

STB FD 32760 5-20-96 D 84076

PAT ROBERTS
1ST DISTRICT, KANSAS

AGRICULTURE COMMITTEE
CHAIRMAN

HOUSE OVERSIGHT
COMMITTEE

84074

1126 LONGWORTH HOUSE OFFICE BUILDING
AREA CODE (202) 225-2715
FAX: (202) 225-5375

LEROY TOWNS
ADMINISTRATIVE ASSISTANT

MAGGIE WARD
EXECUTIVE ASSISTANT

Congress of the United States
House of Representatives
Washington, DC 20515-1601

May 14, 1996

Chairman Linda J. Morgan
Surface Transportation Board
12th & Constitution Ave, NW
Washington, DC 20423

Item No. _____
Page Count 2
May, 1996 #110

RECEIVED
SURFACE TRANSPORTATION
BOARD
MAY 20 9 53 AM '96
OFFICE OF
CHAIRMAN MORGAN

Dear Chairman Morgan:

I appreciate this opportunity to raise further concerns on the pending Union Pacific-Southern Pacific (UP-SP) merger.

Ensuring competitive rates for shipping is critical as Kansas industry, especially agriculture, moves toward greater reliability on international markets and free trade. Any reduced competition in the rail sector will directly affect all Kansas industry, most especially the important grain trade. It is critical that the UP-SP merger does not expose Kansas shippers to reduced service, increased rates or a reduction in shortline service. The merger proposal as it now stands contains several potential problems for Kansas:

- Abandonment of the rail line from Herington, Kansas, to Pueblo, Colorado, will create serious hardships. This main line is scheduled to be downgraded in Kansas and completely abandoned in Colorado. This will adversely affect communities and shippers in the heart of wheat country, where competitive rail service is critical. Any approved merger should contain provisions to ensure reliable and affordable rail transportation to these communities and shippers.
- The City of Wichita will suffer a decrease in competition with the loss of one of its three major rail carriers. I urge the Surface Transportation Board to consider proposals that would allow access by other rail lines to the Wichita market if the merger is approved.
- Increased consolidation, which leads to congestion and concentration on some rail lines, is a concern for several Kansas communities. The most serious is Wichita, where city officials fear increased traffic problems could affect emergency services. This problem should receive further study.

Ensuring competitive rail service hinges on the thoughtful and deliberate analysis of all issues. I am confident that the Board will take every deliberate step to review and to analyze the proposed UP-SP merger. In doing so, I respectfully urge the Board to study these Kansas concerns.

Sincerely,



Pat Roberts



Office of the Chairman

Surface Transportation Board
Washington, D.C. 20423-0001

*File in
Docket
FD-32760*

May 29, 1996

The Honorable Pat Roberts
U.S. House of Representatives
Washington, D.C. 20515-1601

Dear Congressman Roberts:

Thank you for your recent letter expressing your concerns regarding the proposed merger of the Union Pacific (UP) and Southern Pacific (SP) railroads. You urge that careful consideration be given to the competitive effects of the merger in your state.

As you may know, UP and SP filed their merger application on November 30, 1995. Because the matter now is pending before the Surface Transportation Board (Board), it would be inappropriate for me to comment on the merits of the case. Let me assure you, however, that the Board remains committed to fostering an effective and competitive rail industry. The Board will certainly give careful scrutiny to the competitive situation in your state, as well as any other issues affecting the public interest that may be raised during the merger proceeding. I anticipate a final decision in this proceeding by August 12, 1996.

I appreciate your interest in this matter, and I am having your correspondence placed in the public docket for this proceeding. Also, I am having your name added to the service list, which will ensure that you receive all future Board decisions in this case. If you need any further information, please do not hesitate to contact me.

Sincerely,

Linda J. Morgan
Linda J. Morgan

ENTERED	
Office of the Secretary	
JUN - 6 1996	
5	Part of Public Record

STB FD

32760

5-15-96

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83486

Item No. _____

Page Count 11

May 1993

8348

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760

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

-- CONTROL AND MERGER --

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

FURTHER ERRATA TO REBUTTAL FILING

CANNON Y. HARVEY
LOUIS P. WARCHOT
CAROL A. HARRIS
Southern Pacific
Transportation Company
One Market Plaza
San Francisco, California 94105
(415) 541-1000

PAUL A. CUNNINGHAM
RICHARD B. HERZOG
JAMES M. GUINIVAN
Harkins Cunningham
1300 Nineteenth Street, N.W.
Washington, D.C. 20036
(202) 973-7601

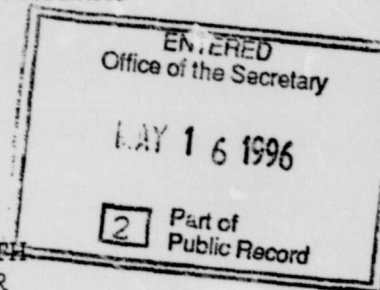
Attorneys for Southern
Pacific Rail Corporation,
Southern Pacific Transportation
Company, St. Louis Southwestern
Railway Company, SPCSL Corp. and
The Denver and Rio Grande
Western Railroad Company

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

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

ARVID E. ROACH II
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 and Missouri
Pacific Railroad Company



ORIGINAL

May 15, 1996

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760



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

FURTHER ERRATA TO REBUTTAL FILING

<u>Page</u>	<u>Line</u>	<u>Change</u>
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Volume 1 (UP/SP-230)

101	7 & 8	Change "The oversized map attached to the rebuttal statement of Mr. Ongerth" to "The oversized map following page 22 of Mr. Ongerth's rebuttal statement" (modifying previous errata)
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274	5	Change "16" to "12"
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Volume 2 (UP/SP-231)

Part A

Rebuttal Verified Statement of William E. Nock

19	11	Change "Table 3" to "Table 1"
46	5	Change "turn" to "return"
50	16	Change "or (c)" to "(c) joint line via the Utah Railway and UP/SP; or (d)"

Part B

Rebuttal Verified Statement of Richard B. Peterson

54	22	Delete previous errata
54	23	Delete previous errata

154	22	Add ", Longview" after "Cleveland"
154	23	Delete "both of"

Volume 2 (UP/SP-231)

Part C

Rebuttal Verified Statement of Robert L. Sansom

5		Replace Map 1, "1995 Utility Receipts of PRB Coal" with Map 1 with the same title following these errata
6		Replace Map 2, "1995 Utility Receipts of Western Bituminous Coal" with Map 2 with the same title following these errata
19		Replace Figure 2, "1995 Coal Sources for Midwest Cyclone Boilers" with Figure 2 with the same title following these errata
27		Replace Figure 3, "1995 Share of Coal Shipments to Midwest Pulverized Coal Boilers That Require Bituminous Coals" with Figure 3 with the same title following these errata
49		Replace Map 5, "1995 Cents/MMBtu for Texas Market Deliveries of Coal and Lignite" with Map 5 with the same title following these errata
57	25	Delete previous errata
84	10	Insert "that" after "fact" (modifying previous errata)

Rebuttal Verified Statement of Richard G. Sharp

68	n.101	After "high-volume route" insert "over relatively flat terrain compared to the route" (modifying previous errata)
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Rebuttal Verified Statement of Robert D. Willig

16	n.8 line 8	Change "pp. 1858," to "1857, 1858" (modifying previous errata)
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19 9 Add "UP/SP-231, Pt. A, Caron, p. 7." at
end of paragraph (modifying previous
errata)

Volume 3 (UP/SP-232)

Rebuttal Verified Statement of Michael D. Ongerth

46 22-24 Delete "requiring" from "requiring
the trains to be cut, and mid-train and
end-of-train helper engines added,
before taking them over the 3% grade
on Tennessee Pass" (modifying previous
errata)

77 3 Insert after "trains" "(assuming,
contrary to our actual expectations,
that all BN/Santa Fe's trains between
Denver and Northern California are
routed via SP's Donner Pass line)"
(modifying previous errata)

Rebuttal Verified Statement of Michael A. Hartman

21 6 Change "would" to "could"

Abandonment Argument

20 27 Delete previous errata citing RVS Turney

Respectfully submitted,

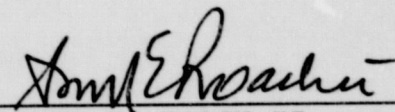
CANNON Y. HARVEY
LOUIS P. WARCHOT
CAROL A. HARRIS
Southern Pacific
Transportation Company
One Market Plaza
San Francisco, California 94105
(415) 541-1000

PAUL A. CUNNINGHAM
RICHARD B. HERZOG
JAMES M. GUINIVAN
Harkins Cunningham
1300 Nineteenth Street, N.W.
Washington, D.C. 20036
(202) 973-7601

Attorneys for Southern
Pacific Rail Corporation,
Southern Pacific Transportation
Company, St. Louis Southwestern
Railway Company, SPCSL Corp.
and The Denver and Rio Grande
Western Railroad Company

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

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


ARVID E. ROACH II
J. MICHAEL HEMMER
MICHAEL L. ROSENTHANL
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 and Missouri
Pacific Railroad Company

May 15, 1996

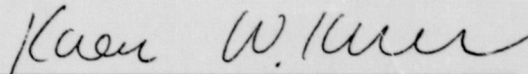
CERTIFICATE OF SERVICE

Copies of Applicants' Further Errata to Rebuttal Filing have been served this 15th day of May, 1996, by first-class mail, postage prepaid, or by a more expeditious manner of delivery on all persons designated by the Board as parties of record in Finance Docket No. 32760.

Copies of Applicants' Additional Errata to Rebuttal Filing have today been served by first-class mail, postage prepaid on:

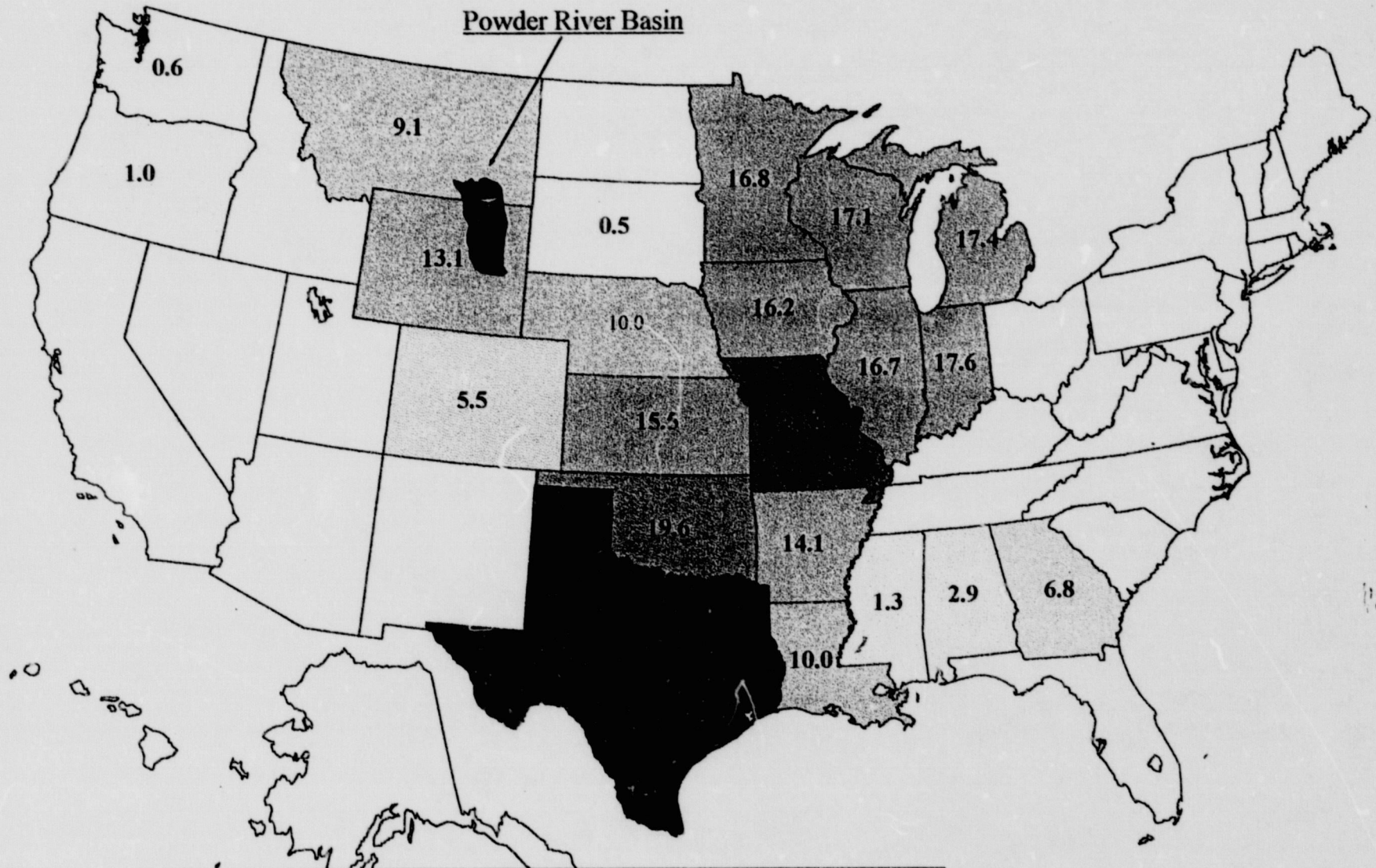
Director of Operations
Antitrust Division
Suite 500
Department of Justice
Washington, D.C. 20530

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



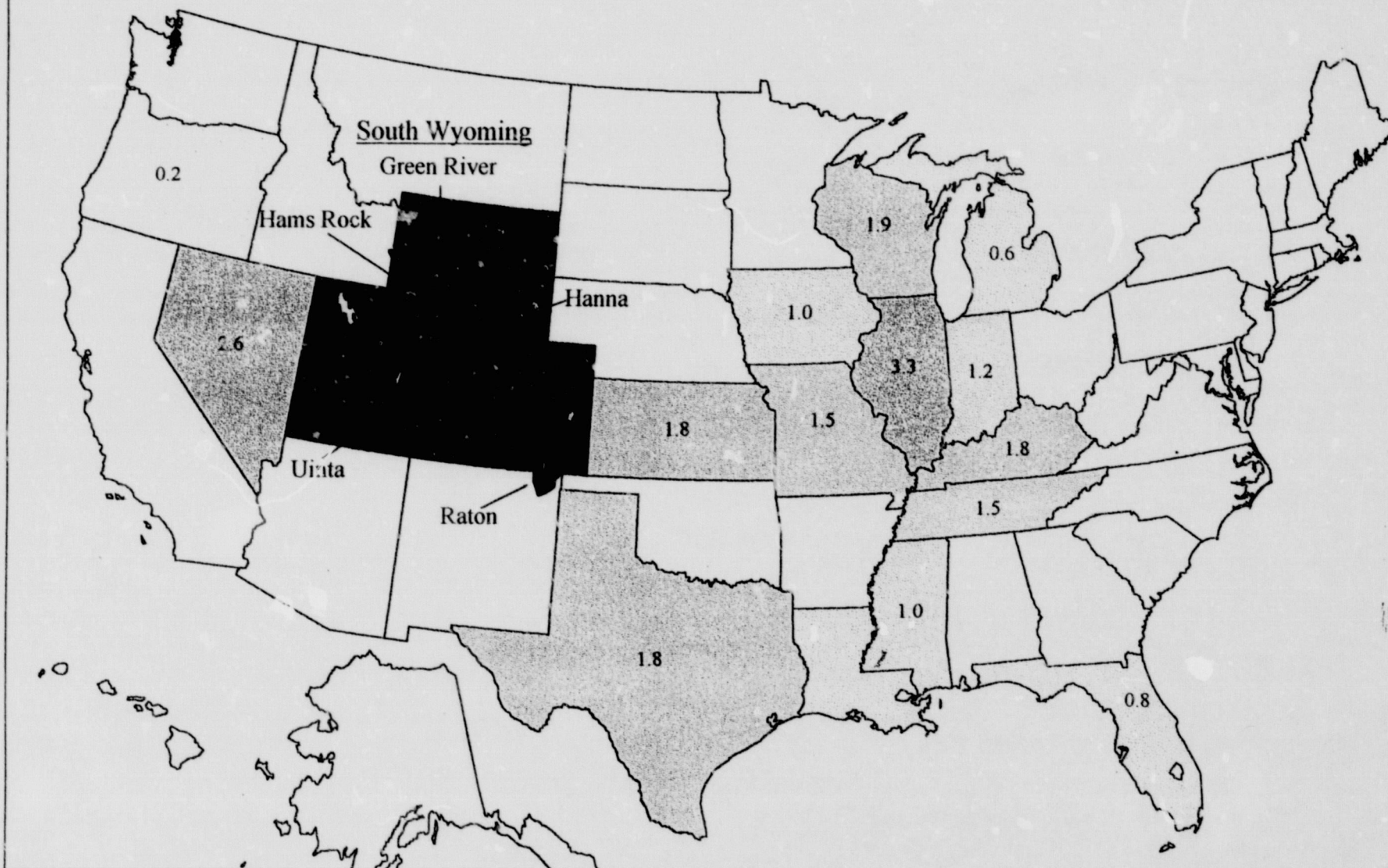
Karen W. Kramer

Powder River Basin



Map 1

1995 UTILITY RECEIPTS OF PRB COAL
(In Million Tons)

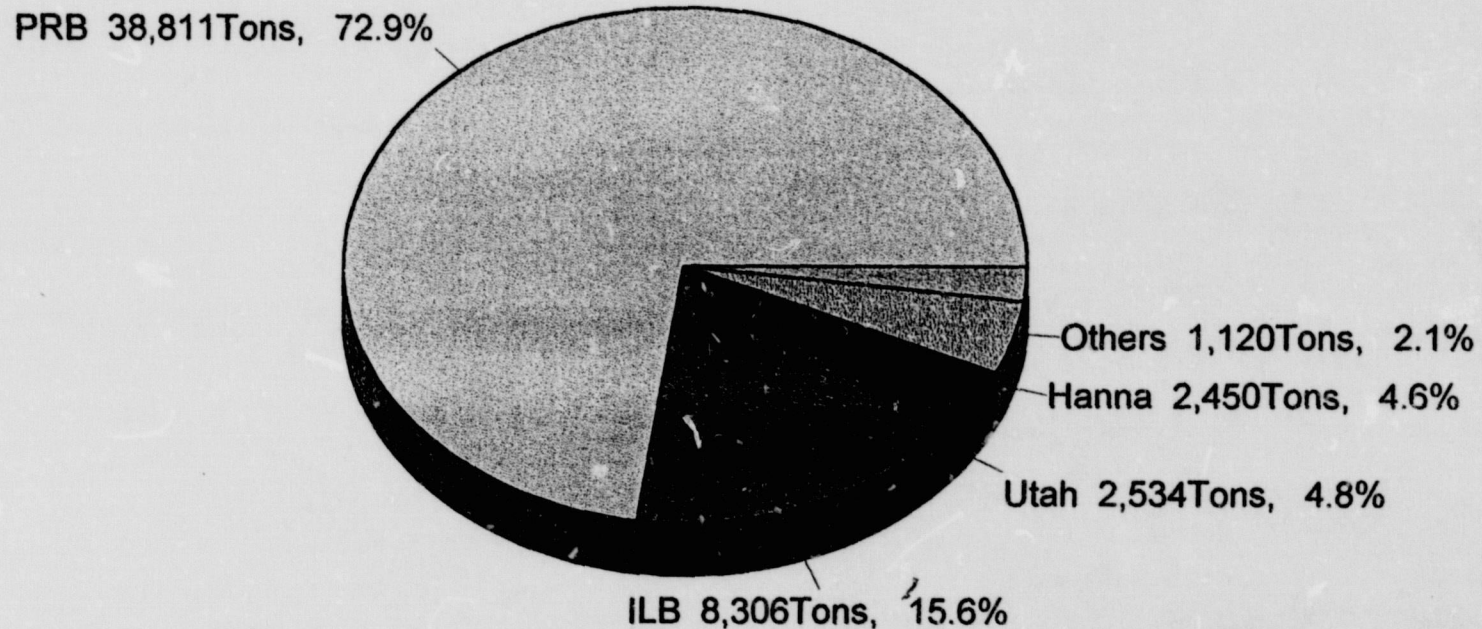


Map 2
1995 UTILITY RECEIPTS OF WESTERN BITUMINOUS COAL
(In Million Tons)

