

Law Department

UNION PACIFIC RAILROAD COMPANY

19:433

1416 DODGE STREET ROOM 830 OMAHA, NEBRASKA 63179-0001 FAX (402) 271-5610



October 1, 1998

VIA UPS NEXT DAY AIR

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

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

Dear Mr. Williams:

Pursuant to Decision No. 44, UP/SP submits station passing report for the month of September, 1998 for the city of Reno, Nevada. The report indicates that UP/SP is in compliance with Condition 22.a and Condition 23.a of Exhibit G to Decision No. 44.

	Reno
Сар	14.7
Average Through Freight Trains	12.9

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

ENTERED Office of the Secretary

OCT - 2 1998

Part of Public Record

LAR:mag Attachments Very truly yours,

House A. Kinn (mit for LAR)

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

G:\LAWADM\LAR\MERGER\STA98SEP.RPT

C: (With attachments)

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

.

Steven J. Kalish, E.sq. McCarthy, Sweener/ & Harkaway, PC 1750 Pennsylvania Avenue, NW Washington, DC 20006

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

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

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AUTHENTICATION:

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

General Superintendent Date

Western region - Harriman Dispaatch Center

v5 TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO Tuesday September 1, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1MSTNPP-30	1:20 AM	1ZG10A-29	3:05 AM
1MRVROX-30	8:55 AM	1CCOPN-27	4:10 AM
1AOAKS-31	8:45 AM	1MNPST-27	6:45 AM
1ZOAG1-01	3:35 PM	1LRVRV-29	9:55 AM
1MSTNPP-31	5:30 PM	1MROOA-30	10:55 AM
1MRVNPX-31	11:00 PM	1MSPFRX-01	2:55 PM
1EFRSP-30	11:35 PM	1ZG10A-30	6:50 PM

EAST TRAINS:	7	WEST TRAINS:	7
TOTAL FREIGHT TRAINS:	14		

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

2

PSGR TRAINS: (#6 RENO 0559 PM)	1
PSGR TRAINS: (#5 RENO 1143 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0

v5 TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO Wednesday September 2, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1MRVROX-01	5:40 AM	1SCLCX-01	1:32 AM
1AOAKS-01	8:30 AM	1AKSBE-29	5:00 AM
1GSTRCT-31	11:25 AM	1GDECBL-26	7:10 AM
1ZOAG1-02	1:20 PM	1GDBRKE-25	8:05 AM
1GSPXCD-31	3:15 PM	1MSPOAX-02	2:25 PM
1GSSTNY-29	9:15 F M	1ZG10A-31	3:40 PM
		1AKSBE-30	8:20 PM

EAST TRAINS:	6	WEST TRAINS:
TOTAL FREIGHT TRAINS:	13	

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

2

PSGR TRAINS: (#6 RENO 0556 PM)	1
PSGR TRAINS: (#5 RENO 1058 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0

TOTAL:

.

v5 TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO Thursday September 3, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1MRVNPX-01	3:26 AM	1MNPST-30	4:10 AM
1LRVRV-02	4:00 AM	1MOGST-29	5:50 AM
1MSTNPP-01	7:15 AM	1MDVSTJ-31	12:25 PM
1MOARO-31	8:45 AM	1MNPSTX-28	1:05 PM
1MOARO-01	12:40 PM	1ZG10A-01	5:25 PM
1GEDHNC-27	10:30 AM	1MROOA-31	5:30 PM
1ZOAG1-03	3:10 PM	1GRVRV-02	2:45 PM

EAST TRAINS:	7	WEST TRAINS:	7
TOTAL EDEIGHT TRAINS	14		

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

4

PSGR TRAINS: (#6 RENC 0537 PM)	1
PSGR TRAINS: (#5 RENO 1024 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	2

v5 TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO Frida, September 4, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
10MGEK-31	1:50 AM	1MROOA-01	12:01 AM
1AOAKS-03	11:45 AM	1MDVSTJ-01	4:40 AM
1MSTNPP-03	11:30 PM	1MSPRVX-04	9:25 AM
1MSTNPP-02	7:30 PM	1MSPSTX-04	2:25 PM
1ZOAG1-04	9:20 PM	1GSNYTL-01	4:55 PM

EAST TRAINS:	5	
TOTAL FREIGHT TRAINS:	10	

WEST TRAINS:

5

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

PSGR TRAINS: (#6 RENO 0854 PM)	1
PSGR TRAINS: (#5 RENO 1112 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

TOTAL:

v5 TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO Saturday September 5, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1CSTHR-27	1:10 AM	1ZG10A-02	9:55 PM
1MOARO-03	5:27 AM	1MNPST-26	5:35 AM
1AOAKS3-04	9:30 AM	1AKSBE-02	6:35 AM
1MSTNPP-04	12:05 PM	1MROOA-02	9:40 AM
1ZOAG1-05	1:50 PM	1GDEMIPX-29	12:25 PM
1MRVNPX-04	2:55 AM		
1MOARO-02	5:55 PM		
1LRVRV-04	8:50 PM		
3MSGLTJ-03	11:59 PM		
EAST TRAINS: TOTAL FREIGHT TRAINS:	9 14	WEST TRAINS:	5

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

PSGR TRAINS: (#6 RENO 0600 PM)	1
PSGR TRAINS: (#5 RENO 1108 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS: WGRRVR-04	1
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	3

vố TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO Sunday September 6, 1998

9.6

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1MOARO-04	6:35 AM	1ZG10A-03	12:01 AM
1GESTIF-02	7:20 AM	1MDVSTJ-03	12:15 AM
MRVROX-05	10:05 AM	1MSKFRX-05	2:35 AM
1MSTNPP-05	2:50 PM	1GDHLDH-29	5:40 AM
120AG1-06	11:00 AM	1MROOA-03	9:00 AM
1MSTNPJ-04	6:45 PM	1MEKFRX-03	10:10 AM
		1LRVRV-04	11:30 AM
		3MDVSTJ-04	1:40 PM
		1AKSBE-03	8:50 PM
EAST TRAINS: TOTAL FREIGHT TRAINS:	6 15	WEST TRAINS:	9

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

PSGR TRAINS: (#6 RENO 0554 PM)	1
PSGR TRAINS: (#5 RENO 1121 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

v5 TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO Monday September 7, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1MSTNPP-06	1:15 AM	1CCOPN-03	11:20 AM
1AOAKS-06	12:10 PM	1ZG10A-04	3:20 AM
1MRVNPX-06	8:25 PM	1MROOA-04	7:30 AM
1GEDKJF-05	3:40 PM	1MSPFRX-07	2:05 PM
1MRVNPX-05	5:00 PM	1ZG10A-05	7:45 PM
		1MNPST-29	8:30 PM

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

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

PSGR TRAINS: (#6 RENO 0501 PM)	1
PSGR TRAINS: (#5 RENO 1122 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS: WRVKMR-31	1
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0

v5 TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO Tuesday September 8, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1MFRNPX-06	5:55 AM	1MNPST-31	5:50 AM
1MSTNPP-07	9:20 AM	1MROOA-05	7:55 AM
1GEKENC-05	3:20 PM	1GDNGTR-01	1:25 AM
1MRVNPX-07	8:30 PM	1AKSBE-05	3:35 PM
		1ZG10A-06	10:05 PM
		1MNPST-04	12:10 AM

EAST TRAINS: 4 TOTAL FREIGHT TRAINS: 10

WEST TRAINS:

6

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

4

PSGR TRAINS: (#6 RENO 0653 PM) PSGR TRAINS: (#5 RENO 1029 AM) YARD ENGINES:	1 1 0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	2

TOTAL:

v5 TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO Wednesday September 9, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1LRVRV-08	1:15 AM	1MROOA-06	5:10 PM
1MOARO-07	7:35 AM	1MNPSTX-31	3:45 PM
1MSTLIS-08	12:15 PM		
1AOAKS-08	12:45 PM		
1ZOAG1-09	2:25 PM		
1MSTNPP-08	6:50 PM		
1GEPXCB-09	7:50 PM		
1MOARO-06	10:20 PM		

EAST TRAINS:	8	WEST TRAINS:	2
TOTAL FREIGHT TRAINS:	10		

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

2

PSGR TRAINS: (#6 RENO 0453 PM)	1
PSGR TRAINS: (#5 RENO 0103 PM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0

TOTAL:

v5 TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO Thursday September 10, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1AOAKS-09	7:05 AM	1MSPFRX-09	12:00 PM
1MTRNPX-09	10:30 AM	1LRVRV-08	6:25 AM
1MOARO-09	2:05 PM	1AKSBE-07	8:35 AM
1ZOAG1-10	12:10 PM	1MROOA-09	12:55 PM
1MRVNPX-09	7:15 PM	1MNPRV-06	3:50 PM
1MSTNPP-09	9:36 PM	1ZG10A-08	6:40 PM
1GSTLSO-07	11:29 AM	1MSPFRX-10	10:10 PM

EAST TRAINS:	7	WEST TRAINS:	7	
TOTAL FREIGHT TRAINS:	14			

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

PSGR TRAINS: (#6 RENO 0600 PM)	1
PSGR TRAINS: (#5 RENO 1145 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

v5 TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO Friday September 11, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1MOARO-10	7:40 AM	1MNPRV-07	3:25 AM
1LRVRV-10	6:50 AM	1MSPST-11	12:05 PM
1ZOAG1-11	1:27 PM	1LRVRV-10	1:20 PM
1MRVNPX-10	1:52 PM	1MDVSTJ-07	12:20 PM
1MSTNPP-10	2:59 PM		
1ZLCBR-10	6:50 PM		
1ZLCSE-11	7:50 PM		
1GEFSHY-10	10:05 PM		

EAST TRAINS:	8	WEST TRAINS:	4
TOTAL FREIGHT TRAINS:	12		

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

PSGR TRAINS: (#6 RENO 0556 PM)	1
PSGR TRAINS: (#5 RENO 1144 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS: WNALRR-09	1
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	3

v5 TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO Saturday September 12, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(FST)
1GEDHCT-10	1:50 AM	1ZG10A-09	1:00 PM
1AOAKSB-11	9:30 AM	1AKSBE-08	8:15 AM
1MSTNPP-11	10:50 AM	1MROOA-08	12:15 AM
120ACS-12	1:05 PM	1MDVSTS-09	2:05 PM
1GETRCB-11	4:35 PM	1MSPRVX-12	4:25 PM
1ZLCBR-11	4:10 PM	1MSPFRX-12	4:50 PM
1MOARO-11	7:30 PM	1MSPFRX-13	11:10 PM
1MRVNPX-11	8:50 PM		

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

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

2

PSGR TRAINS: (#6 RENO 0520 PM)	1
PSGR TRAINS: (#5 RENO 0143 PM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0

v5 TRAIN WOVEMENT ACTIVITY THROUGH CITY OF RENO Sunday September 13, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1MFRNPX-11	4:00 AM	1CCOPN-10	2:00 AM
1MRVROX-11	5:30 AM	1MSPST-12	5:45 AM
1LRVRV-12	4:30 PM	1ZG10A-10	5:10 AM
1MSTNPP-12	12:40 PM	1CSKPF-12	8:20 AM
1ZOACS-13	12:25 PM	1AKSBE-09	12:30 AM
MSTLIJ-12	3:36 PM	1MSPOAX-12	3:10 PM
1MRVNPX-12	12:35 PM	2MSPFRX-13	6:20 PM
		1MNPRV-08	11:05 PM

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

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

2

PSGR TRAINS: (#6 RENO 0510 PM)	1
PSGR TRAINS: (#5 RENO 1223 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0

v5 TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO Monday September 14, 1998

9-14

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CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1AU+KS-13	8:15 AM	1ZG10A-11	12:11 AM
1McRNPK-13	12:10 PM	1MSPOAX-13	2:55 AM
1RYNPX-13	4:35 PM	1ZG1AO-12	4:25 PM
1MSTNPP-13	6:05 PM	1MROOA-10	8:55 PM
1MOARO-13	10:55 PM	1MSPST-14	10:20 PM

EAST TRAINS:	5	WEST TRAINS:
TOTAL FREIGHT TRAIN	10	

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

2

PSGR TRAINS: (#6 RENO 0519 PM)	1
PSGR TRAINS: (#5 RENO 1108 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0

TOTAL:

v5 TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO Tuesday September 15, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1MSTNPP-14	2:25 PM	1AKSBE-11	12:25 PM
1AOAKS-14	10:00 AM	1LRVRV-12	3:30 AM
1MOARO-14	3:35 PM	1MNPRV-13	12:30 PM
1ZOACS-15	2:55 PM	12G10A-13	7:05 PM
1MSTNP-14	11:05 PM	1MRWRVX-13	5:30 PM
1LRVRV-14	4:55 PM	1GSNBPX-09	8:10 PM

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

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

PSGR TRAINS: (#6 RENO 0520 PM)	1
PSGR TRAINS: (#5 RENO 1135 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS: WOGRV-12	1
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0

v5 TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO Wednesday September 16, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1RVNPX-15	10:35 AM	1MROOA-12	1:40 AM
1MSTNPP-15	11:25 AM	1MSPFRX-15	5:55 AM
1GSTVNC-11	5:16 PM	1MDVSTX-08	7:05 AM
1ZOACS-16	5:00 PM	1GSCTTR-08	10:55 AM
		1MSPST-15	3:40 PM
		1AKSBE-13	12:55 PM
		1LRVRV-14	5:55 PM
		1MSPFRB-16	9:25 PM
		1MSPRVX-12	11:45 PM
EAST TRAINS: TOTAL FREIGHT TRAINS:	4 13	WEST TRAINS:	9

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

3

1
0
0
0
1
0
0
0

TOTAL:

v5 TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO Thursday September 17, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1MRVRO-16	10:00 AM	1MSPFRX-16	2:30 AM
1MOARO-15	7:30 AM	1ZCSOA-14	1:15 AM
1MSTNPP-16	2:25 PM	1MNPRV-11	7:10 AM
1MSTLIJ-16	11:30 AM	1MDVSTJ-14	12:10 PM
1AOAKS-16	12:35 PM	1MROOA-11	12:30 PM
1ZOACS-17	2:40 PM	1MNPRV-12	6:15 PM
1MOARO-16	9:20 PM	1ZSCOA-15	8:15 PM

EAST TRAINS:	7	WEST TRAINS:	7	
TOTAL FREIGHT TRAINS:	14			

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

PSGR TRAINS: (#6 RENO 0600 PM)	1
PSGR TRAINS: (#5 RENO 1159 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

v5 TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO Friday September 18, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1MERUE-14	2:00 AM	1MOPST-16	5:10 AM
1MFRNPX-17	3:36 AM	1ESPRV-18	7:20 AM
1MSTNPP-13	4:20 AM	1AKSBE-15	7:55 AM
1ZOACS-18	5:43 PM	1MSPFRX-18	4:40 PM
1MWLEUB-17	8:15 PM	1GDHLDH-08	4:25 PM
1GESTNC-16	9:25 PM	1MROOA-15	11:10 PM
		1MDVSTJ-15	11:30 PM

EAST TRAINS:	6	WEST TRAINS:	7
TOTAL FREIGHT TRAINS:	13		

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

PSGR TRAINS: (#6 RENO 0L13 PM)	1
PSGR TRAINS: (#5 RENO 1136 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS: WSPRVB-17	1
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0

v5 TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO Saturday September 19, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1MSTNPP-18	2:05 AM	1ZCSOA-16	8:05 AM
1MRVROX-17	9:05 AM	1MNPRV-16	11:40 AM
1MRVNPX-18	6:45 AM	1AKSBE-16	12:55 PM
1AOAKS-18	6:55 PM	1MSPST-17	4:35 PM
1MRVEO-18	1:40 PM	1ZCSOA-17	11:00 PM
1ZOACS-19	5:55 PM		
1MOARO-18	4:40 PM		

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

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

PSGR TRAINS: (#6 RENO 0515 PM)	1
PSGR TRAINS: (#5 RENO 1125 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS: WGNRVR-17	1
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	2
TOTAL:	5

TOTAL:

v5 TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO Sunday September 20, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1MRVNPX-19	5:03 AM	1MDVSTJ-17	1:25 AM
1MFRNPX-19	8:29 AM	1MROOA-16	5:10 AM
1MSTNPP-19	11:15 AM	1MNPRV-17	8:20 AM
1AOAKS-19	10:20 AM	1GSSOTL-16	3:40 PM
1ZOACS-20	11:20 AM	1ZCSOA-18	9:45 PM
1MQARO-19	5:10 PM	1MNPRV-19	9:50 PM
		1MSPFRX-20	11:15 PM

EAST TRAINS:	6	WEST TRAINS:	7	
TOTAL FREIGHT TRAINS:	13			

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

2

PSGR TRAINS: (#6 RENC 0440 PM)	1
PSGR TRAINS: (#5 RENO 1117 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0

TOTAL:

v5 TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO Monday September 21, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1MSTNPP-20	7:10 AM	1AKSBE-17	12:40 AM
1MRVROX-20	12:50 PM	1MSPST-20	7:20 AM
1MOARO-20	8:13 AM	1MSPST-19	7:45 AM
1AOAKS-20	12:10 PM	1GDNBBL-08	1:10 PM
1MSTLIJ-19	6:55 PM	1MDVSTJ-18	1:20 PM
1TCHSCX-21	9:15 PM	1CRVRVX-21	9:40 PM
1MRVNPX-21	11:02 PM		

EAST TRAINS:	7	WEST TRAINS:
TOTAL FREIGHT TRAINS:	13	

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

PSGR TRAINS: (#6 RENO 0530 PM) PSGR TRAINS: (#5 RENO 1140 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT: DETOUR TRAINS:	0
SWITCH	0
Smith	
TOTAL:	2

v5 TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO Tuesday September 22, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1MSTNPP-21	8.30 AM	1ZCSOA-19	1:30 AM
1AOAKS-21	6:38 AM	1MROOA-19	4:10 AM
1ZOACS-22	2:35 PM	1MNPRV-19	7:25 AM
1MSTLIJ-21	5:00 PM	1MSPFRX-22	5:50 PM
1MRVNPX-22	8:45 PM	1ZCSOA-20	7:55 PM
		1CCOPN-19	9:25 PM

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

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

PSGR TRAINS: (#6 RENO 0600 PM)	1
PSGR TRAINS: (#5 RENO 0444 PM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL	2

TOTAL:

.

v5 TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO Wednesday September 23, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1GSTTNB-17	4:30 AM	1MROOA-20	12:25 PM
1AOAKS-22	12:15 PM	1AKSBE-19	1:10 PM
1MSTNPP-22	11:45 AM	1MSPST-22	3:50 AM
1ZOACS-23	12:50 PM	1AKSBE-20	11:35 AM
1MOARO-21	6:40 PM	1MSPFRX-23	2:30 AM
1GEDHGI-12	9:44 PM	1MSPST-23	6:55 PM
1MSTNPP-25	8:10 PM	1ZCSOA-21	9:40 PM

EAST TRAINS:	7	WEST TRAINS: 7	
TOTAL FREIGHT TRAINS:	14		

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

4

PSGR TRAINS: (#6 RENO 0543 PM)	1
PSGR TRAINS: (#5 RENO 1243 AM) YARD ENGINES:	a
HELPERS:	C
LITE ENGINE:	(
WORK TRAINS: WRVMPR-22 WRVPUR-23	2
SNOW EQUIPMENT:	C
DETOUR TRAINS:	C
SWITCH	(

v5 TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO Thursday September 24, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EAST NARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1MRVROX-23	4:35 AM	1MNPRV-23	3:10 AM
1ZOACS-24	12:55 PM	1MROOA-17	4:15 AM
1MOARO-22	6:50 PM	1MNPRX-22	10:00 AM
1MSTLIJ-23	11:20 PM	1MDVSTJ-21	12:20 PM
1AOAKS-24	11:05 PM	1MDUGTJ-22	5:25 PM
		1GDFRDH-16	8:05 PM
		1LSPRV-24	10:15 PM

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

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

2

PSGR TRAINS: (#6 RENO 0544 PM)	1
PSGR TRAINS: (#5 RENO 1051 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0

TOTAL:

v5 TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO Friday September 25, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1GEBLNB-23	1:55 AM	1ZCSOA-22	2:15 AM
1LRVRVX-24	3:55 AM	1MSPFRJ-24	4:45 AM
1MRVNPX-23	4:35 AM	1MROOA-22	10:55 AM
1ZOACS-25	2:35 PM	3MDVVRBJ-22	7:25 PM
1CRIGV-24	3:57 PM	1ZOSOA-23	10:55 AM
1MOARO-23	10:00 PM	1MNPRV-23	11:30 PM
		1MSPST-25	11:20 PM

EAST TRAINS:	6	WEST TRAINS:	7
TOTAL FREIGHT TRAINS:	13		

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

5

PSGR TRAINS: (#6 RENO 0605 PM)	1
PSGR TRAINS: (#5 RENO 0107 PM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS: WGNOXG-24	1
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	2

.

Page 1

v5 TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO Saturday September 26, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1MFRNPX-23	8:50 AM	1MSPOAX-26	7:25 AM
1MFRNPX-24	5:45 AM	1MNPRV-24	1:15 PM
1MSTNPP-24	7:35 AM	1AKSBE-23	4:05 PM
1MOARO-25	12:58 PM	1ZCSOA-24	10:05 PM
1ZOACS-26	4:25 PM		
1MSTLIJ-25	7:35 PM		
1MFRNPX-25	11:10 PM		
1LRVRV-25	9:05 PM		
EAST TRAINS: TOTAL FREIGHT TRAINS:	8 12	WEST TRAINS:	•

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

2

PSGR TRAINS: (#6 RENO 0516 PM)	1
PSGR TRAINS: (#5 RENO 1248 PM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0

TOTAL:

v5 TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO Sunday September 27, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1MOAROX-26	12:20 AM	1MSPFRX-26	2:55 AM
1MSTNPP-26	12:00 PM	1LRVRV-25	4:40 AM
1GSTRNC-26	11:10 AM	1MSPST-27	6:15 AM
1ZOACS-27	12:20 PM	1MDVSTJ-24	11:10 AM
1AOAKS-26	5:30 PM	1MNPRV-25	2:35 PM
1GSTUCN-27	11:18 PM	1CSKPF-25	4:45 PM
1GEDHGI-27	11:34 PM	1MROOA-25	6:25 PM
		1AKSBE-24	4:00 PM

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

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

PSGR TRAINS: (#6 RENO 0510 PM)	1	
PSGR TRAINS: (#5 RENO 1058 AM)	1	
YARD ENGINES:	0	
HELPERS:	0	
LITE ENGINE:	0	
WORK TRAINS: WSCMPE-20	1	
SNOW EQUIPMENT:	0	
DETOUR TRAINS:	0	
SWITCH	0	

3

Page 1

v5 TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO Monday September 28, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1MSTNPP-25	3:05 AM	1ZCSOA-25	1:10 AM
1LRVRV-25	8:50 AM	1MSPFRX-27	1:20 AM
1AOAKS-27	11:01 AM	1MSPST-26	4:55 AM
1MSTLIJ-26	2:55 PM	1MDVSTJ-25	5:20 AM
1MOARO-24	5:15 PM	1MSPFRX-28	2:25 PM
1MOARO-26	8:10 PM	1MNPRV-26	3:57 PM
1MRVNPX-28	10:40 PM	1ZCSOA-26	10:25 PM

EAST TRAINS:	7	WEST TRAINS:	7	
TOTAL FREIGHT TRAINS:	14			

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

PSGR TRAINS: (#6 RENO 0547 PM)	1
PSGR TRAINS: (#5 RENO 1114 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

v5 TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO Tuesday Septembe: 29, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1MSTNPP-27	3:15 AM	1MROOA-23	5:25 AM
1MRVROX-28	4:25 AM	1GSSNPX-24	3:20 AM
1ZOACS-29	1:10 PM	1MSPST-29	7:25 AM
1GESTG1-28	4:05 PM	1MROOA-24	11:35 AM
1MOARO-27	9:55 PM	1MROOA-26	2:50 PM
		1ZCSOA-27	4:15 PM

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

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

PSGR TRAINS: (#6 RENO 0624 PM)	1
PSGR TRAINS: (#5 RENO 0125 PM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE: LITEPWR-29	
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	3



v5 TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO Wednesday September 30, 1998

CATEGORY 1 (THRC JGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1CPFSM-28	1:50 AM	1MDVSTJ-27	12:25 AM
1MOARO-28	9:55 AM	1MSPST-28	1:55 AM
1AOAKS-29	6:30 AM	1MROOA-27	5:50 AM
1MSTNPP-29	1:40 PM	1LRVRV-27	10:35 AM
1ZOACS-30	12:35 PM	1MNPRV-27	2:00 PM
1MRVSP-30	5:07 PM	1MSPOAX-30	5:15 PM
1CSTLSO-29	5:35 PM	1GDNCLG-26	8:05 PM
1MSTNPP-30	10:45 PM	1MSPFRX-30	11:20 PM
1SLADV-29	11:55 PM		
EAST TRAINS: TOTAL FREIGHT TRAINS:	9 17	WEST TRAINS:	8

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

1 1 0

0

1

0

0

0

0

3

PSGR TRAINS: (#6 RENO 0505 PM) PSGR TRAINS: (#5 RENO 1123 AM) YARD ENGINES: HELPERS: LITE ENGINE: LITEPOWER-30 WORK TRAINS: SNOW EQUIPMENT: DETOUR TRAINS: SWITCH


19:427

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UP/SP-362

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

> APPLICANTS' THIRD QUARTER 1998 PROGRESS REPORT WITH RESPECT TO MERGER CONDITIONS

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October 1, 1998

UP/SP-362

MAIL

MANAGEMENT

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

APPLICANTS' THIRD QUARTER 1998 PROGRESS REPORT WITH RESPECT TO MERGER CONDITIONS

Applicants UPC, UPRR and SPR^{1/} hereby submit their third quarter 1998 progress report with respect to the conditions imposed on the Board's approval of the UP/SP merger in Decision No. 44, served August 12, 1996. Submission of this progress report was required by ordering paragraph 10 of Decision No. 44. <u>See also id.</u>, p. 146 ("We require as a condition that applicants submit on or before October 1, 1996, a progress report and implementing plan regarding their compliance with the conditions to this merger, and further progress reports on a quarterly basis."); Finance Docket No. 32760 (Sub-No. 21), Decision served Oct. 27, 1997 ("Oversight Decision"), p. 19 ("UP and BNSF shall continue to report quarterly, with comprehensive summary presentations included ii their progress reports due on July 1, 1998.").

 $[\]frac{1}{2}$ Acronyms used herein are the same as those in Appendix B of Decision No. 44.

As in our prior quarterly reports, items are included only if there have been developments since the prior report, and the information contained in this report is more abbreviated in nature than the more comprehensive presentation that Applicants filed on July 1, 1998. <u>See</u> Oversight Decision, p. 18. Applicants are not reporting on service issues, which were addressed in our September 18 submission in Finance Docket No. 32760 (Sub-No. 26 and related sub-dockets) and our September 30 submission in Finance Docket No. 32760 (Sub-No. 21), and are also the subject of biweekly data submissions in Ex Parte No. 573.

I. BNSF, TEX MEX AND UTAH RAILWAY CONDITIONS

A. BNSF

BNSF Trackage Rights and Haulage. BNSF trackage rights traffic continued at high levels during the past quarter. As shown in Charts #1, #2 and #3 in Appendix A, BNSF averaged more than 765 through trackage rights trains in June, July and August, compared to 707 in the preceding three months. The tonnage handled on those trains averaged more than 3.4 million tons in June, July and August, compared to less than 3.2 million in the preceding three months. And loaded and empty cars on BNSF through trackage rights trains averaged 42,717 in June, July and August, compared to 40,586 in the preceding three months. BNSF continued to operate at

- 2 -

least daily through trackage rights train service in all major corridors.

In addition, local train volumes of BNSF and its agent, UTAH, remained strong. BNSF and UTAH operated 510 local trains in June, July and August, handling 12,724 loaded and empty cars and 1,036,190 tons of freight, compared with the previous three months' totals of 503 trains, 15,067 cars, and 1,288,960 tons of freight.^{2/}

UP/SP's expenditures on the lines over which BNSF has trackage rights have continued to exceed substantially the fees received from BNSF. The latest available data in this regard, through June 30, 1998, are presented in Appendix B.

Implementation Steps. As previously reported, the UP/SP-BNSF Joint Service Committee met most recently in June, and the Committee is scheduled to meet again later this month. The railroads continue to work on systems issues, including the development of data systems for the relatively small number of "2-to-1" industries that are directly served by both BNSF and UP (UP is testing a software package called "Track Mate" that it hopes will help account better for cars at such locations). BNSF recently agreed to provide additional data on haulage loads which will facilitate improved handling of

^{2/} Because of data reporting problems, BNSF data on trains, loads, empties and tons for Utah Valley and Warm Springs locals were estimated based on May and July data.

those loads. UP added its Spring-Valley Jct. and Hearne-Houston segments and its Lufkin Subdivision to the Spring dispatching center on September 28.

Line Sales. The status of merger-related line sales was unchanged in the last quarter. On September 29, the Board exempted the exchange of ownership interests on contiguous line segments between Houston (Dawes) and New Orleans (Avondale) that was agreed to between UP and BNSF in February. Finance Docket No. 33630, <u>Burlington Northern & Santa Fe Ry. &</u> <u>Union Pacific R.R. -- Acquisition Exemption -- Lines Between</u> <u>Dawes, TX, & Avondale, LA</u>, Decision served Sept. 29, 1998.

<u>Connections</u>. Construction of the temporary connection at Stockton, California, is complete. The permanent connection at Stockton is scheduled for completion in April 1999. BNSF has also completed its construction of a new connection at Longview, Texas, to support directional operations in the Houston-Memphis corridor. Signalling is expected to be installed on this connection during the first week of October.

Definition of "2-to-1" Points. The only pending dispute of which UP is aware in regard to the list of "2-to-1" facilities that BNSF is entitled to serve pursuant to the UP/SP-BNSF settlement agreement is the dispute concerning BNSF access to South Texas Liquid Terminal, a transloading facility

- 4 -

in the San Antonio area, which has been submitted to the Board for decision.

Opening 50% of Contract Traffic at "2-to-1" Points to BNSF. UP/SP continues to be in compliance with this condition, as clarified in Decision No. 57, served Nov. 20, 1996. No issues with regard to this condition arose during the past quarter.

