, produce, commodities, etc., to the Mid-South and Texas Gulf. Conrail's proposed one-line service to these markets would be the fastest, most direct, and involve the fewest car handlings.

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Page Count 2

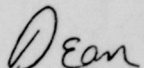
Dec 14 1995

The Honorable Vernon A. Williams
Page Two
December 8, 1995

I am extremely concerned about the recent railroad merger trend in the United States. This trend seems to be leading our nation toward a few giant railroads. Clearly, mega-railroads will further limit competition and reduce productivity.

For all of the above reasons, I am actively opposing the UP-SP merger at the ICC unless it is conditioned upon acceptance of Conrail's proposal.

Sincerely,



Dean R. Mock
State Representative

DRM:DAB/db

cc: David M. Levan, Pres. & CEO, Conrail

STB

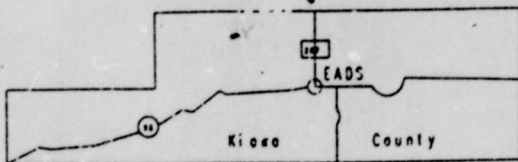
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Town of Eads

P. O. Box 8 - 110 W. 13th Street
Eads, CO 81036
(719) 438-5590
FAX (719) 438-5652



60544

Mayor:
Lester Williams

Trustees:
Pamela L. Battenton
Janice M. King
Terry L. Laird
Larry D. Michael
John Philpy
Christopher M. Sorensen

Director of Public Works:
Van H. Brown, Jr.

Town Clerk:
Dora B. Pearcey

Certified
Return Receipt Requested
Certified No. 2066 983 566

Mr. Vernon Williams, Secretary
Interstate Commerce Commission
Washington, D. C. 20423

December 08, 1995

Subject: Docket No. AB-3 (Sub-No. 130)
 Docket No. AB-8 (Sub-No. 38)
 NOTICE OF INTENT TO ABANDON AND
 DISCONTINUE SERVICE
 and
 ICC Finance Docket No. 32760
 PROPOSED CONSOLIDATION, et al



Dear Secretary Williams:

Pursuant to the Interstate Commerce Commission procedural schedule adopted by Decision No. 6 in the above outlined three (3) Dockets, please accept this original and twenty (20) copies as our official "Notice of Intent to Participate" in all three (3) Subject Dockets as listed above.

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

ENTERED
Office of the Secretary

DEC 13 1995

4 Part of
Public File

TOWN OF EADS
P. O. Box 8, 110 West 13th St.
Eads, CO 81036
Attention: Lester Williams, Mayor
Tele: 719-438-5590
Fax: 719-438-5652

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

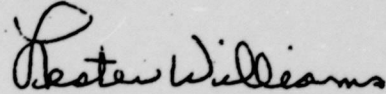
Item No. _____

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Dec # 75

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

Thank you.

Sincerely,

A handwritten signature in cursive script that reads "Lester Williams".

Lester Williams
Mayor

LW:dbp
Enclosures

STB

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• 32760

12-11-95

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• 60579



60579
BADGER MINING CORPORATION

409 SOUTH CHURCH ST., P.O. BOX 328, BERLIN, WI 54923
(414) 361-2388 • FAX (414) 361-2826

Item No. _____

Page Count 3

Dec 4 70

FINANCE DOCKET NO. 32760

UNION PACIFIC CORP., ET AL

CONTROL & MERGER-- SOUTHERN PACIFIC RAIL CORP., ET AL



ENTERED
Office of the Secretary

DEC 11 1995

☐ 3 Part of

**VERIFIED STATEMENT
OF
ROBERT BARTOL**

My name is Robert Bartol. I am the Traffic Manager for Badger Mining Corporation. My business address is P.O. Box 328 Berlin, Wisconsin, 54923. As traffic manager, my responsibilities include negotiation of rail contracts, rail property leases and rail equipment leases, and arranging for container on flat car shipments.

Badger Mining operates three mines in Wisconsin, which produce silica sand, a speciality sand used in the oil, gas, foundry, glass, abrasive, and water filtration industries. Badger Mining's three Wisconsin mines produce and ship by rail in excess of 600,000 tons of silica sand annually to points throughout the United States, Canada, Mexico, South America, and the Far East. Badger Mining pays more than \$6,000,000 per year in rail freight charges.

BMC uses rail service to ship more than 800 rail cars per year into Mexico and more than 250 rail cars per year to Houston, TX. Our company has a strong interest in

keeping competitive rail transportation between our production plants in Wisconsin, Houston Texas, and Mexico. The Laredo/Nuevo gateway is the primary route for shipments between the United States and Mexico. This gateway possesses the strongest routing between our production plants in Wisconsin and South Texas and the major Mexican industrial market.

Badger Mining ships a low cost high density product and depends upon rail competition to keep transportation prices competitive. For several years the UP and SP have competed for our traffic, resulting in cost savings. This competition has allowed BMC to be competitive in the Mexican foundry market and the oil and gas markets in South Texas and South America.