Figure 2

1995 COAL SOURCES FOR MIDWEST CYCLONE BOILERS*

(1,000 Tons)



Total: 53,221 Tons

Note:

Interior:	431 Tons (0.8%)
Eastern Bituminous:	403 Tons (0.8%)
Pet Coke:	286 Tons (0.5%)

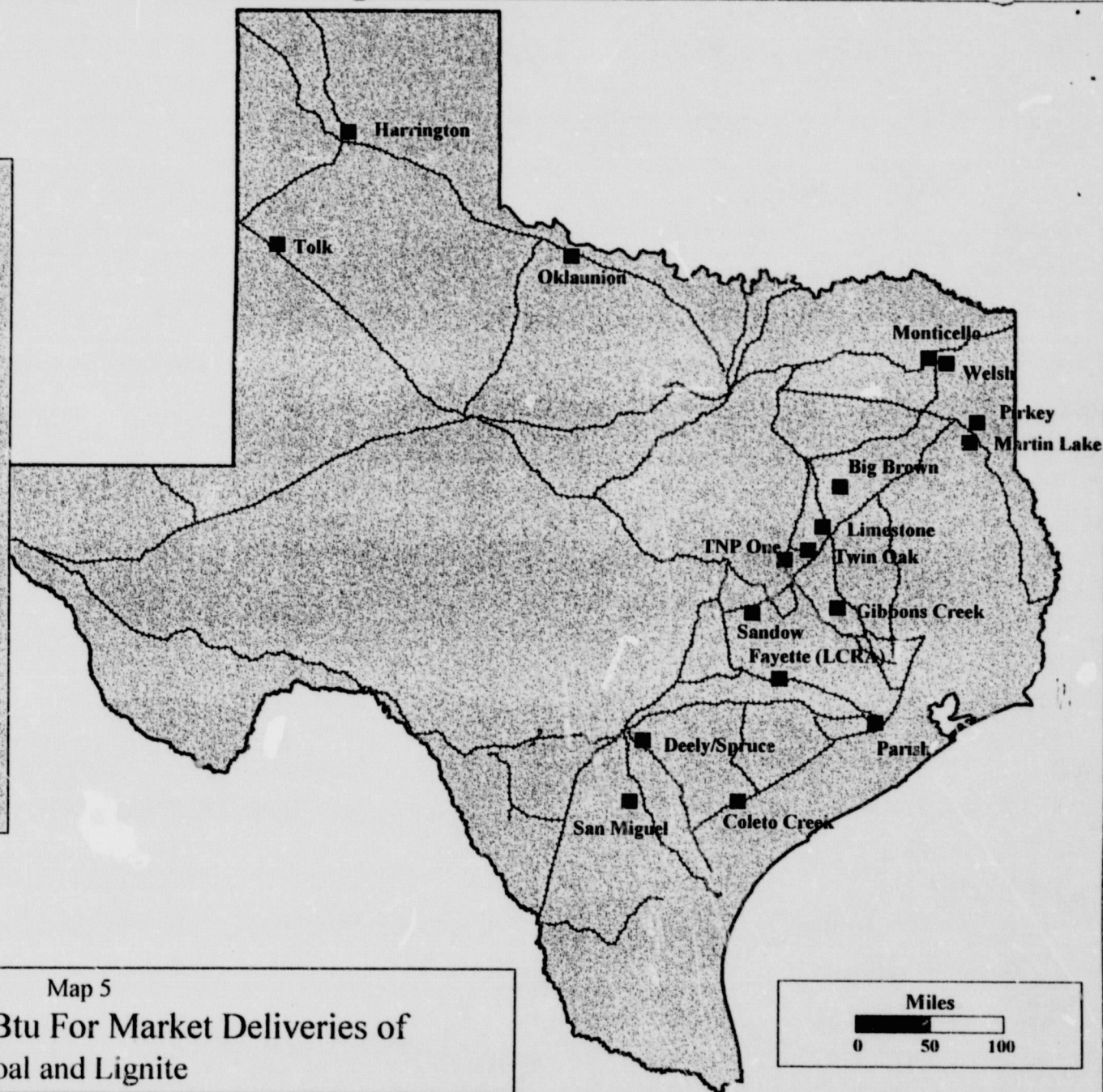
* Excluding Midwest cyclone boilers with Flue Gas Desulfurization (FGD) units.

WESTERN COAL1995 Delv.
Coal Cost
Cents/MMBtu

<i>Deely/Spruce:</i>	110
<i>Tolk</i>	114
<i>Coletto Creek:</i>	158
<i>Oklaunion</i>	115
<i>Parish:</i>	117
<i>Fayette/LCRA:</i>	108

LIGNITE

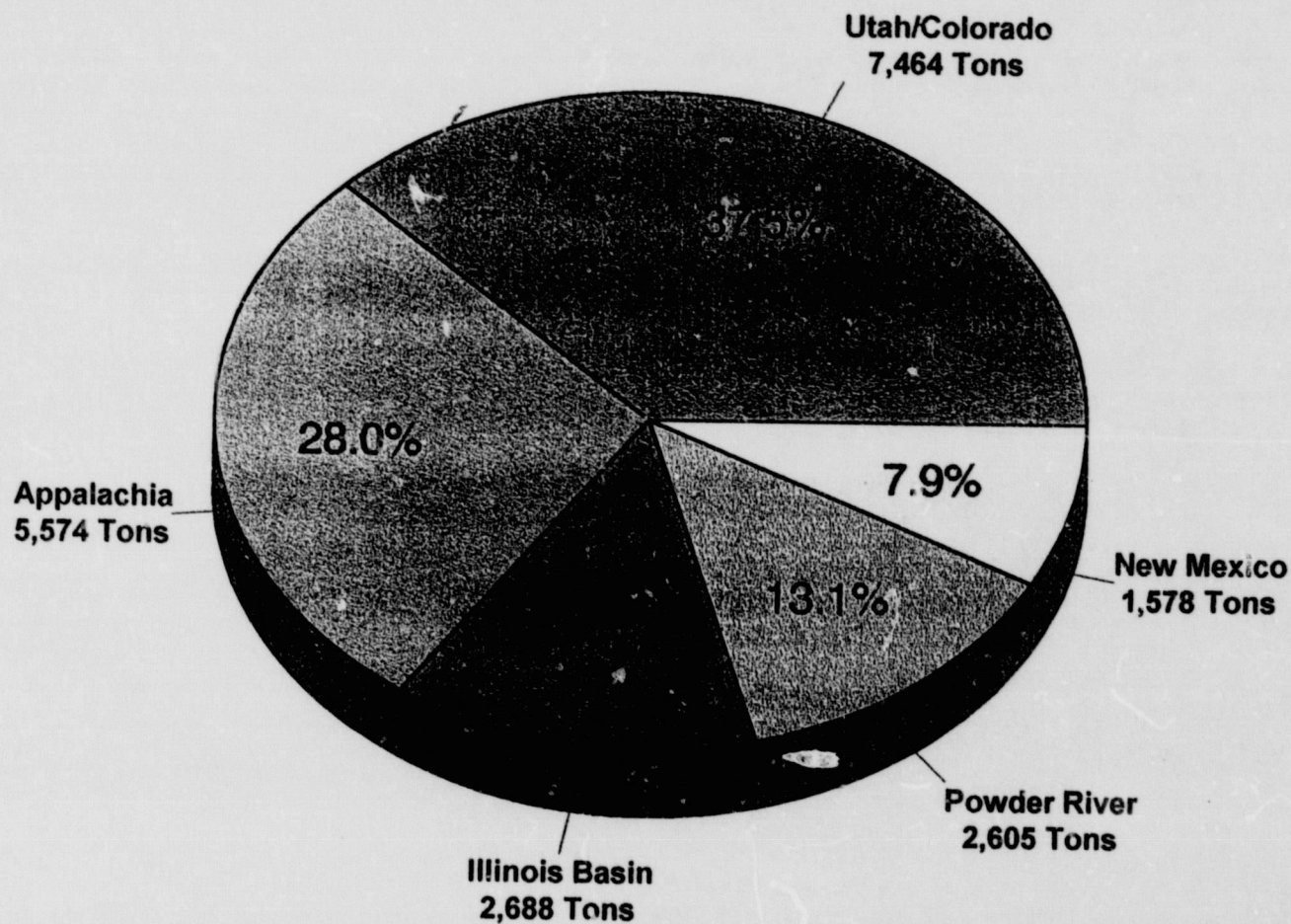
<i>Big Brown.</i>	103
<i>Martin Lake:</i>	82
<i>Monticello:</i>	119
<i>Sandow:</i>	85
<i>Pirkey:</i>	108
<i>Limestone:</i>	100



Map 5

1995 Cents/MMBtu For Market Deliveries of
Coal and Lignite

Figure 3
1995 SHARE OF COAL SHIPMENTS TO MIDWEST
PULVERIZED COAL BOILERS THAT REQUIRE BITUMINOUS COALS
(1,000 Tons)



STB FD

32760

5-14-96

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Item No. _____
Page Count 7
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83459

BEFORE THE
INTERSTATE COMMERCE COMMISSION

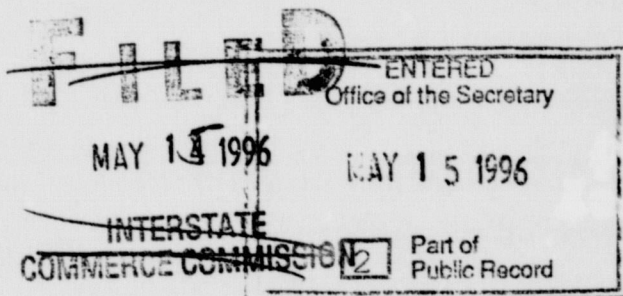
Finance Docket No. 32760



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

**NOTICE TO NEW PARTIES OF RECORD
PURSUANT TO DECISIONS NOS. 15, 16, 26 AND 32**

In accordance with Surface Transportation Board Decisions Nos. 15, 16, 26 and 32, the Allied Rail Unions ("ARU")¹ hereby notify all parties of record of the pleadings that they and the Railway Labor Executives' Association and the United Transportation Union have filed to date in the above-captioned proceeding. The pleadings filed by these unions are as follows:



¹ The organizations participating as ARU are: American Train Dispatchers Department/BLE; Brotherhood of Maintenance of Way Employees; and Brotherhood of Railroad Signalmen.

- RLEA-1 Comments Of The Railway Labor Executives' Association, Its Affiliated Organizations And The United Transportation Union In Response To Applicants' Petition To Establish A Procedural Schedule Other Than As Specified Under 49 C.F.R. §1180.4, And To Commission Requests For Comments
- RLEA-2 Petition Of The Railway Labor Executives' Association, Its Affiliated Organizations And The United Transportation Union For Modification Of Protective Order
- RLEA-3 Reply Of The Railway Labor Executives' Association, Its Affiliated Organizations And The United Transportation Union In Response To International Brotherhood Of Teamsters Petition To Reopen Decision No. 3
- RLEA-5 Notice Of The Railway Labor Executives' Association, RLEA Affiliated Organizations And The United Transportation Union Of Their Intent To Participate
- RLEA-12/ARU-1 Notice Of Withdrawal Of Counsel For United Transportation Union And Brotherhood Of Locomotive Engineers Substitution Of Counsel For United Transportation Union And Change Of Acronym For Unions Formerly Filing Under RLEA Acronym
- ARU-2 Notice To New Parties Of Record Pursuant To Decisions 15, 16 And 26
- ARU-3 Comments Of The Allied Rail Unions
- ARU-5 Allied Rail Unions' Non-Confidential Exhibits

- ARU-6 Notice Of Withdrawal Of Counsel For
 Sheet Metal Workers International
 Association, International Brotherhood
 Of Electrical Workers And The National
 Conference Of Firemen And Oilers/SEIU

- ARU-7 Notice Of Withdrawal Of Counsel For
 International Brotherhood of
 Boilermakers, Iron Ship Builders,
 Blacksmiths, Forgers and Helpers

- ARU-8 Motion Of The Allied Rail Unions For
 Order Designating The Burlington
 Northern Railroad And the Atchison
 Topeka And Santa Fe Railway As Co-
 Applicants Or Alternatively For
 Imposition Of New York Dock Conditions
 On UP/SP--BNSF Settlement Agreement

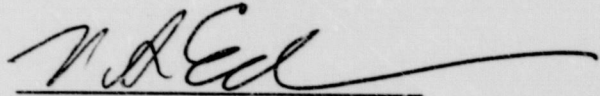
- ARU-9 Notice Regarding ARU Filings

- ARU-10 First Set Of Interrogatories And
 Requests For Production Of Documents Of
 Allied Rail Unions To Montana Rail Link,
 Inc.

- ARU-11 Responsive Comments Of The Allied Rail
 Unions Concerning Responsive Application
 Filed By Montana Rail Link, Inc.

Pursuant to the STB's Decision No. 16, RLEA/UTU will provide any party of record who requests a copy of any of the pleadings listed above with such copies upon receipt of the request by RLEA/UTU's counsel.

Respectfully submitted,



William G. Mahoney

Richard S. Edelman

Donald F. Griffin

HIGHSAW, MAHONEY & CLARKE, P.C.

1050 17th Street, N.W.

Suite 210

Washington, D.C. 20036

(202) 296-8500

Counsel for Allied Rail Unions

Dated: May 14, 1996

CERTIFICATE OF SERVICE

I hereby certify that I have this day caused to be served a copy of the foregoing Notice To New Parties Of Record Pursuant To Decisions Nos. 15, 16, 26, and 32, by first-class mail, postage prepaid to the following:

Timm R. Adams, Chairman
Idaho Barley Commission
1199 Main Street
Suite G
Boise, ID 83702-5630

Gerald O. Carden, Chief Deputy
Placer County Counsel
175 Fulweiler Avenue
Auburn, CA 95603

Terry L. Claassen, President
Corn Refiners Association, Inc.
1701 Pennsylvania Avenue, N.W.
Washington, D.C. 20006

Paul M. Donovan
LaRoe, Winn, Moerman & Donovan
3506 Idaho Avenue, N.W.
Washington, D.C. 20016

Steven J. Kalish, Esq.
McCarthy, Sweeney & Harkaway, P.C.
1750 Pennsylvania Avenue, N.W.
Washington, D.C. 20006

Scott Kessler
Planning Director for the City of
Alturas and County of Modoc
202 West Fourth Street
Alturas, CA 94102

Jerry R. Kress, Chairman
Idaho Wheat Commission
1109 Main Street
Suite 310
Boise, ID 83702-5642

Daniel A. LaKemper
General Counsel
Pioneer Railcorp
1318 S. Johanson Road
Peoria, IL 61607

C. A. Mennell, President
Lackland & Western Railroad Co.
31 Oak Terrace
Webster Groves, MO 63119-3614

Christopher J. Neary
110 So. Main Street
Suite C
Willits, CA 95490


Peter Q. Nyce, Jr., General Attorney
Regulatory Law Ofc., Dept. of the Army
U.S. Army Legal Services Agency
901 North Stuart Street
Arlington, VA 22203-1837

Clarence R. Ponsler, General Chairman
General Committee of Adjustment
United Transportation Union
1017 W. Main Street
Belleville, IL 62220

John E. Smith, II
Assistant General Counsel
Enterprise Products Company
2727 North Loop West
Houston, TX 77210

Joseph A. Stinger
Assistant to President
Int'l. Bro. of Boilermakers & Blacksmiths
570 New Brotherhood Building
Kansas City, KS 66101

Dated at Washington, D.C. this 14th day of May, 1996.