<u>New Facilities and Transloading Condition</u>. UP/SP continues to be in compliance with this condition. UP/SP is not aware of any disputes with respect to the new facilities or transloading conditions.

B. Tex Mex

Tex Mex has continued to use its trackage rights to handle significant volumes of traffic, as shown in the charts in Appendix A. As can be seen in Charts #4, #5 and #6, Tex Mex traffic levels are far above those a year ago. Even after adjusting for traffic moving via Tex Mex as a result of the Board's service order (<u>see</u> UP/SP-344, p 100), Tex Mex's performance is impressive. As can be seen in Charts #7, #8 and #9, Tex Mex averaged more than 41 through trackage rights trains in June, July and August, compared to 19 in the same period a year earlier. The tonnage handled on those trains averaged more than 239,341 tons in June, July and August, compared to 90,104 in the same three months in 1997. And loaded and empty cars on Tex Mex through trackage rights trains averaged 3,247 in June, July and August, compared to 1,165 in the same period a year earlier.

C. Utah Railway

As already discussed, UTAH has moved substantial volumes of local trains as BNSF's agent in the Utah Valley area. In June of this year, UP entered into a settlement of a rate complaint brought by Sierra Pacific Power and Idaho Power in regard to Utah coal movements to their "2-to-1" power plant at North Valmy, Nevada. Following the consummation of the resulting transportation contract, the shipper has not been utilizing UTAH-BNSF interline service. However, Sierra Pacific/Idaho Power's actual use, and threatened future use, of UTAH-BNSF routings clearly had a very real impact, as UP detailed in its filing in the rate case. See Docket No. 42012, Sierra Pacific Power Co. & Idaho Power Co. v. Union Pacific R.R., Opening Evidence of Defendant Union Pacific Railroad Company, May 26, 1998, Lorenz V.S., pp. 8-17, & Sansom V.S., pp. 3-16. Also, UTAH has not recently operated eastbound trackage rights trains due to continuing delays in the development of the Willow Creek mine and restricted output at other mines accessible to UTAH, but UP understands that the prospects for future traffic remain good.

II. ABANDONMENTS

On July 3, 1998, UP sold the Canon City-Parkdale portion of its Malta-Canyon City, Colorado, line (Docket Nos.

- 6 -

AB-8 (Sub-No. 39) and AB-12 (Sub-No. 188)) to Royal Gorge Express, LLC, retaining overhead trackage rights. On August 21, 1998, UP informed the Board that it had determined that the Sage-Malta-Parkdale segment of its Tennessee Pass line would be retained in place while capacity requirements are mcnitored. UP therefore removed the Sage-Malta-Canon City line segment from Category 1 of its System Diagram Map and placed it in Category 5.

On July 15, UP sold its Towner-NA Junction, Colorado line (Docket No. AB-3 (Sub-No 130)) to the State of Colorado.

On August 21, UP consummated the abandonment of its Gurden-Camden, Arkansas, line (Docket No. AB-3 (Sub-No. 129X)).

On September 11, UP consummated the abandonment of its Hope-Bridgeport, Kansas, line (Docket Nos. AB-3 (Sub-No. 131) and AB-8 (Sub-No. 37)).

Finally, on September 17, UP informed the Board that it had decided not to abandon the Troup-Whitehouse, Texas, line (Docket No. AB-3 (Sub-No. 134X)), and asked the Board to vacate the abandonment exemption that had been granted and dismiss the abandonment proceeding.

III. LABOR PROTECTIVE CONDITIONS

UP continues to move foward to reach implementing agreements with labor unions under <u>New York Dock</u> procedures. On July 1, UP had implementing agreements with the BLE and UTU

- 7 -

for the following hubs: Denver, Salt Lake City, Salina (Phase I), Roseville, Houston, Longview and North Little Rock/Pine Bluff. During the past quarter, successful negotiations and ratification of agreements with these two unions were achieved for the St. Louis, Portland and Kansas City hubs. Negotiations are in progress for the Los Angeles, Salina (Phase II) and San Antonio hubs. Negotiations will start in the near future for the Dallas/Ft. Worth, El Paso and Dalha hubs. UP anticipates that all hub agreements should be in place by the third quarter of next year.

UP has essentially completed the implementing agreement process with respect to all non-operating crafts except the signalmen, maintenance-of-way employees and yardmasters. Negotiations with the signalmen continue, and negotiations with the maintenance-of-way employees are in the final stages. Negotiations with yardmasters continue to progress on a terminal-by-terminal basis.

IV. ENVIRONMENTAL MITIGATION CONDITIONS

The following is a report on steps taken, and plans for future steps, in regard to the environmental mitigation conditions, which are addressed in the order they are listed in Appendix G to Decision No. 11:

A. Systemwide Mitigation

1-9. These conditions have all been satisfied, as previously reported.

- 8 -

10. <u>Security Forces</u>. As previously reported, UP has extended to SP territory its policy of "zero tolerance" of vagrancy and trespassing on railroad property. JP is participating in a new nationwide initiative by Operation Lifesaver to reduce trespassing on railroad property. UP met with the Reno Police Department regarding a "zero tolerance" program in late June of 1997. These discussions were placed on hold by the City of Reno pending a legal determination. It does not appear that Reno is interested in pursuing the matter.

11-13. These conditions have been satisfied, as previously reported.

B. <u>Corridor Mitigation</u>

14. <u>EPA Emissions Standards</u>. EPA's national locomotive emissions rule was published in the <u>Federal</u> <u>Register</u> on April 16, 1998. No appeals were filed, and the rule is now final. UP is working with locomotive industry suppliers to develop its compliance plan.

15. <u>Consultations With Air Quality Officials</u>. UP has held detailed discussions with environmental officials in the states of Arizona, Colorado, Illinois, Nevada, Oregon, Texas, Washington and Wyoming. Dialogue continues between UP and California officials to address UP/California air quality issues.

- 9 -

16. <u>Noise Impacts</u>. UP has implemented a noise comment hotline and has advised each affected county and requested comments. UP monitors the noise hotline and will compile and analyze data to determine whether a roise abatement plan is required.

17. <u>Use of Two-Way-End-of-Train Devices</u>. This condition has been satisfied, as previously reported.

C. Rail Line Segment Mitigation

18. <u>Priority List for Upgrading Grade Crossing</u> <u>Signals</u>. UP provides train density information to states on a regular basis, which they use to prioritize their grade crossing improvements. UP provides the states of Arizona, California, Kansas, Nevada, Oregon, Texas and Colorado with train density data for approximately 500 individual crossing improvements annually.

19. <u>East Bay Regional Park District MOU</u>. The MOU is being implemented in accordance with its specifications. UP completed a lease agreement for Eckley Station and awaits property descriptions from the District regarding other properties.

20. <u>Town of Truckee MOU</u>. The MOU is being implemented in accordance with its specifications. UP has completed construction of its portion of the bridge at the I-80 Central Truckee off ramp and is working with the city on roadway approaches. The railroad continues to work with local and federal agencies in the development of a Truckee River hazardous material spill response plan.

21. <u>Placer County MOU</u>. The MOU is being implemented in accordance with its specifications. UP continues to meet with the City of Roseville on a regular basis to discuss the yard design and operations plan. UP has installed train control mechanisms to facilitate passenger operations. UP is in the process of conveying property and drafting leases for numerous properties, as specified in the MOU, and has completed two lease agreements. Several improvement projects specified in the MOU have been deferred or canceled at the request of the county and/or city involved.

22. <u>City of Reno</u>. UP is in compliance with the limit of 14.7 through freight trains per day through Reno. Pursuant to a Reno/UP request, the Board deferred its mitigation proceeding until November.

23. <u>City of Wichita/Sedgwick County</u>. This condition has been satisfied.

D. Rail Vards and Intermodal Facilities

24. <u>Noise Abatement Plans for Rail Yards</u>. Before UP undertakes any rail yard construction at the specified locations, it will contact appropriate state and local officials and report to SEA on the results of those consultations. No construction is planned for these facilities at this time. 25. <u>Intermodal Facilities</u>. Before any changes are made at the specified intermodal facilities, UP will contact appropriate state and local air quality officials in the states of California and Illinois and report to SEA on the results of those consultations. No construction or operating changes are planned for these facilities at this time.

E. Abandonments

26-61. As abandonments are carried out, UP will comply with all conditions. UP has developed a process to ensure that contractors and railroad personnel comply with all general conditions. Progress on specific abandonment conditions is reported below.

41. This condition has been satisfied, as previously reported.

43. This condition has been satisfied, as previously reported.

44. This condition has been satisfied, as previously reported.

47. This condition has been satisfied, as previously reported.

48. This condition has been satisfied, as previously reported.

49. This condition has been satisfied, as previously reported. 52. This condition has been satisfied, as previously reported.

55. This condition has been satisfied, as previously reported.

57. This condition has been satisfied.

58. Suman-Benchley, TX. UP has decided to retain this line. The Board vacated the abandonment exemption for the line on June 12, 1998. This condition is no longer applicable.

59. This condition has been satisfied, as previously reported.

60. This condition has been satisfied, as previously reported.

61. This condition has been satisfied, as previously reported.

F. Construction Projects

62-108. As construction projects are carried out, UP will comply with all listed conditions. UP has developed a process to ensure that contractors and railroad personnel comply with all general conditions. A number of projects have been deferred to 1999 or beyond as a result of new priorities established during the service crisis. Progress on specific construction provisions is reported below.

70. This condition has been satisfied.

- 13 -

78. This condition has been satisfied, as previously reported.

79. This condition has been satisfied, as previously reported.

80. This condition has been satisfied, as previously reported.

81. This condition has been satisfied, as previously reported.

84. This condition has been satisfied, as previously reported.

92. This condition has been satisfied.

97. This condition has been satisfied, as previously reported.

101. This condition has been satisfied, as previously reported.

107. Construction completed. UP will implement noise monitoring in the next quarter.

Respectfully submitted,

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October 1, 1998

APPENDIX A





Chart #2 BNSF Trackage Rights Number of Cars (Through Trains)

.



Month/Year

Chart #3 BNSF Trackage Rights Gross Tons (Through Trains)









Month/Year

Chart #5 **Tex Mex Trackage Rights** Number of Cars (Through Trains)

.

Number of Cars (Loads & Empties)





Chart #7 Tex Mex Trackage Rights Number of Through Trains (Estimated Service-Order-Related Traffic Excluded)



Charl #8 Tex Mex Trackage Rights Number of Cars (Through Trains) (Estimated Service-Order-Related Traffic Excluded)

.



Number of Cars (Loads & Empties)

Chart #9 Tex Mex Trackage Rights Gross Tons (Through Trains) (Estimated Service-Order-Related Traffic Excluded)



APPENDIX B

APPENDIX B

TRACKAGE RIGHTS FUNDS

In Section 6 of Applicants' settlement agreement with CMA, Applicants agreed to place trackage rights fees received under the BNSF settlement agreement into two dedicated funds, one with respect to the trackage rights lines in Texas, Louisiana, Arkansas, Missouri and Illinois and one with respect to the trackage rights lines in the Central Corridor and California. Applicants agreed that the money in those funds would be spent on (a) maintenance on those lines, (b) offsetting depreciation of those lines, (c) capital improvements on those lines, and (d) costs for accounting necessary to administer the two funds. The following table provides information regarding the two funds through the quarter ending June 30, 1998, the latest date for which the data has thus far been compiled. Capital expenditures were not calculated because the calculations would be timeconsuming and would not affect the result. See UP/SP-344, p. 64.

	Texas, Louisiana, Arkansas, Missouri and Illinois	California and Central <u>Corridor</u>
REVENUE		
Trackage Rights Fees	\$21,483,513	\$27,257,662
Capacity Improvement Fees	0	0
Total Revenue	<u>\$21,483,173</u>	\$27,257,662
EXPENSES		
Maintenance	\$59,019,619	\$42,127,974
Depreciation	59,803,289	45,316,768
Capital Expenditures	not calculated	not calculated
Accounting Expenses	35,676	35,676
Total Expenses	<u>\$118,858,584</u>	\$87,480,418

CERTIFICATE OF SERVICE

I, Michael L. Rosenthal, certify that, on this 1st day of October, 1998, I caused a copy of the foregoing document to be served by first-class mail, postage prepaid, or by a more expeditious manner of delivery on parties of record in Finance Docket No. 32760, and on

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

.

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

Michael L. Rosenthal



15-4575

BEFORE THE SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760

MANAGEMENT STBANYI UNION PACIFIC CORPORATION, UNION PACIFIC RAILROAD AND MISSOURI PACIFIC RAILROAD COMPANY -- CONTROL AND MERGER --

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

APPLICANTS' REPLY TO BNSF'S PETITION FOR CLARIFICATION

EMERED Office of the Secretary DEC S 1997 11.01 uplic Record

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Attorneys for Union Pacific Corporation, Union Pacific Railroad Company, Southern Pacific Rail Corporation and Southern Pacific Transportation Company



UP/SP-330

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

APPLICANTS' REPLY TO BNSF'S PETITION FOR CLARIFICATION

Applicants UPC, UPRR, SPR and SPT¹ hereby reply to the "Petition of the Burlington Northern and Santa Fe Railway Company for Clarification," dated November 14, 1997. BNSF's petition fails both procedurally and on its merits, and should be rejected.

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

 $\frac{1}{2}$ The acronyms used here are the same as those listed in Appendix B of Decision No. 44.

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

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

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

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

- 2 -

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

I. BACKGROUND

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

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

- 3 -

¹/ The settlement agreement originally called for BNSF to purchase a portion of SP's New Avondale Yard, but when BNSF determined that SP's Old Avondale Yard would be more suitable for its operations, Applicants allowed BNSF to purchase that yard and granted BNSF additional trackage rights to reach that yard without changing the \$100 million purchase price. <u>See</u> Applicants' Submission of Final Settlement Agreement and Implementing Agreements with BN/Santa Fe (UP/SP-266), June 28, 1996, p. 6.

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

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

- 4 -

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

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

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

The pro-competitive effects of the settlement agreement's New Orleans-area provisions have been immediate and tangible. The UP/SP merger provided BNSF for the first time with connections to eastern carriers at New Orleans, creating new BNSF competition for traffic moving over New Orleans to the East or the West.2/ The merger also created new competition for intermodal traffic as a result of BNSF's purchase of UP's Westwego intermodal yard. And the merger created new competition for shippers located along the Iowa Junction-Avondale line that are now served by two railroads instead of one. 1/ Moreover, as a result of the merger, UP and SP eliminated the prohibitive reciprocal switch charges that had applied to each others' traffic in New Orleans. These are precisely the types of benefits that were anticipated by Applicants, BNSF and the Board when the UP/SP merger application was approved.

Id., App. I.

- 5 -

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

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

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

- 6 -

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

II. ARGUMENT

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

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

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

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

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

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

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

- 8 -

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

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

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

- 9 -

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

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

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

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

- 10 -

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

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

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

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

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

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

12/ See note 10, supra.

30

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

- 12 -

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

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

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

- 13 -

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

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

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

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

- 14 -

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

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

In particular, BNSF cannot properly claim that the Board committed material error in failing to grant a condition that neither BNSF nor any other party to the merger proceeding ever requested. Nor can BNSF claim changed circumstances: BNSF did not have access to New Orleans-area shippers before the UP/SP merger. BNSF's submission presents the Board with nothing more than arguments that could have been made, but that <u>no</u> party did make, earlier in this proceeding -- clearly not the sort of new evidence or changed circumstances required to support reopening.^{12/} See 49 C.F.R. § 1115.3(c); see

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

- 15 -

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

1. No One Was Misled

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

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

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

- 16 -

^{17/(...}continued)

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

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

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

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

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

- 17 -

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

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

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

- 18 -

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

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

- 19 -

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

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

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

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

- 20 -

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

2. There Is No Competitive Harm

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

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

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

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

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

For its showing of competitive harm, BNSF relies on a verified statement that at most suggests that interchange with one of the railroads that serve these shippers "could" create delays and that "much" of the traffic at issue is "time sensitive." Rickershauser V.S., pp. 7-8. Such hypothetical "evidence" is clearly not proof of competitive harm requiring imposition of an additional merger condition. After a year of actual experience under the merger, neither BNSF nor shippers have been able to point to any concrete examples of actual competitive harm. The Board relied ' 'h more evidence in granting BNSF access conditions to cles-area shippers.^{22/}

22/(...continued)

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

- 22 -

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

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

. . . appears solid," thus clearly demonstrating what the Board's expectations were with respect to New Orleans-related conditions and that those expectations were being met. <u>Id.</u>, p. 4.

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

- 23 -

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

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

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

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

A review of these shipper statements demonstrates that none of the shippers even claims to have suffered any competitive harm as a result of the merger. No shipper claims that its rates have risen or that its service has suffered as a result of the merger.^{22/} No shipper provides a single

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

^{22/} One shipper, Delta, says that before the merger its facility had received two switches per day -- one from UP and one from SP -- and that now it is being switched only once per day, but this is to be expected. As a result of the merger, there is no need for UP and SP to perform separate switching. Delta also says that it has found that interline routing is not an attractive cost or service alternative, but it provides no evidence to support these broad, vague statements. A second shipper, Dial Corporation, merely states without elaboration that certain New Orleans facilities "have lost some of their competitive advantages, due to the Union Pacific denial of access."

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

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

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

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

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

- 26 -

reciprocal switching -- <u>all</u> of which BNSF is demanding access to -- only 184 outbound and 190 inbound cars moved to or from points in western Louisiana and southern Texas that were served prior to the merger by both UP and SP or that BNSF has received the right to serve as a merger condition.²⁸/ The Board has recently rejected suggestions that BNSF should be allowed access to additional traffic in order to ensure BNSF competitiveness over its trackage rights routes. <u>Oversight</u> <u>Decision</u>, pp. 9-10. Furthermore, as many of the shipper statements mention, most of the shipments at issue move to or from New Orleans by water, and could be rerouted to other ports if rail rates to New Orleans do not remain competitive.^{22/}

* * *

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

¹⁸/ The traffic data herein are verified by John H. Ransom, UP/SP's Manager-Interline Marketing.

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

Respectfully submitted,

CARL W. VON BERNUTH RICHARD J. RESSLER Union Pacific Corporation 1717 Main Street Suite 5900 Dallas, Texas 75201 (214) 743-5640

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

CI mackauni

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

Attorneys for Union Pacific Corporation, Union Pacific Railroad Company, Southern Pacific Rail Corporation and Southern Pacific Transportation Company

December 4, 1997

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EXHIBIT A

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VERIFIED STATEMENT

OF

BERT A. VAN KAMPEN

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

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

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

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

 $[\]frac{1}{2}$ Prior to UP's merger with MP on January 1, 1997, it was MP, not UP, that maintained the tariffs in question. For ease of discussion, however, I do not distinguish between UP and MP.

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

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

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

- 2 -

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

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

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

- 3 -

ATTACHMENT A

BNSF 8005

THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY

Original Page 125

SECTION 1

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

ALSO

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

ALL FREIGHT (Except Grain, Grain Prods.) ALSO (Soybeans) BETWEEN / AND	RECIPROCAL SWITCHING CHARGES IN DOLLARS AND CENTS PER CAR BN CONNECTION WITH CARRIERS SHOWN BELOW						ПТЕМ
	Industries on BNSF in Groups 1, 2, 3, 4, 5, 6	\$185.00	\$265.00	\$283.00	\$495.00	\$185.00	\$154.00
Industries on BNSF in Group 7	\$185.00	\$308.00	\$283.00	\$495.00	\$256.00	\$237.00	2400
Industries on BNSF in Group 8	\$185.00	\$265.00	\$283.00	\$495.00	\$243.00	\$227.00	2405
Industries on BNSF in Group 9	\$200.00	\$308.00	\$283.00	\$495.00	\$275.00	\$256.00	2410
Industries on BNSF in Group 10	\$185.00	\$265.00	\$283.00	\$495.00	\$185.00	\$164.00	2415
Industries on BN in Group 11	\$236.00	\$265.00	\$283.00	\$495.00	\$256.00	\$256.00	¥:2410
Industries on BNSF in Group 12	\$185.00	\$265.00	\$283.00	\$495.00	\$185.00	\$155.00	2425
Industries on BNSF in Group 13	\$237.00	\$265.00	\$283.00	\$495.00	\$237.00	\$237.00	2430
Industries on BNSF in Group 14	\$185.00	\$265.00	\$283.00	\$495.00	\$185.00	\$164.00	243

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

ISSUED June 11, 1997

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

EFFECTIVE July 4, 1997

VERIFICATION

STATE OF NEBRASKA SS. COUNTY OF DOUGLAS

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

Ramplen Bert A. Van Kampen

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

GENERAL NOTARY-State of Nebraska DORIS J. VAN BIBBER My Comm. Exp. Nov. 30, 2000

: Ivan Bibber Notan

My Commission Expires:

Mor. 30, 2000

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VERIFICATION

STATE OF NEBRASKA) SS. COUNTY OF DOUGLAS

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

John H. Panson JOHN H. RANSOM

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

Ruce 9 Hom



My Commission Expires:

11/5/2000

CERTIFICATE OF SERVICE

I, Michael L. Rosenthal, certify that, on this 4th day of December, 1997, I caused a copy of the foregoing document to be served by first-class mail, postage prepaid, or by a more expeditious manner of delivery on all parties of record in Finance Docket No. 32760, and on

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

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

Michael L. Rosenthal



UNION FACIFIC RAILROAD COMPANY



September 3, 1997

LI 16 DODGE STREET ROOM 830 OMAHA. NEBRASKA 68179-0001 FAX (402) 271-5610 SEP 8 - 1997 MAIL MANAGEMENT STB [7]

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

18) 745

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

Dear Mr. Williams:

Pursuant to Decision No. 44, UP/SP submits station passing reports for the month of August, 1997 for the cities of Reno, Nevada and Wichita, Kansas. The reports indicate that UP/SP is in compliance with Condition 22.a and Condition 23.a of Exhibit G to Decision No. 44.

	Reno	Wichita
Сар	14.7	6.4
Average Through Freight Trains	10.9	3.77

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



Very truly yours, famise a fin

Louise A. Rinn General Attorney (402) 271-4227

Law Department

C: (With attachments)

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

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

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

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

(With Wichita Report) Bill Stockwell Metropolitan Planning Department City Hall 455 North Main Street Wichita, KS 67202

TRANSPORTATION RESEARCH AEI SCANNER TRAIN HISTORY SUMMARY FOR SCANNER #359-SOUTH WICHITA FOR PERIOD 08/01/97-08/31/97

MAIL MANAGEMEM STB 17

DATE	THRU TRAINS
08/01/97 08/02/97 08/03/97 08/04/97 08/05/97 08/06/97 08/07/97 08/09/97 08/10/97 08/10/97 08/10/97 08/12/97 08/12/97 08/13/97 08/13/97 08/13/97 08/15/97 08/15/97 08/16/97 08/16/97 08/20/97 08/21/97 08/23/97 08/23/97 08/25/97 08/25/97 08/25/97 08/26/	043260552448555342383455532525361
*TOTAL 97	

117

** AVG_THRU_TRN 3.77

TOTAL

117

) SS.

)

VERIFICATION

STATE OF NEBRASKA

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

GENERAL NOTARY-State of Nebraska MARY R. HOLEWINSKI My Comm. Exp. Oct. 15, 2000	Clyde Anderson	
SUBSCRIBED AND SWORN to before	e me this <u>3rl</u> day of <u>September</u>	, 1997.
	Mary R. Helewinster	
	Notary Public	

PROGRAM: FPAN127.FOCUS.EXEC(AEIHIST-WHTA-4) 09/02/97 07.14.57

TRANSPORTATION RESEARCH AEI SCANNER TRAIN HISTORY DETAIL REPORT FOR SCANNER #359-SOUTH WICHITA FOR PERIOD 08/01/97-08/31/97

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DATE	TIME	SEQ	TRAIN		TRN CAT	TRAIN TYPE	D I R
08/01/97	0639	5076	LVB55	01	L	ARK CTY LOC	- S
08/01/97			LVB55	01	L	ARK CTY LOC	N
08/01/97			YWH55	01	Ŷ	YARD/WORK	S
08/01/97			YWH55	01	Ŷ	YARD/WORK	N
08/01/97			YWH55	01	Ŷ	YARD/WORK	S
08/01/97		5081	YWH55	01	Ŷ	YARD/WORK	N
08/01/97	2241	5082	YWH62	01	Ŷ	YARD/WORK	S
08/01/97	2336	5083	YWH62	01	Ŷ	YARD/WORK	N
08/02/97	0048	5084	LV054	01	Ĺ	THROUGH	N
08/02/97	0633	5085	LVB55	02	ĩ	ARK CTY LOC	S
08/02/97	0958	5086	MFWWT	31	T	THROUGH	N
08/02/97	1106	5087	YWH55	02	Ŷ	YARD/WORK	S
08/02/97	1116	5088	YWH55	02	Ŷ	YARD/WORK	N
08/02/97	1139	5089	LV055	02	Ĺ	THROUGH	S
08/02/97	1311	5090	YWH55	02	Ŷ	YARD/WORK	N
08/02/97	1537	5091	YWH55	02	Ŷ	YARD/WORK	S
08/02/97	1547	5092	MWIFW	02	Ť	THROUGH	S
08/02/97	1659	5093	YWH55	02	Ŷ	YARD/WORK	N
08/02/97	2209	5094	YWH62	02	Ŷ	YARD/WORK	S
08/02/97	2319	5095	YWH62	02	Ŷ	YARD/WORK	N
08/03/97	0235	5096	GSHOAB		Ĝ	THROUGH	N
08/03/97	0604	5097	MFWWT	02	T	THROUGH	N
08/03/97	0954	5098	YWH55	03	Ŷ	YARD/WORK	S
08/03/97	1127	5099	YWH55	03	Ŷ	YARD/WORK	N
08/03/97	1728	5100	MWITH	03	T	THROUGH	S
08/03/97	2318	5101	YWH62	03	Ŷ	YARD/WORK	N
08/04/97	0632	5102	LVB55	04	L	ARK CTY LOC	S
08/04/97	1046	5103	YWH55	04	Y	YARD/WORK	s
08/04/97	1051	5104	LVB55	04	L	ARK CIY LOC	N
08/04/97	1230	5105	YWH55	04	Ŷ	YARD/WORK	N
08/04/97	1904	5106	MFWWT	03	T	THROUGH	N
08/04/97	2019	5107	GSWIHO	04	G	THROUGH	S
08/04/97	2350	5108	YWH62	04	Y	YARD/WORK	S
08/05/97	0101	5109	YWH62	04	Y	YARD/WORK	N
08/05/97	0104	5110	LV054	04	L	THROUGH	N
08/05/97	0638	5111	LVB55	05	L	ARK CTY LOC	S
08/05/97	1026	5112	LVB55	05	L	ARK CTY LOC	N
08/05/97	1044	5113	YWH55	05	Ŷ	YARD/WORK	S
08/05/97	1205	5114	YWH55	05	Ŷ	YARD/WORK	N
08/05/97	1226	5115	LVO55	05	L	THROUGH	S
08/05/97	1558	5116	OWICK	05	ō	THROUGH	N
08/05/97	1738	5117	GSOLGV	04	G	THROUGH	S
08/05/97	1951	5118	MWIFW	05	T	THROUGH	S
08/05/97	2208	5119	OWICK	5	ō	THROUGH	5
08/05/97	2318	5120		05	Ŷ	YARD/WORK	S S
					-		0
PROGRAM: FPAN127.FOCUS.EXEC(AEIHIST-WHTA-4) 09/02/97 07.14.57

TRANSPORTATION RESEARCH AEI SCANNER TRAIN HISTORY DETAIL REPORT FOR SCANNER #359-SOUTH WICHITA FOR PERIOD 08/01/97-08/31/97

		(770					D
DATE	TIME	SEQ	TRAI	N	TRN		I R
08/05/97	2354	5121	VIAICO				-
08/06/97	0638	5121	YWH62 LVB55	05	Y	YARD/WORK	N
08/06/97	1019	5122	YWH55	06 06	L	ARK CTY LOC	S
08/06/97	1121	5123	LVB55		Y	YARD/WORK	S
08/06/97	1206	5125	YWH55	06 06	L Y	ARK CIY LOC	N
08/06/97	1436	5126	YWH55	06	Ŷ	YARD/WORK	N
08/06/97	1611	5127	YWH55	06	Y	YARD/WORK YARD/WORK	S
08/06/97	2334	5128	YWH62	06	Ŷ	YARD/WORK	N S
08/07/97	0028	5129	YWH62	06	Ŷ	YARD/WORK	
08/07/97	0043	5130	LV054	06	L	THROUGH	N
08/07/97	0634	5131	LVB55	07	L	ARK CIY LOC	N S
08/07/97	0937	5132	YWH55	07	Ŷ	YARD/WORK	S
08/07/97	1047	5133	YWH55	07	Ŷ	YARD/WORK	N
08/07/97	1148	5134	LVB55	07	Ĺ	ARK CTY LOC	N
08/07/97	1207	5135	LV055	07	ĩ	THROUGH	S
08/07/97	1602	5136	OCKWT	07	õ	THROUGH	N
08/07/97	1808	5137	MWIFW	07	T	THROUGH	S
08/07/97	2038	5138	OWICK	07	ō	THROUGH	S
08/08/97	0021	5139	YWH62	07	Ŷ	YARD/WORK	S
08/08/97	0128	5140	YWH62	07	Ŷ	YARD/WORK	N
08/08/97	0640	5141	LVB55	08	L	ARK CTY LOC	S
08/08/97	0801	5142	MEWWT	04	T	THROUGH	N
08/08/97	0948	5143	YWH55	08	Ŷ	YARD/WORK	S
08/08/97	1036	5144	LVB55	08	L	ARK CTY LOC	N
08/08/97	1112	5145	MFWWT	05	т	THROUGH	N
08/08/97	1231	5146	YWH55	08	Y	YARD/WORK	N
08/08/97	1414	5147	OCKWT	08	0	THROUGH	S
08/08/97	1552	5148	OWICK	08	0	THROUGH	N
08/08/97	2052	5149	MATTW	08	Т	THROUGH	S
08/08/97	2238	5150	WH62	08	Y	YARD/WORK	S
08/08/97	2332	5151	YWH62	08	Y	YARD/WORK	N
08/09/97	0115	5152	LV054	08	L	THROUGH	N
08/09/97	0650	5153	LVB55	09	L	ARK CTY LOC	S
08/09/97	1033	5154	LVB55	09	L	ARK CTY LOC	N
08/09/97	1142	5155	LV055	09	L	THROUGH	S
08/09/97	1147	5156	YWH55	09	Y	YARD/WORK	S
08/09/97	1251	5157	YWH55	09	Y	YARD/WORK	N
08/09/97	2227	5158	YWH62	09	Y	YARD/WORK	S
08/09/97	2331	51.59	YWH62	09	Y	YARD/WORK	N
08/10/97	1128	5160	MFWWT	08	Т	THROUGH	N
08/10/97	1145	5161	YWH55	10	Y	YARD/WORK	S
08/10/97	1310	5162	YWH55	10	Y	YARD/WORK	N
08/10/97	1424	5163	GLKSGV	30	G	THROUGH	S
08/10/97	1740	5164	GSHOWA	06	G	THROUGH	N
08/10/97	2129	5165	MWIFW	10	Т	THROUGH	S