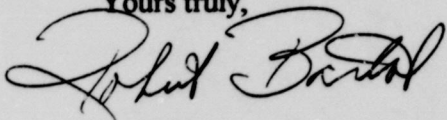
A merger of Union Pacific and Southern Pacific will seriously reduce, if not eliminate, our competitive alternatives via the Laredo gateway as in South Texas. Although these railroads have recently agreed to give certain trackage to the new Burlington Northern Santa Fe Railroad, we do not believe the BNSF, as the only other major rail system remaining in the Western United States, will be an effective, competitive replacement for an independent Southern Pacific on this important route.

I understand that an alternative will preserve effective competition for our traffic. The TexMex has shown a willingness to operate over trackage rights from Corpus Christi (or purchase trackage where possible) to connect with other carriers to provide effective competitive routes. Trackage rights operating in such a way as to allow

the TexMex to be truly competitive are essential. Maintaining the competition at Laredo would otherwise be lost in the merger. Thus, I urge the Commissioners to correct this loss of competition by conditioning this merger with a grant of trackage rights via efficient routes between Corpus Christi and these connecting railroads.

Economical access to international trade routes should not be jeopardized when the future prosperity of both countries depends so strongly on international trade.

Yours truly,

A handwritten signature in dark ink, appearing to read "Robert Bartol", written in a cursive style.

Robert Bartol

Traffic Manager

cc: The Texas Mexican Railway Company

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FRANK O'BANNON
LIEUTENANT GOVERNOR

60578
STATE OF INDIANA
STATE CAPITOL
INDIANAPOLIS 46204

Item No. _____

Page Count 1

DEC 4 1995

(317) 232-4545
FAX (317) 232-4788

December 4, 1995



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

Dear Mr. Williams,

FD-32760

The proposed acquisition of the Southern Pacific by the Union Pacific Railroad raises questions relating to whether effective rail competition will be preserved in the mid-south region of our nation, which clearly is a matter of interest to shippers in Indiana.

We have reviewed Conrail's proposal to acquire a significant segment of eastern lines now operated by Southern Pacific. We believe this proposal is more appropriate and would be more effective in dealing with competitive issues. It is worth noting that Conrail proposes to purchase these track lines, while the proposed agreement between Union Pacific and the Burlington Northern-Santa Fe railroads involves the granting of trackage rights. In my opinion a railroad that owns a line is in a better position to encourage economic development in the area served than is a railroad that is merely renting the tracks.

Permit me to also comment that we have concern generally regarding the trend toward the merger of major railroads. This could result in a situation in which a few giant railroads would be in a position to limit competition. This has the potential of reducing productivity. I hope our concerns will receive full and favorable consideration.

Sincerely,

Frank O'Bannon

Frank O'Bannon
Lieutenant Governor

FOB:cc

ENTERED
Office of the Secretary

DEC 11 1995

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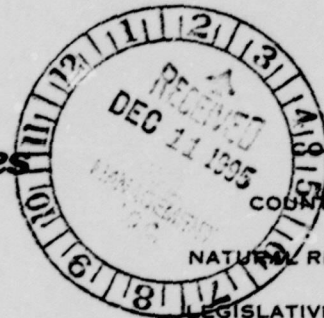
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Page Count 2
Dec 4 68



State of Texas
House of Representatives

RON LEWIS
STATE REPRESENTATIVE
P.O. BOX 2910
AUSTIN, TEXAS 78768-2910
512-463-0612



60577
COMMITTEES:
CHAIRMAN
COUNTY AFFAIRS
MEMBER
NATURAL RESOURCES
MEMBER
LEGISLATIVE COUNCIL

December 7, 1995

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

Office of the Secretary

DEC 12 1995

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RE: Finance Docket 32760

Dear Secretary Williams:

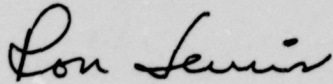
I am extremely concerned about the competitive affects on area businesses of the proposed acquisition of the Southern Pacific (SP) Railroad by the Union Pacific (UP). While I am familiar with the proposed agreement between UP and the Burlington Northern-Santa Fe (BNSF) which is intended to remedy those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

I also have reviewed Conrail's proposal to acquire a significant portion of the SP's eastern lines in connection with the merger, especially the lines running from Chicago and St. Louis to Arkansas, Texas and Louisiana. This proposal seems to be more appropriate and far more effective in addressing my concerns. The Conrail proposal calls for ownership of the lines, whereas the UP-BNSF agreement primarily involves the granting of trackage rights. I believe that trackage rights provide only limited benefits and limited guarantees which easily can be lost if railroads disagree over whose traffic has priority and who is in charge of operations on the line. Further, I believe an owning railroad is in a far better position than a renter to encourage economic development activities on its lines.

Another reason I favor Conrail's proposal is that it would provide efficient service for area shippers, especially to northeast and midwest markets. Conrail service to these markets would be the fastest and most direct, and involve the fewest car handlings.

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

Sincerely,

A handwritten signature in cursive script, appearing to read "Ron Lewis".