Richard S. Edelman

STB

FD

32760

5-14-96

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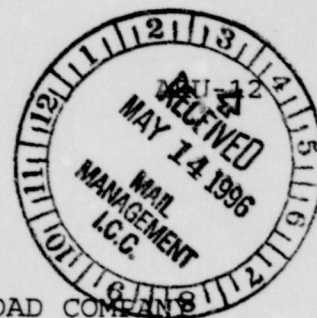
83458

Item No. _____
Page Count 13
May 15

83458

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760



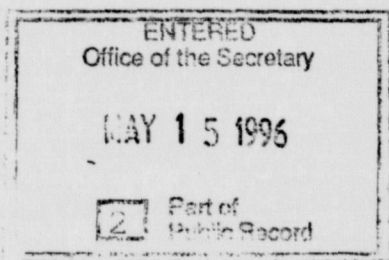
UNION PACIFIC CORPORATION, UNION PACIFIC RAILROAD COMPANY
AND MISSOURI PACIFIC RAILROAD COMPANY
-- CONTROL AND MERGER --
SOUTHERN PACIFIC RAIL CORPORATION, SOUTHERN PACIFIC
TRANSPORTATION COMPANY, ST. LOUIS SOUTHWESTERN RAILWAY
COMPANY, SPCSL CORP. AND THE DENVER AND
RIO GRANDE WESTERN RAILROAD COMPANY

NOTICE OF FILING OF DEPOSITION TRANSCRIPT EXCERPTS

Pursuant to the April 16, 1996 order entered by the
Honorable Jerome Nelson, Administrative Law Judge, regarding the
filing of excerpts of transcripts of depositions which were
relied upon in Comments filed in this proceeding on March 29,
1996, the Allied Rail Unions ("ARU") are filing with this notice
five (5) copies of excerpts of the deposition transcripts which
were cited in the ARU comments.

Respectfully submitted,

William G. Mahoney
Richard S. Edelman
Donald F. Griffin
HIGHSAW, MAHONEY & CLARKE, P.C.
1050 17th Street, N.W.
Suite 210
Washington, D.C. 20036
(202) 296-8500
Counsel for Allied Rail Unions



Dated: May 14, 1996

CERTIFICATE OF SERVICE

I hereby certify that I have this day caused to be served a copy of the foregoing Notice Of Filing Of Deposition Transcript Excerpts, by first-class mail, postage prepaid, to all parties of record on the attached service list.

Dated at Washington, D.C. this 14th day of May, 1996.

A handwritten signature in dark ink, appearing to read 'R. S. Edelman', is written over a horizontal line.

Richard S. Edelman

Oscar J. Abello, President
"K" Line America, Inc.
535 Mountain Avenue
Murry Hill, NJ 07974

Cene Albaugh
P. O. Box 702
33 S. Main Street
Colfax, CA 95712

Paul C. Anderson
McDonough, Holland, *et al.*
1999 Harrison Street
Suite 1300
Oakland, CA 94612

Daniel R. Arellano
City Hall
708 Third Street
Brentwood, CA 94513-1396

David H. Baker
Holland & Knight
2100 Pennsylvania Avenue
Suite 400
Washington, D.C. 20037-3202

Douglas J. Behr
Keller & Heckman
1001 G Street, N.W.
Suite 500 West
Washington, D.C. 20001

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

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

Charles R. Bomberger
Public Service of Colorado
5900 E. 39th Avenue
Denver, CO 80207

Linda K. Breggin
LeBoeuf, Lamb, Greene & MacRae, L.L.P.
1875 Connecticut Avenue, N.W.
Washington, D.C. 20009-5728

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

Stephen D. Alfors
Alfers & Carver
730 17th Street (#340)
Denver, CO 80202

Wayne Anderson
Entergy Services, Inc.
639 Loyola Avenue
Mail L-ENT-26E
New Orleans, LA 70113

R. Mark Armstrong
P. O. Box 1051
Alturas, CA 96101

John D. Ballas, Agency Engineer
Industry Urban-Development Agency
15651 East Stafford Street
P. O. Box 7089
City of Industry, CA 91744

Charles N. Beinkampen
Dupont Sourcing
Wilmington, DE 19898

Cardon G. Berry
Kiowa Co. Commissioners
P. O. Box 591
1305 GOFF
Eads, CO 81036

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

Lindsay Bower, Deputy Atty. General
California Department of Justice
Deputy Attorney General
50 Fremont Street
Suite 300
San Francisco, CA 94105

Michael Bressman
Wilmer, Cutler, Pickering
2445 M Street, N.W.
Washington, D.C. 20037-1420

Timm R. Adams, Chairman
Idaho Barley Commission
1199 Main Street
Suite C
Boise, ID 83702-5630

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

Blaine Arbuthnot
Crowley County
601 Main Street
Ordway, CO 81063

Douglas J. Babb
Burlington Northern Railroad Company
3800 Continental Plaza
777 Main Street
Fort Worth, TX 76102-5384

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

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

Paul K. Biba, House Counsel
Formosa Plastics Corporation
9 Peach Tree Hill Road
Livingston, NJ 07039

Jared Roigon
Office of the Governor
State Capitol
Room 136
Denver, CO 80203-1792

Christopher E. Bramhall
451 South State Street
Room 505
Salt Lake City, UT 84111

Steven A. Brigrance
LeBoeuf, Lamb, Greene & Macrae, LLP
4025 Woodland Park Boulevard
Suite 250
Arlington, TX 76013

Patricia Britton
Kennecott Energy Company
Chief Legal Officer
505 South Gillette Avenue
Gillette, WY 82716

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

Richard Cabanilla
Imperial County
Planning Department
939 Main Street
El Centro, CA 92243-2856

W. F. Carter
Albemarle Corporation
451 Florida Street
Baton Rouge, LA 70801

Betty Jo Christian
STEPTOE & JOHNSON
1330 Connecticut Avenue, N.W.
Washington, D.C. 20036-1795

Honorable John R. Cook
Texas House of Representatives
P. O. Box 2910
Austin, TX 78768

James R. Craig
SO Orient Railroad
4809 Cole Avenue
Suite 350
Dallas, TX 75205

Robert A. Cushing
United Transportation Union
Local 1918
12401 Hidden Sun Court
El Paso, TX 79938

Jo A. Deroche
Weiner, Brodsky, *et al.*
1350 New York Avenue, N.W.
Suite 800
Washington, D.C. 20005-4797

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

Jonathan M. Broder
Consolidated Rail Corporation
P. O. Box 41416
2001 Market Street, 16-A
Philadelphia, PA 19101-1416

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

Gerald O. Carden, Chief Deputy
Placer County Counsel
175 Fulweiler Avenue
Auburn, CA 95603

E. Calvin Cassell
Eastman Chemical Company
P. O. Box 1990
Kingsport, TN 37662

Terry L. Claassen, President
Corn Refiners Association, Inc.
1701 Pennsylvania Avenue, N.W.
Washington, D.C. 20006

Robert J. Cooney
Norfolk Southern Corporation
Law Department
Three Commercial Place
Norfolk, VA 23510-2191

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

John M. Cutler, Jr.
McCarthy Sweeney Harkaway
Suite 1105
1750 Pennsylvania Avenue, N.W.
Washington, D.C. 20006

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

Paul M. Donovan
LaRoe, Winn, Moerman & Donovan
3506 Idaho Avenue, N.W.
Washington, D.C. 20016

Kirk Brown
2300 South Dirksen Parkway
Springfield, IL 62764

Edmund W. Burke
Burlington Northern Railroad Company
3800 Continental Plaza
777 Main Street
Fort Worth, TX 76102

Ruth H. Carter, Mayor
City of Canon City
P. O. Box 1460
ATTN: Steve Thacker, City Admin.
Canon City, CO 81215

Edward S. Christenbury
400 West Summit Hill Drive
Knoxville, TN 37902

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

William F. Cottrell
Assistant Attorney General
100 W. Randolph St. - 12th Floor
Chicago, IL 60601

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

Thomas Degnan
United States Gypsum Company
125 South Franklin Street
Chicago, IL 60606

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

Kelvin J. Dowd
SLOVER & LOFTUS
1224 17th Street, N.W.
Washington, D.C. 20036

Robert K. Dreiling
K. C. Southern Railway Company
114 West 11th Street
Kansas City, MO 64105

Daniel P. Elliott, III
United Transportation Union
14600 Detroit Avenue
Cleveland, OH 44107

John T. Estes
1029 North Royal Street
Suite 400
Alexandria, VA 22314

Brian P. Felker
Shell Chemical Company
One Shell Plaza
P. O. Box 2463
Houston, TX 77252-2463

Thomas J. Florczak
City of Pueblo
127 Thatcher Building
Pueblo, CO 81003

Joe D. Forrester
c/o CO MTN College
901 S. Highway 24
Leadville, CO 80461

James R. Fritze
Eagle County Attorney
P. O. Box 850
Eagle, CO 81631

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

Janet H. Gilbert
Wisconsin Central Ltd.
6250 North River Road
Suite 9000
Rosemont, IL 60018

Andrew T. Goodson
Canal Square
1054 Thirty-First Street, N.W.
Washington, D.C. 20007

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

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

G. W. Fauth & Associates, Inc.
P. O. Box 2401
Alexandria, VA 22314

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

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

Jeanne M. Foster
Upper Arkansas Valley RTB
P. O. Box 837
Salida, CO 81201

Thomas J. Fronapfel
Department of Transportation
State of Nevada
1263 S. Stewart Street
Carson City, NV 89712

Susan B. Gerson
J. Michael Cavanaugh
Graham & James, LLP
2000 M St., NW, Suite 700
Washington, D.C. 20036

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

B. C. Graves, Jr.
Exxon Company U.S.A.
P. O. Box 4692
Houston, TX 77210-4692

Mayor Delcarl Eikenberg
Town of Haswell
P. O. Box 206
Haswell, CO 81045-0206

Robert V. Escalante
2010 Main Street
Suite 470
Irvine, CA 92714-7204

Jane T. Feldman
Asst. Attorney General
State of Colorado
1525 Sherman Street., 5th Floor
Denver, CO 80203

Rebecca Fisher
Assistant Attorney General
P. O. Box 12548
Austin, TX 78711-2548

Kenton Forrest, Secretary
Intermountain Chapter
National Railway Historical Society
P. O. Box 481181 Terminal Annex
Denver, CO 80248

Thomas W. Foster, Chairman
Com. To Preserve Property
P. O. Box 681
Salida, CO 81201

Ray D. Gardner
Kennecott Utah Corporation
P. O. Box 6001
8315 West, 3595 South
Magna, UT 84044-6001

Roy Giangrosso
Entergy Services, Inc.
350 Pine Street
Beaumont, TX 77701

Andrew P. Goldstein
McCarthy, Sweeney *et al.*
1750 Pennsylvania Avenue, N.W.
Washington, D.C. 20006

T. L. Green
Western Resources, Inc.
P. O. Box 889
818 Kansas Avenue
Topeka, KS 66601

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

Richard H. Gross
3801 West Chester Pike
Newtown Square, PA 19073

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

Frank E. Hanson, Jr.
Magma Metals Company
7400 North Oracle Road
Suite 200
Tucson, AZ 85704

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

John D. Heffner, Esq.
Rea, Cross & Auchincloss
1920 N Street, N.W.
Suite 420
Washington, D.C. 20036

Ronald J. Henefeld
PPG Industries, Inc.
One PPG Place - 35 East
Pittsburgh, PA 15272-0001

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

Claudia L. Howells
Oregon, Department of Transp.
Mill Creek Office Building
555 13th Street, NE
Salem, OR 97310

Edward B. Hymson
Consolidated Rail Corporation
2001 Market Street, 16-A
Philadelphia, PA 19101-1416

Edward D. Greenberg
Galland, Kharasch, *et al.*
Canal Square
1054 Thirty-First Street, N.W.
Washington, D.C. 20007-4492

Jeffery B. Groy
One Utah Ctr.
201 South Main Street
Suite 1100
Salt Lake City, UT 84111

Michael E. Halley
City of Reno
P. O. Box 1900
Reno, NV 89505

James E. Hanson
Dow Chemical Company
2020 Willard H. Dow Center
Midland, MI 48674

Barrett Hatches
8300 College Boulevard
Overland Park, KS 66210

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

Stephen C. Herman
McFarland & Herman
20 North Wacker Drive
Suite 1330
Chicago, IL 60606-2902

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

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

Jack Hynes
P. O. Box 270
Capitol Avenue At Jefferson Street
Jefferson City, MO 65102

Thomas A. Griebel
Texas DOT
125 E 11th Street
Austin, TX 78701

Joseph Guerrieri, Jr.
1331 F Street, N.W.
4th Floor
Washington, D.C. 20004

Darrell L. Hanavan
Executive Director
Colorado Wheat Administration
5500 South Quebec Street, Ste. 111
Englewood, CO 80111

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

Thomas J. Healey
Oppenheimer, Wolff, *et al.*
180 N. Stetson Avenue
2 Prudential Pl.
Chicago, IL 60601

P. C. Hendricks
UTU, State Leg. Director
317 East 5th Street
Suite 11
Des Moines, IA 50309

Roger Hermann
Mallinckrodt Chemical
16305 Swingley Ridge Drive
Chesterfield, MO 63017-1777

Eric M. Hocky
Gollatz, Griffin & Ewing
213 West Miner Street
P. O. Box 796
West Chester, PA 19381-0796

Ronald E. Hunter
Cargill, Incorporated
Law Department
15407 McGinty Road West
Wayzata, MN 55391

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

James J. Irlandi
STB Practitioner
1809 N. Broadway
Suite F
Wichita, KS 67214

Thomas F. Jackson
800 Lincoln Way
Ames, IA 50010

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

Thomas R. Jacobsen
TU Electric
1601 Bryan Street
Suite 11-060
Dallas, TX 75201-3411

Larry T. Jenkins
ARCO Chemical Company
3801 West Chester Pike
Newton Square, PA 19073-3280

Edwin C. Jertson
Interstate Power Company
P. O. Box 769
1000 Main Street
Duguoque, IA 52004

Kenneth C. Johnsen
Geneva Steel Company
Vice President & General Counsel
P. O. Box 2500
Provo, UT 84603

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

Russell S. Jones, III
Mountain Coal Company
555 17th Street, (22nd fl.)
Denver, CO 80202

Terrence D. Jones
Keller & Heckman
1001 G Street, N.W.
Suite 500 West
Washington, D.C. 20001

Alexander H. Jordan
Western Shippers Coalition
136 South Main Street
Suite 1000
Salt Lake City, UT 84101-7612

Mark L. Josephs
Howrey & Simon
1299 Pennsylvania Avenue, N.W.
Washington, D.C. 20004-2402

Honorable Robert Junell
Texas House of Representatives
P. O. Box 2910
Austin, TX 78768

Fritz R. Kahn
1100 New York Avenue, N.W.
Suite 750 West
Washington, D.C. 20005-3934

Steven J. Kalish, Esq.
McCarthy, Sweeney & Harkaway, P.C.
1750 Pennsylvania Avenue, N.W.
Washington, D.C. 20006

Larry B. Karnes
Transportation Building
P. O. Box 30050
425 West Ottawa
Lansing, MI 48909

Richard E. Kerth, Transportation Mgr.
Champion International Corporation
101 Knightsbridge Drive
Hamilton, OH 45020-0001

Scott Kessler
Planning Director for the City of
Alturas and County of Modoc
202 West Fourth Street
Alturas, CA 94102

Bruce A. Klimek
Inland Steel
3210 Watling Street
East Chicago, IN 46312

Jeffrey L. Klinger
Peabody Holding Company
701 Market Street
Suite 700
St. Louis, MO 63101-1826

William R. Knight, Director
Fuel Services Department
Wisconsin Power & Light Company
P. O. Box 192
222 West Washington Avenue
Madison, WI 53701-0192

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

Ann Knapton, Transportation Mgr.
Idaho Timber Corporation
P. O. Box 67
5401 Kendall Street
Boise, ID 83707-0067

Robert S. Kompany
720 Thimble Shoals Boulevard
Suite 130
Newport News, VA 23608-2574

Stanley B. Koniz, Unit Manager
Public Service Company
1225 17th Street
Suite 1100
Denver, CO 80202

Albert B. Krachman
Bracewell & Patterson, L.L.P.
2000 K Street, N.W.
Suite 500
Washington, D.C. 20006

Mitchell Kraus
Transportation-Communications
International Union
3 Research Place
Rockville, MD 20850

Jerry R. Kress, Chairman
Idaho Wheat Commission
1109 Main Street
Suite 310
Boise, ID 83702-5642

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

Daniel A. LaKemper
General Counsel
Pioneer Railcorp
1318 S. Johanson Road
Peoria, IL 61607

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

John F. Larkin
P. O. Box 31850
4814 Douglas Street, 68132
Omaha, NE 68132-0850

David N. Lawson
Fuel Traffic Coordinator
Public Service Company of Colorado
Seventeenth Street Plaza
1225 17th Street, Ste. 1100
Denver, CO 80202-5533

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

Michael A. Listgarten
Covington & Burling
P. O. Box 7566
1201 Pennsylvania Avenue, N.W.
Washington, D.C. 20044-7566

Judy Lohnes
UAACOG
P. O. Box 510
Canon City, CO 81215-0510

David N. Magaw
Yolo Shortline Railroad Company
3344 Braeburn Street
Sacramento, CA 95821-4037

Nancy Mangone
Enforcement Attorney
U.S. EPA Region VIII
999 18th SST., Ste. 500
Denver, CO 80202-2466

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

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

Paul H. Lamboley, Esq.
Keck, Mahin & Cate
1201 New York Avenue, N.W.
Washington, D.C. 20005

John P. Larue
P. O. Box 1541
222 Power Street
Corpus Christi, TX 78403

Kathleen R. Lazard
P. O. Box 730
700 Court Street
Susanville, CA 96130

Charles W. Linderman
701 Pennsylvania Avenue, N.W.
5th Floor
Washington, D.C. 20004-2696

Thomas J. Litwiler
Oppenheimer, Wolff, *et al.*
180 N. Stetson Avenue
45th Floor
Chicago, IL 60601

Gordon P. MacDougall
1025 Connecticut Avenue, N.W.
Room 410
Washington, D.C. 20036-5405