PROGRAM: FPAN127.FOCUS.EXEC(AEIHIST-WHIA-4) 09/02/97 07.14.57

TRANSPORTATION RESEARCH AEI SCANNER TRAIN HISTORY DETAIL REPORT FOR SCANNER #359-SOUTH ...ICHITA FOR PERIOD 08/01/97-08/31/97

		SEQ			TRN		D
DATE	TIME		TRAIN		CAT	TRAIN TYPE	I R
08/10/97	2141		18.8140				-
08/10/97			YWH62	10	Y	YARD/WORK	S
08/11/97	2228 0721		YWH62	10	Y	YARD/WORK	N
08/11/97	0837		LVB55	11	L	ARK CTY LOC	S
08/11/97			GSGVOL	80	G	THROUGH	N
08/11/97	1032 1058	5170	YWH55	11	Y	YARD/WORK	S
08/11/97		5171	MFWWT	10	T	THROUGH	N
08/11/97	1114	5172	GSOLGV	09	G	THROUGH	S
08/11/97	1242	5173	YWH55	11	Y	YARD/WORK	N
08/11/97	1244	5174	LVB55	11	L	ARK CTY LOC	N
	1559	5175	YWH55	11	Y	YARD/WORK	N
08/11/97	1636	5176	YWH55	11	Y	YARD/WORK	S
08/11/97	1922	5177	MWIFW	11	Т	THROUGH	S
08/11/97	2327	5178	YWH62	11	Y	YARD/WORK	S
08/12/97	0024	5179	YWH62	11	Y	YARD/WORK	N
08/12/37	0100	5180	OCKWI	11	0	THROUGH	N
08/12/97	0118	5181	LV054	11	L	THROUGH	N
08/12/97	0207	5182	GSHOWT	03	G	THROUGH	N
08/12/97	0456	5183	GSGVOL	80	G	THROUGH	N
08/12/97	0637	5184	LVB55	12	L	ARK CIY LOC	S
08/12/97	1016	5185	YWH55	12	Y	YARD/WORK	S
08/12/97	1028	5186		12	L	THROUGH	S
08/12/97	1146	5187		12	L	ARK CIY LOC	N
08/12/97	1213	5188		12	Y	YARD/WORK	N
08/12/97	1502	5189		12	0	THROUGH	N
08/12/97	1720	5190		12	Т	THROUGH	S
08/12/97	2057	5191		12	0	THROUGH	S
08/12/97	2250	5192		12	Y	YARD/WORK	S
08/12/97	2356	5193	YWH62	12	Y	YARD/WORK	N
08/13/97	0642	5194		3	L	ARK CTY LOC	S
08/13/97	0947	5195	YWH55	13	Y	YARD/WORK	S
08/13/97	1118	5197	MFWWT :	11	Т	THROUGH	N
08/13/97	1236	5198	LVB55	13	L	ARK CTY LOC	N
08/13/97	2034	5199		13	Т	THROUGH	S
08/13/97	2153	5200	LV054 :	13	L	THROUGH	N
08/13/97	2207	5201	MWITW 1	13	Т	THROUGH	N
08/13/97	2300	5202	MWITFW 1	13	Т	THROUGH	S
08/13/97	2307	5203		13	Y	YARD/WORK	S
08/13/97	2351	5204	YWH62 1	13	Y	YARD/WORK	N
08/14/97	0219	5205		12	т	THROUGH	N
08/14/97	0635	5206		4	L	ARK CTY LOC	S
08/14/97	1108	5207		4	ī	THROUGH	S
08/14/97	1113	5208		4	Ŷ	YARD/WORK	S
08/14/97	1218	5209		4	Ĺ	ARK CTY LOC	N
08/14/97	1232	5210		4	Ŷ	YARD/WORK	N
08/14/97	1249	5211			Ĝ	THROUGH	S
				-	-	1110001	5

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PROGRAM: FPAN127.FOCUS.EXEC(AEIHIST-WHTA-4) 09/02/97 07.14.57

T R A N S P O R T A T I O N R E S E A R C H AEI SCANNER TRAIN HISTORY DETAIL REPORT FOR SCANNER #359-SOUTH WICHITA FOR PERIOD 08/01/97-08/31/97

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DATE	TIME	SEQ	TRAIN	TRN CAT	TRAIN TYPE	D I R
						-
08/14/97	1502	5212	OCKWI 14	0	THROUGH	N
08/14/37	1518	5213	YWH55 14		YARD/WORK	S
08/14/97	1659	5214	YWH55 14		YARD/WORK	N
08/14/97	2057	5215	OWICK 14	ō	THROUGH	S
08/14/97	2318	5216	YWH62 14	Y	YARD/WORK	S
08/15/97	0012	5217	YWH62 14	Y	YARD/WORK	N
08/15/97	0644	5218	LVB55 15	L	ARK CTY LOC	S
08/15/97	1044	5219	YWH55 15	Y	YARD/WORK	S
08/15/97	1218	5220	YWH55 15	Y	YARD/WORK	N
08/15/97	1306	5221	GSHOCW 11	G	THROUGH	N
08/15/97	1331	5222	LVB55 15	L	ARK CTY LOC	N
08/15/97	1912	5223	GSGVOL 09	G	THROUGH	N
08/15/97	2308	5224	GEFWHU 12	G	THROUGH	N
08/16/97	0013	5225	YWH62 15	Y	YARD/WORK	S
08/16/97	0105	5226	LV054 15	L	THROUGH	N
08/16/97	0133	5227	YWH62 15	Y	YARD/WORK	N
08/16/97	0631	5228	LVB55 16	L	ARK CTY LOC	S
08/16/97	1038	5229	YWH55 16	Y	YARD/TOTK	S
08/16/97	1117	5230	LV055 16	L	THROUGH	S
08/16/97	1151	5231	LVB55 16	L	ARK CTY LOC	N
08/16/97	1229	5232	YWH55 16	Y	YARD/WORK	N
08/16/97	1440	5233	GSOLGV 14	G	THROUGH	S
08/16/97	1805	5234	MWIFW 15	Т	THROUGH	S
08/16/97	2256	5235	YWH62 16	Y	YARD/WORK	S
08/17/97	0003	5236	YWH62 16	Y	YARD/WORK	N
08/17/97	0847	5237	GSWAHO 13	G	THROUGH	S
08/17/97	0933	5238	YWH55 17	Y	YARD/WORK	S
08/17/97	1055	5239	YWH55 17	Y	YARD/WORK	N
08/17/97	1644	5240	MWIFW 16	Т	THROUGH	S
08/17/97	2122	5241	YWH62 17	Y	YARD/WORK	S
08/17/97	2200	5242	YWH62 17	Y	YARD/WORK	N
08/18/97	0512	5243	MFWWT 16	Т	THROUGH	N
08/18/97	0628	5244	LVB55 18	L	ARK CTY LOC	S
08/18/97	0807	5245	MWIFW 17	Т	THROUGH	S
08/18/97	1102	5246	YWH55 18	Y	YARD/WORK	S
08/18/97	1231	5247	YWH55 18	Y	YARD/WORK	N
08/18/97	1543	5248	YWH55 18	Y	YARD/WORK	S
08/18/97	1716	5249	YWH55 18	Y	YARD/WORK	N
08/18/97	2227	5250	YWH62 18	Y	YARD/WORK	S
08/18/97	2316	5251	YWH62 18	Y	YARD/WORK	N
08/18/97	2320	5252	MFWWT 17	Т	THROUGH	N
08/19/97	0043	5253	OCKWI 18	0	THROUGH	N
08/19/97	0152	5254	GEERLO 13	G	THROUGH	N
08/19/97	0555	5255	GSWIHO 12	G	THROUGH	S
08/19/97	0636	5256	LVB55 19	L	ARK CTY LOC	S

PROGRAM: FPAN127.FOCUS.EXEC(AEIHIST-WHTA-4) 09/02/97 07.14.57

TRANSPORTATION RESEARCH AEI SCANNER TRAIN HISTORY DETAIL REPORT FOR SCANNER #359-SOUTH WICHITA FOR PERIOD 08/01/97-08/31/97

DATE	TIME	SEQ	TRAIN		TRN	TRAIN TYPE	D I R
						IRALIA IIPE	R -
08/19/97	0653	5257	GSCWHO	13	G	THROUGH	S
08/19/97	0948	5258	YWH55	19	Ŷ	YARD/WORK	S
08/19/97	1050	5259	YWH55	19	Ŷ	YARD/WORK	N
08/19/97	1056	5260	LVB55	19	L	ARK CTY LOC	N
08/19/97	1156	5261	LV055	19	L	THROUGH	S
08/19/97	1545	5262	OCKWI	19	ō	THROUGH	N
08/19/97	1810	5263	GSHOWT	16	G	THROUGH	N
08/19/97	2034	5264	OWICK	19	0	THROUGH	S
08/19/97	2229	5265	YWH62	19	Y	YARD/WORK	S
08/19/97	2253	5266	YWH62	19	Y	YARD/WORK	N
08/20/97	0102	5267	MWIFW	18	Т	THROUGH	S
08/20/97	0634	5268	LVB55	20	L	ARK CTY LOC	S
08/20/97	0852	5269	GSOLGV	18	G	THROUGH	S
08/20/97	1057	5270	YWH55	20	Y	YARD/WORK	S
08/20/97	1208	5271	YWH55	20	Y	YARD/WORK	N
08/20/97	1240	5272	LVB55	20	L	ARK CTY LOC	N
08/20/97	1551	5273	YWH55	20	Y	YARD/WORK	S
08/20/97	1727	5274	YWH55	20	Y	YARD/WORK	N
08/20/97	2142	5275	MFWWT	18	Т	THROUGH	N
08/20/97	2309	5276	YWH62	20	Y	YARD/WORK	S
08/20/97	2333	5277	YWH62	20	Y	YARD/WORK	N
08/21/97	0057	5278	LVO54	20	L	THROUGH	N
08/21/97	0200	5279	MWIFW	20	Т	THROUGH	S
08/21/97	0637	5280	LVB55	21	L	ARK CTY LOC	S
08/21/97	1004	5281	YWH55	21	Y	YARD/WORK	S
08/21/97	1107	5282	YWH55	21	Y	YARD/WORK	N
08/21/97	1134	5283	LVB55	21	L	ARK CTY LOC	N
08/21/97	1152	5284	LV055	21	L	THROUGH	S
08/21/97	1932	5285	OWICK	21	0	THROUGH	N
08/21/97	2244	5286		21	Y	YARD/WORK	S
08/21/97	2307	5287	YWH62	21	Y	YARD/WORK	N
08/22/97	0311	5288		20	Т	THROUGH	N
08/22/97	0649	5289		22	L	ARK CTY LOC	S
08/22/97	0940	5290		22	Y	YARD/WORK	S
08/22/97	1109	5291		22	Y	YARD/WORK	N
08/22/97	1258	5292		21	Т	THROUGH	S
08/22/97	1325	5293		22	0	THROUGH	N
08/22/97	1604	5294		22	0	THROUGH	S
08/22/97	1845	5295		21	G	THROUGH	S
08/22/97	2231	5296		22	Y	YARD/WORK	S
08/22/97	2251	5297		22	Y	YARD/WORK	N
08/23/97	0047	5298		22	L	THROUGH	N
08/23/97	0427	5299		21	Т	THROUGH	N
08/23/97	0641	5300		23	L	ARK CTY LOC	S
03/23/97	0931	5301	YWH55	23	Y	YARD/WORK	S

PROGRAM: FPAN127.FOCUS.EXEC(AEIHIST-WHTA-4) 09/02/97 07.14.57

TRANSPORTATION RESEARCH AEI SCANNER TRAIN HISTORY DETAIL RUPORT FOR SCANNER #359-SOUTH WICHITA FOR PERIOD 08/01/97-08/31/97

DATE	TIM	SEQ E NUM	TRAI	IN	TR		D I R
08/23/97	1035	5 5302	YWH55	5 23		-	-
08/23/97			LVO55			YARD/WORK	N
08/23/97			GLSRC			THROUGH	S
08/23/97			LVB55			THROUGH	S
08/23/97			YWH55			ARK CTY LOC	N
08/23/97			MWITW			YARD/WORK	S
08/23/97			YWH55			THROUGH	S
08/23/97			YWH62			YARD/WORK	N
08/23/97			YWH62			YARD/WORK	S
08/24/97			MFWWI			YARD/WORK	N
08/24/97			YWH55			THROUGH	N
08/24/97			GEGVE		1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	YARD/WORK	S
08/24/97			GSCWH		GG	THROUGH	N
08/24/97	1451		YWH55	24	Y	THROUGH	S
08/24/97	1739		YWH55	24	Y	YARD/WORK	S
08/24/97	2135	5318	YWH60	24	Y	YARD/WORK	N
08/24/97	2235	5319	YWH60	24	Y	YARD/WORK	S
08/25/97	0508	5320	MWIFW	24	Ť	YARD/WORK	N
08/25/97	0635	5321	LVB55	25	Ĺ	THROUGH	S
08/25/97	1003	5322	YWH55	25	Y	ARK CTY LOC	S
08/25/97	1008	5323	LVB55	25	Ĺ	YARD/WORK	S
08/25/97	1102	5324	YWH55	25	Ŷ	ARK CTY LOC	N
08/25/97	1852	5325	MWITW	25	T	YARD/WORK	N
08/25/97	2146	5326	YWH62	25	Ŷ	THROUGH YARD/WORK	S
08/25/97	2217	5327	YWH62	25	Ŷ		S
08/26/97	0103	5328	LV054	25	Ĺ	YARD/WORK THROUGH	N
08/26/97	0639	5329	LVB55	26	ĩ	ARK CTY LOC	N
08/26/97	0741	5330	GSOLGV		G	THROUGH	S
08/26/97	0921	5331	YWH55	26	Ŷ	YARD/WORK	S
08/26/97	1032	5332	LV055	26	Ĺ	THROUGH	S
08/26/97	1110	5333	YWH55	26	Ŷ	YARD/WORK	S
08/26/97	1140	5334	LVB55	26	Ĺ	ARK CTY LOC	N
08/26/97	1553	5335	OCKWT	26	õ	THROUGH	N
08/26/97	2113	5336	OWICK	26	õ	THROUGH	N
08/26/97	2310	5338	YWH62	26	Y	YARD/WORK	S
08/27/97	0636	5339	LVB55	27	Ĺ	ARK CIY LOC	N
08/27/97	1001	5340	MFWWT	24	T	THROUGH	S
08/27/97	1044	5341	YWH55	27	Ŷ	YARD/WORK	N
08/27/97	1148	5342	LVB55	27	Ĺ	ARK CTY LOC	S
08/27/07	1159	5343	YWH55	27	Ŷ	YARD/WORK	N
08/27/97	1404	5344	YWH55	27	v	YARD/WORK	N
08/27/97	1701	5345	MWITW	27	Ť	THROUGH	S
08/27/97	1735	5346	YWH55	27	1	YARD/WORK	S
08/27/97	2234	5347	YWH62	27	Ŷ	YARD/WORK	N
08/27/97	2336	5348	YWH62	27	Ŷ	YARD/WORK	S
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PROGRAM: FI'AN127.FOCUS.EXEC(AEIHIST-WHTA-4) 09/02/97 07.14.57

TRANSPORTATION RESEARCH AEI SCANNER TRAIN HISTORY DETAIL REPORT FOR SCANNER #359-SOUTH WICHITA FOR PERIOD 08/01/97-08/31/97

DATE	TIME	SEQ	TRAIN	TRN CAT	TRAIN TYPE	D I R
08/28/97	0058	5349	LV054 27	L	THROUGH	N
08/28/97	0633	5350	LVB55 28	ĩ	ARK CTY LOC	S
08/28/97	0953	5351	YWH55 28	Ŷ	YARD/WORK	s
08/28/97	1107	5352	YWH55 28	Ŷ	YARD/WORK	N
08/28/97	1210	5353	LVB55 28	L	AFK CTY LOC	N
08/28/97	1222	5354	LV055 28	L	THROUGH	S
08/28/97	1526	5355	OCKLW 27	0	THROUGH	N
08/28/97	2121	5356	OWICK 28	0	THROUGH	S
08/28/97	2211	5357	GLLOCC 23	G	THROUGH	S
08/28/97	2235	5358	YWH62 28	Y	YARD/WORK	S
08/28/97	2330	5359	YWH62 28	Y	YARD/WORK	N
08/29/97	0638	5360	YWH60 28	Y	YARD/WORK	S
08/29/97	0657	5361	MFWWT 25	Т	THROUGH	N
08/29/97	0947	5362	YWH55 29	Y	YARD/WORK	S
08/29/97	1044	5363	YWH55 29	Y	YARD/WORK	N
08/29/97	1218	5364	LVB55 29	L	ARK CIY LOC	N
08/29/97	1329	5365	GSOLGV 26	G	THROUGH	S
08/29/97	1358	5366	YWH55 29	Y	YARD/WORK	S
08/29/97	1734	5367	YWH55 29	Y	YARD/WORK	N
08/29/97	1829	5368	GSWAHO 26	G	THROUGH	S
08/29/97	2211	5369	YWH62 29	Y	YARD/WORK	S
08/29/97	2232	5370	YWH62 29	Y	YARD/WORK	N
08/30/97	0126	5371	LV054 29	L	THROUGH	N
08/30/97 08/30/97	0630 0817	5372	LVB55 30	L	ARK CTY LOC	S
08/30/97	1021	5373 5374	GSCWHO 26	G	THROUGH	S
08/30/97	1146	5375	LVB55 30	L	ARK CTY LOC	N
08/30/97	1522	5376	LV055 30 GSGVOL 26	L	THROUGH	S
08/30/97	1628	5376	MFWWT 28	G T	THROUGH	N
08/30/97	1930	5378	MWIFW 29	T	THROUGH	N
08/30/97	2221	5379	YWH62 30	Y	THROUGH	S
08/30/97	2240	5380	YWH62 30	Y	YARD/WORK	S
08/31/97	0103	5381	GSCOGV 25	G	YARD/WORK	N
08/31/97	0914	5382	YWH55 31	Y	THPOUGH	S
08/31/97	0931	5383	YWH55 31	Y	YARD/WORK	S
08/31/97	1922	5384	YWH60 31	Y	YARD/WORK YARD/WORK	N
08/31/97	1932	5385	YWH60 31	Y	YARD/WORK	S
,,			1.4100 51	1	THE MORE	N

Pho-wic.ver

VERIFICATION

STATE OF NEBRASKA COUNTY OF DOUGLAS

)) SS.

)

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

Clyde Anderson

SUBSCRIBED AND SWORN to before me this _____ day of _____ , 1997.

Notary Public

RECAP OF PASSING REPORTS FOR MONTH OF AUGUST 1997 RENO, NEVADA

1 A'

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

FREIGHT TRAIN MONTH TO DATE AVERAGE

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MAIL MANAGEM ST3

MT

STATION PASSING REPORT FOR August 1, 1997 Train and Engine Movements through central Reno, Nevada Twenty-four hour period

	Reno Time (Est)	Train / Engine ID	Direction	n Type*
1	750 AM	1MEUNP-30	E	F
2	840 AM	1GBKOG-30	E	F
	855 AM	1AOAKS-31	E	F
	220 PM	1ZOACH-01	E	F
	1125 PM	1MRVRO-30	E	F
		1CSKST-27	W	F
	450 AM	1MNPSTB-27	W	F
	635 AM	1UPBKG-30	W	F
	830 AM	1ZG10A3-30	W	F
	845 AM	AHNOA-29	W	F
11	1159 AM	1MROOA-31	W	F
	245 PM	1MROSTB-28	W	F
	720 PM	PASSENGER	E	P
-	1053 AM	PASSENGER	W	P
	230 PM	YARD ENGINE	W	SW
	400 PM	YARD ENGINE	E	SW
	1255 PM - 435 PM	HELPER ENGINE	N/A	LE
18				
19				
20				
21				
22				
23				
.4				
25				

*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine) SW (Local and Industry Switch Movements) EM (Snow, Wreck, Fire and other emergency movements)

AUTHENTICATION:

2

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

tray by REplanded

3 4197 Date

Assistant General Manager Transportation Service Center

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STATION PASSING REPORT FOR August 2, 1997 Train and Engine Movements through central Reno, Nevada Twenty-four hour period

	Reno Time (Est)	Train / Engine ID	Directio	on Type*
1	825 AM	1CTASK-31	E	F
2	845 AM	1CTASK-01	E	F
	1040 AM	1MSTNPB-01	E	F
	1245 PM	1AOACH-02	E	F
	640 PM	1AOAKS-01	E	F
6	205 AM	1CCOPT-29	W	F
	355 AM	1MROSTB-31	W	F
	810 AM	1.AHNOA-30	W	F
	1125 AM	1ZG10A-31	W	F
10	430 PM	1MROOA-30	W	F
11	510 PM	2AHNOA-29	W	F
12	740 PM	1MNSTB-29	W	F
-	940 PM	1UPBKG-02	W	F
-	1020 PM	1MNPSTB-31	W	F
_	613 PM	PASSENGER	E	P
	1025 AM	PASSENGER	W	P
	1005 PM - 1133 PM	HELPER ENGINE	N/A	LE
	750 AM	FRA GEOMETRY CAR		W
9				
0				
1_				
2_				
3_				
4				
5				

*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine) SW (Local and Industry Switch Movements) EM (Snow, Wreck, Fire and other emergency movements)

AUTHENTICATION:

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

by life Husel

814197

Date

STATION PASSING REPORT FOR August 3, 1997 Train and Engine Movements through central Reno, Nevada Twenty-four hour period

1 245 AM 1MEUNP-31 E F 2 525 AM 1MOARO-31 E F 3 835 AM 1MRVR0-01 E F 4 1235 PM 1AOACH-03 E F 5 445 PM 1AOACH-03 E F 6 910 PM 1MOARO-01 E F 7 925 PM 1GBKOG-31 E F 8 1135 PM 1MEUNP-01 E F 9 650 AM 1GUPTJ-01 W F 10 920 AM 12G10A-01 W F 11 1155 AM 1CBGRS-02 W F 12 310 PM 1MROSTB-30 W F 13 655 PM 1AHNOA-31 W F 14 1100 PM 1GUPTZ-03 W F 16 1013 AM PASSENGER E P 19		Reno Time (Est)	Train / Engine ID	Direction	Type*
2 525 AM 1MOARO-31 E F 3 835 AM 1MRVRO-01 E F 4 1235 PM 1AOACH-03 E F 5 445 PM 1AOAKS-02 E F 6 910 PM 1MOARO-01 E F 7 925 PM 1GBKOG-31 E F 9 650 AM 1GUPTJ-01 W F 10 920 AM 1ZG10A-01 W F 11 1155 AM 1CBGRS-02 W F 12 310 PM 1MROSTB-30 W F 13 655 PM 1AHNOA-31 W F 14 1100 PM 1GUPTZ-03 W F 15 544 PM PASSENGER E P 16 1013 AM PASSENGER E P 17	1	245 AM	1MEUNP-31	E	
3 835 AM 1MRVR0-01 E F 4 1235 PM 1AOACH-03 E F 5 445 PM 1AOAKS-02 E F 6 910 PM 1MOARO-01 E F 7 925 PM 1GBKOG-31 E F 8 1135 PM 1MEUNP-01 E F 9 650 AM 1GUPTJ-01 W F 10 920 AM 1ZG10A-01 W F 11 1155 AM 1CBGRS-02 W F 12 310 PM 1MROSTB-30 W F 13 655 PM 1AHNOA-31 W F 14 1100 PM 1GUPTZ-03 W F 15 544 PM PASSENGER E P 16 1013 AM PASSENGER E P 19	2	525 AM	1MOARO-31		
4 1235 PM 1AOACH-03 E F 5 445 PM 1AOAKS-02 E F 6 910 PM 1MOARO-01 E F 7 925 PM 1GBKOG-31 E F 8 1135 PM 1MEUNP-01 E F 9 650 AM 1GUPTJ-01 W F 10 920 AM 1ZG1OA-01 W F 11 155 AM 1CBGRS-02 W F 12 310 PM 1MROSTB-30 W F 13 655 PM 1AHNOA-31 W F 14 1100 PM 1GUPTZ-03 W F 15 544 PM PASSENGER E P 16 1013 AM PASSENGER W P 17	3	835 AM	1MRVRO-01		
5 445 PM 1AOAKS-02 E F 6 910 PM 1MOARO-01 E F 7 925 PM 1GBKOG-31 E F 8 1135 PM 1MEUNP-01 E F 9 650 AM 1GUPTJ-01 W F 10 920 AM 1ZG10A-01 W F 11 1155 AM 1CBGRS-02 W F 12 310 PM 1MROSTB-30 W F 13 655 PM 1AHNOA-31 W F 14 1100 PM 1GUPTZ-03 W F 15 544 PM PASSENGER E P 16 1013 AM PASSENGER W P 17			1AOACH-03	The Party of the P	
6 910 PM 1MOARO-01 E F 7 925 PM 1GBKOG-31 E F 8 1135 PM 1MEUNP-01 E F 9 650 AM 1GUPTJ-01 W F 10 920 AM 1ZG10A-01 W F 11 1155 AM 1CBGRS-02 W F 12 310 PM 1MROSTB-30 W F 13 655 PM 1AHNOA-31 W F 14 1100 PM 1GUPTZ-03 W F 15 544 PM PASSENGER E P 16 1013 AM PASSENGER W P 17			1AOAKS-02		
7 925 PM 1GBKOG-31 E F 8 1135 PM 1MEUNP-01 E F 9 650 AM 1GUPTJ-01 W F 10 920 AM 1ZG10A-01 W F 11 1155 AM 1CBGRS-02 W F 12 310 PM 1MROSTB-30 W F 13 655 PM 1AHNOA-31 W F 14 1100 PM 1GUPTZ-03 W F 15 544 PM PASSENGER E P 16 1013 AM PASSENGER W P 17			1MOARO-01	The second	F
9 650 AM 1GUPTJ-01 W F 10 920 AM 1ZG10A-01 W F 11 1155 AM 1CBGRS-02 W F 12 310 PM 1MROSTB-30 W F 13 655 PM 1AHNOA-31 W F 14 1100 PM 1GUPTZ-03 W F 15 544 PM PASSENGER E P 16 1013 AM PASSENGER W P 17			1GBKOG-31		F
10 920 AM 1ZG10A-01 W F 11 1155 AM 1CBGRS-02 W F 12 310 PM 1MROSTB-30 W F 13 655 PM 1AHNOA-31 W F 14 1100 PM 1GUPTZ-03 W F 15 544 PM PASSENGER E P 16 1013 AM PASSENGER W P 17		The second se	1MEUNP-01	E	F
11 1155 AM 1CBGRS-02 W F 12 310 PM 1MROSTB-30 W F 13 655 PM 1AHNOA-31 W F 14 1100 PM 1GUPTZ-03 W F 15 544 PM PASSENGER E P 16 1013 AM PASSENGER W P 17			1GUPTJ-01	W	F
12 310 PM 1MROSTB-30 W F 13 655 PM 1AHNOA-31 W F 14 1100 PM 1GUPTZ-03 W F 15 544 PM PASSENGER E P 16 1013 AM PASSENGER W P 17			1ZG10A-01	W	
13 655 PM 1AHNOA-31 W F 14 1100 PM 1GUPTZ-03 W F 15 544 PM PASSENGER E P 16 1013 AM PASSENGER W P 17			1CBGRS-02	W	F
14 1100 PM 1GUPTZ-03 W F 15 544 PM PASSENGER E P 16 1013 AM PASSENGER W P 17			1MROSTB-30	W	F
15 544 PM PASSENGER E P 16 1013 AM PASSENGER W P 17			1AHNOA-31	W	F
16 1013 AM PASSENGER W P 17			1GUPTZ-03	W	F
17 18 19 20 21 22 23 24			PASSENGER	E	P
18 19 20 21 22 23 24	16	1013 AM	PASSENGER	W	Р
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20 21 22 23 24					
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24	-				
	-				
25	-				
	25				

*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine) SW (Local and Industry Switch Movements) EM (Snow, Wreck, Fire and other emergency movements)

AUTHENTICATION:

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

Robert & Auchel Assistant General Manager

814197

Transportation Service Center

Date

STATION PASSING REPORT FOR August 4, 1997 Train and Engine Movements through central Reno, Nevada Twenty-four hour period

	Reno Time (Est)	Train / Engine ID	Direction	Type*
1	210 AM	1MSTNPB-31	E	F
	900 AM	1MRVRO-02	E	F
	910 AM	1AOAKS-03	E	F
	935 AM	1MSTNPB-03	E	F
	1000 AM	1MSTNPB-02	E	F
	1015 AM	1GPYUP-31	E	F
	550 PM	2MSTNPB-03	E	F
-	235 AM	1AKSOA-01	W	F
	1155 AM	1ZG10A-02	Vv [.]	F
	508 PM	PASSENGER	E	P
	1032 AM	PASSENGER	W	P
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine) SW (Local and Industry Switch Movements) EM (Snow, Wreck, Fire and other emergency movements)

AUTHENTICATION:

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

8/5197 Assistant General Manage Date

Transportation Service Center

STATION PASSING REPORT FOR August 5, 1997 Train and Engine Movements through central Reno, Nevada Twenty-four hour period