Ron Lewis

STB

FD

• 32760

12-11-95

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60576

CHRIS GIUNCHIGLIANI
ASSEMBLYWOMAN
District No. 9



60576

HOME:
706 Bracken Avenue
Las Vegas, Nevada 89104
(702) 366-1663

LEGISLATIVE BUILDING:
401 S. Carson Street
Carson City, Nevada 89710
Office: (702) 687-3612
Fax No.: (702) 687-8207

COMMITTEES:
Chairman
Elections and Procedures

Member
Commerce
Ways and Means

State of Nevada
Assembly
Sixty-Eighth Session



The Honorable Vernon Williams
Secretary, Interstate Commerce Commission
12th Street and Constitution Ave., N.W.
Room 2215
Washington D.C. 20423
December 4, 1994

SUBJECT: FINANCE DOCKET NO. 32760, UNION PACIFIC CORP
CONTROL AND MERGER -SOUTHERN PACIFIC RAIL CORP.

Dear Secretary Williams:

I'm writing to inform you of my support of the proposed merger between Union Pacific railroad and Southern Pacific railroad.

As a member of the Commerce committee, I am concerned about providing opportunities for Nevada businesses to compete and grow. I believe that this merger will provide such an opportunity by allowing Nevada shippers and freight receivers to benefit from operating efficiencies, service deliveries, track upgrades and additional capital.

Due to the BN/Santa Fe merger this additional would deter a potential monopoly and force UP and SP to streamline their service delivery, reorganize their staff and invest in the necessary technologies to compete with BN/Santa Fe.

This will not just benefit Nevada but California, Arizona, New Mexico, Texas, Louisiana and several other states as well. I urge your prompt consideration in this matter.

Sincerely yours,

Chris Giunchigliani
Chris Giunchigliani
Assemblywoman

Encl:
Office of the Secretary

DEC 12 1995

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Rec #66

DONALD L. MITTIGA

MEMBER OF COUNCIL • WARD 2



60575

December 5, 1995



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

FD-32760

Dear Secretary Williams:

I have serious reservations concerning the merger of Union Pacific and Southern Pacific. The arrangement UP-SP has made to rent over 3,000 miles of track to Burlington Northern-Santa Fe is clearly not in the best interest of anyone except UP-SP and BN-SF.

Conrail has made a reasonable offer to purchase the very lines UP-SP is offering to rent. Elementary economics and understanding of renter-principal relationship should tell us that Conrail's ownership, maintenance and use of those lines would be in the best interest of the greatest number of people involved, namely those in Northeast Ohio and all points south to Mexico.

Conrail is a respected corporate entity in our region and has a track record for improving services, markets, and employment opportunities. Conrail has turned inefficient railways into highly efficient customer focused operations. They are able and prepared to make significant capital investments to support their railways.

These kinds of activities clearly benefit host communities and economies through capital improvements and strong competition. I strongly urge you to play a hand in the strengthening of not only Northeast Ohio, but the transportation infrastructure of the midwest, midsouth, and gulf coast region of our country.

I am respectfully requesting that you disallow the UP-SP merger unless there is a provision for Conrail to purchase SP's eastern tracks.

Encl.
Office of the Secretary

DEC 12 1995

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Sincerely,

A handwritten signature in dark ink, appearing to read "Donald L. Mittiga".

Donald L. Mittiga
Councilman-Elect
City of Akron, Ohio

NOT PRINTED OR MAILED AT PUBLIC EXPENSE

PAID FOR BY THE DON MITTIGA COMMITTEE • JENEE VALLE, TREASURER • 786 PHOENIX AVENUE • AKRON, OHIO 44310-3429 • TELEPHONE (216) 434-7874

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JOHN A. KITZHABER
GOVERNOR



60574
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Dec # 65

December 4, 1995

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



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

Dear Secretary Williams:

As Governor of the State of Oregon (Oregon), I am submitting comments on the proposed merger of the Union Pacific (UP) and Southern Pacific (SP) railroads. Oregon, through its Department of Transportation, will review the application and will file comments on behalf of the state.

Both UP and SP shippers will benefit by increasing the number of markets accessed by a single carrier. Based on information provided by both the Union Pacific and Southern Pacific railroads, I believe Oregon gains from combining the two rail systems. SP shippers should benefit from service improvements promised by the UP. The Port of Portland, and Portland generally, will benefit from rationalization of the rail system in the metropolitan area. Oregon will also benefit from UPSP's promised support for developing additional passenger rail service in the I-5 corridor.

At this point in the process, Oregon is less certain about the affect of the state's competitive position, both in terms of existing shippers and in terms of the state's ability to attract new industry. In particular, our rural areas, which are generally served by captive short lines, should not be disadvantaged because of non-competitive transportation rates.

In my opinion, it is premature for Oregon to give unconditional support for the merger. Oregon will file formal comments, reflecting a careful analysis of the advantages, and possible disadvantages, of this historic event. I believe, ultimately, the state's formal comments will reflect support for the merger. If the benefits appear significant, we may support the merger with enthusiasm.

Sincerely,

John A. Kitzhaber, M.D.
JAK/tl

Office of the Secretary

DEC 12 1995

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