O. Kent Maher
33 West Fourth Street
P. O. Box 351
Winnemucca, NV 89446

Anthony M. Marquez
Colorado Public Util. Comm.
1525 Sherman Street
5th Floor
Denver, CO 80203

Tina Masington
Planning Analyst
"K" Line America, Inc.
535 Mountain Avenue
Murray Hill, NJ 07974

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

Ronald A. Lane
Illinois Central Railroad
455 N. Cityfront Plaza Drive
20th Floor
Chicago, IL 60611

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

Michael O. Leavitt
210 State Capitol
Salt Lake City, UT 84114

Thomas F. Linn
Mountain Coal Company
555 17th Street
22nd Floor
Denver, CO 80202

S. William Livingston, Jr.
Covington & Burling
P. O. Box 7566
1201 Pennsylvania Avenue, N.W.
Washington, D.C. 20044-7566

Marc D. Machlin
Pepper, Hamilton & Scheetz
1300 19th Street, N.W.
Washington, D.C. 20036-1658

Scott Manatt
Attorney At Law
P. O. Box 473
Corning, AR 72422

Jerry L. Martin
Director, Rail Division
Railroad Commission of Texas
1701 North Congress Avenue
P. O. Box 12967
Austin, TX 78711-2967

Michael Mattia
Director, Risk Management
Institute of Scrap Recycling Industries, Inc.
1325 G Street, N.W.
Washington, D.C. 20005

Michael McBride
Daniel Aronowitz
LeBoeuf, Lamb, Greene & MacRae, L.L.P.
1875 Connecticut Avenue, N.W.
Washington, D.C. 20009-5728

R. Michael McConnick
Humboldt County DA
P. O. Box 909
50 West Fifth Street
Winnemucca, NV 89446

Gary L. McFarlen
Kennecott Energy Company
Director--Transportation
505 South Gillette Avenue
Gillette, WY 82716

Frank C. McMurry
P. O. Box 699
Salida, CO 81201

D. Michael Miller
American Electric Power
1 Riverside Plaza
Columbus, OH 43215

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

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

Peter Q. Nyce, Jr., General Attorney
Regulatory Law Ofc., Dept. of the Army
U.S. Army Legal Services Agency
901 North Stuart Street
Arlington, VA 22203-1837

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

Monica J. Palko
Bracewell & Patterson
2000 K Street, N.W.
Suite 500
Washington, D.C. 20006

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

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

William J. McGinn
North American Chemical Company
3300 College Boulevard
Overland Park, KS 66210

C. A. Mennell, President
Lackland & Western Railroad Co.
31 Oak Terrace
Webster Groves, MO 63119-3614

Betsy B. Monseau
Cyprus AMAX Corporation
9100 East Mineral Circle
P. O. Box 3299
Englewood, CO 80112-3299

Michelle J. Morris
Pepper, Hamilton, *et al.*
1300 Nineteenth Street, N.W.
Washington, D.C. 20036-1685

Christopher J. Neary
110 So. Main Street
Suite C
Willits, CA 95490

Keith G. O'Brien
Rea, Cross & Auchincloss
1920 N Street, N.W.
Suite 420
Washington, D.C. 20036

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

Janet Palmer
P. O. Box 1268
13997 County Road 71
Sheridan Lake, CO 81071

David A. Pins
The Chemical Group Monsanto
800 N. Lindbergh Boulevard
St. Louis, MO 63167

Thomas F. McFarland, Jr.
McFarland & Herman
20 North Wacker Drive
Suite 1330
Chicago, IL 60606-2902

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

Clinton J. Miller, III
General Counsel
United Transportation Union
14600 Detroit Avenue
Cleveland, OH 44107

Charles H. Montange
426 NW, 162nd Street
Seattle, WA 98177

William A. Mullins
Alan Lubel
John R. Molm
TROUTMAN SANDERS
1300 I Street, N.W., Suite 500 East
Washington, D.C. 20004

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

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

Dori Owen
Special Projects Manager
Redevelop Land Agency
490 S. Center Street
Suite 203
Reno, NV 89505

Joseph H. Pettus
Sun Valley Energy, Inc.
800 Howe Avenue
Suite 270
Sacramento, CA 95825

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

Clarence R. Ponsler, General Chairman
General Committee of Adjustment
United Transportation Union
1017 W. Main Street
Belleville, IL 62220

Steven G. Rabe, City Manager
City of Florence
300 W. Main Street
Florence, CO 81226

Jeanna L. Regier
Union Pacific Railroad Company
1416 Dodge Street
Room 830
Omaha, NE 68179-0001

Reed M. Richards
State of Utah
236 State Capitol
Salt Lake City, UT 84114

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

Scott A. Roney
P. O. Box 1470
4666 Faries Parkway
Decatur, IL 62525

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

Allan E. Rumbaugh
P. O. Box 1215
Coos Bay, OR 97420

Thomas E. Schick
Chemical Manufacturing Assoc.
1300 Wilson Boulevard
Arlington, VA 22209

Wayne C. Serkland
Canadian Pacific Leg. Ser.
U.S. Regional Counsel
105 South Fifth Street
Suite 1000
Minneapolis, MN 55402

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

Honorable Marc Racicot
Governor's Office, State Capitol
P. O. Box 20081
Helena, MT 59620-0801

Ronald L. Rencher
Western Shippers Coal
136 South Main Street
Suite 1000
Salt Lake City, UT 84101-1672

Robin L. Riggs
General Counsel to Governor
State of Utah
210 State Capitol
Salt Lake City, UT 84114

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

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

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

Honorable Nancy Sanger, Mayor
City of Salida
P. O. Box 417
124 E Street
Salida, CO 81201

Dick Schiefelbein
7801 Woodharbor Drive
Fort Worth, TX 76179-3047

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

James T. Quinn
CA Public Utilities Comm.
505 Van Ness Avenue
San Francisco, CA 94102-3298

Kent M. Ragsdale
Interstate Power Company
P. O. Box 769
Dubuque, IA 52004

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

James F. Rill
Sean F. X. Boland
Virginia R. Metallo
Collier, Shannon, Rill & Scott
3050 K Street, N.W., Suite 400
Washington, D.C. 20007

John Roesch
Bent County
P. O. Box 350
Las Animas, CO 81054

John Jay Rosacker
KS Department of Transportation
217 SE 4th Street
2nd Floor
Topeka, KS 66603

Christine H. Rosso
Assistant Attorney General
100 W. Randolph Street
Chicago, IL 60601

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

Thomas A. Schmitz
The Fieldston Company, Inc.
1920 N Street, N.W.
Suite 210
Washington, D.C. 20036-1613

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

Mark H. Sidman
Weiner, Brodsky, *et al.*
1350 New York Avenue, N.W.
Suite 800
Washington, D.C. 20005

Ken Sieckmeyer, Manager
Transportation Planning Division
Nebraska Department of Roads
P. O. Box 94759
Lincoln, NE 68509-4759

Leslie E. Silverman
Keller & Heckman
1001 G Street, N.W.
Suite 500 West
Washington, D.C. 20001

J. Fred Simpson
Executive Vice President
Montana Rail Link, Inc.
101 International Way
Missoula, MT 59802

Samuel M. Sipe, Jr.
STEPTOE & JOHNSON
1330 Connecticut Avenue, N.W.
Washington, D.C. 20036-1795

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

Richard G. Slattery
Amtrak
60 Massachusetts Avenue, N.E.
Washington, D.C. 20002

James A. Small
Commonwealth Edison Company
1411 Opus Place
Suite 200
Downers Grove, IL 60515-5701

Anne D. Smith
White & Case
1747 Pennsylvania Ave., N.W.
Washington, D.C. 20006

Mayor Jeff Smith
City of Kendallville
234 S. Main Street
Kendallville, IN 46755-1795

John E. Smith, II
Assistant General Counsel
Enterprise Products Company
2727 North Loop West
Houston, TX 77210

Myron F. Smith
Fremont County Comm.
615 Macon Avenue
Room 102
Canon City, CO 81212

Patricia T. Smith
Senior Vice President
Public Service Company
1225 17th Street, Suite 600
Denver, CO 80202

Paul Samuel Smith
Office of General Counsel
U.S. Department of Transportation
400 7th Street, S.W., Room 4102 C-30
Washington, D.C. 20590

Michael N. Sohn
555 Twelfth Street, N.W.
Washington, D.C. 20004

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

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

Joseph A. Stinger
Assistant to President
Int'l. Bro. of Boilermakers & Blacksmiths
570 New Brotherhood Building
Kansas City, KS 66101

Wayne L. Stockerbrand
Kennecott Utah Corp. Corporation
P. O. Box 6001
8315 West, 3595 South
Magna, UT 84044-6001

Michael I. Stockman
U.S. Borax, Inc.
General Counsel
26877 Tourney Road
Valencia, CA 91355

Ali M. Stoeppelwerth
Wilmer, Cutler, Pickering
2445 M Street, N.W.
Washington, D.C. 20037-1420

Eileen S. Stommes
P. O. Box 96456
Washington, D.C. 20090-6456

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

Junior Strecker
123 North Main Street
Hoisington, KS 67544

Richard H. Streeter
Barnes & Thornburg
1401 Eye Street, N.W.
Suite 500
Washington, D.C. 20005

John R. Stulp
SECED
P. O. Box 1600
Lamar, CO 81052

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

Marcella M. Szel
CP Rail System
910 Peel Street
Windsor Station, Room 234
Montreal, Quebec H3C 3E4 Canada

Greg Tabuteau
Upper AR, Area Council
P. O. Box 510
Canon City, CO 81215

Larry W. Telford
One Embarcadero CTTR
Severson & Werson
San Francisco, CA 94111

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

D. E. Thompson
General Chairman
Brotherhood of Locomotive Engineers
414 Missouri Blvd.
Scott City, MO 63780

Mark Tobey
P. O. Box 12548
Austin, TX 78711-2548

B. K. Townsend, Jr.
Exxon Chemical Americas
P. O. Box 3272
Houston, TX 77253-3272

J. Tucker
P. O. Box 25181
Arlington, VA 22202

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

Gregory M. Vincent, Vice President
Tennessee Valley Auth.
Lookout Place
1101 Market Street
Chattanooga, TN 37402

Charles Wait
Baca County
P. O. Box 116
Springfield, CO 81073

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

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

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

Eric W. Tibbetts
P. O. Box 3766
1301 McKinney Street
Houston, TX 77253

Myles L. Tobin
Illinois Central Railroad
455 North Cityfront Plaza Drive
Chicago, IL 60611-5504

Merrill L. Travis
Illinois Department of Transportation
2300 South Dirksen Parkway
Springfield, IL 62703-4555

Steve Tucker, President
Denver & Rio Grande Western
Employees Labor Committee
2048 J Road
Fruita, CO 81521

U.S.D.A. Forest Service
Attn: Sue Ballenski
Physical Resources
P. O. Box 25127
Lakewood, CO 80225

Allen J. Vogel
Minnesota DOT
395 John Ireland Blvd. Transp. Bldg.
Suite 925, Kelly Annex
St. Paul, MN 55155

Thomas M. Walsh
STEPTOE & JOHNSON
1330 Connecticut Avenue, N.W.
Washington, D.C. 20036-1795

Philip D. Ward, *et al.*
P. O. box 351
200 First Street, SE
Cedar Rapids, IA 52406-0351

Charles H. White, Jr.
1054-Thirty-First Street, N.W.
Washington, D.C. 20007-4492

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

W. David Tidholm
Hutchesen & Grundy
1200 Smith Street (#3300)
Houston, TX 77002-4579

Gary L. Towell
Toledo, Peoria & Western
1900 East Washington Street
East Peoria, IL 61611-2961

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

Bernice Tuttle
Kiowa County Wife
Chapter #124
13775 C.R. 78.5
Towner, CO 81071-9619

Gerald E. Vannetti
Resource Data International
1320 Pearl Street
Suite 300
Boulder, CO 80302

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

Jeffrey A. Walter
Waterfall Towers, 201-B
2455 Bennett Valley Road
Santa Rosa, CA 95404

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

Terry C. Whiteside
3203 Third Avenue South
Suite 301 Mtn. Bldg.
Billings, MT 59101-1945

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

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

Mayer Lester Williams
Town of Eads
P. O. Box 8
110 W 13th Street
Eads, CO 81036

George T. Williamson, Managing Dir.
Port of Houston Authority
P. O. Box 2562
111 E. Loop N.
Houston, TX 77029

Bruce B. Wilson
Consolidated Rail Corporation
2001 Market Street
Philadelphia, PA 19101-1417

Robert A. Wimbish, Esq.
REA, CROSS & AUCHINCLOSS
1920 N Street, N.W.
Suite 420
Washington, D.C. 20036

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

Edward Wytkind, Executive Director
Transportation Trades Dept., AFLCIO
400 North Capitol Street, N.W.
Suite 861
Washington, D.C. 20001

R. L. Young
P. O. box 700
One Memorial Drive
Lancaster, OH 43130-0700

Thomas Zwica
121 West First Street
Geneseo, OL 61254

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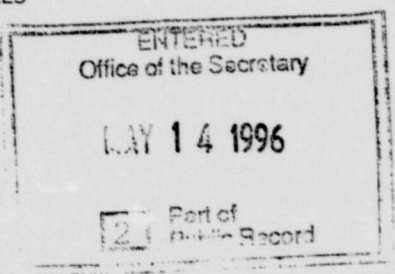
MAYER, BROWN & PLATT

2000 PENNSYLVANIA AVENUE, N.W.

WASHINGTON, D.C. 20006-1882

202-463-2000
TELEX 892603
FACSIMILE:
202-861-0473

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NEW YORK
HOUSTON
LOS ANGELES
TOKYO
BRUSSELS



May 13, 1996



VIA HAND DELIVERY

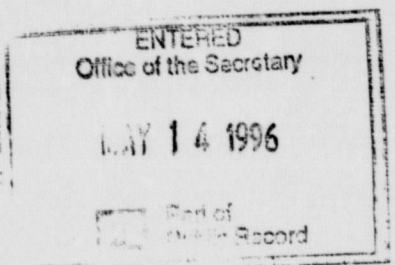
Honorable Vernon A. Williams
Secretary
Surface Transportation Board
12th Street & Constitution Ave., NW
Room 2215
Washington, DC 20423

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

Dear Secretary Williams:

Enclosed for filing in the above-captioned docket are an original and twenty (20) copies of Reply of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company to The Kansas City Southern Railway Company's Motion to Strike (BN/SF-57). Also enclosed is a 3.5-inch disk containing the text of BN/SF-57 in Word Perfect 5.1 format

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



Sincerely,

Ted R. Bardach

Ted R. Bardach
Paralegal

Enclosures

BEFORE THE
SURFACE TRANSPORT

ORIGINAL RIGINAL

Finance Docket N

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

-- CONTROL AND MERGER --

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

REPLY OF BURLINGTON NORTHERN RAILROAD COMPANY AND THE
ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY TO THE
KANSAS CITY SOUTHERN RAILWAY COMPANY'S MOTION TO STRIKE

Jeffrey R. Moreland
Richard E. Weicher
Janice G. Barber
Michael E. Roper
Sidney L. Strickland, Jr.

Burlington Northern
Railroad Company
3800 Continental Plaza
777 Main Street
Ft. Worth, Texas 76102-5384
(817) 333-7954

and

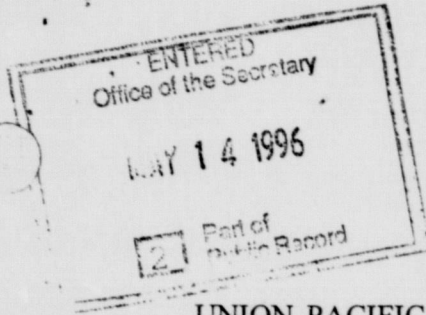
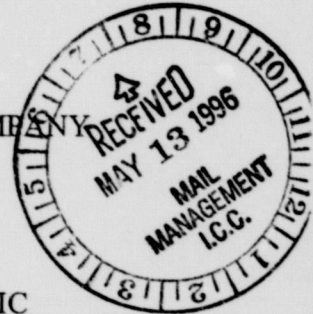
The Atchison, Topeka and Santa Fe
Railway Company
1700 East Golf Road
Schaumburg, Illinois 60173
(847) 995-6887

Attorneys for Burlington Northern Railroad Company
and The Atchison, Topeka and Santa Fe Railway Company

May 13, 1996

Erika Z. Jones
Adrian L. Steel, Jr.
Roy T. Englert, Jr.
Kathryn A. Kusske

Mayer, Brown & Platt
2000 Pennsylvania Avenue, N.W.
Washington, D.C. 20006
(202) 463-2000



ORIGINAL

BN/SF-57

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760

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

-- CONTROL AND MERGER --

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

REPLY OF BURLINGTON NORTHERN RAILROAD COMPANY AND
THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY
TO THE KANSAS CITY SOUTHERN RAILWAY COMPANY'S MOTION TO STRIKE

Burlington Northern Railroad Company ("BN") and The Atchison, Topeka and Santa Fe Railway Company ("Santa Fe") (collectively, "BN/Santa Fe") hereby reply to the Motion to Strike filed by The Kansas City Southern Railway Company ("KCS") (KCS-53) in this proceeding. In its Motion, KCS moves the Board to strike certain portions of BN/Santa Fe's April 29, 1996 comments and testimony (BN/SF-54 and BN/SF-55) which are related to the April 18, 1996 Settlement Agreement among Union Pacific, Southern Pacific, BN/Santa Fe, and the Chemical Manufacturers Association (the "CMA Settlement Agreement"). As shown below, however, BN/Santa Fe's

comments and testimony concerning the CMA Settlement Agreement are proper and fully consistent with the Board's Decision No. 35 in this proceeding (served May 9, 1996) and with the Board's policy of encouraging voluntary settlements of disputed issues in Board proceedings.