	Reno Time (Est)	Train / Engine ID	Direction	Type*
1	1205 AM	1MSTNPBK-01	E	F
2	730 AM	1MOARO-30	E	F
	1230 PM	1ZOACH-05	E	F
4	420 PM	1AOAKS-04	E	F
5	750 PM	1MEUNP-03	E	F
6	1255 AM	1MOGRV-29	W	F
7	230 AM	1UPPYG-04	W	F
8	710 AM	1ZG1OA-03	W	F
	730 AM	2MNPSTB-30	W	F
	1015 PM	2MNPSTB-04	W	F
	710 PM	PASSENGER	E	P
	1225 PM	PASSENGER	W	P
13				
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine) SW (Local and Industry Switch Movements) EM (Snow, Wreck, Fire and other emergency movements)

AUTHENTICATION:

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

Aut Nuchel 816197

Date

STATION PASSING REPORT FOR August 6, 1997 Train and Engine Movements through central Reno, Nevada Twenty-four hour period

	Reno Time (Est)	Train / Engine ID	Direction	Type*
1	825 AM	1MRVRO-03	E	F
2	935 AM	1MEUNP-04	Ε.	F
3	1135 AM	1MOARO-04	E	F
4	1145 AM	1AOAKS-05	E	F
5	1245 PM	1ZOACH-06	E	F
6		1MSTNPB-05	E	F
	510 PM	1MNEUP-02	E	F
8	130 AM	1AKSOA-02	W	F
	230 AM	1MROSTB-03	W	F
	755 AM	1ZG10A-04	W	F
	641 PM	PASSENGER	E	P
	1005 AM	PASSENGER	W	P
13	1000 PM	WORK TRAIN	E	W
14				
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17				
18				
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25				

*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine) SW (Local and Industry Switch Movements) EM (Snow, Wreck, Fire and other emergency movements)

AUTHENTICATION:

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

Abert & Publ

Assistant General Manager Transportation Service Center SI1197 Date

STATION PASSING REPORT FOR August 7, 1997 Train and Engine Movements through central Reno, Nevada Twenty-four hour period

	Reno Time (Est)	Train / Engine ID	Direction	Type*
1	700 AM	1GTJUP-06	E	F
2	710 AM	1GTZUP-06	E	F
3	1220 PM	1ZOACH-07	E	F
4	255 PM	1MRVRO-05	E	F
5	330 PM	1AOAKS-06	E	F
6	650 PM	1MSTNPB-06	E	F
7	155 AM	1AKSOA-03	W	F
8	350 AM	1MOGRV-03	W	F
	555 AM	1AROOA-05	W	F
10	1130 AM	1ZG10A-05	W	F
11	1145 AM	1WCARV-07	W	F
12	612 PM	PASSENGER	E	Р
13	1003 AM	PASSENGER	W	Р
14				
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine) SW (Local and Industry Switch Movements) EM (Snow, Wreck, Fire and other emergency movements)

AUTHENTICATION:

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

the El auber 818/97

STATION PASSING REPORT FOR August 8, 1997 Train and Engine Movements through central Reno, Nevada Twenty-four hour period

	Reno Time (Est)	Train / Engine ID	Direction	n Type*
1	11107111	1AOAKS-07	E	F
2	1205 PM	1ZOACH-08	E	F
	120 PM	1MOARO-06	E	F
4	540 PM	1GPYUP-07	E	F
5	700 PM	1MRVRO-07	E	F
6		1MNPSTB-04	W	F
	810 AM	2MOGRV-06	W	F
	1010 AM	1AKSOA-04	W	F
	120 PM	1MNPSTB-01	W	F
	430 PM	1ZG1OA-06	W	F
	610 PM	PASSENGER	E	P
	1051 AM	PASSENGER	W	Р
	520 PM	RVSXW-8	E	W
14				
15				
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17				
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23				
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine) SW (Local and Industry Switch Movements) EM (Snow, Wreck, Fire and other emergency movements)

AUTHENTICATION:

2

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

Robert & Huchel

8/11/97

Assistant General Manager Transportation Service Center

Date

STATION PASSING REPORT FOR August 9, 1997 Train and Engine Movements through central Reno, Nevada Twenty-four hour period

	Reno Time (Est)	Train / Engine ID	Direction	Type*
1	1245 PM	1ZOACH-09	E	F
	520 PM	1MRVRO-06	E	F
	545 PM	1AOAKS-08	E	F
4	625 PM	1CTASK-04	E	F
5	855 PM	1MOARO-08	E	F
6		1CCOPT-06	W	F
	415 AM	1AKSOA-05	W	F
	1110 AM	1ZG10A-07	W	F
	1235 PM	1MROSTB-07	W	F
	731 PM	PASSENGER	E	P
	1047 AM	PASSENGER	W	P
12				
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine) SW (Local and Industry Switch Movements) EM (Snow, Wreck, Fire and other emergency movements)

AUTHENTICATION:

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

Arburt Ruber 8111/97

STATION PASSING REPORT FOR August 10, 1997 Train and Engine Movements through central Reno, Nevada Twenty-four hour period

	Reno Time (Est)	Train / Engine ID	Directio	on Type*
1	1235 AM	1MRVRO-04	E	F
2	210 AM	1MOARO-09	E	F
3	345 AM	1CTASK-09	E	F
	210 PM	1AOAKS-09	E	F
	435 PM	1ZOACH-10	E	F
6	1010 PM	1MSTNPB-07	E	F
	1105 PM	1MSTNPB-09	E	F
	1135 PM	1GBKOG-08	E	F
	625 AM	1MOGRV-05	W	F
	700 AM	1MROSTB-08	W	F
11	815 AM	1MNPSTB-02	W	F
	1210 PM	1ZG10A-08	W	F
	450 PM	1MOGRV-06	W	F
	730 PM	1MROSTB-09	W	F
	610 PM	PASSENGER	E	P
	1048 AM	PASSENGER	W	P
	100 PM	YARD ENGINE	W	SW
18	230 PM	YARD ENGINE	E	SW
19				
20				
21				
22				
23				
24				
25				

*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine) SW (Local and Industry Switch Movements) EM (Snow, Wreck, Fire and other emergency movements)

AUTHENTICATION:

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

Arbert & Plucker

8/11/97

Date

STATION PASSING REPORT FOR August 11, 1997 Train and Engine Movements through central Reno, Nevada Twenty-four hour period

	Reno Time (Est)	Train / Engine ID	Direction	Type*
1	500 AM	1MEUNPK-07	E	F
2	505 AM	1MSTNPB-10	E	F
3	935 AM	1MRVRO-08	E	F
4	345 PM	1AOAKS-10	E	F
5	505 PM	1MEUNP-10	E	F
6	855 PM	1MOARO-08	E	F
7	220 AM	1MOGRV-09	W	F
	950 AM	1ZG10A-09	W	F
	647 PM	PASSENGER	E	P
	1113 AM	PASSENGER	W	P
	440 PM	PASSENGER SPECIAL	E	P
	530 AM - 602 AM	HELPER ENGINE	N/A	LE
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine) SW (Local and Industry Switch Movements) EM (Snow, Wreck, Fire and other emergency movements)

AUTHENTICATION:

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

Grout Rules

8112/97 Date

Assistant Gener / Manager Transportation e vice Center

STATION PASSING REPORT FOR August 12, 1997 Train and Engine Movements through central Reno, Nevada Twenty-four hour period

	Reno Time (Est)	Train / Engine ID	Direction	Type*
1	805 AM	2MSTNPK-10	E	F
	830 AM	1AOAKS-11	E .	F
3	1215 PM	1ZOACH-12	E	F
4	1225 PM	3MSTNP-10	E	F
5	255 PM	1MOARO-11	E	F
6		1MNPSTB-07	W	F
7	425 AM	1MROSTB-10	W	F
8		1ZG10A-10	W	F
	815 AM	1MOGRV-08	W	F
	616 PM	PASSENGER	E	P
	1038 AM	PASSENGER	W	P
	650 AM	BALLAST TRAIN	E	W
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine) SW (Local and Industry Switch Movements) EM (Snow, Wreck, Fire and other emergency movements)

AUTHENTICATION:

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

8/13/97

Date

STATION PASSING REPORT FOR August 13, 1997 Train and Engine Movements through central Reno, Nevada Twenty-four hour period

	Reno Time (Est)	Train / Engine ID	Direction	n Type*
1	620 AM	1MRVRO-10	E	F
2	725 AM	1AOAKS-12	E	F
3	935 AM	1MRVRO-11	E	F
4	940 AM	1CRSBG-10	E	F
5	1205 PM	1ZOACH-13	E	F
6	650 PM	1MNSTB-11	E	F
7	725 PM	1MEUNP-12	E	F
8	1230 AM	1MOGRV-10	W	F
9	205 AM	1AKSOA-10	W	F
10	450 AM	1MOGRV-11	W	F
11	905 AM	1ZG10A-11	W	F
12	1255 PM	1AHNOA-11	W	F
13	500 PM	1GUPTZ-13	W	F
14	750 PM	1MNPST-08	W	F
15	920 PM	PASSENGER	E	P
16	244 PM	PASSENGER	W	P
17	1115 PM	BALLAST TRAIN	W	W
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine) SW (Local and Industry Switch Movements) EM (Snow, Wreck, Fire and other emergency movements)

AUTHENTICATION:

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

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SII4 97 Date

STATION PASSING REPORT FOR August 14, 1997 Train and Engine Movements through central Reno, Nevada Twenty-four hour period

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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine) SW (Local and Industry Switch Movements) EM (Snow, Wreck, Fire and other emergency movements)

AUTHENTICATION:

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

Muth

Assistant General Manager Transportation Service Center

\$115/97 Date

STATION PASSING REPORT FOR August 15, 1997 Train and Engine Movements through central Reno, Nevada Twenty-four hour period

	Reno Time (Est)	Train / Engine ID	Direction	Type*
1	630 AM	1MEUNP-13	E	F
2	1155 AM	1AOAKS-14	E	F
3	1215 PM	1ZOACH-15	E	F
4	505 PM	1MRVRO-14	E	F
5	715 PM	1MOARO-15	E	F
6	905 PM	2MNPSTB-14	E	F
7	300 AM	1MOGRV-12	W	F
8	435 AM	1AKSOA-11	W	F
9	535 AM	1MOGRV-13	W	F
10	1120 AM	1ZG10A-13	W	F
11	1205 PM	1MROSTB-12	W	F
12	654 PM	PASSENGER	E	P
13	1041 AM	PASSENGER	W	P
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine) SW (Local and Industry Switch Movements) EM (Snow, Wreck, Fire and other emergency movements)

AUTHENTICATION:

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

Tobut EV

8/18/97 Date

Assistant General Manager Transportation Service Center

STATION PASSING REPORT FOR August 16, 1997 Train and Engine Movements through central Reno, Nevada Twenty-four hour period

	Reno Time (Est)	Train / Engine ID	Direction	Type*
1	420 AM	1MEUNPK-14	E	F
2	750 AM	1MSTNPB-14	E	F
3	820 AM	1AOAKS-15	E	F
	205 PM	1ZOACH-16	E	F
5	1010 PM	2ZOACH-16	E	F
6	700 AM	1CSKWC-15	W	F
7	950 AM	1ZG10A-14	W	F
8		1AKSOA-13	W	F
	245 PM	1MROSTB-13	W	F
10	600 PM	PASSENGER	E	Р
11	1058 AM	PASSENGER	W	P
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine) SW (Local and Industry Switch Movements)

EM (Snow, Wreck, Fire and other emergency movements)

AUTHENTICATION:

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

8/18/97 Date

STATION PASSING REPORT FOR August 17, 1997 Train and Engine Movements through central Reno, Nevada Twenty-four hour period

	Reno Time (Est)	Train / Engine ID	Direction	Type*
	155 AM	1GTZUP-15	E	F
	350 AM	1MRVRO-15	E	F
	1150 AM	1ZOACH-17	E	F
	1220 PM	1AOAKS-16	E	F
	115 PM	1MRVRO-16	E	F
	1030 PM	1MEUNP-15	E	F
	1145 PM	1MSTNPB-16	E	F
	1225 AM	1UPPYG-16	W	F
	205 AM	1MNPSTB-13	W	F
-	1100 AM	1AHNOA-16	W	F
	845 AM	1ZG10A-15	W	F
	540 PM	1AKSOA-14	W	F
-	845 PM	1MNPSTB-12	W	F
-	600 PM	PASSENGER	E	P
_	1041 AM	PASSENGER	W	P
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine) SW (Local and Industry Switch Movements)

EM (Snow, Wreck, Fire and other emergency movements)

AUTHENTICATION:

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

obert & Hundel

81897 Date

STATION PASSING REPORT FOR August 18, 1997 Train and Engine Movements through central Reno, Nevada Twenty-four hour period

	Reno Time (Est)	Train / Engine ID	Direction	Type*
1	1245 PM	1CRIGV-15	E	F
2	135 PM	1AOAKS-17	E.	F
3	1000 PM	1MEUNP-16	E	F
4	205 AM	1GUPTJ-17	W	F
5	740 AM	1ZG10A-16	W	F
6	1155 AM	1MOGRV-14	W	F
7	110 PM	1MOGRV-13	W	F
8	708 PM	PASSENGER	E	P
9	440 PM	PASSENGER	W	P
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine) SW (Local and Industry Switch Movements)

EM (Snow, Wreck, Fire and other emergency movements)

AUTHENTICATION:

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

Assistant General Manager Transportation Service Center **8119197** Date

STATION PASSING REPORT FOR August 19, 1997 Train and Engine Movements through central Reno, Nevada Twenty-four hour period

	Reno Time (Est)	Train / Engine ID	Direction	Type*
1	335 AM	1MRVRO-17	E	F
2	655 AM	1MOARO-18	E	F
3	750 AM	1AOAKS-18	E	F
4	1215 PM	1ZOACH-19	E	F
5	1255 PM	1CRIGV-18	E	F
	920 PM	2MSTNPB-18	E	F
7	1005 PM	1ZBKOG-18	E	F
8		1MNPSTB-14	W	F
	525 AM	1MOGRV-17	W	F
	1135 AM	1ZG10A-17	W	F
	1245 PM	1MROSTB-17	W	F
	1130 PM	1AKSOA-16	W	F
	708 PM	PASSENGER	E	Р
	440 PM	PASSENGER	W	P
	220 AM (8/20)	RIBBON RAIL	N/A	W
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine) SW (Local and Industry Switch Movements)

EM (Snow, Wreck, Fire and other emergency movements)

AUTHENTICATION:

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

8120197 Date

STATION PASSING REPORT FOR August 20, 1997 Train and Engine Movements through central Reno, Nevada Twenty-four hour period

	Reno Time (Est)	Train / Engine ID	Direction	n Type*
1	315 AM	1MEUNP-17	E	F
	830 AM	1AOAKS-19	E	F
3	915 AM	1MOARO-16	E	F
4	1145 AM	1MSTNPB-19	F.	F
5		1ZOACH-20	E	F
	345 PM	1GTJUP-19	E	F
	555 PM	1MSTNPB-K18	E	F
	1048 PM	1MEUNP-18	E	F
	100 AM	1WCARV-19	W	F
10	905 AM	1ZG10A1-18	W	F
	100 PM	1MNPSTB-16	W	F
	655 PM	1AKSOA-17	W	F
	622 PM	PASSENGER	E	P
	1033 AM	PASSENGER	W	P
	1130 AM	YARD ENGINE	W	SW
	140 PM	YARD ENGINE	E	SW
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)

SW (Local and Industry Switch Movements)

EM (Snow, Wreck, Fire and other emergency movements)

AUTHENTICATION:

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

8121197 Date

STATION PASSING REPORT FOR August 21, 1997 Train and Engine Movements through central Reno, Nevada Twenty-four hour period

	Reno Time (Est)	Train / Engine ID	Direction	Type*
1	355 AM	1CRIGV-19	E	F
2	1010 AM	1MRVRO-19	E	F
3	1135 AM	1MOARO-20	E	F
4	1235 PM	1ZOACH-21	E	F
5	410 PM	1MSTNPB-20	E	F
6	645 PM	1GPYUP-20	E	F
7	1005 PM	1MRVRO-20	E	F
8	245 AM	1MNPSTB-K15	W	F
9	445 AM	1AKSOA-18	W	F
10	600 AM	1MNPSTB-18	W	F
11	950 AM	1ZG10A2-19	W	F
	626 PM	PASSENGER	E	P
13	1057 AM	PASSENGER	W	Р
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine) SW (Local and Industry Switch Movements)

EM (Snow, Wreck, Fire and other emergency movements)

AUTHENTICATION:

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

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STATION PASSING REPORT FOR August 22, 1997 Train and Engine Movements through central Reno, Nevada Twenty-four hour period

	Reno Time (Est)	Train / Engine ID	Direction	Type*
1	235 AM	2MSTNPB-20	E	F
2	1230 PM	1ZOACH-22	E	F
3	630 PM	1MEUNP-20	E	F
4	710 PM	1AOAKS-21	E	F
5	640 AM	1MOGRV-21	W	F
6	1205 PM	1ZG10A-20	W	F
7	110 PM	1MROSTB-20	W	F
8	708 PM	PASSENGER	E	Ρ
9	1105 AM	PASSENGER	W	Р
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine) SW (Local and Industry Switch Movements)

EM (Snow, Wreck, Fire and other emergency movements)

AUTHENTICATION:

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

Hout & Hube

8125197

STATION PASSING REPORT FOR August 23, 1997 Train and Engine Movements through central Reno, Nevada Twenty-four hour period

	Reno Time (Est)	Train / Engine ID	Direction	Type*
1	150 AM	1MEUNP-21	E	F
2	320 AM	1MSTNP-21	E	F
3	335 AM	1MOARO-21	E	F
4	910 AM	1AOAKS-22	E	F
5	1145 AM	1MRVRO-21	E	F
	1230 PM	1ZOACH-23	E	F
7	1100 PM	1MRVRO-22	E	F
8	410 AM	1MNPSTB-19	W	F
9	905 AM	1ZG10A-21	W	F
10	1040 AM	1MROSTB-21	W	F
11	340 PM	1AKSOA-20	W	F
12	624 PM	PASSENGER	E	Р
13	1029 AM	PASSENGER	W	P
14	340 PM	DGLVB	E	W
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine) SW (Local and Industry Switch Movements)

EM (Snow, Wreck, Fire and other emergency movements)

AUTHENTICATION:

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

Robert & Auchel

8125197 Date

STATION PASSING REPORT FOR August 24, 1997 Train and Engine Movements through central Reno, Nevada Twenty-four hour period

	Reno Time (Est)	Train / Engine ID	Direction	Type*
1	1235 AM	1MSTNPB-22	E	F
2	820 AM	1MSTNPB-23	E .	F
3	950 AM	1MEUNP-22	E	F
4	1035 AM	1AOAKS-23	E	F
5	1140 AM	1ZOACH-24	E	F
6	840 PM	1MOARO-23	E	F
7	1005 PM	1MRVRO-23	E	F
8	600 AM	1ZG10A-22	W	F
9	630 AM	1MOGRV-22	W	F
10	600 PM	2MROSTB-23	W	F
11	620 PM	PASSENGER	E	P
12	1016 AM	PASSENGER	W	P
	430 PM	YARD ENGINE	W	SW
	530 PM	YARD ENGINE	E	SW
	206 AM - 348 AM	HELPER ENGINE	N/A	LE
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine) SW (Local and Industry Switch Movements)

EM (Snow, Wreck, Fire and other emergency movements)

AUTHENTICATION:

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

8125197 Date

STATION PASSING REPORT FOR August 25, 1997 Train and Engine Movements through central Reno, Nevada Twenty-four hour period

	Reno Time (Est)	Train / Engine ID	Direction	Type*
1	210 AM	1MEUNP-K23	E	F
2	520 AM	1AOAKS-24	É	F
3	710 PM	1MRVRO-24	E	F
4	950 PM	1MSTNPB-24	E	F
5	225 AM	1MNPSTB-21	W	F
6	320 PM	1ZG10A-23	W	F
7	1120 PM	1AKSOA-22	W	F
8	736 PM	PASSENGER	E	P
9	1008 AM	PASSENGER	W	Р
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine) SW (Local and Industry Switch Movements) EM (Snow, Wreck, Fire and other emergency movements)

AUTHENTICATION:

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

8126197 Date

STATION PASSING REPORT FOR August 26, 1997 Train and Engine Movements through central Reno, Nevada Twenty-four hour period

	Reno Time (Est)	Train / Engine ID	Direction	Type*
1	405 AM	1MEUNP-24	E	F
	1035 AM	1ZOACH2-26	E	F
3	305 PM	1AOAKS-25	E	F
4	325 / M	1CSLWC-25	W	F
5		1MROSTB-24	W	F
6		1AKSOA-23	W	F
	1215 PM	1MHNRV2-26	W	F
8	1220 PM	1CCOPT-25	W	F
	235 PM	1AHNOA-25	W	F
10	500 PM	1ZG10A-24	W	F
11	910 PM	1ANPSE-24	W	F
12	930 PM	1ANPSE-23	W	F
13	940 PM	2MOGRV-25	W	F
14	651 PM	PASSENGER	E	P
15	1015 AM	PASSENGER	W	P
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine) SW (Local and Industry Switch Movements)

EM (Snow, Wreck, Fire and other emergency movements)

AUTHENTICATION:

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

How & Huchet

8127197 Date

STATION PASSING REPORT FOR August 27, 1997 Train and Engine Movements through central Reno, Nevada Twenty-four hour period

	Reno Time (Est)	Train / Engine ID	Direction	Type ⁺
1	120 AM	1MRVRO-25	E	F
2	755 AM	1AOAKS-26	E	F
3	1040 AM	1MSTNPB-K25	E	F
4	1145 AM	1ZOACH-27	E	F
5	1040 PM	1MRVRO-26	E	F
6		1MNPSTB-23	W	F
	530 AM	1MNPSE-20	W	F
	845 AM	1MROSTB-K25	W	F
	1035 AM	1AKSOA-24	W	F
	330 PM	1ZG10A1-25	W	F
	611 PM	PASSENGER	E	P
	1009 AM	PASSENGER	W	P
13	409 PM - 624 PM	HELPER ENGINE	N/A	LE
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine) SW (Local and Industry Switch Movements)

EM (Snow, Wreck, Fire and other emergency movements)

AUTHENTICATION:

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

Hours & Her

8128197 Date

STATION PASSING REPORT FOR August 28, 1997 Train and Engine Movements through central Reno, Nevada Twenty-four hour period

	Reno Time (Est)	Train / Engine ID	Direction	Type*
1	1250 AM	1AOAKS-27	E	F
2	205 AM	1MOARO-27	E	F
3	130 PM	1MHKOGX-25	E	F
4	205 PM	1ZOACH-28	E	F
5	410 PM	1MRVRO-27	E	F
6	655 PM	1MSTNPB-27	E	F
7	1215 AM	1MROSTB-26	W	F
8	315 AM	1AKSOA-29	W	F
	725 AM	1GUPTZ-27	W	F
10	605 PM	1ZG10A2-26	W	F
11	713 PM	PASSENGER	E	P
	1010 AM	PASSENGER	W	P
13	130 AM	YARD ENGINE	W	SW
14	300 AM	YARD ENGINE	W	SW
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine) SW (Local and Industry Switch Movements)

EM (Snow, Wreck, Fire and other emergency movements)

AUTHENTICATION:

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

Stutte Nuchel 197 912

Date
STATION PASSING REPORT FOR August 29, 1997 Train and Engine Movements through central Reno, Nevada Twenty-four hour period

	Reno Time (Est)	Train / Engine ID	Direction	Type*
1	220 AM	1MOARO-28	E	F
2	330 AM	1MEUNP-27	E	F
3	930 AM	1AOAKS-28	E	F
	1245 PM	1MSTNPB-28	E	F
5	430 PM	1ZOACH-29	E	F
6	500 PM	1MEUNP-28	E	F
7	355 AM	1MNPSTB-24	W	F
8	730 AM	1MHNRV-27	W	F
9	1030 AM	1ZG10A3-27	W	F
10	1115 AM	1AKSOA-26	W	F
	700 PM	1UPBKG-29	W	F
12	607 PM	PASSENGER	E	P
13	1102 AM	PASSENGER	W	P
14	329 PM - 352 PM	HELPER ENGINE	N/A	LE
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine) SW (Local and Industry Switch Movements)

EM (Snow, Wreck, Fire and other emergency movements)

AUTHENTICATION:

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

Tole

Assistant General Manager Transportati Service Center

912197 Date

STATION PASSING REPORT FOR August 30, 1997 Train and Engine Movements through central Reno, Nevada Twenty-four hour period

	Reno Time (Est)	Train / Engine ID	Direction	Type*
1	340 AM	1MSTNPB-29	E	F
2	105 PM	1ZOACH-30	E .	F
3	130 PM	1AOAKS-29	E	F
4	415 PM	1CTASK-29	E	F
5	540 PM	1MRVRO-28	E	F
6		1GTZUP-29	E	F
7	200 AM	1UPPYG-28	W	F
8		1ZG10A-28	W	F
9	540 PM	1MNPSTB-26	W	F
10	1100 PM	1CSKST-22	W	F
11	624 PM	PASSENGER	E	Р
	1007 AM	PASSENGER	W	Р
13	154 PM - 440 PM	HELPER ENGINE	N/A	LE
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*Type: F (Freight) P (Passeriger) W (Work) D (Detour) LE (Light Engine) SW (Local and Industry Switch Movements)

EM (Snow, Wreck, Fire and other emergency movements)

AUTHENTICATION:

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

Bul

Assistant General Manager Transportation Service Center

912197 Date

STATION PASSING REPORT FOR August 31, 1997 Train and Engine Movements through central Reno, Nevada Twenty-four hour period

	Reno Time (Est)	Train / Engine ID	Direction	Type*
1	210 AM	1MRVRO-29	E	F
2	410 AM	1MSTNPB-30	E	F
3	830 AM	1CRIGV-29	E	F
4	915 AM	1AOAKS-30	E	F
5	1150 AM	1ZOACH-31	E	F
6	315 PM	1GBKOG-30	E	F
7	350 PM	1MSTNPB-31	E	F
8	950 PM	1MOARO-29	E	F
9	1140 PM	1MEUNP-29	E	F
10	425 AM	1UPBKG-30	W	F
11	855 AM	1MNPSTB-27	W	F
12	300 PM	1MHNRV-30	W	F
13	230 PM	1ZG10A-29	W	F
	545 PM	2MROSTB-28	W	F
15	905 PM	1AKSOA-27	W	F
16	547 PM	PASSENGER	E	Р
	136 PM	PASSENGER	W	P
18	445 PM	YARD ENGINE	W	SW
	630 PM	YARD ENGINE	E	SW
20	247 AM - 446 AM	HELPER ENGINE	N/A	LE
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine) SW (Local and Industry Switch Movements)

EM (Snow, Wreck, Fire and other emergency movements)

AUTHENTICATION.

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

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Assistant General Manager Transportation Service Center

912197 Date





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

APPLICANTS' REPLY TO JOINT PETITION OF BNSF AND R.R. DONNELLEY

Applicants UPC, UPRR, SPR, SPT and SSW^{1/} hereby reply to the joint petition of BNSF and R.R. Donnelley & Sons Company ("Donnelley") seeking the Board's determination that a warehouse that Donnelley intends to use to store and ship paper products is a "new facility" that BNSF may serve under the BNSF settlement agreement and the conditions the Board imposed on the UP/SP merger. Joint petitioners ask the Board to adopt a definition of "new facility" that is contrary to the term's plain meaning and that would expand the scope of the "new facilities" condition far beyond the concerns the condition was accended to address. The petition should be denied.

As part of Applicants' settlement agreement with CMA, Applicants modified the BNSF settlement agreement to give

 $^{^{1/}}$ Acronyms used herein are the same as those in Appendix B of Decision No. 44.

BNSF the right to serve any "new shipper facility" on the SPowned lines over which BNSF received trackage rights. The term "new shipper facility" was specifically defined to <u>exclude</u> "expansion of or additions to an existing facility or loadouts or transload facilities." BNSF Settlement Agreement § 1b.

In Decision No. 44, served August 12, 1995, the Board augmented the new facilities provision in two ways: first, by giving BNSF the right to serve new facilities on UPowned as well as SP-owned trackage rights lines; and second, by including new transloading facilities within the definition of "new facility." Decision No. 44, pp. 106, 145-46. At the same time, the Board explicitly confirmed that "the term 'new facilities' does not include expansions of or additions to existing facilities." Id., p. 146.

The Board need look no further than the joint petition itself to conclude that the facility at issue (the "Donnelley facility") is not a "new facility." The Donnelley facility is a portion of a multi-tenant warehouse (designated on the maps attached to the joint petition as "Building 8") located in a Sparks, Nevada, industrial park which, prior to the UP/SP merger, was served exclusively by SP. Although the present lessee of the Donnelley facility has not used rail service, the previous tenant did receive shipments by rail. The facility "contains four existing rail doors that access an

- 2 -

adjacent industrial spur track." BN/SF-81/RRD-1, Kalb, p. 4. In fact, the rail spur serving the Donnelley facility was installed in 1983, and was used by the facility's original tenant, Consumers Products, Inc., for boxcar shipments of appliances and other products. All of the track remains in place and is operational.^{2/}

The Donnelley facility cannot be said to be a "new facility" without doing violence to the English language. This is not a new rail-served facility: the facility predates the merger and has received direct rail service in the past. Joint petitioners say that they intend to modify three of the facility's four rail doors and construct three new doors (BN/SF-81/RRD-1, Kalb, p. 4), but these modifications cannot change an existing facility into a "new facility." Rather, they are merely "expansions of or additions to existing facilities." Decision No. 44, p. 146. In fact, these modifications are very modest (\$50,000) and commonplace any time a new tenant moves into an existing structure.

- 3 -

The spur serving the Donnelley facility is not dormant, contrary to joint petitioners' suggestion. Joint Petition, p. 2. The spur branches south from a siding along the Applicants' main line between Fernley and Reno, and splits at a switch at the corner of Building 8, with a western branch serving the Donnelley facility and an eastern branch serving a separate facility (which joint petitioners do not show on their maps). Although the current occupants of Building No. 8 report that they do not use the spur, the shipper on the eastern branch of the spur has been using the spur to receive rail shipments since August 1991, and receives approximately 50 cars per year.

Absent from joint petitioners' plans is any provision either to construct a new facility or to install track attendant upon such construction.