KCS argues that the BN/Santa Fe comments and testimony relating to the CMA Settlement Agreement should be stricken because the CMA Settlement Agreement should be "disregarded."^{1/} KCS-53, at 5. The Board, however, has already rejected that argument in ruling that the Applicants should not be required to amend their application in light of the CMA Settlement Agreement. In Decision No. 35, the Board clearly recognized the appropriateness of the April 29th comments and testimony relating to the CMA Settlement Agreement when it stated, "We will evaluate the effects of the CMA settlement agreement on the original BN/Santa Fe settlement agreement, and we will determine the efficacy of the agreements in

^{1/} In any event, KCS's designations of passages proposed to be stricken far exceed the scope of its own arguments justifying the Motion to Strike. See KCS-53, at 12-15. In its apparent effort to purge BN/Santa Fe's (and the Applicants') comments of any references to the CMA Settlement Agreement, KCS has indiscriminately designated passages within BN/Santa Fe's comments and testimony that mention the CMA Settlement Agreement, but that do not rely exclusively upon that Agreement for the views and arguments contained in the designated passages. See, e.g., Ice V.S. at page 9, lines 11-13; Ice V.S. at page 12, lines 6 and 7. Indeed, in at least one instance, KCS has designated to be stricken a portion of BN/Santa Fe's April 29th submission that has no apparent relationship to the CMA Settlement Agreement, but rather expressly responds to the testimony of a witness for the National Industrial Transportation League. See Verified Statement of Christopher D. Kent and John C. Klick at p. 20, line 3 through p. 21, line 1.

rectifying any competitive problems that we conclude would result from applicants' unconditioned merger." Decision No. 35, at 3. The Board went on to note that "the comments on the CMA settlement agreement that we have already received from certain parties . . . will aid us in this task." Ibid.

KCS also argues that references to the CMA Settlement Agreement should be stricken because such references inject new "subjects and disputes into what is supposed to be a rebuttal filing." KCS-53, at 6 (internal quotation marks and citation omitted). But, as KCS's own argument shows, this reasoning is spurious. KCS itself asserts that the CMA Settlement Agreement "purports to achieve . . . a 'fix' to the issues raised by the many parties opposing the merger." Ibid. Thus, to the extent that the CMA Settlement Agreement reflects responses to specific concerns of shippers and others raised in the March 29th comments, references to it in BN/Santa Fe's April 29th submission are entirely appropriate and appear to have been contemplated by the Board under Decision Nos. 31 (served April 19, 1996) and 35 (served May 9, 1996).

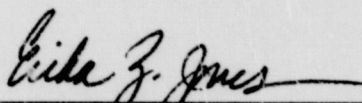
KCS's motion is also inconsistent with the long-standing policy in favor of privately negotiated settlements in merger and control proceedings. See, e.g., Union Pacific Corp. et al. -- Control -- Missouri Pacific Corp. et al., 366 I.C.C. 459, 601 (1982), aff'd in part & remanded in part sub nom. Southern Pacific Transp. Co. v. ICC, 736 F.2d 708 (D.C. Cir. 1984), cert. denied, 469 U.S. 1208 (1985). To refuse to consider the CMA Settlement

Agreement and comments and evidence relating to it not only would deprive the Board of information useful to reaching an informed decision on the merits in this proceeding but also would discourage parties from seeking to resolve their disputes through negotiation in subsequent Board proceedings.

* * *

For the foregoing reasons, the Board should deny KCS's Motion to Strike.

Respectfully submitted,



Jeffrey R. Moreland
Richard E. Weicher
Janice G. Barber
Michael E. Roper
Sidney L. Strickland, Jr.

Erika Z. Jones
Adrian L. Steel, Jr.
Roy T. Englert, Jr.
Kathryn A. Kusske

Burlington Northern
Railroad Company
3800 Continental Plaza
777 Main Street
Ft. Worth, Texas 76102-5384
(817) 333-7954

Mayer, Brown & Platt
2000 Pennsylvania Avenue, N.W.
Washington, D.C. 20006
(202) 463-2000

and

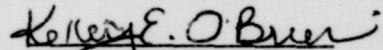
The Atchison, Topeka and Santa Fe
Railway Company
1700 East Golf Road
Schaumburg, Illinois 60173
(847) 995-6887

Attorneys for Burlington Northern Railroad Company
and The Atchison, Topeka and Santa Fe Railway Company

May 13, 1996

CERTIFICATE OF SERVICE

I hereby certify that copies of Reply of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company to The Kansas City Southern Railway Company's Motion to Strike (BN/SF-57) have been served this 13th day of May, 1996, by first-class mail, postage prepaid on all Parties of Record in Finance Docket No. 32760 and by hand-delivery on counsel for The Kansas City Southern Railway Company.



Kelley E. O'Brien
Mayer, Brown & Platt
2000 Pennsylvania Avenue, N.W.
Suite 6500
Washington, D.C. 20006
(202) 778-0607

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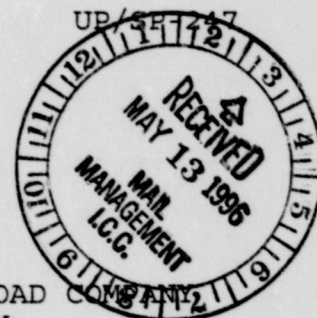
Office of the Secretary

BEFORE THE
SURFACE TRANSPORTATION BOARD

MAY 14 1996

☒ Part of
Public Record

Finance Docket No. 32760



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

-- CONTPOL 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' RESPONSES TO TEXAS UTILITIES ELECTRIC COMPANY'S
SECOND SET OF INTERROGATORIES AND DOCUMENT PRODUCTION REQUESTS

CANNON Y. HARVEY
LOUIS P. WARCHOT
CAROL A. HARRIS
Southern Pacific
Transportation Company
One Market Plaza
San Francisco, California 94105
(415) 541-1000

PAUL A. CUNNINGHAM
RICHARD B. HERZOG
JAMES M. GUINIVAN
Harkins Cunningham
1300 Nineteenth Street, N.W.
Washington, D.C. 20036
(202) 973-7601

Attorneys for Southern
Pacific Rail Corporation,
Southern Pacific Transportation
Company, St. Louis Southwestern
Railway Company, SPCSL Corp. and
The Denver and Rio Grande
Western Railroad Company

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

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

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

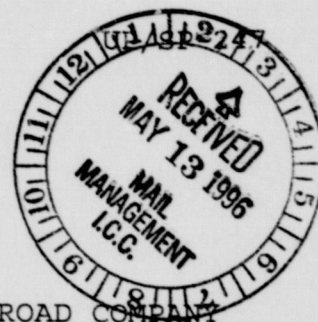
Attorneys for Union Pacific
Corporation, Union Pacific
Railroad Company and Missouri
Pacific Railroad Company

May 13, 1996

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760

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



APPLICANTS' RESPONSES TO TEXAS UTILITIES ELECTRIC COMPANY'S
SECOND SET OF INTERROGATORIES AND DOCUMENT PRODUCTION REQUESTS

UPC, UPRR, MPRR, SPR, SPT, SSW, SPCSL and DRGW,
collectively, "Applicants," hereby respond to the Second Set
of Interrogatories and Document Production Requests of Texas
Utilities Electric Company (hereafter, "TUE").

GENERAL RESPONSES

The following general responses are made with
respect to all of the interrogatories.

1. Applicants have conducted a reasonable search
for documents responsive to the interrogatories. Except as
objections are noted herein,^{1/} all responsive documents have
been or shortly will be made available for inspection and
copying in Applicants' document depository, which is located
at the offices of Covington & Burling in Washington, D.C.
Applicants will be pleased to assist TUE to locate particular

^{1/} Thus, any response that states that responsive documents
are being produced is subject to the General Objections, so
that, for example, any documents subject to attorney-client
privilege (General Objection No. 1) or the work product
doctrine (General Objection No. 2) are not being produced.

responsive documents to the extent that the index to the depository does not suffice for this purpose. Copies of documents will be supplied upon payment of duplicating costs (including, in the case of computer tapes, costs for programming, tapes and processing time).

2. Production of documents or information does not necessarily imply that they are relevant to this proceeding, and is not to be construed as waiving any objection stated herein.

3. In line with past practice in cases of this nature, Applicants have not secured verifications for the answers to interrogatories herein. Applicants are prepared to discuss the matter with TUE if this is of concern with respect to any particular answer.

GENERAL OBJECTIONS

The following general objections are made with respect to all of the interrogatories. Any additional specific objections are stated at the beginning of the response to each interrogatory.

1. Applicants object to production of, and are not producing, documents or information subject to the attorney-client privilege.

2. Applicants object to production of, and are not producing, documents or information subject to the work product doctrine.

3. Applicants object to the production of draft verified statements and documents related thereto. In prior

railroad consolidation proceedings, such documents have been treated by all parties as protected from production.

SPECIFIC RESPONSES AND ADDITIONAL OBJECTIONS

Interrogatory No. 1

1. The testimony of Robert L. Sansom states at page 50 that "[a]fter all this, TUE decided to use TUE Mining to develop a new lignite source for Big Brown rather than use PRB coal." Please identify the basis for this statement, including but not limited to identification of all sources of information and/or identification of all documents reviewed by Witness Sansom in reaching the above conclusion.

Response

The basis for Mr. Sansom's statement is TUE's December 1994 solicitation, "Big Brown Third Party Lignite Requests for Proposals," his discussions with parties responding to or considering responding to this RFP, and his familiarity with unmined lignite deposits in the vicinity of Freestone County, Texas.

Interrogatory No. 2

2. Please state whether Witness Sansom was aware of the news release issued by TUE on April 1, 1996 (copy attached hereto as Exhibit A) stating that TUE intends to construct a 30 mile rail line to its Big Brown generating plant and that this line "will carry Western coal to the plant to supplement locally-mined lignite"?

Response

Applicants object to this interrogatory on the basis that TUE refused to respond to Applicants' document request for public statements, such as this TUE news release, relating to TUE's substitution between coal and lignite. (See Applicants' Twelfth Set of Discovery Requests, No. 1. Applicants ultimately withdrew this request in a compromise

effort to secure discovery responses from TUE.) Applicants further respond as follows:

No. However, this news release does not alter Mr. Sansom's view that TUE retains a lignite option at Big Brown, as an alternative to Western coals, with or without TU Mining as the operator.

Document Request No. 1

1. Produce all documents identified in response to Interrogatory No. 1, herein.

Response

All responsive documents are being placed in Applicants' document depository.

Respectfully submitted,

CANNON Y. HARVEY
LOUIS P. WARCHOT
CAROL A. HARRIS
Southern Pacific
Transportation Company
One Market Plaza
San Francisco, California 94105
(415) 541-1000

PAUL A. CUNNINGHAM
RICHARD B. HERZOG
JAMES M. GUINIVAN
Harkins Cunningham
1300 Nineteenth Street, N.W.
Washington, D.C. 20036
(202) 973-7601

Attorneys for Southern
Pacific Rail Corporation,
Southern Pacific Transportation
Company, St. Louis Southwestern
Railway Company, SPCSL Corp.
and The Denver and Rio Grande
Western Railroad Company

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

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

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

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

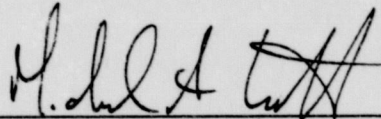
May 13, 1996

CERTIFICATE OF SERVICE

I, Michael A. Listgarten, certify that, on this 13th day of May 1996, I caused a copy of Applicants' Responses to Texas Utilities Electric Company's Second Set of Interrogatories and Document Production Requests to be served by first-class mail, postage prepaid, or by a more expeditious manner of delivery on all parties appearing on the restricted service list established pursuant to paragraph 9 of the Discovery Guidelines in Finance Docket No. 32760, and on

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

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



Michael A. Listgarten

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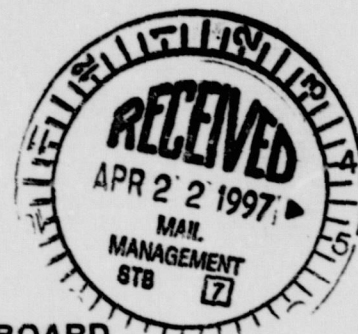
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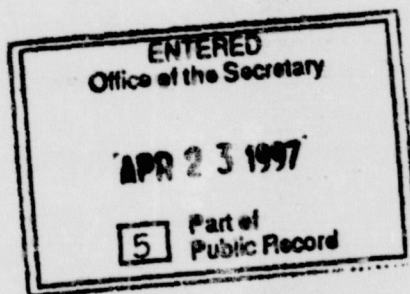


UNITED STATES OF AMERICA
BEFORE THE SURFACE TRANSPORTATION BOARD

F.D. No. 32760

Union Pacific Corporation, et al. --
Control and Merger -- Southern Pacific Corporation, et al.

CITY OF RENO'S RESPONSE TO APPLICANTS'
UNION PACIFIC AND SOUTHERN PACIFIC
FIRST SET OF INTERROGATORIES, REQUEST
FOR PRODUCTION OF DOCUMENTS AND
PETITION FOR WAIVER OF SERVICE REQUIREMENT



Paul H. Lamboley
1020 Nineteenth Street, N.W.
Suite 400
Washington, D.C. 20036-6105
Telephone: (202) 496-4920

Patricia A. Lynch, City Attorney
Michael K. Halley, Deputy City Attorney
Reno City Hall
490 South City Street
Reno, Nevada 89501
Telephone: (702) 334-2050

Counsel for The City of Reno

April 22, 1997

Before the
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760



**CITY OF RENO'S RESPONSE TO APPLICANTS'
UNION PACIFIC AND SOUTHERN PACIFIC
FIRST SET OF INTERROGATORIES, REQUEST
FOR PRODUCTION OF DOCUMENTS AND
PETITION FOR WAIVER OF SERVICE REQUIREMENT**

The City of Reno ("Reno"), hereby responds to Interrogatories, Requests for Production of Documents and Petition for Waiver of Service Requirement proposed by Applicants Union Pacific Railroad, et al. and Southern Pacific Railroad, et al. ("UP/SP").

INTERROGATORIES

INTERROGATORY NO. 1:

State whether the City of Reno or any other person acting on behalf of or in conjunction with the City of Reno distributed copies of the form titled "URGENT NEWS!!! RR UPDATE" dated January 8, 1997, or any other solicitation by the City of Reno of comments on UP train operations through Reno, to City of Reno employees with their paychecks.

RESPONSE:

Yes.

INTERROGATORY NO. 2:

State all the ways in which, and the groups of persons to whom, the form titled "URGENT NEWS!!! RR UPDATE" dated January 8, 1997, and any other solicitation by the City of Reno of comments on UP train operations through Reno, was distributed by the City of Reno.

RESPONSE:

The form titled "URGENT NEWS!!! RR UPDATE" dated January 8, 1997, was included as a "paycheck stuffer" accompanying the paychecks of some, if not all, employees of the City of Reno ("Reno"), of Regional Emergency Medical Service Authority ("REMSA"), of Reno Transportation Commission ("RTC"), of Washoe County ("Washoe"), and also appeared as a notice in the Employee Newsletter of St. Mary's Hospital ("SMH"). Other public information and comment solicitation efforts have been and are being undertaken by the Reno Railroad Mitigation Study Task Force established under Decision No. 44, and on which the City of Reno is represented.

REQUEST FOR PRODUCTION OF DOCUMENTS

REQUEST FOR PRODUCTION OF DOCUMENTS NO. 1:

Please produce the following: The document written by Mark Demuth titled "Sustaining Community Outrage."

RESPONSE:

Reno objects to this Request for Production on the grounds it is propounded without prior authorization under 49 CFR Part 1114, specifically Section 1114.30. Further, Reno objects to this Request on the grounds the identified material was not produced by, for or on behalf of the City, and is not in the City's actual or constructive possession, custody or control. Finally, notwithstanding the foregoing, Reno would otherwise object on the grounds that the Request does not appear to be relevant to matters at issue, or reasonably calculated to lead to discovery of admissible evidence, if it were.

REQUEST FOR PRODUCTION OF DOCUMENTS NO. 2:

All documents received in response to the form titled "URGENT NEWS!!! RR UPDATE" dated January 8, 1997, or any other solicitation by the City of Reno of comments on UP train operations through Reno.

RESPONSE:

Reno objects to this Request for Production on the grounds that it is propounded without prior authorization required under 49 CFR Part 1114, specifically 1114.30. Further, even if it were authorized, the Request as it relates to the form dated January 8, 1997, is objectionable in that production would be burdensome and oppressive involving undue time, effort and expense; and finally, the request as it relates to "any other solicitation" is vague, ambiguous and unintelligible -- attempts to reasonably respond would require

speculation and the possibility of unduly burdensome expenditure of time, effort and expense in attempts to ascribe or distinguish the reason or basis for various public comments that may have been prompted by, or the result of, activities from various sources, including the UP.

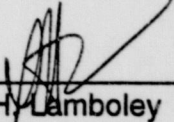
**CERTIFICATE OF ACCURACY
AND OBLIGATION TO SUPPLEMENT**

The foregoing responses to discovery requests are made by The City of Reno following good faith inquiry, and to the best of signator's knowledge, information and belief formed after reasonable inquiry, the responses are complete and correct as of the time made, and the objections are consistent with law and not interposed for any improper purpose.

Reno continues to review circumstances in preparation of its positions in response to and review of Decision No. 44, and understands its ongoing obligation under 49 CFR 1114.29 to supplement or correct disclosures of its responses to interrogatories and to include after-acquired information, or additional information which may complete or correct information not previously

known or made known; where and when appropriate, Reno will seasonably amend any prior responses to any interrogatory request.

Dated: April 22, 1997



Paul H. Lambole
1020 Nineteenth Street, N.W.
Suite 400
Washington, D.C. 20036-6105
Telephone: (202) 496-4920

Patricia A. Lynch, City Attorney
Michael K. Halley, Deputy City Attorney
Reno City Hall
490 South City Street
Reno, Nevada 89501
Telephone: (702) 334-2050

Counsel for The City of Reno

VERIFICATION

I, Charles McNeely*, verify under penalty of perjury that the foregoing Responses to Discovery are true and correct. Further, I certify that I am qualified and authorized to file these verified responses to discovery requests.