Joint petitioners never confront the simple fact that the Donnelley facility is not new, and therefore falls outside the Board's requirement that BNSF be allowed to serve "new facilities." Instead, joint petitioners assert various arguments in support of what amounts to a request for a new condition on the merger -- that BNSF be allowed to serve "vacant or existing rail-served facilities that undergo a change of ownership or lessee and (a) change the product shipped from or received at the facility, or (b) have not shipped or received by rail for at least 12 months prior to the resumption or proposed resumption of rail service." <u>Stee</u> BNSF-1 in Finance Docket 32760 (Sub-No. 21), p. 13 n.3.^{2/} But it is far too late for BNSF or any other party to be making such a request. <u>See</u> Decision No. 66, served Dec. 31, 1996, pp. 13-14.^{4/}

- 4 -

Applicants have previously noted the irony of BNSF's arguing for this broad definition of "new facility" in light of its efforts to expand the definition of "existing facility" when arguing about Applicants' obligation to open existing shipper facilities to BNSF competition at "2-to-1" points. <u>See UP/SP-311</u>, pp. 29-30. Applicants' general position as to the proper definition of a new facility is set forth in UP/SP-311, pp. 26-31, and is not accurately characterized in the joint petition.

⁴ Moreover, it is contrary to BNSF's contractual agreement not to seek additional conditions. <u>See</u> BNSF Settlement Agreement § 14.

Joint petitioners' arguments regarding "the Board's stated intent and purposes" in imposing the new facilities condition (Joint Petition, pp. 8-12) ignore a more basic point: the Board has refused throughout this proceeding to impose conditions that would open SP-exclusive or UP-exclusive points to new competition. <u>See</u>, <u>e.g.</u>, Decision No. 44, p. 107 ("Giving another carrier direct access to this [solely served] traffic would unnecessarily affect a great deal of traffic not harmed by the merger."). In fact, the Board's concern for preventing the opening of exclusive points was explicitly built into the new facilities condition, which makes clear that "expansions of or additions to" existing facilities do not make them "new" facilities.

Prior to the UP/SP merger, the Donnelley facility and the other facilities within the Sparks industrial park were served exclusively by SP. Joint petitioners' proposed interpretation of the "new facilities" condition would open the industrial park to new competition. Moreover, joint petitioners' interpretation, if accepted, could very quickly lead to the creation of new competition at similar exclusively served industrial parks and warehousing facilities all along the trackage rights lines -- the precise result the Board sought to avoid.

Furthermore, and contrary to joint petitioners' claims, Applicants' view of the new facilities condition would

- 5 -

not reduce Donnelley's pre-merger competitive options. Even without the "new facilities" condition, the merger and BNSF Settlement Agreement actually significantly expanded Donnelley's competitive options. As joint petitioners' witness Staab explains, prior to the UP/SP merger, Pon elley received paper at its UP-served Reno ant either via UP direct service or by BNSF in conjunction with a truck transload from McCloud, California, some 203 miles away. SP was never a competitor for delivering inbound paper to Donnelley's Reno plant; the plant is solely served by UP, and the traffic that is trucked to the plant originates on BNSF. The BNSF settlement agreement allowed BNSF to locate a new transloading facility, or use an existing transload facility in Reno, eliminating the 203 miles of drayage required for its pre-merger transloading operation, and the Board's augmentation to the "new facilities" condition further added to BNSF's siting options.

Finally, joint petitioners attempt to distract the Board from considering whether the Donnelley facility is a "new facility" by focusing instead on an unrelated issue -whether the facility qualifies as a "legitimate transload operation." <u>See</u> Joint Petition, pp. 6-7, & Kalb, pp. 4-5. In Decision No. 61, served November 20, 1996, the Board responded to Applicants' concerns that a literal interpretation of the new facilities condition would effectively allow BNSF to serve

- 6 -

all exclusively-served shippers along trackage rights lines. The Board explained that BNSF could use the condition to handle the traffic of shippers only if it established a "legitimate transload operation," which the Board defined as one that would "entail <u>both</u> the construction of a rail transload facility as that term is used in the industry <u>and</u> operating costs above and beyond the costs that wold be incurred in providing direct rail service." Decision No. 61, p. 12. This definition, however, did not provide BNSF a separate right to serve "new transloading facilities" apart from its right to serve "new facilities": a new transloading facility must still qualify as a "new facility" in order for BNSF to gain access. <u>See</u> Decision No. 44, p. 146 ("the term 'new facilities' shall include transloading facilities").^{5/}

In any case, the Donnelley facility would not qualify as a "legitimate transload operation" under the Board's definition in Decision No. 61. Joint petitioners' plans for the Donnelley facility do not involve "construction of a rail transload facility." Joint petitioners contemplate using an existing facility, and the minor modifications that they propose can hardly be considered construction of a "legitimate" rail transload facility. The Board never held

- 7 -

⁵/ Moreover, as shown above, the Donnelley facility had previously been put to use similar to the one joint petitioners propose -- that is why it has rail doors already in place.

that modifying an existing rail-served facility to be used for transloading would make the transloading facility a "new facility." As discussed above, the Board's explicit recognition that "expansion of or additions to an existing facility" do not create a new facility demonstrates that the Board's intention was to the contrary.

Respectfully submitted,

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August 28, 1997

VERIFICATION

STATE OF CALIFORNIA)) ss. CITY AND COUNTY OF SAN FRANCISCO)

I, Charles F. Penner, Director-Industrial Development of Union Pacific Railroad Company, state that the information regarding prior rail service to the Donnelley facility and current rail service on the spur that serves the Donnelley facility contained in Applicants' Reply to Joint Petition of BNSF and R.R. Donnelley (UP, SP-315) in STB Finance Docket No. 32760 was compiled by me or individuals under my supervision, and that to the best of my knowledge and belief the information is true as stated.

CHARLES F. PENNER

SUBSCRIBED and sworn to before me by Chardes F. Penner this day of August 1997.

Public



CERTIFICATE OF SERVICE

I, Michael L. Rosenthal, certify that, on this 28th day of August, 1997, I caused a copy of the foregoing document to be served by first-class mail, postage prepaid, or by a more expeditious manner of delivery on all parties of record in Finance Docket No. 32760, and on

Director of Operations Antitrust Division Suite 500 Department of Justice

.

Premerger Notification Office Bureau of Competition Room 303 Federal Trade Commission Washington, D.C. 20530 Washington, D.C. 20580

Michael



181328



Law. Office of Norman G. Manley City Attorney Andover City Hall 909 North Andover Road Andover, Kansas 67002

August 19, 1997

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

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

Dear Secretary Williams:

This letter is intended as a notice of the intent of the City of Andover, Kansas, to participate in the captioned proceeding as a party of record (POR). The City is very hopeful that it is not too late at this point to be included as a party of record. The City has just recently determined that the proposed merger will have an indirect but fairly dramatic potential impact upon its growth. The project itself is expected to increase rail traffic through the Chy of Wichita, Kansas. In response to what the City of Wichita perceives to be an increase in traffic congestion it has undertaken a study to determine the feasibility of re-routing rail traffic around the City of Wichita, Kansas. A potential route, described as E-6, would involve routing the traffic through the planning area of the City of Andover, Kansas. In the event that such a route is selected and in the further event that the City of Wichita follows through with its plans to re-route rail traffic there would undoubtedly be a dramatic impact upon the future growth of the City of Andover, Kansas. The actions of the City of Wichita, Kansas, are in response to an environmental mitigation study being conducted as a condition of the merger of the railroads. Therefore, the City of Andover, Kansas, believes participation by the City of Andover, Kansas, in this proceeding would not broaden the issues or disadvantage any other party of record. For these reasons the City of Andover is wishing to be kept fully informed and abreast of all proceedings.

Thanks very much for your consideration.

Yours very truly, Ma A./leng Norman G. Manley

NGM/jkb

cc: w/o service list: All parties of record.

Before The SURFACE TRANSPORTATION BOARD WASHINGTON, D.C.

Finance Docket No. 32760

Union Pacific Railroad Corporation, Union Pacific Railroad Company, and Missouri Pacific Railroad Company - Control and Merger - Southern Pacific Rail Corporation, Southern Pacific Transporation, St. Louis Southwestern Railroad Company, SPCL Corp. and the Denver And Rio Grand Western Railroad Company

Notice of Intent to Participate

Please enter the appearance of the undersigned counsel on behalf on the City of Andover,

Kansas, which intends to participate and become a party of record in this proceeding. Pursuant to 49 C.F.R. Section 1104.12, service of all documents filed in this proceeding should be made upon

the undersigned.

Dated: August 19, 1997

Respectfully submitted,

Norman G. Manley Andover City Hall 909 North Andover Road Andover, KS 67002 Counsel for City of Andover, Kansas

Certificate of Service

I hereby certify that on August 19, 1997, a copy of the foregoing City of Andover, Kansas', Notice of Intent to Participate was served by first-class, U.S. mail, postage prepaid upon the

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Re: Finance Docket No. 32760 and Finance Docket No. 32760 (Sub-No. 21), Union Pacific Corp., <u>et al</u>. - Control & Merger - - Southern Pacific Rail Corp., <u>et al.</u>

Dear Secretary Williams:

Geneva Steel originally had serious concerns about the proposed UP/SP merger. Our mill had been served by both the UP and the SP, and we had benefited from the head-to-head competition between the two carriers. Geneva had enjoyed various innovative, low-cost service arrangements, such as back-haul arrangements of coal for our inbound shipment of both iron ore pellets and coal. We believed that these arrangements were developed because UP and SP were competing head-to-head for Geneva's business. We feared that our transportation cost would increase once we lost the competition between UP and SP.

Our concerns about the merger were comewhat allayed when UP, in March 1996, agreed to provide BNSF with a new route on the Central Corridor and access to our facility. At that time, we entered into a long term contract with the UP, which was to take effect as our existing contracts with the UP and SP expired. We signed this contract in order to protect our interests by obtaining a surrogate for the competition we felt we were losing.

We had a provision in the long term contract which allowed us to cancel it within the first year. This provision along with the ruling by the Surface Transportation Board on opening 50% of the volume of UP contracts with "2-to-1" customers, prompted us to encourage the BNSF to make an offer for our traffic. In response to the BNSF bid, UP offered us a new contract for all of our inbound and outbound commodities. Several rounds of bidding followed. Both UP and BNSF offered us lower rates and better commitments regarding equipment and service than we had obtained under the long term contract we negotiated with the UP prior to the merger.

Both UP/SP and BNSF could compete on an origin-destination basis for many of the movements covered by the contract, and each also had advantages in terms of being able to serve certain origins or destinations on a single-line basis that the other competitor could not. In this regard, UP/SP and BNSF each could offer a wider array of single-line service

than UP and SP alone prior to the merger. Though BNSF's rate bids were lower overall, UP/SP had some key advantages in terms of single-line access to certain origins and destinations, which were important in our final decision. Consequently we awarded the contract to the UP. Nevertheless, under the contract, BNSF has access to shipments of steel to local BNSF points not served by the UP, a significant amount of taconite shipped from BNSF served origins, and any traffic for which UP does not meet its service and equipment commitments under the contract. Under these exclusions, more than 13,000 carloads of our business are potentially available to BNSF.

The new contract with UP has rates that are significantly lower than the rates under the contract we negotiated with UP prior to the merger. In addition, UP will be adding over 300 gondolas to our equipment pool and will be providing us with certain logistical support for our transportation needs. Both UP and BNSF have been willing and able to offer us lower rates and greater service commitments than we had before the merger and have been willing to commit to significant new equipment investments to handle our business.

Our experience with the bidding for this new contract has shown us that the competition between the UP and the BNSF is stronger than we had anticipated. We plan to offer to the BNSF as much competitive traffic as is available under the provisions of our contract with the UP. We are committed to helping to keep the BNSF a viable competitor in the Central Corridor.

The UP/SP merger has provided both UP and BNSF with a broader network and more direct routes. We expect to see further benefits from shorter routes, more single-line service, and other improvements as the merger is implemented. We will continue of course, to monitor closely our rail transportation service and reserve the right, as a party of record in the oversight proceeding in Finance Docket No. 32760 (Sub-No. 21), to help ensure that the merger does not adversely effect our critical need for the highest quality transportation at the lowest possible price.

Sincerely,

Reg ED. Kurr

Ralph D. Rupp Manager Traffic Geneva Steel

CERTIFICATE OF SERVICE

I certify that on this 30th day of June, 1997, a copy of the foregoing letter concerning Finance Dockets 32760 and 32760 (Sub-No. 21), GS-10 and GS-2 respectively, were served on the Parties of Record via first-class mail.

John Will Ongman



MAYER, BROWN & PLATT

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August 8, 1997

VIA HAND DELIVERY

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

ENTERED Office of the Secretary AUG 1 2 1997 Part of 5 Public Record

Re: Finance Docket No. 32760 (Sub-No.21), Union Pacific Corporation, et al.-- Control and Merger -- Southern Pacific Rail Corporation, et al.

Dear Secretary Williams:

Enclosed for filing in the above-captioned.proceeding are the original and twenty-five (25) copies of the Joint Petition of The Burlington Northern and Santa Fe Railway Company and R.R. Donnelley & Sons Company for Enforcement of Merger Condition (BN/SF-81/RRD-1). Also enclosed is a 3.5-inch disk containing the text of the Joint Petition in WordPerfect 6.1 format

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

Sincerely,

Erika 2. Jones

Enclosures

cc: All Parties of Record

CHICAGO BERLIN BRUSSELS HOUSTON LONDON LOS ANGELES NEW YORK WASHINGTON INDEPENDENT MEXICO CITY CORRESPONDENT: JAUREGUI, NAVARRETE, NADER Y ROJAS INDEPENDENT PARIS CORRESPONDENT: LAMBERT ARMENIADES



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

JOINT PETITION OF THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY AND R.R. DONNELLEY & SONS COMPANY FOR ENFORCEMENT OF MERGER CONDITION Casey Kuzmicki Vice President/ Division Director R.R. Donnelley & Sons Company Reno Division 14100 Lear Boulevard Reno, Nevada 89506 (702) 677-3996

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Erika Z. Jones Adrian L. Steel, Jr. Roy T. Englert, Jr. Kathryn A. Kusske Mayer, Brown & Platt 2000 Pennsylvania Ave., N.W. Washington, D.C. 20006 (202) 463-2000

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The Burlington Northern and Santa Fe Railway Company 3017 Lou Menk Drive P.O. Box 961039 Ft. Worth, Texas 76161-0039 (817) 352-2353

and

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Attorneys for The Burlington Northern and Santa Fe Railway Company
BN/SF-81 RRD-1

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

JOINT PETITION OF THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY AND R.R. DONNELLEY & SONS COMPANY FOR ENFORCEMENT OF MERGER CONDITION

Pursuant to Decision No. 44 and Decision No. 72 in the above-referenced proceeding, petitioners The Burlington Northern and Santa Fe Railway Company ("BNSF")^{1/2} and R.R. Donnelley & Sons Company ("Donnelley") petition the Surface Transportation Board ("Board") for enforcement of the transload condition.^{2/2} In Decision No. 44 in this proceeding, the Board imposed a condition providing BNSF access to any

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

In Decision No. 72, the Board stated that "any beneficiary of the Decision No. 44 conditions has the right to seek relief from the Board if it believes that these conditions have not been implemented in a manner that achieves their competition-preserving objectives." Slip op. at 8 (footnote omitted; emphasis added). See also id. at 8 n.18 ("We wish to clarify that shippers have rights under the BNSF agreement because we have imposed the terms thereof as a condition of the merger. *** *** [S]hippers have recourse to the Board for enforcement of the merger conditions.").

new transload facility located on a UP-owned or SP-owned line over which BNSF received trackage rights. *See* Decision No. 44, slip op. at 106, 145-146; *see also* Decision No. 61, at 12. Pursuant to this condition, petitioners seek an order stating that a facility at Sparks, Nevada, which Donnelley intends to use to transfer paper products from rail to truck for shipment to its Reno, Nevada commercial printing plant, is a new "transload facility" that may be served by BNSF via the trackage rights granted to it in this proceeding.

The facility is located in Sparks and, although it has physical access to a rail spur, it has not received or shipped freight by rail for at least the past four or five years. (Sketches of the facility and the adjacent trackage are attached to the Verified Statement of F.E. Kalb (hereinafter "Kalb V.S.), which is attached to this petition.) Thus, the track adjacent to the facility is dormant. Kalb V.S. at 6. The dormant track is connected to an SP line over which BNSF received trackage rights in this proceeding. *Id.* at 6; Verified Statement of William J. Staab (hereinafter "Staab V.S.") at 1 (attached hereto).

Previously, Rubbermaid Cleaning Products, Inc. ("Rubbermaid") used the structure to warehouse its products, which were transported to and from the facility solely by truck. *Id.* at 5. Under the proposal for use of the facility as a transload, Sprint, Inc. ("Sprint") will lease space previously occupied by Rubbermaid and will provide new transload services to Donnelley, transferring rolled paper stock brought to the facility by rail to motor carrier for movement to Donnelley's commercial printing facility at Reno. *Id.* at 3-5; Staab V.S. at 2-3. Conversion of the warehouse to a transload facility will involve new construction to accommodate rail traffic directly into the facility. Kalb V.S. at 4-5; Staab

-2-

V.S. at 3. The truck segment of the proposed transload move will be fourteen miles. Kalb V.S. at 5; Staab V.S. at 2.

Because the rail track leading into the facility has been dormant for four to five years, and because the facility will now be used to transload products and, thus, will require conversion to accommodate this new use, the facility will be a new "transload facility" under the condition imposed by the Board. Accordingly, BNSF should have access to the new transload facility at Sparks. However, UP has taken existing facility that BNSF should not have access to the facility because the facility is an existing facility that received rail service in the past. Kalb V.S. at 6-7. Petitioners BNSF and Donnelley, therefore, ask the Board to enforce the transload condition by ordering that UP allow BNSF access, under the conditions imposed in Decision No. 44, as clarified in Decision No. 61, to the proposed new transload facility at Sparks.

BACKGROUND

The Sparks facility was leased to Empire Brush, Inc., on November 1, 1993. Kalb V.S. at 5. When Rubbermaid purchased Empire Brush, Inc., on January 2, 1995, the lease was assigned to Rubbermaid. *Id.* Rubbermaid, which used the facility as a warehouse, moved out during June 1997, although its lease runs until October 31, 1997. *Id.*

Although there is track connecting the facility to SP's line, neither Rubbermaid nor the other tenants of the facility have utilized rail service for at least four to five years. Kalb V.S. at 5-6. Instead, the facility has been used as a warehouse served solely by trucks. *Id.* at 6.

-3-

Under the plan for conversion and use of the facility, the existing structure will be converted for use as a paper transloading facility serving Donnelley's printing plant in Reno. Kalb V.S. at 3-5; Staab V.S. at 2-3. Conversion will involve construction of three new doors for unloading rail cars and the modification of three existing doors to accommodate the delivery of shipments by rail. Kalb V.S. at 4-5; Staab V.S. at 3. The conversion of the facility to accommodate rail service is expected to cost approximately \$50,000. Kalb V.S. at 4-5; Staab V.S. at 3.

It is contemplated that paper materials will be brought to the facility by rail and then transloaded to truck for carriage to the Reno printing plant on an as-needed basis. Kalb V.S. at 4; Staab V.S. at 2-3. The truck segment from the Sparks facility to Donnelley's printing plant in Reno will be fourteen miles in length. Kalb V.S. at 5; Staab V.S. at 2. Operation and maintenance of the facility are expected to cost in excess of \$1 million yearly. Kalb V.S. at 5; Staab V.S. at 3. These expenses are over and above the costs of providing direct rail service to Donnelley's Reno plant. Kalb V.S. at 5,

Currently, rolled paper stock is shipped to Donnelley's Reno plant by truck or by direct rail service provided by UP. Kalb V.S. at 2-3; Staab V.S. at 2. The motor carrier shipments are first moved by BNSF from mills located in Minnesota or from interchanges in Chicago. BNSF then transports the loaded cars to Hambone, California, for interchange to the McCloud Railway Company ("MCR"). Kalb V.S. at 2-3; Staab V.S. at 2. The MCR carries the paper stock to McCloud, CA, where the paper is transloaded to trucks for delivery to Donnelley's Reno printing plant. Kalb V.S. at 2; Staab V.S. at 2. The truck segment of the move is 203 miles. Kalb V.S. at 2; Staab V.S. at 2.

-4-

Access to the new transload operation at Sparks would facilitate Donnelley's plans to consolidate its operations and would provide Donnelley greater control over its inventories, enhancing its ability to respond to fluctuations in production at its Reno printing facility, and providing a competitive counterweight to UP direct rail service. Kaib V.S. at 3; Staab V.S. at 3.

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ARGUMENT

I. THE BOARD SHOULD ORDER UP/SP TO PERMIT BNSF TO SERVE THE PROPOSED SPARKS FACILITY.

The Board has granted BNSF the right to serve "any new transload facility *** located post-merger on any UP/SP line over which BNSF has received trackage rights in the BNSF agreement." Decision No. 61, slip op. at 7. The proposed facility at issue here meets the criteria set forth by the Board for new transload operations. and the order that BNSF now seeks is consistent with the Board's intent in imposing the transload condition.

A. UP Has Wrongfully Denied BNSF Access To Serve This New Transload Facility.

UP has refused to permit BNSF to serve the proposed new transload facility. UP's position is that "BNSF has the ability to *build or acquire a new facility* including a new transload operation along the SP trackage in order to handle [Donnelley's] traffic," but that the converted structure at Sparks would not constitute either a new facility or a new transload facility. *See* July 2, 1997 Letter from Jim Shattuck, Executive Vice President, Marketing and Sales, Union Pacific Railroad Company, to Bill Staab, Operations Support Manager, Donnelley (attached as an Exhibit to Kalb V.S.). In effect,

-5-

UP's position is that Donnelley could obtain competitive rail service from both BNSF and UP only if BNSF or Donnelley built a new transload facility from the ground up or acquired a facility without existing trackage and built new track to connect to the SP line. *See also* July 10, 1997 Letter from Charles F. Penner, Director, Industrial Development, Union Pacific Railroad Company, to Peter J. Rickershauser, Vice President, Marketing UP/SP Lines, BNSF (attached as an Exhibit to Kalb V.S.) (asserting that the proposed facility would not be a new transload facility because "the warehouse is an existing facility on the SP line"). UP also asserted that the Sparks facility would not qualify as a transload operation under the Board's condition. *Ibid.* Nothing in Decision Nos. 44 or 61 supports UP's position.

The Board has set forth the requirements for a "legitimate transload operation" in Decision No. 61 (Slip op. at 12). There, the Board stated that a "transload operation will necessarily entail *both* the construction of a railroad transload facility as that term is used in the industry *and* operating costs above and beyond the costs that would be incurred in providing direct rail service." *Ibid.* (emphasis in original). The proposed new transload operation at Sparks meets these criteria.

First, the plan calls for construction to accommodate rail operations, thus converting the existing structure into a new rail-served transload facility that will be used to transfer paper products from rail to truck for carriage to Donnelley's Reno plant. As noted above, the costs of that construction are projected to be approximately \$50,000. *See* Kalb V.S. at 4-5; Staab V.S. at 3. Thus, there will be construction, which will result in a new "railroad transload facility as that term is used in the industry." Decision No.

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61, slip op. at 12. Moreover, the scope of construction contemplated by the plan meets the Board's first criterion for legitimate transload operations, which requires that there be some construction, but does not call for construction from the ground up or construction of new trackage.^{3/}

Second, there will be costs of more than \$1 million per year entailed in operating and maintaining the Sparks transload facility and trucking the paper stock the fourteen miles from the Sparks facility to Donnelley's Reno printing plant. Kalb V.S. at 5; Staab V.S. at 3. These operating costs will be "above and beyond the costs that would be incurred in providing direct rail service." Decision No. 61, slip op. at 12. Accordingly, the proposed Sparks facility clearly meets the Board's criteria for new transload operations.

Moreover, it would be economically inefficient and contrary to the overall public interest to engraft on the transload condition a new requirement that a shipper must build an entirely new structure in order to realize the benefits of the transload condition, when an existing structure not currently served by rail could be converted to a new transload facility at less cost. An interpretation of the transload condition that would require the building of new facilities or track even when it would be cheaper to convert existing ones to new uses would discourage the optimal use of facilities and resources and, therefore, would be expensive, inefficient, and wasteful. *See* Kalb V.S. at 7-8 (detailing

There is no basis in the Board's decisions for UP's assertion that the transload condition requires that new transload operations involve construction from the ground up or construction of new trackage. Moreover, as we show below, UP's interpretation of the transload condition would be economically inefficient and inconsistent with the Board's purposes and intent in imposing the transload condition.

contemporary industrial development strategy of rehabilitating existing facilities in order to transform resources to more productive uses), 8-9 (describing anticompetitive effects that would result in mature industrial markets if transload condition applied only to entirely new structures).

Thus, UP's contention that this is not a new transload facility is meritless. Nothing in the Board's decisions, or in public policy or logic, supports the assertion that only facilities built from the ground up subsequent to the UP/SP merger or those which had never previously received rail service may qualify as "new transload facilities" for purposes of receiving the benefits of competitive rail service from both UP/SP and BNSF. *See also* Comments of United States Dept. of Transp., Aug. 1, 1997 (DOT-1), Fin. Dkt. No. 32760 (Sub-No. 21) (hereinafter "DOT Aug. 1 Comments"), at 6-7 (stating that what constitutes a new transload should be decided on a "functional basis, i.e., if newly rail-served or newly established as a transloading operation, a facility should be considered 'new' regardless of whether a building or structure was already in place on the property").

B. An Order Holding That The Proposed Facility Is A New Transload That May Be Served By BNSF Is Consistent With The Board's Stated Intent and Purposes In Imposing The Transload Condition.

1. The Order Is Consistent With the Board's Stated Intent.

In Decision No. 61, the Board made it clear that BNSF was to have access to all new transload facilities located adjacent to the lines over which it received trackage rights. Slip op. at 7. The only limitation placed on BNSF service was that "BNSF will be allowed to access exclusively served shippers only by a legitimate transload operation." *Id.* at 12. As noted above, the proposed transload at Sparks meets the

-8-

criteria established by the Board for a legitimate transload operation, because there will be construction and the operation of the transload will entail costs above and "beyond the costs incurred in providing direct rail service." *Id.* Moreover, there are a number of other factors that establish that the proposed new transload at Sparks is consistent with the Board's stated intent to provide BNSF access only to *legitimate* transloads.

First, the facility at issue here is to be used by an entirely different shipper than the one that previously used it. Donnelley is not a successor in interest to Rubbermaid and engages in an altogether different business than does Rubbermaid. Thus, this petition does not involve a shipper who is seeking to use the transload condition to increase the number of rail carriers available to it at a pre-existing location.

Second, the facility will be used for different purposes than it was used for previously. Rubbermaid used the structure as a warehouse served solely by trucks. Donnelley, by contrast, wishes to convert it into a new transload facility for the transfer of paper stock from trains to trucks for shipment to Donnelley's Reno printing plant. This conversion, which as noted above, will entail both construction and ongoing operational and maintenance costs, conclusively shows that this petition concerns a "legitimate transload operation" (Decision No. 61, slip op. at 12), not a contrivance to obtain a competitive option not available to the shipper prior to the merger.

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Third, the facility has not been served by rail for four to five years. The fact that the rail line into the facility has been inactive for years supports the argument that this is *not* a case where an exclusively-served shipper is contriving to improve the rail service it was receiving at the time of the UP/SP merger.

-9-

And fourth, the length of the truck segment of the proposed transload operation — fourteen miles to the Reno plant — also shows that the new facility will be a "legitimate transload operation" (Decision No. 61, at 12), not a sham to obtain competitive rail access at the Reno plant that was not available to the shipper before the UP/SP merger. *See ibid.* ("By way of example, we do not expect that BNSF will construct a truck transload facility adjacent to an exclusively served coal mine, and then truck the coal a short distance (say, 100 feet) from the mine to the facility; that would not be acceptable.").^{4/}

2. The Order Is Consistent With the Purposes of the Transload Condition.

An order stating that BNSF should be allowed to serve the proposed new transload facility is also fully consistent with the purposes for which the transload condition was imposed. In granting BNSF the right to serve new transloads on UP/SP lines, as well as the right to serve all "new facilities" on those lines (Decision No. 61, slip op. at 9), the Board sought to retain for shippers the same competitive options post-merger that they had pre-merger and to assure that BNSF had sufficient traffic density on the trackage rights lines to make operations over those lines commercially feasible. *See id.* at 9-10; *accord* DOT Aug. 1 Comments, at 6. The Board's determination that BNSF should have access to the proposed new transload facility at Sparks would further both of those purposes.

⁴ Because BNSF is willing to contribute one-half of the original cost of the trackage built (probably by SP) to access the facility (*see* Kalb V.S. at 7), there is no basis for any concern that BNSF or Donnelley is trying to exploit existing UP/SP capital without paying for it.

First, by confirming that the Sparks facility is a new transload facility, and thereby enabling BNSF to serve it, the Board would preserve the "indirect UP vs. SP competition provided by siting and transload options" (Decision No. 61, slip op. at 10) that was available to Donnelley before the merger. As the Board stated in Decision No. 61 (slip op. at 10), the transload condition was intended "to guarantee[] that all pre-merger UP vs. SP siting competition would survive the merger." Prior to the merger, Donnelley had the option of having its Reno plant served either directly by UP or by a transload facility located on SP's line. Further, Donnelley had the option of building a new transload on the SP line from the ground up or converting an existing structure, if a suitable structure were available. Because the Sparks facility is suitable for conversion to a transload operation, Donnelley would have been able to use the option of moving into that existing structure with dormant track, and thereby obtaining transload service from SP, as a bargaining chip in negotiating with UP, which, presumably, would want to retain Donnelley's business and would, therefore, offer inducements to persuade Donnelley to continue to utilize direct UP service. SP, in turn, would have to find a way to offset the inducements offered by UP. Under a post-merger regime in which Donnelley would have to build a new transload facility from the ground up or acquire an existing structure and construct new trackage in order to reap the benefits of two-carrier competition, Donnelley's bargaining position would be much worse than under the pre-merger state of affairs, and BNSF's position would be worse than SP's had been. Accordingly, a decision that BNSF may serve the Sparks facility - thereby replicating SP's position as

-11-

a competitor to UP --- would preserve the competitive options that Donnelley would have had but for the merger.