Executed on this 22nd day of April, 1997.

/s/ Charles McNeely

* Original Verification executed by Mr. McNeely en route from Reno at time of filing. Original will be provided for Attachment upon receipt.

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a copy of the foregoing Responses to Applicants' Interrogatories, Requests for Production of Documents and Petition for Waiver of Service Requirement was mailed via first class mail, postage prepaid this 22nd day of April 1997, to:

Cannon Y. Harvey
Louis P. Warchot
Carol A. Harris
Southern Pacific Transportation Co.
One Market Plaza
San Francisco, CA 94105

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

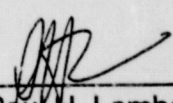
***Counsel to Southern Pacific Rail Corp.
Southern Pacific Transportation Co.
St. Louis Southwestern Railway Co.
SPCSL Corp. and The Denver and
Rio Grande Western Railroad Co.***

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

James V. Dolan
Paul A. Conley, Jr.
Louise A. Rinn
Law Department
Union Pacific Railroad Company
Missouri-Pacific Railroad Company
1416 Dodge Street
Omaha, Nebraska 68179

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

***Counsel to Union Pacific Corp.
Union Pacific Railroad Co. and
Missouri Pacific Railroad Co.***



Paul H. Lamboley

STB

FD

32760

4-7-97

D

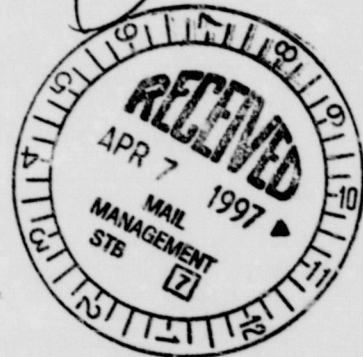
179204

UNION PACIFIC RAILROAD COMPANY

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



April 2, 1997



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 March 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.

	<u>Reno</u>	<u>Wichita</u>
Cap	14.7	6.4
Average Through Freight Trains	10.6	4.68

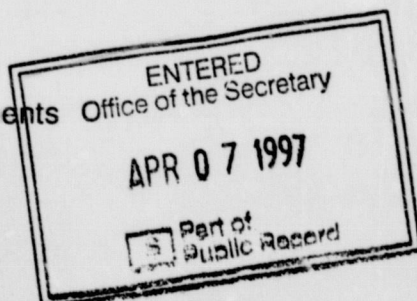
Trains detoured through Reno due to repairs to the Feather River line averaged 6.1 per day in March.

The attached original and 20 copies of the verified reports include the details for both included and excluded trains for each day during March. Besides the daily detailed reports, UP has included a recapitulation for detour trains through Reno.

Very truly yours,

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

Attachments



C: (With attachments)

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

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

Paul H. Lambole, Esq.
Keck, Mahin & Cate
1201 New York Avenue, NW
Washington, DC 20005-3919

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 MARCH 1997
RENO, NEVADA**

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

FREIGHT TRAIN MONTH TO DATE AVERAGE

10.6

**RECAP OF DETOUR TRAINS ROUTED THROUGH RENO NEVADA
DUE TO WEST COAST FLOODING IN THE MONTH OF MARCH 1997**

DATE	TRAINS
1-Mar	8
2-Mar	12
3-Mar	12
4-Mar	10
5-Mar	10
6-Mar	8
7-Mar	13
8-Mar	11
9-Mar	8
10-Mar	5
11-Mar	3
12-Mar	7
13-Mar	9
14-Mar	12
15-Mar	8
16-Mar	7
17-Mar	4
18-Mar	4
19-Mar	5
20-Mar	6
21-Mar	4
22-Mar	4
23-Mar	1
24-Mar	0
25-Mar	2
26-Mar	7
27-Mar	4
28-Mar	2
29-Mar	1
30-Mar	0
31-Mar	3

AVERAGE NUMBER OF DETOUR TRAINS FOR MARCH

6.1

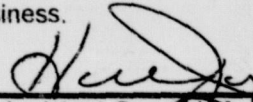
STATION PASSING REPORT FOR March 1, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	120 PM	1RVROM-28	E	F
2	555 PM	1OANSF-28	E	F
3	1055 PM	1RVKCM-28	E	F
4	605 AM	1KCOAT-26	W	F
5	725 AM	1BGRSC-27	W	F
6	1040 AM	1ASRVM-25	W	F
7	1055 AM	1UPBKG-28	W	F
8	415 PM	1RORVM-28	W	F
9	705 PM	1KCRVT-26	W	F
10	420 PM	PASSENGER	E	P
11	250 PM	1MINPV-28	E	D
12	448 PM	1OASCT-28	E	D
13	710 PM	1XSTNP-28	E	D
14	950 PM	1STEK-28	E	D
15	1151 PM	1STNP-01	E	D
16	240 AM	1CHMIV-26	W	D
17	340 AM	1NPOAV-27	W	D
18	325 PM	1XEKST-28	W	D
19				
20				
21				
22				
23				
24				
25				
26				
27				
28				
29				

*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

3/3/97
 DATE

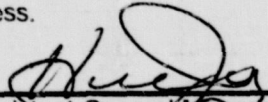
STATION PASSING REPORT FOR March 2, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	235 AM	1RVROM-01	E	F
2	345 PM	1KVASM-01	E	F
3	1015 PM	1RVASM-02	E	F
4	1035 PM	1OANSF-01	E	F
5	325 AM	1KCOAT-27	W	F
6	1225 PM	1SKTAC-01	W	F
7	225 PM	1UPTZG-01	W	F
8	555 PM	1ASRVM-26	W	F
9	805 PM	1KCRVT-27	W	F
10	1200 PM	PASSENGER	W	P
11	1045 AM	RENO SPECIAL	W	P
12	550 AM	1XOAKCNS-01	E	D
13	1100 AM	1STEK-01	E	D
14	1200 PM	1MINPV-01	E	D
15	735 PM	1OAKCNS-01	E	D
16	740 PM	1STNP-02	E	D
17	940 PM	1GSTUCL-02	E	D
18	1215 AM	1SCSTX-01	W	D
19	235 AM	1CHMIV-27	W	D
20	455 AM	1MSCRV-01	W	D
21	800 AM	1NPOAV-28	W	D
22	915 PM	1NPMIV-01	W	D
23	1030 PM	1SCSTX-28	W	D
24				
25				
26				
27				
28				
29				

*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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 Assistant General Manager
 Transportation Service Center

3/3/97
 DATE

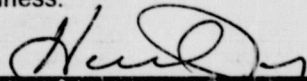
STATION PASSING REPORT FOR March 3, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

Reno Time (Est)	Train/Engine ID	Direction	Type*
1 350 AM	1RVROM-02	E	F
2 640 AM	1RVROM-01	E	F
3 615 PM	1TJUPG-02	E	F
4 735 PM	1OANSF-02	E	F
5 1125 PM	1TASKC-02	E	F
6 1240 AM	1KCOAT-28	W	F
7 755 AM	1SKTAC-02	W	F
8 420 PM	1UPBKG-02	W	F
9 530 PM	1KCRVT-28	W	F
10 840 PM	1RORVM-01	W	F
11 430 PM	PASSENGER	E	P
12 755 AM	1XOACST-02	E	D
13 950 AM	1STEK-02	E	D
14 620 PM	1MRVSC-12	E	D
15 720 PM	1ESTSC-03	E	D
16 905 PM	1XOSKVT-03	E	D
17 125 AM	1XEKST-02	W	D
18 255 AM	1SCSTX-02	W	D
19 725 AM	1NPST-28	W	D
20 900 AM	1BEGLOV-02	W	D
21 1140 AM	1NPOAV-01	W	D
22 1200 PM	1CHMIV-28	W	D
23 220 PM	1NPST-27	W	D
24			
25			
26			
27			
28			
29			

*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

3/4/97
 DATE


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

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	1230 AM	1RVASM-03	E	F
2	200 AM	1RVKCM-02	E	F
3	600 AM	1PYUPG-03	E	F
4	120 PM	1OANSF-03	E	F
5	715 PM	1RVKCM-03	E	F
6	1240 AM	1KCOAT-01	W	F
7	645 AM	1ASRVM-27	W	F
8	640 AM	1ASRVM-28	W	F
9	1155 AM	2RORVM-01	W	F
10	435 PM	1RORVM-02	W	F
11	550 PM	1PURVB-01	W	F
12	930 PM	1RORVM-03	W	F
13	1055 AM	PASSENGER	W	P
14	345 PM	RENO SPECIAL	E	P
15	730 PM	YARD ENGINE	W	SW
16	900 PM	YARD ENGINE	E	SW
17	1015 AM	1STEK-03	E	D
18	1140 AM	1BLOVGL-03	E	D
19	245 PM	1OASCT-03	E	D
20	320 PM	1MINPV-03	E	D
21	850 PM	1GSSTGI-02	E	D
22	1010 PM	1GESINE-03	E	D
23	315 AM	1NPOAV-02	W	D
24	950 AM	1CHMIV-01	W	D
25	120 PM	1GSNYST-01	W	D
26	340 PM	1CHMIV-02	W	D
27				
28				
29				

*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

3/5/97
 DATE

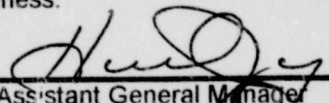
STATION PASSING REPORT FOR March 5, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	935 AM	1RVASM-04	E	F
2	305 PM	1RVROM-03	E	F
3	615 PM	1OANSF-04	E	F
4	920 PM	1RVKCM-04	E	F
5	1020 PM	1RVROM-04	E	F
6	620 AM	1KCOAT-02	W	F
7	1150 AM	1RORVM-04	W	F
8	540 PM	1ASRVM-01	W	F
9	940 PM	1KCRVT-01	W	F
10	640 PM	PASSENGER	E	P
11	338 AM - 526 AM	HELPER ENGINE	N/A	LE
12	400 AM	1BLOVPD-04	E	D
13	850 AM	1XSTNP-03	E	D
14	915 AM	1XOANOV-03	E	D
15	1100 PM	1MINPV-04	E	D
16	400 AM	1RLWNOV-04	W	D
17	520 AM	1NPOAV-03	W	D
18	810 AM	1NPST-02	W	D
19	1025 AM	1MSCRVT-04	W	D
20	425 PM	1XEKST-04	W	D
21	1005 PM	1NPSI-03	W	D
22				
23				
24				
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27				
28				
29				

*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

3/6/97
 DATE

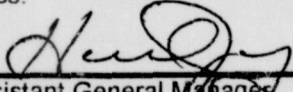
STATION PASSING REPORT FOR March 6, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	500 AM	1TZUPG-04	E	F
2	750 AM	1RVASM-05	E	F
3	1115 AM	1RVROM-05	E	F
4	150 PM	1RVKCM-05	E	F
5	400 PM	1BKOGG-05	E	F
6	340 PM	1RVASM-06	E	F
7	915 PM	1OANSF-03	E	F
8	1200 AM	1KCOAT-03	W	F
9	540 AM	1KCRVT-02	W	F
10	920 AM	1ASRVM-02	W	F
11	535 PM	1KCRVT-03	W	F
12	1155 PM	1KCOAT-04	W	F
13	1132 AM	PASSENGER	W	P
14	1045 AM	RENO SPECIAL	W	P
15	1225 AM	1MRVSCI-04	E	D
16	305 AM	1STEK-05	E	D
17	1210 PM	1STNP-05	E	D
18	240 PM	1MINPV-05	E	D
19	1010 PM	1GESTINE-05	E	D
20	1230 AM	1NPOAV-04	W	D
21	420 AM	1CHMIV-03	W	D
22	820 PM	1NPST-01	W	D
23				
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26				
27				
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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

3/7/97
 DATE

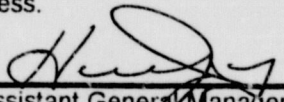
STATION PASSING REPORT FOR March 7, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	820 AM	1RVKCM-06	E	F
2	200 PM	1RVROM-06	E	F
3	210 PM	1OANSF-06	E	F
4	905 PM	1BKOGG-06	E	F
5	1005 PM	1RVASM-07	E	F
6	520 AM	1ASRVM-03	W	F
7	230 PM	1KCRVT-04	W	F
8	310 PM	1SKTAC-05	W	F
9	500 PM	PASSENGER	E	P
10	1040 AM	PASSENGER	W	P
11	1044 PM - 1058 PM	HELPER ENGINE	N/A	LE
12	130 AM	1STNP-06	E	D
13	440 AM	1XSTPC-08	E	D
14	740 AM	1MINPV-06	E	D
15	1005 AM	1XOAKCNS-05	E	D
16	315 PM	1STEK-06	E	D
17	430 PM	2MINPV-06	E	D
18	455 PM	1MRVSCI-06	E	D
19	200 AM	1NPST-04	W	D
20	255 AM	1NPOAV-05	W	D
21	820 AM	1CHMIV-04	W	D
22	1050 AM	1NPST-05	W	D
23	555 PM	1OGST-06	W	D
24	650 PM	1MSCRV-06	W	D
25				
26				
27				
28				
29				

*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

3/10/97
 DATE

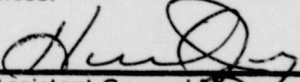
STATION PASSING REPORT FOR March 8, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	320 AM	1RVROM-07	E	F
2	420 AM	1RVKCM-07	E	F
3	1030 AM	1OANSF-07	E	F
4	940 PM	1RVASM-08	E	F
5	1010 PM	1TASKC-06	E	F
6	200 AM	1KCOAT-05	W	F
7	1135 AM	1ASRVM-04	W	F
8	1215 PM	1KCRVT-05	W	F
9	115 PM	2RORVM-07	W	F
10	1025 PM	1RVROM-06	W	F
11	435 PM	PASSENGER	E	P
12	233 AM	RENO SPECIAL	E	P
13	800 PM	YARD ENGINE	W	SW
14	930 PM	YARD ENGINE	E	SW
15	1210 AM	1STNP-07	E	D
16	510 AM	1XOACHD-07	E	D
17	135 PM	1STEK-07	E	D
18	530 PM	1MINPV-07	E	D
19	310 AM	1XEKST-06	W	D
20	435 AM	1NPOAV-06	W	D
21	500 AM	1SCSTX-07	W	D
22	900 AM	1CHMIV-05	W	D
23	530 PM	1GSNCTU-05	W	D
24	740 PM	1CHMIV-06	W	D
25	845 PM	1XNPST-05	W	D
26				
27				
28				
29				

*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

3/10/97
 DATE


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

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	125 AM	1RVKCM-08	E	F
2	1030 AM	1OANSF-08	E	F
3	515 PM	1RVASM-09	E	F
4	1050 PM	1RVROM-08	E	F
5	300 AM	1KCOAT-06	W	F
6	340 AM	1ASRVM-05	W	F
7	655 AM	1RORVM-07	W	F
8	145 PM	2RORVM-06	W	F
9	220 PM	2KCRVT-06	W	F
10	910 PM	2RORVM-08	W	F
11	1105 PM	1KCOAT-07	W	F
12	1043 AM	PASSENGER	W	P
13	1055 AM	RENO SPECIAL	W	P
14	200 AM	1STNP-08	E	D
15	235 AM	1XOAKCNS-08	E	D
16	850 AM	1MINPV-08	E	D
17	340 PM	1GSTUNG-06	E	D
18	1125 PM	1XOPGST-08	E	D
19	540 AM	1NPOAV-07	W	D
20	850 AM	1OGST-08	W	D
21	655 PM	1NPST-07	W	D
22				
23				
24				
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26				
27				
28				
29				

*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

3/10/97
 DATE

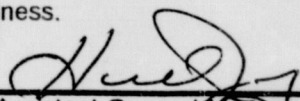
STATION PASSING REPORT FOR March 10, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	1030 AM	1RVKCM-09	E	F
2	2:5 PM	1RVROM-09	E	F
3	4:0 PM	1RVASM-10	E	F
4	645 PM	1OANSF-09	E	F
5	1130 PM	1RVKCM-10	E	F
6	510 AM	1UPPYG-09	W	F
7	720 AM	1ASRVM-06	W	F
8	1240 PM	1RORVM-09	W	F
9	500 PM	1RORVM-08	W	F
10	930 PM	1KCRVT-07	W	F
11	555 PM	PASSENGER	E	P
12	1050 AM	1MRVSCI-09	E	D
13	105 PM	1STEK-08	E	D
14	930 PM	1STEK-09	E	D
15	330 AM	1NPOAV-08	W	D
16	630 AM	1CHMIV-07	W	D
17				
18				
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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

3/11/97
 DATE

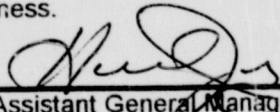
STATION PASSING REPORT FOR March 11, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	1235 AM	1BKOGG-09	E	F
2	305 AM	1TASKC-09	E	F
3	415 AM	1RVROM-10	E	F
4	255 PM	1OANSF-10	E	F
5	420 PM	1RVASM-11	E	F
6	240 AM	1KCOAT-08	W	F
7	620 AM	1ASRVM-07	W	F
8	1130 AM	1SKTAC-10	W	F
9	1055 AM	PASSENGER	W	P
10	400 PM	RENO SPECIAL	E	P
11	220 PM	1MINPV-10	E	D
12	720 PM	1XEKST-10	W	D
13	1050 PM	1CHMIV-09	W	D
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.