Second, as noted above, the Board has stated that the transload condition is also intended to enable BNSF to "achieve sufficient traffic density on its trackage rights lines." Decision No. 61, slip op. at 9. The order sought by petitioners here would clearly contribute to BNSF's traffic volume on the trackage rights that have been granted in this proceeding and, therefore, would contribute to BNSF's "traffic density on its trackage rights lines." *Ibid. See also* DOT Aug. 1 Comments, at 7 ("We believe the STB should rule on [the transload] issue in such a way that allows BNSF access to the maximum number of shippers.").

CONCLUSION

For the foregoing reasons, the Board should enforce the transload condition by holding that the proposed new facility at Sparks, Nevada will be a new "transload facility" and that as such the new transload facility may be served by BNSF.

Respectfully submitted,

Casey Kuzmich / ej

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and

1700 East Golf Road Schaumburg, Illinois 60173 (847) 995-6387

Attorneys for The Burlington Northern and Santa Fe Railway Company

August 8, 1997

VERIFIED STATEMENT

OF

WILLIAM J. STAAB

My name is William J. Staab. I am Operations Support Manager for the Reno Division of R.R. Donnelley & Sons Company ("Donnelley"). My business address is 14100 Lear Boulevard, Reno, Nevada 98506-1657. I have been employed by Donnelley for twentythree years. In my present position, which I have held since 1992, I am responsible for virtually all non-production aspects of R.R. Donnelley's operations at its Reno web printing facility. My duties include over. ight of maintenance, engineering, and facilities, as well as management of inbound paper and ink supplies.

The purpose of my statement is to support the efforts of The Burlington Northern and Santa Fe Railway ("BNSF") to obtain access to serve a new transload facility to be located at 1141 E. Glendale Avenue in Sparks, Nevada. The new Sparks transload facility is adjacent to trackage that, prior to the consolidation of Southern Pacific Transportation Company ("SP") and Union Pacific Railroad Company ("UP"), was owned by SP. As a condition of the consolidation of SP and UP, BNSF was given trackage rights over the SP track segment, and it is my understanding that, under various agreements that were modified and imposed by the Surface Transportation Board as conditions of the UP/SP merger, BNSF was given the right to serve all new transload facilities located on the trackage rights lines. Because the Sparks facility will be a new transload on a trackage rights line, BNSF should be allowed access to it. Such access will preserve the competitive rail option that Donnelley had prior to the UP/SP merger to locate a transload facility on SP's line.

The Donnelley web printing plant in Reno is located on a UP line, and UP is the only rail carrier that provides direct rail service to the printing plant. The plant is a four-color printing facility that produces newspaper advertising inserts for a large variety of customers, including such national retailers as J.C. Penney, Toys-R-Us, Dayton-Hudson, and K-Mart. The plant also prints several publications, including the *National Enquirer* and the *Star*, as well as *USA Weekend* and the *Los Angeles Times Sunday Magazine*. The plant's products are shipped via truck to numerous Western states.

The primary materials used by the plant are ink and rolled paper stock. The ink is delivered to the plant via truck. The paper is delivered to the plant by UP and by truck. Much of the paper delivered by UP originates in the East. The majority of the paper that is trucked to the facility originates on the BNSF — from eastern and overseas mills through the Chicago gateway, from mills in Minnesota, and from Canada via the I-5 Corridor. BNSF interchanges the paper to the McCloud Railway Company, which, in turn, transloads it to trucks at McCloud. The trucks then carry the paper to the Reno facility — a 203 mile trip.

Under the plan for the new transload facility at Sparks, BNSF will carry the paper to the Sparks facility, where it will be transloaded to trucks for the 14 mile trip to the Reno plant. The operation will be managed by Sprint, Inc. ("Sprint"), which will lease space in the Sparks facility. The trucking will be performed by Sprint. We expect between 125

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million and 160 million pounds of paper (approximately 1,000 rail cars) to pass through the Sparks transload facility each year.

The paper to be processed through the Sparks facility will be owned by Donnelley or its customers and will be used solely by Donnelley. Much of the paper will be transferred directly from train to truck for carriage to Donnelley's Reno plant, although some may be held temporarily at Sparks and trucked to the Reno printing plant on an as-needed basis. The Sparks facility will thereby enhance Donnelley's ability to control its inventories and respond quickly to the widely varying needs of our many customers.

In order to convert the existing warehouse facilities at Sparks into a viable transload, approximately \$50,000 in construction will be required. This construction will involve the installation of new doors and the modification of other doors.

The transload operation will cost more than \$1 million per year, for operational and maintenance expenses, as well as the costs of trucking the paper the fourteen miles to the Reno plant, and other expenses.

For the reasons stated in the petition and in this verified statement, R.R. Donnelley & Sons Company urges the Board to grant the petition and order that BNSF be granted access to the Sparks transload facility.

VERIFICATION

THE STATE OF NEVADA) COUNTY OF WASHOE)

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

Subscribed and sworn before me on this <u>A</u> day of August, 1997.

otary Public

My Commission expires: 6/19/98



VERIFIED STATEMENT

OF

F. E. (SKIF) KALB, JR.

BACKGROUND

My name is Skip Kalb and I am Assistant Vice President-Industrial Development for The Burlington Northern and Santa Fe Railway Company ("BNSF"). My business address is 2650 Lou Menk Drive, Fort Worth, Texas 76131. In my present position, which I have held since September 25, 1995, following the consolidation of The Atchison, Topeka and Santa Fe Railway Company ("Santa Fe") with Burlington Northern Railroad Company, I am responsible for all of BNSF's Industrial Development and Distribution Services activities.

Prior to the BNSF merger, I spent over 20 years with the Santa Fe, all in Santa Fe's Industrial Development Department. (See attached biographical sketch.)

As the officer of BNSF responsible for Industrial Development, I have been directly involved in our efforts to locate new customers along the lines to which BNSF has been granted trackage rights in the Union Pacific/Southern Pacific merger ("UP/SP trackage rights lines"). This activity has included making inspections of the UP/SP trackage rights lines; meeting with prospective industry interested in locating facilities in these areas; communicating with state and local economic development officials, industrial real estate brokers, and other BNSF Business Units about BNSF's rights to serve new facilities along the UP/SP trackage rights lines; and overseeing specific industrial development and transload projects, such as the R. R. Donnelley & Sons Company ("Donnelley") proposal at Sparks, Nevada.

My efforts on the Donnelley project have included an inspection trip on March 5 and 6, 1997, to locate industrial space in Sparks that is capable of meeting Donnelley's needs. I have had numerous meetings and internal correspondence with BNSF's Forest Products, Distribution Services, UP/SP Marketing & Operating, and Industrial Development personnel. I also wrote to the Union Pacific on May 29, 1997, concerning this matter. (A copy of the correspondence is attached.)

DONNELLEY'S OPERATIONS, NEEDS, AND PLANS

Donnelley has a commercial printing facility located at 14100 Lear Blvd., Reno, Nevada 89506. The facility is served directly by the Union Pacific Railroad Company ("UP"). Historically, Donnelley has received inbound rolls of paper stock from both domestic and foreign producers via motor carrier, rail direct, rail thence transload, and intermodal service. This inbound paper is used in the printing of Donnelley's products, which include advertisements for such major retailers as Toys 'R Us, J.C. Penney, and Dayton-Hudson, catalogues, and coupons that appear in Sunday newspaper editions.

Some of the inbound paper received by Donnelley at its Reno facility has been delivered by truck from a transload facility located on the McCloud Railway Company ("MCR") at McCloud, California, a distance of some 203 miles from Reno. BNSF participates in the routing to MCR and, in 1996, interchanged approximately 450 carloads to the MCR at Hambone, California for delivery to the small transload at McCloud. The paper originates at mills located on BNSF in Minnesota or is interchanged to BNSF at Chicago, and moves by rail to the McCloud transload facility.

Donnelley also had a printing operation at Casa Grande, Arizona. On May 15, 1997, Donnelley closed the Casa Grande facility and consolidated into an expanded printing

2

operation at Reno. This consolidation necessitates two changes in the way in which Donnelley's Reno facility operates. First, the expanded Reno commercial printing operation (which requires the use of additional printing machinery) will take up a large amount of Donnelley's current warehouse space and will limit the number of inbound rail cars that Donnelley can receive via direct rail service. Secondly, the increased production will double Donnelley's inbound paper requirements, precluding it from using the current transload operation at McCloud, because the McCloud operation is incapable of handling the additional paper that is contemplated.

In addition to the expansion-related changes in Donnelley's Reno operations, Donnelley wishes to move to a more time-sensitive Just-In-Time delivery system in order to eliminate unnecessary warehousing/inventory costs. These two factors prompted Donnelley to discuss with the BNSF Forest Products Business Unit ("BNSF Forest Products") the availability of industrial space that could be used to establish a new transload facility in the Reno/Sparks area.

(1)

Based upon its existing commercial relationships, Donnelley prefers for such a transload to have rail service provided by BNSF and for Sprint, Inc. ("Sprint") to serve as a transload operator providing the receiving, cross-dock, handling and storage. Sprint will also handle the drayage of paper products to Donnelley's Reno commercial printing facility.

The proposed transload in the Reno/Sparks area would receive direct rail shipments of inbound rolls of paper from various suppliers in the U. S., Canada, and overseas. The paper would then be unloaded from the railcars and either moved directly to the Reno commercial printing facility or a ored at the transload facility for some period of time before being delivered to the Reno r inting facility. The rail rates would include 30 days storage

at the transload. In some instances the paper may be stored longer than 30 days, and the cost for any additional storage would be the responsibility of Donnelley.

THE FACILITY AT SPARKS

As a result of Donnelley's discussions with BNSF Forest Products, BNSF's Industrial Development Department was requested to assist Donnelley in locating a suitable industrial space for the Donnelley account, as described above. BNSF's efforts in this regard were consistent with BNSF's interpretation of its rights to locate new facilities, including transloads, along the UP/SP trackage rights lines and with customary industry practice in evaluating potential sites for new facilities and transloads.

BNSF contacted an industrial real estate broker in the Reno/Sparks area and learned of approximately 135,000 square feet of unoccupied, industrial space that was available in a 404,280 square foot warehousing complex. We informed Donnelley and Sprint of the availability of this site, and Sprint then entered into negotiations to lease approximately 94,080 square feet of this available space, with an option to lease an additional 40,320 square feet. Sprint will also be attempting to secure contracts with other firms to provide transloading operations at the facility for other commodities.

This space contains four existing rail doors that access an adjacent industrial spur track, which formerly served this building. In order to accommodate the rail car lengths required, it will be necessary to modify three of these doors and to construct three new rail doors at an estimated cost of approximately \$50,000.

Besides the construction costs related to modifying the facility for use as a transload operation, Sprint will incur substantial expenses in connection with its lease of this space, estimated to be approximately \$316,090 annually. Additional operational and transloading

expenses, and the costs of drayage for the approximately 14 mile truck haul to Donnelley's commercial printing facility, will bring the projected costs of the operation to in excess of \$1 million per year. The substantial expenses of the transload operation are separate and distinct from the costs of providing direct rail service to Donnelley's Reno commercial printing operation. (Sketches of this warehouse complex and industrial trackage showing dimensions, footages, etc., are attached hereto.)

TENANT AND RAIL SERVICE HISTORY OF THE SPARKS FACILITY

To the best of my knowledge, based upon the research we have done with the previous tenants and the property management company, the space to be used for this new transload facility was formerly leased to Empire Brush, Inc. ("Empire"), effective November 1, 1993. Empire was acquired by Rubbermaid Cleaning Products, Inc. ("Rubbermaid") on January 2, 1995, and the Empire lease on this space was assigned to Rubbermaid in that transaction. Although Rubbermaid discontinued its use of this space during June of this year, the lease runs through October 31, 1997, according to the information that I have received.

Mr. Kevin Osborne, former Facility Manager for Rubbermaid at the Sparks location, has advised my staff that neither Empire nor Rubbermaid shipped or received any direct rail shipments at the facility during the lease period. Based on our inquiries, we believe that the adjacent rail spur that formerly served this space was never part of Empire's or Rubbermaid's lease.

The other major tenant of the complex is Wesco, Inc. ("Wesco") and is located to the south of the area leased to Rubbermaid. We have been advised by Mr. Glen Dixon, Facility Manager of Wesco, that Wesco has not handled any direct rail shipments at the facility

since the inception of their lease on July 1, 1992. In addition, the Manager-West Distribution for Hart & Cooley, Inc., the only other tenant in the building, has advised that his company has not received any direct rail shipments since the inception of Hart & Cooley, Inc.'s lease on December 16, 1991. Therefore, to the best of our knowledge, it would appear that, during the last four or five years, this facility has been operated exclusively as a truck-oriented warehousing facility and not as an integrated rail-oriented, multi-tenant warehouse.

UP'S POSITION

When satisfactory business arrangements were achieved through negotiations among Donnelley, Sprint, and BNSF, and in negotiations between Sprint and the owner of the Sparks facility, I wrote to UP on May 29, 1997, in compliance with the requirements of the various Trackage Rights Agreements, providing notice of BNSF's Proposed Rail Service Plan ("PRSP"). This PRSP is designed to provide UP with all of the pertinent information required for its approval of this new rail service to the new transload facility on the trackage rights lines, as BNSF and UP have been discussing over the course of this year under a draft BNSF-UP/SP Industrial Development Protocol.

On June 24, 1997, UP replied to my May 29 communication, stating that it did not regard the proposed operation to be a new facility. (A copy of UP's June 24, 1997 letter is attached). UP's position was that Sprint was simply a tenant moving into an existing multi-tenant warehouse which had been rail served for many years as a local point on the former Southern Pacific.

In a letter, dated July 2, 1997, to Donnelley (copy attached), UP reiterated its position that the proposed transload operation did not qualify as a new facility or as a

transload facility and further stated that BNSF has the ability to acquire or build a new facility, but not to access existing facilities that had previously received rail service.

Finally, in response to a clarification letter of July 1, 1997 (copy attached) written by Peter Rickershauser, Vice President-Marketing UP/SP Lines, UP wrote another letter, dated July 10, 1997 (copy attached), stating that the facility would not qualify as a "new facility" or a "new transload." In Mr. Rickershauser's letter of July 1, 1997, BNSF offered to discuss participation in any costs that Southern Pacific may have incurred in construction of trackage accessing this warehouse when it was originally constructed.

THE IMPLICATIONS OF UP'S POSITION

This is not a new subject. In the initial meeting with UP to discuss the UP/SP Industrial Development Protocol, I raised the issue of the use of vacant existing facilities for new customer locations on BNSF trackage rights cn UP/SP lines. (The meeting took place in Omaha, Neb. on December 10, 1996.). At that meeting, Union Pacific indicated that existing facilities in its exclusively-served territory did not qualify as "new facilities." As we have stated in our quarterly reports, protracted negotiations on this matter to date have proved fruitless.

The reason that BNSF wanted to clarify the new facility and transload issues early in the merger implementation process is that satisfactory definitions of these concepts are critical to BNSF's ability to implement the merger agreements and conditions that were designed and imposed to preserve head-to-head rail competition following the UP/SP merger. Increasingly, rail-oriented industrial development involves not only new construction and/or the addition of new trackage to facilities that previously were not served by rail, but also reinstallation of previously removed spur tracks that have deteriorated from

non-use, as well as the revival of dormant rail-served facilities through locating new customers in facilities that were otherwise vacant or occupied by tenants who had not been using rail services. Such rail-oriented industrial development puts otherwise nonproductive industrial facilities in the U.S. to productive uses and fosters the utilization of the inherent fuel, environmental, safety, and economic efficiencies that rail shipping provides.

The interest that U.S. and international firms have displayed in developing such facilities is a testament to the successful modernization and streamlining of the rail industry that has occurred since deregulation in 1980. By fostering creative industrial development through conversion of existing facilities, the current rail renaissance can continue to move forward.

The location of new customers and transload facilities in available industrial buildings is a development strategy used by both UP and BNSF, as well as by other rail carriers of all sizes. Under UP's definition of a new transload facility, however, Donnelley, BNSF, or a third party would necessarily have to construct a new building and track from the ground up (a greenfield site), or construct new track at an existing facility. The economics involved in this approach would have the effect of negating any possible transportation savings and synergies that are provided by the Just-In-Time transload strategy.

Additionally, the requirement of new facility and track construction in the major metropolitan markets in which, pursuant to the UP/SP merger conditions, BNSF has trackage rights would have the undesirable effect, in many instances, of preventing BNSF from being able to offer the competitive option envisioned by the STB in establishing the new facility/transload conditions. This is because, in these mature industrial markets especially in the Central Corridor of Utah and Nevada — the strategically located industrial

centers are "built-out." There are few remaining viable industrial sites for construction of new facilities and track, even if they were economical to build. While new emerging industrial projects may come on line, they are located further away from the central business districts and require additional drayage to reach end destination markets.

Thus, UP's interpretation of the new facilities and transload conditions would discourage the use of the productive industrial development strategy of converting existing facilities to accommodate use of rail service and would force new shippers to locate away from central business districts, thereby increasing their dependence on trucks and their costs. I do not believe that, in imposing the new facility and transload conditions in the UP/SP merger, the STB intended to adopt the position espoused by UP, which would have the effect of limiting rail shipper choices and reducing rail competition.

Moreover. UP's definition of what constitutes a new transload would deay rail shippers, like Domnelley, an option that they otherwise had prior to the UP/SP consolidation and would place BNSF in a distinctly inferior position to UP or the pre-merger SP in developing siting alternatives. In fact, before the UP and SP merged, Donnelley had the option of establishing a new transload facility in the complex at Sparks, which could have been served by the SP. This option would have at the very least enabled Donnelley to keep UP's service to its Reno, Nevada printing facility competitive.

CONCLUSION

In my dealings with many of BNSF's customers, transload operators, state and local economic development allies, industrial real estate developers and brokers, I have encountered a widely-shared sense that the conditions imposed in the UP/SP merger can confer numerous economic benefits on the shippers of the nation. These conditions will

work if BNSF has the same rights to locate new customers and facilities on UP lines as UP does on its own lines, subject only to the conditions set forth by the STB.

Accordingly, I respectfully urge the STB to clarify that BNSF has the right to serve the new transload facility that is proposed to be located at the Sparks facility.

ATTACHMENTS

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BIOGRAPHICAL SKETCH

F. E. "SKIP" KALB, JR.

JULY 25, 1997

Skip Kalb is Assistant Vice President-Industrial Development for the Burlington Northern and Santa Fe Railway Company (BNSF). Mr. Kalb is responsible for all Industrial Development activities for BNSF's 35,000 mile system that stretches across 29 states, 2 Canadian Provinces and the Gulf of Mexico He held a similar position with the Santa Fe Railway prior to their merger with the Burlington Northern.

Skip is a graduate of Baker University and obtained his MBA from the University of Kansas in 1975. He is a past President of the American Railway Development Association and is a member of both the American Economic Development Council and the Texas Economic Development Council. Mr. Kalb was recently appointed as Associate Director of the International Development Research Council, an organization in which he holds a Master Professional Designation, which is limited to 5% of IDRC membership.

Skip has published papers in several trade journals and publications dealing with the Transportation component of Economic Development, including "Intermodal Strategies for Industrial Development" and "The Private Capital Decision-Making Process: An Analytical Tool for Industrial Development".

Some of the major developments that Skip has initiated include the UPS Super Hub in Willow Springs, Ill., Santa Fe's facility developments at Alliance, Tx. and numerous other customer facilities along the the BNSF system.

Skip and his family have lived in Argyle, Texas for the past seven years.





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F. E. KALB, JR. Assistant Vice President Industrial Development

Burlington Northern Santa Fe

2650 Lou Menk Dr. P. O. Box 961058 Fort Worth, Texas 76131

May 29, 1997

Mr. Charlie F. Penner Director Industrial Development Union Pacific Railroad Company 1416 Dodge Street Omaha, Nebraska 68179

Dear Charlie:

This is in reference to BNSF service to new industries locating on UP/SP Trackage Rights lines.

Enclosed is our <u>Proposed Rail Service Plan</u> covering our intent to establish service to Jamco, Inc. at Sparks, Nevada on or around July 1, 1997. I am also attaching a copy of a letter dated May 29. 1997 which our Vice President Operations-UP/SP Lines, Buck Hord, has sent to Stever Searle, Superintendent Trackage Rights, Union Pacific, which provides BNSF's written service notification.

Please provide your approval of the above at your earliest convenience.

Sincerely,

F. E. Kalb, Jr.

<u>UP/S</u>	BNSF Industrial Development SP Track Rights New Industry Proposed Rail Service Plan
Shipper/Receiver Name Jamco, Inc. Address	Description of Transportation Requirements Rail service to new industry at Sparks, NV as described below.
P.O.Box 206 1000 Corporate Park Road City State Zip Code Forest VA 24551	Shipper/Receiver Contact Person Company Phone Jesse Rosser - Sales Manager (804) 525-6238
Commodity(s) handled: Paper, various merchandise commod	Car Type(s) Utilized Desired Project Completion D. lities, non-hazardous Various boxcars 7/1/97 Hours: Number of Cars Shipped: Number of Cars Received:
	Daily Weekly Daily Weekly N/A 0 0 4 20 Hours 24 20 20
Current Facility Data Facility Type Warehouse Acreage/property dimension required for: Any space requirements for handling equipment adjacent to rail car?	(Londingtonlanding at)
Describe: None Is facility security and safety adequate? YES	Environmental issues: None
<u>Rail Access:</u> Distance to main line or spur track (miles, fee Distance parameters: Adjacent to spur track.	Is Rail Diagram/Plan attached?: (YES (NO Distance to existing industry track (miles, feet, adjacent, etc.): Distance parameters: Not applicable.
Distance to existing switch service (i.e. yard li Present level of switch service (hrs/day; days/we	- Union Pacific to provide this information.
Does proposed level of service meet customer ro I), will additional car storage capacity satisf	equirements? •YES (NO

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| Burlington Northern Santa Fe

BINSE Autor Alexandre

2650 :Lou Menk Drive P.O. Box 961065 P. O. Box 961065 817-352-6678

May 29, 1997

Mr. Steve Searle Superintendent Trackage Rights Union Pacific Railroad Company P. O. Box 961034 Fort Worth, TX 76131

Re: New Industry Access

E. L. (BUCK) HORD

Vice President Operations UP/SP Lines

Dear Mr. Searle:

Reference BNSF service to new industries locating on the Trackage Rights lines.

It is BNSF's intent to establish service to Jamco, Inc. at Sparks, Nevada on or around July 1, 1997.

BNSF requests that UP provide service to this facility via reciprocal switch and further requests that traffic for this company be exchanged with UP at Roper Yard in Salt Lake City with appropriate haulage to and from Sparks, NV.

Would you please advise your approval of the above requests at your earliest convenience.

Very truly yours,

Hord

cc:

P. J. Rickershauser Skip Kalb E. W. Woolley

JUL. 15. 1997 2:53PM

CHARLES F. PENNER DIRECTOR INDUSTRIAL DEVELOPMENT

UNION PACIFIC RAILROAD COMPANY

1410 DODGE STREET OMAHA NEBRASKA 68179

;



June 24, 1997

VIA FAX: 817-352-7113

F. E. Kalb, Jr. Assistant Vice President Industrial Development Burlington Northern Santa Fe 2650 Lou Menk Drive P. O. Box 961058 Fort Worth, X 76131

Dear Skip:

Refers to your letter of May 29 about Proposed Rail Service Plan (Project Number 1) for Jamco. Inc. at Sparks, NV.

We have reviewed the proposal and determined that it does not qualify as a new facility. Jameo is simply a tenant moving into an existing multi-tenant warehouse which has been rail-served for many years as a local point on the former Southern Pacific.

I will continue to coordinate new facility proposals with you as you identify opportunities for new facilities on Trackage Rights lines.

Yours truly.

Charles F. Penner Director Industrial Development

cc:

P. J. Fackershauser - BNSF

. JUL. 15. 1997 2:54PM

NO. 3757 P. 18/21



Preser J. Rickershauser Vice President Marketing UP/SP Lines

Burlington Northern Senta Fe

P. 0. Box 961065 Fort Worth, TX 76161-0065 817-352-6686 817-352-7154

Via Facsimile 402-271-4890 July 1, 1997

Mr. Charles F. Penner Director, Industrial Development Union Pacific Railroad Company 1416 Dodge Street Omaha, NE 68179

Dear Charlie:

Reference your letter dated June 24, 1997, regarding BNSF's "Proposed Rail Service Plan" (Project #1) for Jamco, Inc., at Sparks, NV, forwarded to you by Skip Kalb, BNSF's Assistant Vice President, Industrial Development, under cover of May 29.

I have been following this project proposal from my accountabilities at BNSF for marketing our services along our line acquisitions and trackage rights lines to existing and potential customers. My review of this file shows the following:

1) We did not inform you that the proposed Jamco, Inc. facility at Sparks is a "QDC", or Quality Distribution Center, a BNSF term for a paper transloading center similar in concept to either a TSSI facility on Southern Pacific or a +1 Program facility on Union Pacific. Jamco will be BNSF's contractor, and will permit BNSF to provide door-to-door service and one-bill capabilities on paper destined R. R. Donnelley's Reno, NV printing plant. If you need more information on this QDC operation, or verification from BNSI that the Sparks facility will indeed be a QDC, please let either Skip Kalb or I know.

2) Having established that, the BNSF Settlement Agreement and supplements clearly state that, at Reno, BNSF can have access to "only intermodal, automotive (BNSF must establish its own automobile facility), transloading, and new shipper facilities located on the SP line." Our previous correspondence with Union Pacific has referred to the Jamco site as a new shipper facility. However, BNSF believes our access to this facility should be as a transload, as clearly spelled out in the Settlement Agreement and other merger conditions. BNSF is also willing to discuss whether it would be appropriate to contribute one-half of the original cost of the trackage built to access the facility by Union Pacific or, most likely, Southern Pacific.

I, Burlington Northern Santa Fe, and the beneficial owner of paper moving through the proposed QDC transload facility at Sparks, R. R. Donnelley, continue to strongly believe that, in accordance with the merger settlement agreements and conditions, BNSF should be able to
NO. 3757 P. 19/21

Mr. Charles F. Penner Union Pacific Railroad Company Page 2

establish and serve the Jamco facility outlined. With the clarification provided above, and in an effort to clear up any misunderstanding based on our prior communications about the nature of the proposed Jamco facility at Sparks, I request your reconsideration and approval of the proposal made by Burlington Northern Santa Fe. If, upon reviewing the file, you have additional questions or concerns, please do not hesitate to contact either Skip Kalb at 817-352-6133 or myself at 817-352-352-6686 for clarification.

Sincerely,

Peter J. Rickershauser

cc: F. E. Kalb, BNSF Mike Roper, BNSF John Ransom, UP (Facsimile 402-271-2438) Larry Wzorek, UP (Facsimile 402-271-5610)

UNION PACIFIC RAILROAD COMPANY

JIM SHATTUCK EXECUTIVE VICE PRESIDENT MARKETING AND SALES



ROOM 1130 1416 DODGE STREET OMAHA. NEBRASKA 68179 402-271-3700 FAX: 402-271-3142

July 2, 1997

VIA FAX (702-677-3996)

Mr. Bill Staab Operations Support Manager R. R. Donnelley & Sons Company 14100 Lear Boulevard Reno, Nevada 98506-1657

Dear Mr. Staab:

Your letter of June 30 asked that the warehouse facility at 1141 E. Glendale Ave., Sparks, NV, be accessible to Burlington Northern Santa Fe pursuant to the conditions that the Surface Transportation Board established in approving the Union Pacific/ Southern Pacific merger. You are correct that one of the STB conditions requires that BNSF be granted the right to serve new facilities (including transload facilities) on UP and SP lines over which BNSF received trackage rights in the UP - BNSF Agreement. I must advise you, however, that the warehouse location is an existing facility which has been rail-served for many years as a local point on the former Southern Pacific. It does not qualify as a "new facility" along the trackage over which BNSF has trackage rights simply because a new tenant moves into an existing facility. We previously so advised BNSF.

The warehouse location also does not qualify as a new transload facility. In its decision clarifying this condition, the STB stated that a legitimate transload operation will necessarily entail both the construction of a rail transload facility as that term is used in the industry and operating costs beyond the costs that would be incurred in providing direct rail service. The warehouse you have referred to is not a "transload facility."

Additionally, Sparks is not a "2-to-1" location. Sparks historically was served by SP only. Therefore, the number of railroads at Sparks was not reduced from two to one as a result of the merger. Nevertheless, as part of the Settlement Agreement with BNSF prior to the merger, UP/SP agreed that BNSF would have trackage rights through Sparks and the right to use the SP's intermodal facility at Sparks. This enables BNSF to provide you with intermodal service for your commodities destined to your Reno facility. Of course, BNSF has the ability to build or acquire a new facility including a new transload operation along the SP trackage in order to handle your traffic.

There are a number of alternatives available to you and BNSF. However, the Glendale Ave. warehouse is not open to service by BNSF.

Sincerely,

500-1k

UNION PACIFIC RAILROAD COMPANY

CHARLES F. PENNER DIRECTOR INDUSTRIAL DEVELOPMENT





July 10, 1997

VIA FAX (817) 352-7154

Mr. Peter J. Rickershauser Vice President Burlington Northern Santa Fe 2650 Lou Menk Drive P. O. Box 961058 Fort Worth, Texas 76131

Re: Jamco, Inc. at Sparks

Dear Pete:

This is in response to your letter of July 1 concerning BNSF access to the warehouse on the former Southern Pacific line at Sparks, NV. You ask that UP authorize access to this warehouse as a transload facility, not a "new facility". Union Pacific has also received correspondence on this matter from R. R. Donnelley. I am enclosing as information a copy of Jim Shattuck's response to Donnelley's letter since Mr. Staab of R. R. Donnelley copied BNSF on his correspondence to UP.

Your characterization of the warehouse as the site for a new transload on BNSF along the trackage rights lines does not qualify the warehouse as a location that BNSF has access to under the Settlement Agreement, as amended, or any of the conditions in the STB's approval of the UP/SP merger. The facts remain that the warehouse is an existing facility on the SP which was served only by the SP prior to the merger. BNSF's plans to utilize the warehouse as a BNSF Quality Distribution Center for paper transloading with Jamco as BNSF's contractor indicates that this is a new transload facility, which like a "new facility", must meet the criteria established in the Settlement Agreement and the STB's modification of that agreement. As you know, when the STB clarified the "new facility" condition in Decision No. 61 last November, the STB said that "a legitimate transload operation will necessarily entail both the construction of a rail transload facility . . . and operating costs above ard beyond the costs that would be incurred in providing direct rail service."

Your request of July 1 does not convince me that this is a facility to which BNSF is entitled to have access. Therefore, the existing warehouse at 1141 E. Glendale Avenue will not be opened for service by BNSF.

Sincerely,

REC'D LAW DEPT

CR. e.

JUL 1 6 1997 FORT WORTH

Charlie Penner Director Industrial Development

cc: F. E. Kalb - BNSF Mike Roper - BNSF John Ransom - Room 1110 Larry Wzorek - Room 830

VERIFICATION

THE STATE OF TEXAS

F. E. (Skip) Kalb, Jr., being duly sworn, deposes and says that he has read the foregoing statement, and that the contents thereof are true and correct to the best of his knowledge and belief.

J-E (Jakall A-F.E. (Skip) Karo, Jr.

Subscribed and sworn to before me on this $\frac{29}{2}$ day of July, 1997.

Lina Notary Public

My Commission expires WE 26, 1990

6-26-98

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CERTIFICATE OF SERVICE

I do hereby certify that a copy of the foregoing Joint Petition for Enforcement (BN/SF-81; RRD-1) was served, by first-class mail, postage prepaid, on all Parties of Record in Finance Docket No. 32760.

Adam C. Sloane Mayer, Brown & Platt 2000 Pennsylvania Ave., N.W. Washington, D.C. 20006



UNION PACIFIC RAILROAD COMPANY



179053

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

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

Dear Mr. Williams:

Pursuant to Decision No. 44, UP/SP submits station passing reports for the month of April 1997 for the cities of Reno, Nevada and Wichita, Kansas. The reports indicate that UP/SP is in compliance with Condition 22.a and Condition 23.a of Exhibit G to Decision No. 44.

	Reno	Wichita
Сар	14.7	6.4
Average Through Freight Trains	11.4	4.07

Only three trains detoured through Reno due to repairs to the Feather River line in April, none after April 2.

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

Very truly yours, amie a. Louise A. Rinn **General Attorney** (402) 271-4227

ENTERED Office of the Secretary		
MAY - 9 1997		
5 Part of Public Record		

Attachments

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C: (With attachments)

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2.

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

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

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

(UPS 2-day Air) J. Michael Hemmer, Esq. Covington & Burling 1201 Pennsylvania Avenue, NW Washington, DC 20044

(With Wichita Report) Bill Stockwell Metropolitan Planning Department City Hall 455 North Main Street Wichita, KS 67202

RECAP OF PASSING REPORTS FOR MONTH OF APRIL 1997 RENO, NEVADA

5:

Colors Colors

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

FREIGHT TRAIN MONTH TO DATE AVERAGE

11.4

STATION PASSING REPORT FOR April 1, 1997 Train and Engine Movements through central Reno, Nevada Twenty-four hour period

Reno Time (Est)	Train/Engine ID	Direction	Type*
1 1230 AM	1TJUPG-31	E	F
2 140 AM	1MRVKS-31	E	F
3 435 AM	1BKOGG-30	E	F
4 950 AM	10ACHZ2-01	E	F
5 1020 AM	10ANSF-31	E	F
6 1250 PM	1MRVAS-01	E	F
7 315 AM	1CHOAZ-30	W	F
8 320 AM	1AKSOA-29	W	F
9 445 AM	1MRORV-30	W	F
10 710 AM	2MRORV-30	W	F
11 225 PM	1UPTZG-31	W	F
12 815 PM	1UPCKG-01	W	F
13 925 PM	1AKSRV-29	W	F
14 1110 PM	1MRORV-31	W	F
15 1000 AM	PASSENGER	W	P
16 1133 PM - 116 AM	HELPER ENGINE	N/A	LE
17 1205 PM	1APRMI-29	W	D
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine) SW (Local and Industry Switch movements) EM (Snow, wreck, fire, and other emergency movements)

AUTHENTICATION:

5.

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

Assistant General Manager Transportation Service Center

12 97

STATION PASSING REPORT FOR April 2, 1997 Train and Engine Movements through central Reno, Nevada Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	500 AM	1MRVRO-01	E	F
2	950 AM	10ACHZ-02	E	F
3	1135 AM	10ANSF-01	E	F
4	245 PM	20ANSF-01	E	F
5	920 PM	1MRVAS-02	E	F
6	945 PM	1MRVKS-01	E	F
	140 AM	1CHOAZ-31	W	F
	235 AM	1MASRV-28	W	F
9	335 AM	1MASRV-29	W	F
	1125 AM	1UPPYG-01	W	F
	305 PM	1AKSOA-30	W	F
	340 PM	1PURVB-31	W	F
13	815 PM	1MRORV-01	W	F
	1110 PM	1CPPMG-01	W	F
15	445 PM	PASSENGER	E	P
16	700 PM	YARD ENGINE	W	SW
17	800 PM	YARD ENGINE	E	SW
18	1106 AM - 1135 AM	HELPER ENGINE	N/A	LE
19	405 PM	1MRVPV-01	E	D
20	735 AM	1APRMI-30	W	D
21				
22	£			
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine) SW (Local and Industry Switch movements) EM (Snow, wreck, fire, and other emergency movements)

AUTHENTICATION:

5.

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

Assistant General Manager Transportation Service Center

43197 DATE

STATION PASSING REPORT FOR April 3, 1997 Train and Engine Movements through central Reno, Nevada Twenty-four hour period

Reno Time (Est)	Train/Engine ID	Direction	Type*
1 125 AM	1TASKC-02	E	F
2 250 AM	1MRVKS-02	E	F
3 1240 AM	1MRVRO-02	E	F
4 1105 AM	10ACHZ-03	E	F
5 330 PM	10ANSF-02	E	F
6 545 PM	1MRVAS-03	E	F
7 745 PM	1MRVRO-03	E	F
8 800 PM	1TZUPG-03	E	F
9 235 AM	1CHOAZ2-01	W	F
0 300 AM	1AKSRV-30	W	F
1 710 AM	1AKSOA-30	W	F
2 1100 AM	1MRORV-K02	W	F
3 1159 AM	PASSENGER	W	P
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine) SW (Local and Industry Switch movements) EN (Snow, wreck, fire, and other emergency movements)

AUTHENTICATION:

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

197

STATION PASSING REPORT FOR April 4, 1997 Train and Engine Movements through central Reno, Nevada Twenty-four hour period

Reno Time (Est)	Train/Engine ID	Direction	Type*
1 910 AM	10ANSF-03	E	F
2 1055 AM	10ACHZ-04	E	F
3 430 PM	1MRVRO-04	E	F
4 855 PM	1MRVKS-03	E	F
5 935 PM	1MRVAS-04	E	F
6 210 AM	1AKSOA-01	W	F
7 620 AM	1CHOAZ3-02	W	F
8 625 AM	1MASRV-31	W	F
9 200 PM	1MRORV-K03	W	F
0 820 PM	1BGRSC-03	W	F
1 1142 AM	PASSENGER	W	Р
2 510 PM	PASSENGER	E	P
3			
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine) SW (Local and Industry Switch movements) EM (Snow, wreck, fire, and other emergency movements)

AUTHENTICATION:

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

4/7/97 DATE

STATION PASSING REPORT FOR April 5, 1997 Train and Engine Movements through central Reno, Nevada Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
15	520 AM	1TASKC-03	E	F
21	035 AM	10ACHZ-05	E	F
34	50 PM	1MRVKS-04	E	F
4 5	545 PM	1BKOGG-03	E	F
_	610 PM	10ANSF-04	E	F
	315 AM	1AKSRV-01	W	F
	35 AM	1CHOAZ-02	W	F
8 7	35 AM	1MRORV-04	W	F
_	050 AM	1AKSOA-02	W	F
07	45 PM	1MASRV-01	W	F
14	30 PM	PASSENGER	E	P
28	20 AM	YARD ENGINE	W	SW
3 9	05 AM	YARD ENGINE	E	SW
4 1	35 PM	YARD ENGINE	W	SW
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine) SW (Local and Industry Switch movements) EM (Snow, wreck, fire, and other emergency movements)

AUTHENTICATION:

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

4/7/97

STATION PASSING REPORT FOR April 6, 1597 Train and Engine Movements through central Reno, Nevada Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	645 AM	1MRVKS-05	E	F
2	935 AM	1MRVAS-05	E	F
3	1005 AM	1PYUPG-04	E	F
4	150 PM	10ANSF-05	E	F
5	245 PM	10ACHZ-06	E	F
6	530 PM	1RIGVC-03	E	F
7	350 AM	1AKSRV-02	W	F
8	530 AM	1SKWCC-04	W	F
9	810 AM	1CHOAZ-04	W	F
10	840 AM	1PURVB-04	W	F
11	1255 PM	2MRORV-05	W	F
12	120 PM	1AKSOA-03	W	F
13	445 PM	1MRORV-05	W	F
14	740 PM	1SKTAC-05	W	F
15	1235 PM	PASSENGER	W	Р
16	912 AM - 1039 AM	HELPER ENGINE	N/A	LE
17	1245 PM - 440 PM	HELPER ENGINE	N/A	LE
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19				
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine) SW (Local and Industry Switch movements) EM (Snow, wreck, fire, and other emergency movements)

AUTHENTICATION:

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

STATION PASSING REPORT FOR April 7, 1997 Train and Engine Movements through central Reno, Nevada Twenty-tour hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	125 AM	1MRVRO-05	E	F
2	950 AM	1MRVKS-06	E	F
3	1220 PM	1TASKC-05	E	F
4	750 PM	10ANSF-06	E	F
5	820 PM	1MRVAS-06	E	F
6	1030 PM	1MRVRO-06	E	F
7	1205 AM	1AKSOA-04	W	F
8	150 AM	1AKSRV-03	W	F
9	835 AM	1CHOAZ-05	W	F
10	1020 AM	1UPBKG-06	W	F
11	1220 PM	1MRORV-06	W	F
12	215 PM	1MASRV-03	W	F
13	500 PM	PASSENGER	E	Р
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine) SW (Local and Industry Switch movements) EM (Snow, wreck, fire, and other emergency movements)

AUTHENTICATION:

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

Assistant General Manager

418 97 DATE

STATION PASSING REPORT FOR April 8, 1997 Train and Engine Movements through central Reno, Nevada Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	210 AM	1MRVRO-07	E	F
2	420 AM	1MRVKS-07	E	F
3	955 AM	10ACHZ2-08	E	F
4	1215 PM	10ANSF-07	E	F
5	330 PM	1MRVAS-08	E	F
6	125 AM	1MRORV-07	W	F
7	245 AM	1AKSRV-04	W	F
8	355 AM	1AKSOA-05	W	F
9	735 AM	1CHOAZ-06	W	F
10	350 PM	1UPBKG-07	W	F
11	1038 AM	PASSENGER	W	Р
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine) SW (Local and Industry Switch movements) EM (Snow, wreck, fire, and other emergency movements)

AUTHENTICATION:

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

419197 DATE

STATION PASSING REPORT FOR April 9, 1997 Train and Engine Movements through central Reno, Nevada Twenty-four hour period

Reno Time (Est)	Train/Engine ID	Direction	Type*
1 225 AM	1MRVRO-K08	E	F
2 1100 AM	10ACHZ-09	E	F
3 130 PM	10ANSF-08	E	F
4 525 PM	1MRVAS-09	E	F
5 1130 PM	1MRVRO-K00	E	F
6 225 AM	1CHOAZ-07	W	F
7 210 PM	1MRORV-K08	W	F
8 245 PM	1AKSOA-06	W	F
9 610 PM	1SKTAC-08	W	F
10 950 PM	1MASRV-05	W	F
11 1030 PM	1AKSRV-05	W	F
12 505 PM	PASSENGER	E	Р
13 1005 AM	YARD ENGINE	W	SW
14 1140 AM	YARD ENGINE	E	SW
15 453 PM - 605 PM	HELPER ENGINE	N/A	LE
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine) SW (Local and Industry Switch movements) EM (Snow, wreck, fire, and other emergency movements)

AUTHENTICATION:

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

Assistant General Manager

4/10/97 DATE

STATION PASSING REPORT FOR April 10, 1997 Train and Engine Movements through central Reno, Nevada Twenty-four hour period

Reno Time (Est)	Train/Engine ID	Direction	Type*
1 1150 AM	10ACHZ-10	E	F
2 320 PM	1RIGVC-07	E	F
3 350 PM	1MRVRO-10	E	F
4 810 PM	1BKOGG-10	E	F
5 830 PM	10ANSF-09	E	F
6 255 AM	1CHOAZ-08	W	F
7 655 AM	1AKSOA-07	W	F
8 130 PM	1AKSRV-06	W	F
9 310 PM	1SKTAC-09	W	F
0 453 PM	1UPTZO-09	W	F
1 920 PM	1MRORV-K09	W	F
2 940 PM	1MASRV-06	W	F
3 1218 PM	PASSENGER	W	P
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine) SW (Local and Industry Switch movements) EM (Snow, wreck, fire, and other emergency movements)

AUTHENTICATION:

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

4/11/97 DATE

STATION PASSING REPORT FOR April 11, 1997 Train and Engine Movements through central Reno, Nevada Twenty-four hour period

Reno Time (Est)	Train/Engine ID	Direction	Type*
1 117 AM	1MRVAS-10	Ē	F
2 950 AM	1MRVAS-11	E	F
3 1000 AM	10ACHZ-11	E	F
4 655 PM	10ANSF-10	E	F
5 815 PM	1BKOGG-11	E	F
6 355 AM	1AKSOA-08	W	F
7 410 AM	1CHOAZ3-09	W	F
8 115 PM	1AKSRV-07	W	F
9 530 PM	1MRORV-K10	W	F
0 1050 PM	1AKSRV-08	W	F
1 1010 AM	PASSENGER	W	P
2 440 PM	PASSENGER	E	P
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine) SW (Local and Industry Switch movements) EM (Snow, wreck, fire, and other emergency movements)

AUTHENTICATION:

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

Assistant General Manager

14/97 DATE

STATION PASSING REPORT FOR April 12, 1997 Train and Engine Movements through central Reno, Nevada Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	620 AM	1MRVRO-11	E	F
2	830 AM	10ANSF-11	E	F
3	1035 AM	10ACHZ-12	E	F
	1210 PM	1TASKC-10	E	F
5	345 PM	1MRVKS-11	E	F
6	515 AM	1AKSOA-09	W	F
7	605 AM	1CHOAZ-10	W	F
8	1140 AM	1MRORV-11	W	F
9	435 PM	1MASRV-08	W	F
10	425 PM	PASSENGER	E	Р
11	645 PM	YARD ENGINE	W	SW
12	805 PM	YARD ENGINE	E	SW
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine) SW (Local and Industry Switch movements) EM (Snow, wreck, fire, and other emergency movements)

AUTHENTICATION:

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

14197 DATE

STATION PASSING REPORT FOR April 13, 1997 Train and Engine Movements through central Reno, Nevada Twenty-four hour period

Reno Time (Est)	Train/Engine ID	Direction	Type*
1 325 AM	1TZUPG-12	E	F
2 650 AM	1MRVAS-12	E	F
3 1005 AM	1MRVRO-K12	E	F
4 1130 AM	10ANSF-12	E	F
5 150 PM	10ACHZ-13	E	F
6 425 PM	2BKOGG-11	E	F
7 535 PM	1MRVAS-13	E	F
8 725 PM	1MRVKS-12	E	F
9 745 PM	1TASKC-12	E	F
10 115 AM	1CPPMC-11	W	F
11 240 AM	1MRORV-12	W	F
12 520 AM	1CHOAZ-11	W	F
13 610 AM	1AKSOA-10	W	F
14 1120 AM	1AKSRV-09	W	F
15 315 PM	2MRORV-11	W	F
16 350 PM	1UPPYG-12	W	F
17 1056 AM	PASSENGER	W	Р
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine) SW (Local and Industry Switch movements) EM (Snow, wreck, fire, and other emergency movements)

AUTHENTICATION:

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

Assistant General Manager

4/14/97 DATE

STATION PASSING REPORT FOR April 14, 1997 Train and Engine Movements through central Reno, Nevada Twenty-four hour period

Reno Time (Est)	Train/Engine ID	Direction	Type*
1 200 AM	1MRVRO-13	E	F
2 105 PM	2MRVRO-13	E	F
3 510 PM	10ANSF-13	E	F
4 520 PM	1RIGVC-13	E	F
5 555 PM	1MRVKS-13	E	F
6 1155 PM	1MRVAS-14	E	F
7 545 AM	1AKSRV-10	W	F
8 840 AM	1CHOAZ-12	W	F
9 1125 AM	1AKSOA-11	W	F
0 428 PM	PASSENGER	E	Р
1 415 AM - 535 AM	HELPER ENGINE	N/A	LE
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine) SW (Local and Industry Switch movements) EM (Snow, wreck, fire, and other emergency movements)

AUTHENTICATION:

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

HIIS 97

STATION PASSING REPORT FOR April 15, 1997 Train and Engine Movements through central Reno, Nevada Twenty-four hour period

	Reno Time (Est)	Frain/Engine ID	Direction	Type*
1	1125 AM	10ACHZ2-15	E	F
2	345 PM	1MRVRO-14	E	F
3	525 PM	10ANSF-14	E	F
	210 AM	1SKTAC-14	W	F
	345 AM	1CHOAZ-13	W	F
	740 AM	1AKSRV-11	W	F
	255 PM	1AKSOA-12	W	F
	800 PM	1MASRV-11	W	F
	840 PM	2AKSOA-12	W	F
	1040 PM	1MRORV-K13	W	F
	1037 PM	PASSENGER	W	p
12	1105 AM	YARD ENGINE	W	SW
13	115 PM	YARD ENGINE	E	SW
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine) SW (Local and Industry Switch movements) EM (Snow, wreck, fire, and other emergency movements)

AUTHENTICATION:

8.

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

4/16/97 DATE

STATION PASSING REPORT FOR April 16, 1997 Train and Engine Movements through central Reno, Nevada Twenty-four hour period

Reno Time (Est)	Train/Engine ID	Direction	Type*
1 300 AM	1MRVAS-15	E	F
2 1105 AM	10ACHZ-16	E	F
3 340 PM	1IOAKS-15	E	F
4 525 PM	1MRVAS-16	E	F
5 915 PM	1PYUPG-15	E	F
6 205 AM	1AKSOA-13	W	F
7 410 AM	1CHOAZ-14	W	F
8 545 AM	1MASRV-10	W	F
9 155 PM	1MRORV-14	W	F
10 325 PM	1MRORV-15	W	F
11 535 PM	1SKTAC-15	W	F
12 430 PM	PASSENGER	E	Р
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine) SW (Local and Industry Switch movements) EM (Snow, wreck, fire, and other emergency movements)

AUTHENTICATION:

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

4/ 17/97 DATE

STATION PASSING REPORT FOR April 17, 1997 Train and Engine Movements through central Reno, Nevada Twenty-four hour period

Reno Time (Est)	Train/Engine ID	Direction	Type*
1 1050 AM	10ACHZ-17	E	F
2 200 PM	1IOAKS-16	E	F
3 510 PM	1MRVRO-16	E	F
4 940 PM	1MRVKS-17	E	F
5 125 AM	1UPBKG-15	W	F
6 413 AM	1CHOAZ-15	W	F
7 535 AM	1AKSOA-14	W	F
8 1045 AM	1AKSRV-13	W	F
9 100 PM	1MRORV-16	W	F
10 1010 PM	1MASRV-12	W	F
1 1030 AM	PASSENGER	W	Р
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine) SW (Local and Industry Switch movements) EM (Snow, wreck, fire, and other emergency movements)

AUTHENTICATION:

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

4/18/97 DATE

STATION PASSING REPORT FOR April 18, 1997 Train and Engine Movements through central Reno, Nevada Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	340 AM	1TASKC-15	E	F
	116 PM	10ACHZ-18	E	F
	450 PM	1MRVRO-17	E	F
	745 PM	1IOAKS-17	E	F
	520 AM	1CHOAZ-16	W	F
	610 AM	1AKSRV-14	W	F
	1050 AM	1AKSOA-15	W	F
	150 PM	1MASRV-12	W	F
	705 PM	1UPBKG-18	W	F
	1045 PM	1MRORV-17	W	F
	1040 AM	PASSENGER	W	P
	610 PM	PASSENGER	E	P
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine) SW (Local and Industry Switch movements) EM (Snow, wreck, fire, and other emergency movements)

AUTHENTICATION:

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

Assistant General Manager

4121197 DATE

STATION PASSING REPORT FOR April 19, 1997 Train and Engine Movements through central Reno, Nevada Twenty-four hour period

Reno Time (Est)	Train/Engine ID	Direction	Type*
1 300 AM	1MRVKS-18	E	F
2 715 AM	1MRVAS-18	E	F
3 1045 AM	10ACHZ-19	E	F
4 110 PM	1RIGVC-18	E	F
5 325 PM	1IOAKS-18	E	F
6 450 PM	1MRVRO-18	E	F
7 1050 PM	1MRVAS-19	E	F
8 1125 PM	1MRVKS-19	E	F
9 255 AM	1AKSCA-16	W	F
10 525 AM	1CHOAZ-17	W	F
11 620 AM	1AKSRV-15	W	F
12 635 AM	1MASRV-14	W	F
13 400 PM	1UPTZG-19	W	F
14 535 PM	1UPTJG-18	W	F
15 825 PM	1MASRV-15	W	F
16 425 PM	PASSENGER	E	Р
17 830 AM	YARD ENGINE	W	SW
18 905 AM	YARD ENGINE	E	SW
19 800 PM	YARD ENGINE	W	SW
20 940 PM	YARD ENGINE	E	SW
21			
22			
23			

*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine) SW (Local and Industry Switch movements) EM (Snow, wreck, fire, and other emergency movements)

AUTHENTICATION:

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

Assistant General Manager

4121197 DATE

STATION PASSING REPORT FCR April 20, 1997 Train and Engine Movements through central Reno, Nevada Twenty-four hour period

Reno Time (Est)	Train/Engine ID	Direction	Type*
1 1035 AM	10ACHZ-20	E	F
2 1105 AM	110AKS-19	E	F
3 1200 PM	1TASKC-18	E	F
4 420 PM	1MRVRO-19	E	F
5 945 PM	1RIGVC-19	E	<u>F</u>
6 125 AM	1AKSOA-17	W	F
7 535 AM	1CHOAZ-18	W	F
8 1145 AM	1MRORV-18	W	F
9 255 PM	1MASRV-16	W	F
10 625 PM	1SKTAC-19	W	F
11 1013 AM	PASSENGER	W	Р
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine) SW (Local and Industry Switch movements) EM (Snow, wreck, fire, and other emergency movements)

AUTHENTICATION:

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

4/21/97

STATION PASSING REPORT FOR April 21, 1997 Train and Engine Movements through central Reno, Nevada Twenty-four hour period

Reno Time (Est)	Train/Engine ID	Direction	Type*
1 540 AM	1BKOGG-19	E	F
2 825 AM	1MRVAS-20	E	F
3 1030 AM	1IOAKS-20	E	F
4 325 PM	1RIGVC-20	E	F
5 400 PM	1MRVRO-K20	E	F
6 450 PM	1TASKC-20	E	F
7 940 PM	1MRVKS-20	E	F
8 300 AM	1CHOAZ-19	W	F
9 730 AM	1AKSOA-18	W	F
10 1155 AM	1BGRSC-19	W	F
11 135 PM	1MRORV-19	W	F
12 335 PM	1UPBKG-20	W	F
13 505 PM	1AKSRV-17	W	F
4 900 PM	1MASRV-17	W	F
5 408 PM	PASSENGER	E	P
6 445 PM - 505 PM	HELPER ENGINE	N/A	LE
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine) SW (Local and Industry Switch movements) EM (Snow, wreck, fire, and other emergency movements)

AUTHENTICATION:

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

Assistant General Manager

4/22/97

STATION PASSING REPORT FOR April 22, 1997 Train and Engine Movements through central Reno, Nevada Twenty-four hour period

Reno Time (Est)	Train/Engine ID	Direction	Type*
1 405 AM	1TZUPG-21	E	F
2 610 AM	1MRVKS-21	E	F
3 855 AM	1MRVRO-21	E	F
4 900 AM	1TJUPG-21	E	F
5 1050 AM	1ZOACH2-22	E	F
6 1250 PM	1IOAKS-21	E	F
7 220 AM	1AKSOA-19	W	F
8 525 AM	1CHL 12-20	W	F
9 620 AM	1AKSK 18	W	F
10 800 PM	1MRORV-21	W	F
11 1035 PM	1UPPYG-22	W	F
12 1022 AM	PASSENGER	W	P
13 530 PM	YARD ENGINE	W	SW
14 730 PM	YARD ENGINE	E	SW
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*Type: F (Freight, P (Passenger) W (Work) D (Detour) LE (Light Engine) SW (Local and Industry Switch movements) EM (Snow, wreck, fire, and other emergency movements)

AUTHENTICATION:

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

4/23/97

STATION PASSING REPORT FOR April 23, 1997 Train and Engine Movements through central Reno, Nevada Twenty-four hour period

Reno Time (Est)	Train/Engine ID	Direction	Type*
1 1010 AM	1MRVRO-22	E	F
2 1115 AM	1ZOACH-23	E	F
3 135 PM	1IOAKS-22	E	F
4 230 PM	1MRVKS-22	E	F
5 1140 PM	1MRVKS-23	E	F
6 200 AM	1AKSRV-19	W	F
7 305 AM	1AKSOA-20	W	F
8 500 AM	1ZGIOA1-21	W	F
9 615 AM	1MRORV-21	W	F
10 455 PM	1SKTAC-21	W	F
11 835 PM	1CPPMC-22	W	F
12 1100 PM	1MRORV-22	W	F
13 430 PM	PASSENGER	E	Р
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine) SW (Local and Industry Switch movements)

EM (Snow, wreck, fire, and other emergency movements)

AUTHENTICATION:

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

Assistant General Manager Transportation Service Center

124197

STATION PASSING REPORT FOR April 24, 1997 Train and Engine Movements through central Reno, Nevada Twenty-four hour period

Reno Time (Est)	Train/Engine ID	Direction	Type*
1 335 AM	1MRVRO-K23	E	F
2 1120 AM	1ZOACH-24	E	F
3 1135 AM	1BKOGG-23	E	F
4 615 PM	1IOAKS-23	E	F
5 1115 PM	1MRVKS-24	E	F
6 250 AM	1ZGIOAZ-22	W	F
7 450 AM	1AKSOA-21	W	F
8 600 AM	1AKSRV-20	W	F
9 410 PM	1SKTAC-23	W	F
10 620 PM	1MRORV-K23	W	F
11 840 PM	1UPBKG-23	W	F
12 1105 PM	1MRORV-23	W	F
13 1050 AM	PASSENGER	W	Р
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine) SW (Local and Industry Switch movements)

EM (Snow, wreck, fire, and other emergency movements)

AUTHENTICATION:

(ma.