 Assistant General Manager
 Transportation Service Center

3/12/97
 DATE

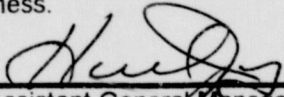
STATION PASSING REPORT FOR March 12, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	450 AM	1RVROM-11	E	F
2	235 PM	1OANSF-11	E	F
3	910 PM	1PYUPG-11	E	F
4	355 AM	1KCOAT-09	W	F
5	550 AM	1KCRVT-08	W	F
6	650 AM	1MSCRV-11	W	F
7	1140 AM	1ASRVM-08	W	F
8	310 PM	1RVROM-K10	W	F
9	715 PM	1KCRVT-09	W	F
10	1130 PM	1KCOAT-10	W	F
11	525 PM	PASSENGER	E	P
12	440 AM	1XSTNP-11	E	D
13	1010 AM	1STEK-11	E	D
14	320 PM	1MINPV-11	E	D
15	720 PM	1MRVSCI-11	E	D
16	120 AM	1GSGIST-08	W	D
17	255 AM	1NPST-08	W	D
18	540 PM	1NPST-09	W	D
19				
20				
21				
22				
23				
24				
25				
26				
27				
28				
29				

*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

3/13/97
 DATE

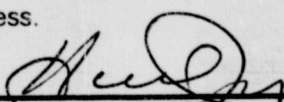
STATION PASSING REPORT FOR March 13, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	120 AM	1OANSF-12	E	F
2	205 AM	1TJUPG-11	E	F
3	335 AM	1RVASM-12	E	F
4	905 AM	1RVKCM-12	E	F
5	1000 PM	1RVROM-12	E	F
6	325 AM	1UPTZG-12	W	F
7	610 AM	1ASRVM-09	W	F
8	410 PM	1RORVM-11	W	F
9	755 PM	1UPBKG-12	W	F
10	930 PM	1SKTAC-12	W	F
11	1025 PM	1BGRSC-12	W	F
12	108 PM	PASSENGER	W	P
13	1045 AM	RENO SPECIAL	W	P
14	903 PM - 940 PM	HELPER ENGINE	N/A	LE
15	145 AM	1STNP-12	E	D
16	820 AM	1XOAKCN-12	E	D
17	1230 PM	1STEK-12	E	D
18	430 PM	1MINPV-12	E	D
19	655 AM	1CHMIV-09	W	D
20	735 AM	1NPST-10	W	D
21	235 PM	1NPOAV-11	W	D
22	250 PM	1CHMIV-10	W	D
23	630 PM	1NPST-11	W	D
24				
25				
26				
27				
28				
29				

*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

3/14/97
 DATE

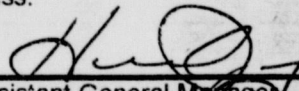
STATION PASSING REPORT FOR March 14, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	500 AM	1RVKCM-13	E	F
2	905 AM	1RVROM-13	E	F
3	1150 AM	1RVASM-13	E	F
4	350 PM	1OANSF-13	E	F
5	1025 PM	1TASKC-12	E	F
6	1105 PM	1RVASM-14	E	F
7	320 AM	1KCOAT-11	W	F
8	420 AM	1KCRVT-10	W	F
9	925 PM	1KCRVT-11	W	F
10	1045 PM	1ASRVM-10	W	F
11	650 PM	PASSENGER	E	P
12	945 AM	PASSENGER	W	P
13	135 AM	1STNP-13	E	D
14	850 AM	1MRVSCI-13	E	D
15	1030 AM	1GSSTNC-13	E	D
16	530 PM	1MINPV-13	E	D
17	955 PM	1XOACST-14	E	D
18	645 AM	1NPOAV-12	W	D
19	840 AM	1CHMIV-11	W	D
20	1150 AM	1MSCRVI-13	W	D
21	1245 PM	1EOVSM-06	W	D
22	205 PM	1NPST-12	W	D
23	700 PM	1GDHYTU-07	W	D
24	1135 PM	1XEKST-13	W	D
25				
26				
27				
28				
29				

*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

3/17/97
 DATE

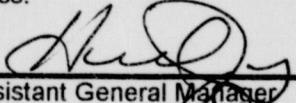
STATION PASSING REPORT FOR March 15, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	455 AM	1RVKCM-14	E	F
2	225 PM	1RVROM-14	E	F
3	735 PM	1OANSF-14	E	F
4	905 PM	1RVKCM-15	E	F
5	230 AM	1KCOAT-12	W	F
6	810 AM	1RVROM-13	W	F
7	930 AM	1ASRVM-11	W	F
8	255 PM	1UPBKG-13	W	F
9	700 PM	1RORVM-K14	W	F
10	1035 PM	1KCOAT-13	W	F
11	545 PM	PASSENGER	E	P
12	105 AM	RENO SPECIAL	E	P
13	200 AM	YARD ENGINE	W	SW
14	315 AM	YARD ENGINE	E	SW
15	1215 AM	1STNP-14	E	D
16	950 AM	1MINPV-14	E	D
17	545 AM	1NPST-13	W	D
18	1005 AM	1CHMIV-12	W	D
19	1210 PM	1NPOAV-13	W	D
20	130 PM	1OGST-12	W	D
21	240 PM	1RLMSA-14	W	D
22	900 PM	1MSCAV-13	W	D
23				
24				
25				
26				
27				
28				
29				

*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

3/17/97
 DATE

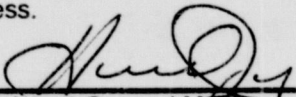
STATION PASSING REPORT FOR March 16, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	440 AM	1RVROM-15	E	F
2	800 AM	1RVASM-15	E	F
3	1155 AM	1OANSF-15	E	F
4	215 PM	1TZUPG-14	E	F
5	835 PM	1RVASM-16	E	F
6	600 AM	1KCRVT-12	W	F
7	155 PM	1KCRVT-13	W	F
8	440 PM	1ASRVM-12	W	F
9	1015 PM	1RORVM-14	W	F
10	1120 AM	PASSENGER	W	P
11	1040 AM	RENO SPECIAL	W	P
12	310 AM	1MINPV-15	E	D
13	1055 AM	1XSTPC-15	E	D
14	850 PM	1ESTNO-16	E	D
15	830 AM	1NPOAV-14	W	D
16	1250 PM	1GSNCTV-12	W	D
17	735 PM	1CHMIV-13	W	D
18	1115 PM	1GSNYST-13	W	D
19				
20				
21				
22				
23				
24				
25				
26				
27				
28				
29				

*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

3/17/97
 DATE

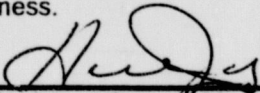
STATION PASSING REPORT FOR March 17, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	610 AM	1RVROM-16	E	F
2	200 PM	1RVKCM-16	E	F
3	345 PM	1OANSF-16	E	F
4	225 AM	1KCOAT-14	W	F
5	515 AM	1RORVM-15	W	F
6	925 AM	1RORVM-16	W	F
7	245 PM	1SKTAC-16	W	F
8	505 PM	PASSENGER	E	P
9	905 PM - 931 PM	HELPER ENGINE	N/A	LE
10	900 AM	MRVSCI-16	E	D
11	335 AM	1ICBWN-15	W	D
12	1100 PM	1NPOAV-15	W	D
13	1120 PM	1CHMIV-14	W	D
14				
15				
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17				
18				
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22				
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24				
25				
26				
27				
28				
29				

*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

3/18/97
 DATE

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

Reno Time (Est)	Train/Engine ID	Direction	Type*
1 320 AM	2RVROM-16	E	F
2 430 AM	1RVKCM-17	E	F
3 920 AM	1RVROM-17	E	F
4 1130 AM	1OANSF-17	E	F
5 440 PM	1TASKC-15	E	F
6 450 AM	1KCOAT-15	W	F
7 1045 AM	1KCRVT-14	W	F
8 145 PM	1ASRVM-14	W	F
9 640 PM	1UPBKG-17	W	F
10 1115 PM	1KCOAT-16	W	F
11 1223 PM	PASSENGER	W	P
12 325 PM	RENO SPECIAL	E	P
13 330 AM	YARD ENGINE	W	SW
14 445 AM	YARD ENGINE	E	SW
15 406 AM - 437 AM	HELPER ENGINE	N/A	LE
16 539 PM - 641 PM	HELPER ENGINE	N/A	LE
17 820 PM	1MINPV-17	E	D
18 245 AM	1CHMIV-15	W	D
19 1115 AM	1NPOAV-16	W	D
20 1125 PM	1MSCRV-17	W	D
21			
22			
23			
24			
25			
26			
27			
28			
29			

*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

3/19/97
 DATE

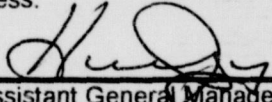
STATION PASSING REPORT FOR March 19, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	805 AM	2RVROM-17	E	F
2	910 AM	1RVROM-18	E	F
3	1030 AM	1OACHZ-19	E	F
4	255 PM	1OANSF-18	E	F
5	335 PM	1RVKCM-18	E	F
6	750 PM	1BKOGG-18	E	F
7	1035 PM	1TASKC-18	E	F
8	1200 AM	1KCRVT-15	W	F
9	410 AM	1RORVM1-K17	W	F
10	425 PM	1UPTJG-18	W	F
11	740 PM	1KCRVT-16	W	F
12	1110 PM	1KCOAT-17	W	F
13	530 PM	PASSENGER	E	F
14	755 AM	1MRVSC1-18	E	D
15	735 PM	1MINPV-18	E	D
16	1010 PM	1GSSTNY-18	E	D
17	720 AM	1NPOAV-17	W	D
18	250 PM	1CHMIV-16	W	D
19				
20				
21				
22				
23				
24				
25				
26				
27				
28				
29				

*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

3/20/97
 DATE

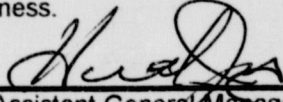
STATION PASSING REPORT FOR March 20, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	650 AM	2RVROM-18	E	F
2	840 AM	1OANSF-19	E	F
3	1032 AM	1OACHZ-20	E	F
4	835 PM	1RVASM-19	E	F
5	855 PM	1BKOGG-19	E	F
6	100 AM	1SKWCC-19	W	F
7	145 AM	1RORVM-18	W	F
8	835 PM	1UPPYG-20	W	F
9	1150 PM	1KCRVT-17	W	F
10	1041 AM	PASSENGER	W	P
11	1115 AM	RENO SPECIAL	W	P
12	550 PM	YARD ENGINE	W	SW
13	655 PM	YARD ENGINE	E	SW
14	737 PM - 836 PM	HELPER ENGINE	N/A	LE
15	305 AM	1GSSTBY-14	E	D
16	215 PM	1AMINP-19	E	D
17	135 AM	1NPOAV-18	W	D
18	600 AM	1CHMIV-17	W	D
19	710 AM	1GDGOTU-16	W	D
20	725 PM	1MSCRV1-20	W	D
21				
22				
23				
24				
25				
26				
27				
28				
29				

*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

3/21/97
 DATE

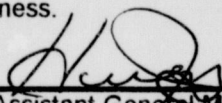
STATION PASSING REPORT FOR March 21, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	715 AM	1RVASM-20	E	F
2	745 AM	1RVKCM-19	E	F
3	1100 AM	1OACHZ-21	E	F
4	1210 PM	1OANSF-20	E	F
5	445 PM	1RVROM-20	E	F
6	810 PM	1RVROM-K19	E	F
7	155 AM	1CHOAZ-19	W	F
8	250 AM	1RORVM1-19	W	F
9	425 AM	1KCOAT-18	W	F
10	1115 AM	1SKTAC-20	W	F
11	240 PM	1RORVM-20	W	F
12	710 PM	1ASRVM-17	W	F
13	535 PM	PASSENGER	E	P
14	1005 AM	PASSENGER	W	P
15	120 AM	RENO SPECIAL	E	P
16	800 AM	1MRVSC1-20	E	D
17	1245 PM	1GESTCB-20	E	D
18	1225 AM	1CHMIV-18	W	D
19	615 AM	1NPOAV-19	W	D
20				
21				
22				
23				
24				
25				
26				
27				
28				
29				

*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

3/24/97
 DATE

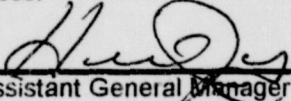
STATION PASSING REPORT FOR March 22, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	710 AM	1RVKCM-20	E	F
2	1040 AM	1OACHZ-22	E	F
3	1220 PM	1OANSF-21	E	F
4	120 PM	1RVASM-21	E	F
5	610 PM	1RVKCM-21	E	F
6	1140 PM	1TASKC-21	E	F
7	140 AM	1CHOAZ-20	W	F
8	455 AM	1AKSOA-19	W	F
9	635 AM	2RORVM1-K20	W	F
10	940 AM	1SKTAC-21	W	F
11	1120 AM	1KCRVT-18	W	F
12	150 PM	1UPTZG-21	W	F
13	610 PM	1ASRVM-16	W	F
14	840 PM	1RORVM1-K22	W	F
15	740 PM	1RORVM1-21	W	F
16	505 PM	PASSENGER	E	P
17	943 AM - 1104 AM	HELPER ENGINE	N/A	LE
18	435 AM	1AMINP-20	E	D
19	730 AM	1GSCTST-18	W	D
20	810 AM	1APRMI-19	W	D
21	910 PM	1MSCRV1-22	W	D
22				
23				
24				
25				
26				
27				
28				
29				

*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

3/24/97
 DATE

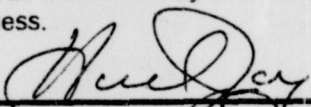
STATION PASSING REPORT FOR March 23, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	900 AM	1TJUPG-21	E	F
2	1115 AM	1OACHZ-23	E	F
3	105 PM	1OANSF-22	E	F
4	255 PM	1RVROM-21	E	F
5	525 PM	1RVASM-22	E	F
6	210 AM	1CHOAZ-21	W	F
7	325 AM	1AKSOA-20	W	F
8	705 AM	1AKSRV-19	W	F
9	240 PM	2RORVM1-22	W	F
10	420 PM	1ASRVM-K19	W	F
11	805 PM	1UPBKG-22	W	F
12	1105 PM	1AKSOA-21	W	F
13	1125 PM	3RORVM1-22	W	F
14	1005 AM	PASSENGER	W	P
15	1035 AM	RENO SPECIAL	W	P
16	1020 AM	YARD ENGINE	W	SW
17	1140 AM	YARD ENGINE	E	SW
18	400 PM	YARD ENGINE	W	SW
19	430 PM	YARD ENGINE	E	SW
20	530 AM	1ANPOA-21	W	D
21				
22				
23				
24				
25				
26				
27				
28				
29				

*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

3/24/97
 DATE


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

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	930 AM	1RVKCM-22	E	F
2	1240 PM	1OANSF-23	E	F
3	650 PM	1RVROM-22	E	F
4	730 PM	1BKOGG-22	E	F
5	1100 PM	1RVASM-23	E	F
6	245 PM	1CHOAZ-22	W	F
7	300 PM	1AKSRV-20	W	F
8	330 PM	1RORVM-23	W	F
9	340 PM	1ASRVM-20	W	F
10	950 PM	1AKSRV-21	W	F
11	527 PM	PASSENGER	E	P
12	904 AM - 1112 AM	HELPER ENGINES	N/A	LE
13				
14				
15				
16				
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21				
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23				
24				
25				
26				
27				
28				
29				

*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

3/25/97
 DATE

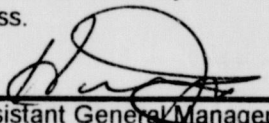
STATION PASSING REPORT FOR March 25, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	215 AM	1CJKCU-20	E	F
2	340 AM	1MRVKS-23	E	F
3	520 AM	1TZUPG-24	E	F
4	700 AM	1MRVAS-24	E	F
5	900 AM	1RVROM-23	E	F
6	1000 AM	1OACHZ-25	E	F
7	1020 AM	1OANSF-24	E	F
8	415 PM	1PYUG-22	E	F
9	650 PM	1MRVAS-25	E	F
10	950 PM	1MRVRO-24	E	F
11	1120 AM	1AKSOA-22	W	F
12	200 PM	1CHOAZ-22	W	F
13	600 PM	1AKSRV-22	W	F
14	1015 PM	1MRORV-24	W	F
15	1003 AM	PASSENGER	W	P
16	300 PM	1AMINP-24	E	D
17	1140 PM	1MSCRV-25	W	D
18				
19				
20				
21				
22				
23				
24				
25				
26				
27				
28				
29				

*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

3/26/97
 DATE

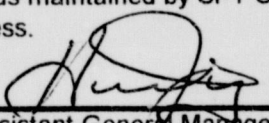
STATION PASSING REPORT FOR March 26, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	1250 AM	2MRVKS-24	E	F
2	610 AM	1MRVKS-25	E	F
3	640 AM	1MRVKS-24	E	F
4	1000 AM	1OACHZ-26	E	F
5	220 PM	1OANSF-25	E	F
6	750 PM	1MRVAS-26	E	F
7	1140 PM	1MRVRO-25	E	F
8	435 AM	1CHOAZ-24	W	F
9	730 AM	1AKSOA-23	W	F
10	935 AM	1ASRVM-22	W	F
11	502 PM	PASSENGER	E	P
12	425 AM - 446 AM	HELPER ENGINE	N/A	LE
13	1250 AM	1GSSTGB-23	E	D
14	520 PM	1AMINP-25	E	D
15	555 PM	1MRVSC-25	E	D
16	1220 AM	1GDDTU-19	W	D
17	505 AM	1ANPOA-24	W	D
18	430 PM	1APRMI-23	W	D
19	800 PM	2GSNYST-23	W	D
20				
21				
22				
23				
24				
25				
26				
27				
28				
29				

*Type: F (Freight) P (Passenger) W (Work) D (Detour) LE (Light Engine)
 SN (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

3/27/97
 DATE

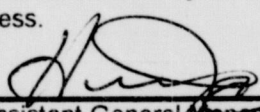
STATION PASSING REPORT FOR March 27, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	130 AM	1MRVKS-26	E	F
2	530 AM	1MRVRO-27	E	F
3	550 AM	1MRVAS-27	E	F
4	1040 AM	1OACHZ-27	E	F
5	440 PM	1OANSF-26	E	F
6	920 PM	1MRVKS-27	E	F
7	130 AM	1AKSOA-24	W	F
8	235 AM	1CHOAZ-25	W	F
9	530 AM	1AKSRV-23	W	F
10	245 PM	1SKTAC-24	V	F
11	525 PM	1SKWCC-25	V	F
12	720 PM	1AKSRV-24	W	F
13	900 PM	1ASRVM-23	W	F
14	1050 PM	1MRORV-25	W	F
15	1003 AM	PASSENGER	W	P
16	1105 AM	YARD ENGINE	W	SW
17	115 PM	YARD ENGINE	E	SW
18	740 PM	WORK TRAIN	W	W
19	545 AM	1GESTIWE-25	E	D
20	425 PM	1AMINP-26	E	D
21	305 AM	1ANPOA-25	W	D
22	1200 PM	1APRMI-24	W	D
23				
24				
25				
26				
27				
28				
29				