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

STATION PASSING REPORT FOR April 25, 1997 Train and Engine Movements through central Reno, Nevada Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
	1110 AM	1IOAKS-24	E	F
2	105 PM	1ZOACH-25	E	F
3		1PYUPG-24	E	F
4	on of the	1ZGIOA3-23	W	F
5	345 PM	1AKSOA-22	W	F
6	520 PM	1MASRV-20	W	F
7	1050 PM	1MRORV-24	W	F
8	1005 AM	PASSENGER	W	P
9	450 PM	PASSENGER	E	P
10	1120 AM	YARD ENGINE	W	SW
	120 PM	YARD ENGINE	E	SW
	357 AM - 442 AM	HELPER ENGINE	N/A	LE
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine) SW (Local and Industry Switch movements)

EM (Snow, wreck, fire, and other emergency movements)

AUTHENTICATION:

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

4/28/97

STATION PASSING REPORT FOR April 26, 1997 Train and Engine Movements through central Reno, Nevada Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	110 AM	1MRVKS-25	E	F
2	420 AM	1MRVRO-K24	E	F
3	1055 AM	1IOAKS-25	E	F
4	1105 AM	1ZOACH-26	E	F
5	450 PM	1MRVRO-25	E	F
6	1135 PM	1MRVKS-26	E	F
7	1220 AM	1AKSRV-21	W	F
8	245 AM	1AKSRV-22	W	F
9	915 AM	1ZCHOA-24	W	F
10	1120 AM	1MRORV-K25	W	F
11	835 PM	1AKSOA-23	W	F
	910 PM	1CPPMC-25	W	F
13	320 PM	PASSENGER	E	Р
14				
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine) SW (Local and Industry Switch movements)

EM (Snow, wreck, fire, and other emergency movements)

AUTHENTICATION:

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

4/28/97 DATE
STATION PASSING REPORT FOR April 27, 1997 Train and Engine Movements through central Reno, Nevada Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	1250 AM	1TASKC-24	E	F
2	130 AM	1MRVRO-26	E	F
3		1ZOACH-27	E	F
4	330 PM	1MRVAS-27	E	F
5	855 PM	1IOAKS-26	E	F
6	925 PM	1RIGVC-24	E	F
7	140 AM	1ZCHOA-25	W	F
8	340 AM	1AKSOA-24	W	F
9	205 PM	1AKSRV-23	W	F
10	710 PM	1MRORV-K26	W	F
	810 PM	2MRORV-26	W	F
	945 PM	1AKSRV-24	W	F
	1050 AM	PASSENGER	W	P
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine) SW (Local and Industry Switch movements) EM (Snow, wreck, fire, and other emergency movements)

AUTHENTICATION:

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

4128197 DATE

Assistant General Manager Transportation Service Center

STATION PASSING REPORT FOR April 28, 1997 Train and Engine Movements through central Reno, Nevada Twenty-four hour period

Reno Time (Est)	Train/Engine ID	Direction	Type*
1 1220 AM	1MRVRO-27	E	F
2 915 AM	1RIGVC-25	E	F
3 100 PM	1IOAKS-27	E	F
4 600 PM	1MRVKS-27	E	F
5 815 PM	1TASKC-27	E	F
6 150 AM	1ZCHOA-26	W	F
7 445 AM	1AKSOA-25	W	F
8 725 AM	1MASRV-22	W	F
9 925 AM	1UPTZG-27	W	F
10 340 PM	1UPTJG-27	W	F
11 630 PM	1MRORV-27	W	F
12 825 PM	1MASRV-K24	W	F
13 424 PM	PASSENGER	E	Р
14 900 AM	YARD ENGINE	W	SW
15 1045 AM	YARD ENGINE	E	SW
16 110 AM - 206 AM	HELPER ENGINE	N/A	LE
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine) SW (Local and Industry Switch movements)

EM (Snow, wreck, fire, and other emergency movements)

AUTHENTICATION:

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

Assistant General Manager Transportation Service Center

29/97

STATION PASSING REPORT FOR April 29, 1997 Train and Engine Movements through central Reno, Nevada Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	1225 AM	1IOAKS-28	E	F
2	405 AM	1MRVRO-28	E	F
3	1120 AM	1ZOACH2-29	E	F
4		1BKOGG-28	E	F
5	1135 PM	1MRVKS-28	E	F
6	405 AM	1ZCHOA-27	W	F
	450 AM	1AKSOA-26	W	F
8	605 AM	1AKSRV-25	W	F
9	130 PM	1MRORV-25	W	F
10		1UPBKG-29	W	F
11	1030 PM	1SKTAC-28	W	F
12	1044 AM	PASSENGER	W	P
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine) SW (Local and Industry Switch movements)

EM (Snow, wreck, fire, and other emergency movements)

AUTHENTICATION:

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

Assistant General Menager Transportation Service Center

4130197

STATION PASSING REPORT FOR April 30, 1997 Train and Engine Movements through central Reno, Nevada Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	730 AM	1MRVKS-29	E	F
2	1115 AM	1ZOACH-30	E	F
3	1220 PM	1MRVRO-29	E	F
4	325 PM	1IOAKS-29	E	F
5	635 PM	1MRVAS-30	E	F
6	725 PM	1TZUPG-29	E	F
7	130 AM	1AKSOA-27	W	F
8	230 AM	1ZGIOA-28	W	F
9	405 AM	1AKSRV-26	W	F
10	1145 AM	1MACRV-K25	W	F
11	630 PM	1MRORV-29	W	F
12	500 PM	PASSENGER	E	Р
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*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine) SW (Loca' and Industry Switch movements)

EM (Snow, wreck, fire, and other emergency movements)

AUTHENTICATION:

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

Assistant General Manager Transportation Service Center

DATE

TRANSPORTATION RESEARCH AEI SCANNER TRAIN HISTORY SUMMARY FOR SCANNER #359-SOUTH WICHTTA FOR PERIOD 04/01/97-04/30/97

DATE	THRU
DATE 04/01/97 04/02/97 04/03/97 04/05/97 04/05/97 04/06/97 04/06/97 04/08/97 04/09/97 04/10/97 04/10/97 04/12/97 04/13/97 04/15/97 04/15/97 04/15/97 04/16/97 04/17/97 04/18/97 04/19/97 04/20/97 04/22/97	TRAINS 5 6 7 3 4 4 1 6 4 4 5 3 3 7 4 9 2 4 1 3 4
04/22/97 04/23/97 04/24/97 04/25/97	
04/25/97 04/26/97 04/27/97 04/28/97 04/29/97 04/30/97	5 3 5 5 2 2 5 3

*TOTAL 97

122

** AVG THRU TRN 4.07

TOTAL

122 A)) ss.

VERIFICATION

STATE OF NEBRASKA

Clyde Anderson, being first duly sworn, deposes and says that he has read the foregoing document, knows the facts asserted therein, and that the same are true as stated:

Clyde Anderson

1997.

SUBSCRIBED AND SWORN to before me this 1st day of



ma Notary ublic

TRANSPORTATION RESEARCH AEI SCANNER TRAIN HISTORY DETAIL REPORT FOR SCANNER #359-SOUTH WICHTTA FOR PERIOD 04/01/97-04/30/97

DATE	TIME	SEQ	TRAIN	TRN	TRAIN TYPE	D I R
			INAIN			-
04/01/97	0430	3828	FWWT 31	т	THROUGH	N
04/01/97	0635	3829	LVB55 01	L	ARK CIY LOC	S
04/01/97	0945	3830	YWH55 01	Y	YARD/WORK	S
04/01/97	1021	3831	LV055 01	L	THROUGH	S
04/01/97	1116	3832	YWH55 01	Y	YARD/WORK	N
04/01/97	1240	3833	LVB55 01	L	ARK CTY LOC	N
04/01/97	1451	3834	OWICK 01	0	THROUGH	N
04/01/97	1519	3835	WOWIWT 01	W	YARD/WORK	S
04/01/97	1659	3836	MWIFW 01	T	THROUGH	S
04/01/97	1955	3837	OWICK 01	0	THROUGH	S
04/02/97	0012	3838	CHSBT 28	С	THROUGH	N
04/02/97	0621	3839	FWWT 01	T	THROUGH	N
04/02/97	0642	3840	LVB55 02	L	ARK CTY LOC	S
04/02/97	1252	3841	YWH55 02	Y	YARD/WORK	S
04/02/97	1709	3842	YWH55 02	Y	YARD/WORK	N
04/02/97	1909	3844	MWIFW 02	т	THROUGH	S
04/02/97	2106	3845	GLCMGV 29	G	THROUGH	S
04/02/97	2156	3846	GSCOBE 31	G	THROUGH	S
04/02/97	2323	3847	YWH62 02	Y	YARD/WORK	S
04/02/97	2329	3848	LV054 02	L	THROUGH	N
04/03/97	0011	3849	YWH62 02	Y	YARD/WOLK	N
Y03/97	0020	3850	GSGVSI 30	G	THROUGH	N
-/03/97	0630	3851	LVB55 03	L	ARK CIY LOC	S
04/03/97	0702	3852	GSGVWI 30	G	THROUGH	N
04/03/97	0928	3854	WOWIWT 03	W	YARD/WORK	N
04/03/97	0953	3855	YWH55 03	Y	YARD/WORK	S
04/03/97	0959	3856	LVB55 03	L	ARK CTY LOC	N
04/03/97	1017	3857	WOWIWI 03	W	YARD/WORK	S
04/03/97	1124	3858	YWH55 03	Y	YARD/WORK	N
04/03/97	1137	3859	FWWT 02	T	THROUGH	N
04/03/97	1202	3860	LV055 03	L	THROUGH	S
04/03/97	1619 1713	3862	OCKWI 03	0	THROUGH	N
04/03/97 04/03/97	2044	3863 3864	MWIFW 03 OWICK 03	Т	THROUGH	S
04/03/97	2237	3865	YWH62 03	Y	THROUGH	S
04/03/97	2328	3866	YWH62 03	X	YARD/WORK	S
04/04/97	0529	3867	FWWT 03	Ť	YARD/WORK	N
04/04/97	0639	3868	LVB55 04	L	THROUGH ARK CTY LOC	N S
04/04/97	1017	3870	YWH55 04	Y	YARD/WORK	S
04/04/97	1137	3871	YWH55 04	Y	YARD/WORK	N
04/04/97	1437	3873	LVB55 04	L	ARK CTY LOC	N
04/04/97	1725	3874	YWH55 04	Y	YARD/WORK	S
04/04/97	1823	3875	GSWIAM 04	G	TUDOITU	S
04/04/97	1949	3876	YWH55 04	¥ -	YARD/WORK	N
04/04/97	2046	3877	MWIFW 04	T	THROUGH	S
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PROGRAM: FPAN127.FOCUS.EXEC(AEIHIST-WHTA-4) 05/01/97 07.32.38

TRANSPORTATION RESEARCH AEI SCANNER TRAIN FUSIORY DETAIL REPORT FOR SCANNER #359-SOUTH WICHTTA FOR PERIOD 04/01/97-04/30/97

n

DATE	TIME	SEQ	TRAIN		TRN	TRAIN TYPE	D I R
							-
04/04/97	2303	3878	YWH62	04	Y	YARD/WORK	S
04/04/97	2324	3879	YWH62	04	Y	YARD/WORK	N
04/05/97	0110	3880	LV054	04	L	THROUGH	N
04/05/97	0630	3881	LVB55	05	L	ARK CTY LOC	S
04/05/97	1005	3882	GIWILD	03	G	THROUGH	S
04/05/97	1018	3883		05	Y	YARD/WORK	S
04/05/97	1045	3884	LVB55	05	L	ARK CIY LOC	N
04/05/97	1127	3885	YWH55	05	Y	YARD/WORK	N
04/05/97	1149	3886	IN055	05	L	THROUGH	S
04/05/97	1629	3887	WOWIWT	05	W	YARD/WORK	N
04/05/97	2207	3888	YWH62	05	Y	YARD/WORK	S
04/05/97	2306	3889	YWH62	05	Y	YARD/WORK	N
04/05/97	2321	3890	MWIFW	05	т	THROUGH	S
04/06/97	0151	3891	FWWT	04	т	THROUGH	N
04/06/97	0612	3892	GLBYHO :	31	G	THROUGH	S
04/06/97	0808	3893	WOWIWT	06	W	YARD/WORK	S
04/06/97	0949	3894	YWH55	06	Y	YARD/WORK	S
04/06/97	1032	3895		06	Y	YARD/WORK	N
04/06/97	1758	3896	MSICKX	06	т	THROUGH	S
04/06/97	2117	3897	MWITFW	06	T	THROUGH	S
Q4/06/97	2205	3898	YWH60	06	Y	YARD/WORK	S
5 106/97	2248	3899		06	Y	YARD/WORK	N
/07/97	0313	3900	FWWI	06	T	THROUGH	N
04/07/97	0628	3901		07	L	ARK CIY LOC	S
04/07/97	0903	3902		07	W	YARD/WORK	S
04/07/97	1034	3903		07	Y	YARD/WORK	S
04/07/97	1209	3904		07	Y	YARD/WORK	N
04/07/97	1443	3905		07	L	ARK CIY LOC	N
04/07/97	2100	3906	YWH62	07	Y	YARD/WORK	N
04/08/97	0044	3907	MWIFW	07	т	THROUGH	S
04/08/97	0636	3908	LVB55	80	L	ARK CIY LOC	S
04/08/97	1059	3909		80	Y	YARD/WORK	S
04/08/97	1149	3910		08	L	ARK CIY LOC	N
04/08/97	1203	3911		08	L	THROUGH	S
04/08/97	1302	3912	YWH55	08	Y	YARD/WORK	N
04/08/97	1434	3913	FWWI	07	T	THROUGH	N
04/08/97	1633	3914	OCKWI	80	0	THROUGH	N
04/08/97	2216	3915	MWIFW	08	т	THROUGH	S
04/08/97	2300	3916		03	G	THROUGH	S
04/08/97	2345	3917	YWH62	08	Y ·	YARD/WORK	S
04/09/97	0026	3918	YWH62	80	Y	YARD/WORK	N
04/09/97	0055	3919	OWICK (08	0	THROUGH	S
04/09/97	0634	3920	LVB55 (09	L	ARK CIY LOC	S
04/09/97	0751	3921		05	G -	THROUGH	N
04/09/97	0925	3922	YWH55 (09	Y	YARD/WORK	S

TRANSPORTATION RESEARCH AEI SCANNER TRAIN HISTORY DETAIL REPORT FOR SCANNER #359-SOUTH WICHTTA FOR PERIOD 04/01/97-04/30/97

DATE	TIME	SEQ	TRAIN		TRN CAT	TRAIN TYPE	DIR
04 /00 /07	1020	3923	LVB55	09	L	ARK CTY LOC	N
04/09/97	1126	3923	YWH55	09	Ŷ	YARD/WORK	N
04/09/97 04/09/97	2045	3925	MFWWT	08	Ť	THROUGH	N
04/09/97	2142	3926	MWIFW	09	Ť	THROUGH	5
	2316	3927	YWH62	09	Ŷ	YARD/WORK	5
04/09/97			YWH62	09	Ŷ	YARD/WORK	ì
04/09/97	2348	3928	LV054	09	L	THROUGH	i
04/10/97	0111	3929	MFWWI	09	T	THROUGH	i
04/10/97	0447	3930			L	ARK CTY LOC	
04/10/97	0638	3931	LVB55	10 10	Ŷ		
04/10/97	0947	3932	YWH55			YARD/WORK	1
04/10/97	1108	3933	YWH55	10	Y	YARD/WORK	
04/10/97	1232	3934	LVB55	10	L	ARK CTY LOC	1
04/10/97	1241	3935	LV055	10	L	THROUGH	-
04/10/97	1822	3936	MWIFW	10	T	THROUGH	-
04/11/97	0416	3937	GLCCGV		G	THROUGH	-
04/11/97	0534	3938	GSGVBY	08	G	THROUGH	1
04/11/97	0658	3939	LVB55	11	L	ARK CTY LOC	-
04/11/97	0732	3940	MFWWT	10	Т	THROUGH	1
04/11/97	0850	3941	YWH55	11	Y	YARD/WORK	:
04/11/97	1043	3942	YWH55	11	Y	YARD/WORK	:
04/11/97	1107	3943	YWH55	11	Y	YARD/WORK	1
¥11/97	1117	3944	WOWIWT	10	W	YARD/WORK	1
/11/97	1201	3945	YWH55	11	Y	YARD/WORK	1
04/11/97	1414	3946	YWH55	11	Y	YARD/WORK	:
04/11/97	1503	3947	LVB55	11	L	ARK CTY LOC	1
04/11/97	1635	3948	YWH55	11	Y	YARD/WORK	1
04/11/97	1752	3949	MWITEW	11	т	THROUGH	:
04/11/97	2303	3950	YWH62	11	Y	YARD/WORK	:
04/11/97	2333	3951	YWH62	11	Y	YARD/WORK	1
04/11/97	2339	3952	LV054	11	L	THROUGH	1
04/12/97	0635	3953	LVB55	12	L	ARK CTY LOC	:
04/12/97	0806	3954	MEWNT	11	Т	THROUGH	1
04/12/97	1020	3955	LVB55	12	I,	ARK CTY LOC	1
04/12/97	1108	3956	LV055	12	L	THROUGH	:
04/12/97	1141	3957	YWH55	12	Ŷ	YARD/WORK	-
04/12/97	1215	3958	YWH55	12	Ŷ	YARD/WORK	1
04/12/97	1542	3959	MWIFW	12	Ť	THROUGH	
04/12/97	2221	3960	YWH62	12	Ŷ	YARD/WORK	-
04/12/97	2304	3961	YWH62	12	Ŷ	YARD/WORK	j
	0928	3962	MFWWT	12	T -	THROUGH	i
04/13/97			YWH55	13	Ŷ	YARD/WORK	
04/13/97	1052	3963 3964	YWH55	13	Y	YARD/WORK	1
04/13/97	1157						;
04/13/97	1350	3965	GEMYSI	11	G	THROUGH	
04/13/97	1827	3966	MWITW	13	T -	THROUGH	-
04/13/97	2104	3967	YWH60	13	Y	YARD/WORK	:

PAGE

3

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TRANSPORTATION RESEARCH AEI SCANNER TRAIN HISTORY DETAIL REPORT FOR SCANNER #359-SOUTH WICHTTA FOR PERIOD 04/01/97-04/30/97

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DATE	TIME	SEQ	TRAIN	TRN	TRAIN TYPE	D I R
04/13/97	2125	3968	YWH60 13	Y	YARD/WORK	N
04/14/97	0629	3969	LVB55 14	L	ARK CIY LOC	S
04/14/97	0940	3970	LVB55 14	L	ARK CTY LOC	N
04/14/97	1000	3971	YWH55 14	Y	YARD/WORK	S
04/14/97	1126	3972	YWH55 14	Y	YARD/WORK	N
04/14/97	1221	3973	GSSIHO 13	G	THROUGH	S
04/14/97	1326	3974	GEGVSI 08	G	THROUGH	N
04/14/97	2201	3975	YWH62 14	Y	YARD/WORK	S
04/14/97	2230	3976	YWH62 14	Y	YARD/WORK	N
04/14/97	2319	3977	MFWWT 14	т	THROUGH	N
04/15/97	0037	3978	LV054 14	L	THROUGH	N
04/15/97	0450	3979	GSBYGV 13	G	THROUGH	S
04/15/97	0647	3980	LVB55 15	L	ARK CTY LOC	S
04/15/97	0715	3981	GECCSI 11	G	THROUGH	N
04/15/97	0937	3983	YWH55 15	Y	YARD/WORK	S
04/15/97	1103	3984	LV055 15	L	THROUGH	S
04/15/97	1113	3985	YWH55 15	Y	YARD/WORK	N
04/15/97	1208	3986	WBSIWT 12	W	YARD/WORK	N
04/15/97	1255	3987	IVB55 15	L	ARK CTY LOC	N
04/15/97	1531	3988	OCKWT 14	0	THROUGH	N
04/15/97	1704	3989	MWIFW 15	т	THROUGH	S
Y15/97	2007	3990	OWICK 15	0	THROUGH	S
/15/97	2358	3991	YWH62 15	Y	YARD/WORK	S
04/16/97	0033	3992	YWH62 15	Y	YARD/WORK	N
04/16/97	0604	3993	MFWWT 15	T	THROUGH	N
04/16/97	0649	3994	LVB55 16	L	ARK CTY LOC	S
04/16/97	0903	3995	WWISTB 16	W	YARD/WORK	S
04/16/97	0926	3996	WWIWT 16	W	YARD/WORK	S
04/16/97	1015	3997	YWH55 16	Y	YARD/WORK	S
04/16/97	1116	3998	YWH55 16	Y	YARD/WORK	N
04/16/97	1150	3999	LVB55 16	L	ARK CTY LOC	N
04/16/97	1818	4000	GLOLLD 14	G	THROUGH	S
04/16/97	1924	4001	MWITHW 16	T	THROUGH	S
04/16/97	2250	4002	LV054 16	L	THROUGH	N
04/16/97	2305	4003	YWH62 16	Ŷ	YARD/WORK	S
04/16/97	2318	4004	YWH62 16	Ŷ	YARD/WORK	N
04/17/97	0002	4005	GLCCCC 14	Ĝ	THROUGH	S
04/17/97	0229	4006	GEGVSI 14	G	THROUGH	N
04/17/97	0638	4007	LVB55 17	L	ARK CTY LOC	S
04/17/97	0815	4008	MFWWT 16	T	THROUGH	N
04/17/97	0838	4009	GISIHO 16	G	THROUGH	S
04/17/97	1023	4010	YWH55 17	Y	YARD/WORK	S
04/17/97	1045	4011	YWH55 17	Ŷ	YARD/WORK	N
04/17/97	1102	4012	LV055 :17	L ~	THROUGH	S
	1119	4012	LVB55 17	L	ARK CIY LOC	N
04/17/97	1119	4015	1,000 1/	Т	And CII INC	IN

PAGE 4

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TRANSPORTATION RESEARCH AEI SCANNER TRAIN HISTORY DETAIL REPORT FOR SCANNER #359-SOUTH WICHTTA FOR PERIOD 04/01/97-04/30/97

							D
DATE	TIME	SEQ	TRAIN		CAT	TRAIN TYPE	I R
04/17/97	1219	4014	SFCFS	14	S	THROUGH	S
04/17/97	1534	4015	OCKWT	16	0	THROUGH	N
04/17/97	1852	4016	MWITW	17	т	THROUGH	S
04/17/97	2019	4017	OWICK	17	0	THROUGH	S
04/17/97	2257	4018	YWH62	17	Y	YARD/WORK	S
04/17/97	2316	4019	YWH62	17	Y	YARD/WORK	N
04/18/97	0637	4020	LVB55	18	L	ARK CIY LOC	S
04/18/97	0957	4021	YWH55	18	Y	YARD/WORK	S
04/18/97	1110	4022	YWH55	18	Y	YARD/WORK	N
04/18/97	1211	4023	MFWWT	17	т	THROUGH	N
04/18/97	1339	4024	LVB55	18	L	ARK CTY LOC	N
04/18/97	1453	4025	YWH55	18	Y	YARD/WORK	S
04/18/97	1634	4026	YWH55	18	Y	YARD/WORK	N
04/18/97	1711	4027	MWIFW	18	T	THROUGH	S
04/18/97	2304	4028	YWH62	18	Y	YARD/WORK	S
04/18/97	2335	4029	YWH62	18	Y	YARD/WORK	N
04/19/97	0203	4030	LV054	18	L	THROUGH	N
04/19/97	0630	4031	LVB55	19	L	ARK CTY LOC	S
04/19/97	1016	4032	LVB55	19	L	ARK CIY LOC	N
04/19/97	1030	4033	MFWWT	18	Т	THROUGH	N
04/19/97	1045	4034	YWH55	19	Y	YARD/WORK	S
Y19/97	1156	4035	LV055	19	L	THROUGH	S
/19/97	1205	4036	YWH55	19	Y	YARD/WORK	N
04/19/97	1614	4037	MWIFW	19	T	THROUGH	S
04/19/97	2156	4038	YWH62	19	Y	YARD/WORK	S
04/19/97	2247	4039	YWH62	19	Y	YARD/WORK	N
04/20/97	0931	4040	MAIMIO	20	W	YARD/WORK	N
04/20/97	1025	4041	MAIMIO	20	W	YARD/WORK	S
04/20/97	1037	4042	YWH55	20	Y	YARD/WORK	S
04/20/97	1106	4043	YWH55	20	Y	YARD/WORK	N
04/20/97	1620	4044	MWIFW,	20	T	THROUGH	S
04/20/97	2027	4045	YWH62	20	Y	YARD/WORK	S
04/20/97	2110	4046	YWH62	20	Y	YARD/WORK	N
04/21/97	0110	4047	MFWWT	20	T	THROUGH	N
04/21/97	0627	4048	LVB55	21	L	ARK CTY LOC	S
04/21/97	0929	4049	GISISA	19	G	THROUGH	S
04/21/97	0945	4050	YWH55	21	Y	YARD/WORK	S
04/21/97	1105	4051	LVB55	21	L	ARK CTY LOC	N
04/21/97	1113	4052		21	Y	YARD/WORK	N
04/21/97	2138	4053	LV054	21	L	THROUGH	N
04/21/97	2152	4054	YWH60	21	Y	YARD/WORK	S
04/21/97	2217	4055	YWH60	21	Y	YARD/WORK	N
04/22,97	0128	4056		21	т	THROUGH	N
04/22/97	0645	4057		22	L -	ARK CTY LOC	S
04/22/97	0925	4058	WIWIO	22	W	YARD/WORK	S

PAGE

5

PAGE 6

PROGRAM: FPAN127.FOCUS.EXEC(AETHIST-WHTA-4) 05/01/97 07.32.38

TRANSPORTATION RESEARCH AEI SCANNER TRAIN HISTORY DETAIL REPORT FOR SCANNER #359-SOUTH WICHTIA FOR PERIOD 04/01/97-04/30/97

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DATE	TIME	SEQ	TRAIN	TRN	TRAIN TYPE	IR
04/22/97	1022	4059	LVB55 22	L	ARK CTY LOC	N
04/22/97	1054	4060	YWH55 22	Y	YARD/WORK	S
04/22/97	1100	4061	LV055 22	L	THROUGH	S
04/22/97	1212	4062	YWH55 22	Y	YARD/WORK	N
04/22/97	1453	4063	OCKWI 22	0	THROUGH	N
04/22/97	1723	4064	MATTW 22	M	YARD/WORK	S
04/22/97	1925	4065	WWIWIO 22	W	YARD/WORK	N
04/22/97	1948	4066	OWICK 22	0	THROUGH	S
04/22/97	2257	4067	YWH62 22	Y	YARD/WORK	S
04/22/97	2323	4068	YWH62 22	Y	YAF J/WORK	N
04/23/97	0024	4069	GSGVSI 18	G	THROUGH	N
04/23/97	0641	4070	LVB55 23	L	ARK CTY LOC	S
04/23/97	0713	4071	MFWWT 22	т	THROUGH	N
04/23/97	1032	4072	YWH55 23	Y	YARD/WORK	S
04/23/97	1209	4073	YWH55 23	Y	YARD/WORK	N
04/23/97	1211	4074	LVB55 23	L	ARK CTY LOC	N
04/23/97	1750	4075	MWITW 23	T	THROUGH	S
04/23/97	1926	4076	MWITEWX 23	T	THROUGH	S
04/23/97	2203	4077	LV054 23	Ĺ	THROUGH	N
04/23/97	2311	4078	YWH62 23	Ŷ	YARD/WORK	S
04/23/97	2336	4079	YWH62 23	Ŷ	YARD/WORK	N
V24/97	0619	4080	MEWNT 23	Ť	THROUGH	N
/24/97	0651	4081	LVB55 24	L	ARK CIY LOC	S
04/24/97	0936	4082	GSWWWT 23	Ĝ	THROUGH	N
04/24/97	1038	4083	YWH55 24	¥	YARD/WORK	S
04/24/97	1143	4084	YWH55 24	Ŷ	YARD/WORK	N
04/24/97	1154	4085	LV055 24	Ĺ	THROUGH	S
04/24/97	1311	4086	LVB55 24	L	ARK CTY LOC	N
04/24/97	1326	4087	YWH52 24	Ŷ	YARD/WORK	S
	1337	4088	YWH55 24	Ŷ	YARD/WORK	s
04/24/97	1536	4088	YWH55 24	Ŷ	YARD/WORK	N
04/24/97			YWH52 24	Ŷ	YARD/WORK	N
04/24/97	1645	4090		Y		S
04/24/97	2240	4091	YWH62 24	T	YARD/WORK THROUGH	N
04/25/97	0416	4093	MEWNT 24	L		S
04/25/97	0640	4094	LVB55 25		ARK CIY LOC	
04/25/97	1033	4095	YWH55 25	Y	YARD/WORK	S
04/25/97	1100	4096	GSWIMY 24	G	THROUGH	S
04/25/97	1201	4097	YWH55 25	Y	YARD/WORK	N
04/25/97	1325	4098	LVB55 25	L	ARK CTY LOC	N
04,25/97	1450	4099	OWICK 25	0	THROUGH	S
04/25/97	1807	4100	MWIFW 25	T	THROUGH	S
04/25/97	2210	4101	LV054 25	L	THROUGH	N
04/25/97	2323	4102	YWH62 25	Y	YARD/WORK	S
04/26/97	0025	4103	YWH62 25	Y -	YARD/WORK	N
04/26/97	0222	4104	GEFWWA 25	G	THROUGH	N

TRANSPORTATION RESEARCH AEI SCANNER TRAIN HISTORY DETAIL REPORT FOR SCANNER #359-SOUTH WICHTTA FOR PERIOD 04/01/97-04/30/97

DATE	TIME	SEQ	TRAIN		RN	TRAIN TYPE	D I R
04/26/97	0638	4105	LVB55	25 I		ARK CTY LOC	s
04/26/97	0948	4106		25 I		THROUGH	N
04/26/97	1018	4107		26 I		ARK CTY LOC	N
04/26/97	1035	4108		26 Y		YARD/WORK	S
04/26/97	1117	4109		26 Y		YARD/WORK	N
04/26/97	1149	4110		26 L		THROUGH	S
04/26/97	1519	4111		26 T	•	THROUGH	S
04/26/97	1926	4112	GLOOMY 2	23 G		THROUGH	S
04/26/97	2243	4113	YWH62 2	26 Y		YARD/WORK	S
04/26/97	2313	4114	YWH62 2	26 Y		YARD/WORK	N
04/26/97	2340	4115	YWH62 2	26 Y		YARD/WORK	S
04/26/97	2348	4116	YWH62 2	26 Y		YARD/WORK	N
04/27/97	1002	4117	YWH55 2	27 Y		YARD/WORK	S
04/27/97	1100	4118	YWH55 2	27 Y		YARD/WORK	N
04/27/97	1521	4119	MFWWT 2	26 T		THROUGH	N
04/27/97	1731	4120	MWITEW 2	27 T		THROUGH	S
04/27/97	2115	4121	YWH55 2	27 Y		YARD/WORK	S
04/27/97	2140	4122	YWH55 2	27 Y		YARD/WORK	N
04/28/97	0703	4123	LVB55 2	28 L		ARK CIY LOC	S
04/28/97	0948	4124	YWH55 2	28 Y		YARD/WORK	S
04/28/97	1121	4125	YWH55 2	28 Y		YARD/WORK	N
(28/97	1140	4126	LVB55 2	28 I		ARK CTI LOC	N
./28/97	1711	4127	MWIFW 2	28 T		THROUGH	S
04/28/97	2144	4128		28 L		THROUGH	N
04/28/97	2224	4129	YWH62 2	28 Y		YARD/WORK	S
04/28/97	2239	4130		28 Y		YARD/WORK	N
04/29/97	0529	4131		28 T		THROUGH	N
04/29/97	0635	4132		29 L		ARK CTY LOC	S
04/29/97	1022	4133		29 L		THROUGH	S
04/29/97	1028	4134		29 Y		YARD/WORK	S
04/29/97	1141	4135		29 Y		YARD/WORK	N
04/29/97	1318	4136		29 L		ARK CTY LOC	N
04/29/97	1546	4137		29 0		THROUGH	N
04/29/97	1712	4138		29 T		THROUGH	S
04/29/97	2117	4139		29 0		THROUGH	S
04/29/97	2331	4140		29 Y		YARD/WORK	S
04/30/97	0004	4141		29 Y		YARD/WORK	N
04/30/97	0629	4142		29 T		THROUGH	N
04/30/97	0641	4143		30 L		ARK CTY LOC	S
04/30/97	1025	4144		30 Y		YARD/WORK	S
04/30/97	1112	4145		30 L		ARK CTY LOC	N
04/30/97	1138	4146		80 Y		YARD/WORK	N
04/30/97	1228	4147		26 G		THROUGH	S
04/30/97	1427	4148		80 Y		YARD/WORK	S
04/30/97	1538	4149	YWH55 3	80 Y		YARD/WORK	N

7

PAGE 8

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1

PROGRAM: FPAN127.FOCUS.TIXEC(AEIHIST-WHTA-4) 05/01/97 07.32.38

TRANSPORTATION RESEARCH AFI SCANNER TRAIN HISTORY DETAIL REPORT FOR SCANNER #359-SOUTH WICHTTA FOR PERIOD 04/01/97-04/30/97

DATE	TIME	SEQ	TRAIN		TRN	TRAIN TYPE	D I R
							-
04/30/97	1800	4150	MWITEW	30	т	THROUGH	S
04/30/97	2251	4151	YWH62	30	Y	YARD/WORK	S
04/30/97	2311	4152	YWH62	30	Y	YARD/WORK	N