*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

3/28/97
 DATE

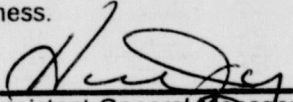
STATION PASSING REPORT FOR March 28, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	135 AM	1MRVRO-27	E	F
2	1150 AM	1OACHZ-28	E	F
3	350 PM	1OANSF-27	E	F
4	845 PM	1MRVAS-28	E	F
5	720 PM	1TASKC-26	E	F
6	1045 PM	1MRVKS-28	E	F
7	1120 PM	1TASKC-27	E	F
8	245 AM	1CHOAZ-26	W	F
9	535 AM	1AKSOA-25	W	F
10	730 AM	1MRORV-26	W	F
11	1020 AM	1ASRVM-24	W	F
12	1135 AM	1AKSRV-25	W	F
13	1003 AM	PASSENGER	W	P
14	435 PM	PASSENGER	E	P
15	1150 AM	YARD ENGINE	W	SW
16	1210 PM	YARD ENGINE	E	SW
17	250 AM	1MRVSC1-27	E	D
18	450 AM	1MSCRV1-27	W	D
19				
20				
21				
22				
23				
24				
25				
26				
27				
28				
29				

*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

3/31/97
 DATE

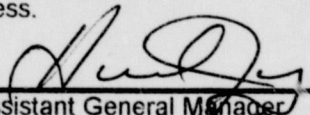
STATION PASSING REPORT FOR March 29, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	615 AM	1MRVRO-28	E	F
2	1005 AM	1OACHZ-29	E	F
3	1155 AM	1OANSF-28	E	F
4	435 PM	1MRVRO-29	E	F
5	505 PM	1CJKCU-27	E	F
6	640 PM	1MRVAS-29	E	F
7	1020 PM	1MRVKS-29	E	F
8	1155 PM	2MRVAS-28	E	F
9	335 AM	1CHOAZ-27	W	F
10	1210 PM	1AKSOA-26	W	F
11	125 PM	1UPTJG-28	W	F
12	445 PM	1MRORV-27	W	F
13	1005 PM	1MRORV-28	W	F
14	515 PM	PASSENGER	E	P
15	335 PM	1MSCRV-29	W	D
16				
17				
18				
19				
20				
21				
22				
23				
24				
25				
26				
27				
28				
29				

*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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 Assistant General Manager
 Transportation Service Center

3/31/97
 DATE

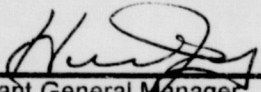
STATION PASSING REPORT FOR March 30, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	1055 AM	1OACHZ-30	E	F
2	1240 PM	1OANSF-29	E	F
3	610 PM	1RIGVC-29	E	F
4	1110 PM	1MRVAS-30	E	F
5	300 AM	1CHOAZ-28	W	F
6	330 AM	1AKSOA-27	W	F
7	1125 AM	1MRORV-29	W	F
8	110 PM	1AKSRV-26	W	F
9	1010 PM	1AKSRV-27	W	F
10	1235 AM	PASSENGER	W	P
11	100 PM	YARD ENGINE	W	SW
12	230 PM	YARD ENGINE	E	SW
13	301 AM - 401 AM	HELPER ENGINE	N/A	LE
14	456 PM - 1015 PM	HELPER ENGINE	N/A	LE
15				
16				
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24				
25				
26				
27				
28				
29				

*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

3/31/97
 DATE

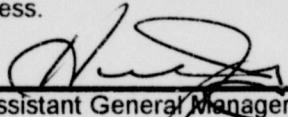
STATION PASSING REPORT FOR March 31, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	910 AM	1MRVRD-30	E	F
2	115 PM	1MRKVS-30	E	F
3	850 PM	1OANSF-30	E	F
4	930 PM	1MRVAS-31	E	F
5	1000 PM	1MRVRO-K31	E	F
6	150 AM	1UBKG-30	W	F
7	325 AM	1CHOAZ-29	W	F
8	405 AM	1AKSOA-28	W	F
9	930 AM	1SKTAC-30	W	F
10	120 PM	2SKTAC-30	W	F
11	805 PM	1MASRV-26	W	F
12	1105 PM	1AKSRV-26	W	F
13	410 PM	PASSENGER	E	P
14	205 PM	1MRVSC1-30	E	D
15	720 AM	1ANPOA-29	W	D
16	255 PM	1APRMI-28	W	D
17				
18				
19				
20				
21				
22				
23				
24				
25				
26				
27				
28				
29				

*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

4/1/97
 DATE

PROGRAM: FPAN127.FOCUS.EXEC(AEIHIST-WHTA-3) 04/01/97 15.37.05

TRANSPORTATION RESEARCH
 AEI SCANNER TRAIN HISTORY SUMMARY FOR SCANNER #359-SOUTH WICHITA
 FOR PERIOD 03/01/97-03/31/97

DATE	THRU TRAINS
03/01/97	3
03/02/97	3
03/03/97	3
03/04/97	8
03/05/97	3
03/06/97	6
03/07/97	5
03/08/97	4
03/09/97	4
03/10/97	5
03/11/97	4
03/12/97	3
03/13/97	5
03/14/97	6
03/15/97	3
03/16/97	5
03/17/97	4
03/18/97	8
03/19/97	4
03/20/97	9
03/21/97	2
03/22/97	7
03/23/97	4
03/24/97	6
03/25/97	4
03/26/97	3
03/27/97	6
03/28/97	4
03/29/97	4
03/30/97	5
03/31/97	5

*TOTAL 97

145

** AVG_THRU_TRN 4.68

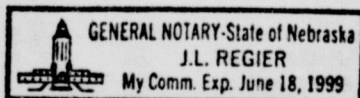
VERIFICATION

STATE OF NEBRASKA)
) ss.
 COUNTY OF DOUGLAS)

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
 Clyde Anderson

SUBSCRIBED AND SWORN to before me this 2nd day of April, 1997.



J.L. Regier
 Notary Public

PROGRAM: FPN127.FOCUS.EXEC(AETHIST-WHTA-4) 04/01/97 15.37.05

TRANSPORTATION RESEARCH
 AEI SCANNER TRAIN HISTORY DETAIL REPORT FOR SCANNER #359-SOUTH WICHITA
 FOR PERIOD 03/01/97-03/31/97

DATE	TIME	SEQ NUM	TRAIN	TRN CAT	TRAIN TYPE	D I R
03/01/97	0028	3479	FWWT 28	T	THROUGH	N
03/01/97	0634	3480	LVB55 01	L	ARK CTY LOC	S
03/01/97	0904	3481	MOWIWT 01	M	YARD/WORK	S
03/01/97	1108	3482	LVO55 01	L	THROUGH	S
03/01/97	1124	3483	YWH55 01	Y	YARD/WORK	S
03/01/97	1158	3484	LVB55 01	L	ARK CTY LOC	N
03/01/97	1300	3485	YWH55 01	Y	YARD/WORK	N
03/01/97	1424	3486	YWH55 01	Y	YARD/WORK	S
03/01/97	1530	3487	WTFW 01	T	THROUGH	S
03/01/97	1610	3488	YWH55 01	Y	YARD/WORK	N
03/01/97	2236	3489	YWH62 01	Y	YARD/WORK	S
03/01/97	2249	3490	YWH62 01	Y	YARD/WORK	N
03/02/97	0419	3491	FWWT 01	T	THROUGH	N
03/02/97	0910	3492	YWH55 02	Y	YARD/WORK	S
03/02/97	0959	3493	YWH55 02	Y	YARD/WORK	N
03/02/97	1801	3494	WTFW 02	T	THROUGH	S
03/02/97	2244	3495	FWWT 02	T	THROUGH	N
03/02/97	2323	3496	YWH62 02	Y	YARD/WORK	S
03/03/97	0005	3497	YWH62 02	Y	YARD/WORK	N
03/03/97	0840	3499	GSOLGV 01	G	THROUGH	S
03/03/97	1008	3500	YWH55 03	Y	YARD/WORK	S
03/03/97	1122	3501	YWH55 03	Y	YARD/WORK	N
03/03/97	1609	3503	MOWIWT 03	M	YARD/WORK	N
03/03/97	1944	3504	WTFW 03	T	THROUGH	S
03/03/97	2245	3505	YWH60 03	Y	YARD/WORK	S
03/03/97	2304	3506	YWH60 03	Y	YARD/WORK	N
03/03/97	2328	3507	LVO54 03	L	THROUGH	N
03/04/97	0032	3508	GLSICC 01	G	THROUGH	S
03/04/97	0630	3509	FWWT 03	T	THROUGH	N
03/04/97	0648	3510	LVB55 04	L	ARK CTY LOC	S
03/04/97	0749	3511	MOWIWT 04	M	YARD/WORK	S
03/04/97	1009	3512	LVB55 04	L	ARK CTY LOC	N
03/04/97	1026	3513	GLWILD 03	G	THROUGH	S
03/04/97	1033	3514	LVO55 04	L	THROUGH	S
03/04/97	1102	3515	YWH55 04	Y	YARD/WORK	S
03/04/97	1130	3516	YWH55 04	Y	YARD/WORK	N
03/04/97	1444	3517	MOWIWT 04	M	YARD/WORK	N
03/04/97	1450	3518	OWTCK 04	O	THROUGH	N
03/04/97	1501	3519	GSGVWT 02	G	THROUGH	N
03/04/97	1746	3520	WTFW 04	T	THROUGH	S
03/04/97	2002	3521	OWTCK 04	O	THROUGH	S
03/04/97	2223	3522	YWH62 04	Y	YARD/WORK	S
03/04/97	2345	3523	YWH62 04	Y	YARD/WORK	N
03/05/97	0508	3524	FWWT 04	T	THROUGH	N
03/05/97	0630	3525	LVB55 05	L	ARK CTY LOC	S

PROGRAM: FPN127.FOCUS,EXEC(AEIHIST-WHTA-4) 04/01/97 15.37.05

TRANSPORTATION RESEARCH
AEI SCANNER TRAIN HISTORY DETAIL REPORT FOR SCANNER #359-SOUTH WICHITA
FOR PERIOD 03/01/97-03/31/97

DATE	TIME	SEQ NUM	TRAIN	TRN CAT	TRAIN TYPE	D I R
03/05/97	0947	3526	LVB55 05	L	ARK CTY LOC	N
03/05/97	1014	3527	YWH55 05	Y	YARD/WORK	S
03/05/97	1144	3528	YWH55 05	Y	YARD/WORK	N
03/05/97	1311	3529	GSWIGV 05	G	THROUGH	S
03/05/97	1330	3530	YWH55 05	Y	YARD/WORK	S
03/05/97	1527	3531	YWH55 05	Y	YARD/WORK	N
03/05/97	1759	3532	WTFW 05	T	THROUGH	S
03/05/97	2257	3533	YWH62 05	Y	YARD/WORK	S
03/05/97	2310	3534	YWH62 05	Y	YARD/WORK	N
03/06/97	0006	3535	LVO54 05	L	THROUGH	N
03/06/97	0614	3536	FWWT 05	T	THROUGH	N
03/06/97	0658	3537	LVB55 06	L	ARK CTY LOC	S
03/06/97	1015	3538	YWH55 06	Y	YARD/WORK	S
03/06/97	1055	3539	LVO55 06	L	THROUGH	S
03/06/97	1131	3540	YWH55 06	Y	YARD/WORK	N
03/06/97	1235	3541	LVB55 06	L	ARK CTY LOC	N
03/06/97	1502	3542	OCKWT 05	O	THROUGH	N
03/06/97	1817	3543	WTFW 06	T	THROUGH	S
03/06/97	2104	3544	OWICK 06	O	THROUGH	S
03/07/97	0303	3545	GLCOCC 26	G	THROUGH	S
03/07/97	0637	3546	LVB55 07	L	ARK CTY LOC	S
03/07/97	0715	3547	FWWT 06	T	THROUGH	N
03/07/97	1005	3548	YWH55 07	Y	YARD/WORK	S
03/07/97	1101	3549	GLSILD 06	G	THROUGH	S
03/07/97	1130	3550	YWH55 07	Y	YARD/WORK	N
03/07/97	1336	3551	LVB55 07	L	ARK CTY LOC	N
03/07/97	2016	3552	WTFW 07	T	THROUGH	S
03/07/97	2245	3553	YWH62 07	Y	YARD/WORK	S
03/07/97	2314	3554	YWH62 07	Y	YARD/WORK	N
03/07/97	2359	3555	GLCOBE 04	G	THROUGH	S
03/08/97	0024	3556	LVO54 07	L	THROUGH	N
03/08/97	0548	3557	FWWT 07	T	THROUGH	N
03/08/97	0635	3558	LVB55 08	L	ARK CTY LOC	S
03/08/97	0813	3559	MOWIWT 08	M	YARD/WORK	S
03/08/97	0955	3560	LVB55 08	L	ARK CTY LOC	N
03/08/97	1017	3561	LVO55 08	L	THROUGH	S
03/08/97	1048	3562	YWH55 08	Y	YARD/WORK	S
03/08/97	1133	3563	YWH55 08	Y	YARD/WORK	N
03/08/97	1408	3564	YWH55 08	Y	YARD/WORK	S
03/08/97	1558	3565	YWH55 08	Y	YARD/WORK	N
03/08/97	1639	3566	WTFW 08	T	THROUGH	S
03/08/97	2241	3567	YWH62 08	Y	YARD/WORK	S
03/08/97	2309	3568	YWH62 08	Y	YARD/WORK	N
03/09/97	0433	3569	FWWT 08	T	THROUGH	N
03/09/97	0831	3570	GSAMSI 05	G	THROUGH	N

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DATE	TIME	SEQ NUM	TRAIN	TRN CAT	TRAIN TYPE	D I R
03/09/97	1001	3571	YWH55	09 Y	YARD/WORK	S
03/09/97	1116	3572	YWH55	09 Y	YARD/WORK	N
03/09/97	1643	3573	MOWIWT	09 M	YARD/WORK	N
03/09/97	1738	3574	GSBYHO	07 G	THROUGH	S
03/09/97	1925	3575	WTFW	09 T	THROUGH	S
03/09/97	2147	3576	YWH60	09 Y	YARD/WORK	S
03/09/97	2229	3577	YWH60	09 Y	YARD/WORK	N
03/10/97	0132	3578	FWWT	09 T	THROUGH	N
03/10/97	0633	3579	LVB55	10 L	ARK CTY LOC	S
03/10/97	1028	3580	YWH55	10 Y	YARD/WORK	S
03/10/97	1151	3581	YWH55	10 Y	YARD/WORK	N
03/10/97	1153	3582	LVB60	10 L	THROUGH	N
03/10/97	1812	3583	FWWT	10 T	THROUGH	N
03/10/97	1925	3584	GSGVOL	08 G	THROUGH	N
03/10/97	2225	3585	LVO54	10 L	THROUGH	N
03/10/97	2237	3586	YWH62	10 Y	YARD/WORK	S
03/10/97	2302	3587	YWH62	10 Y	YARD/WORK	N
03/11/97	0636	3588	LVB55	11 L	ARK CTY LOC	S
03/11/97	1000	3589	LVB55	11 L	ARK CTY LOC	N
03/11/97	1018	3590	LVO55	11 L	THROUGH	S
03/11/97	1023	3591	YWH55	11 Y	YARD/WORK	S
03/11/97	1124	3592	YWH55	11 Y	YARD/WORK	N
03/11/97	1641	3593	OCKWT	10 O	THROUGH	N
03/11/97	1917	3594	WTFW	11 T	THROUGH	S
03/11/97	1956	3595	OWTCK	11 O	THROUGH	S
03/11/97	2316	3596	YWH62	11 Y	YARD/WORK	S
03/11/97	2339	3597	YWH62	11 Y	YARD/WORK	N
03/12/97	0157	3598	GSGVAB	09 G	THROUGH	N
03/12/97	0642	3599	LVB55	12 L	ARK CTY LOC	S
03/12/97	0859	3600	FWWT	11 T	THROUGH	N
03/12/97	0939	3601	YWH55	12 Y	YARD/WORK	S
03/12/97	1045	3602	YWH55	12 Y	YARD/WORK	N
03/12/97	1345	3603	LVB55	12 L	ARK CTY LOC	N
03/12/97	1831	3604	WTFW	12 T	THROUGH	S
03/13/97	0124	3606	LVO54	12 L	THROUGH	N
03/13/97	0646	3607	LVB55	13 L	ARK CTY LOC	S
03/13/97	0907	3608	YWH55	13 Y	YARD/WORK	S
03/13/97	1034	3609	LVB55	13 L	ARK CTY LOC	N
03/13/97	1041	3610	YWH55	13 Y	YARD/WORK	N
03/13/97	1056	3611	LVO55	13 L	THROUGH	S
03/13/97	1448	3612	OCKWT	12 O	THROUGH	N
03/13/97	1536	3613	M OF W	13 W	YARD/WORK	N
03/13/97	1747	3614	WTFW	13 T	THROUGH	S
03/13/97	2051	3615	OWTCK	13 O	THROUGH	S
03/13/97	2248	3616	YWH62	14 Y	YARD/WORK	S

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03/13/97	2339	3617	YWH62 14	Y	YARD/WORK	N
03/14/97	0437	3618	SFSFC 12	S	THROUGH	N
03/14/97	0535	3619	BLNLHU 11	B	YARD/WORK	N
03/14/97	0558	3620	GSOLGV 12	G	THROUGH	S
03/14/97	0636	3621	LVB55 14	L	ARK CTY LOC	S
03/14/97	1005	3622	YWH55 14	Y	YARD/WORK	S
03/14/97	1133	3623	YWH55 14	Y	YARD/WORK	N
03/14/97	1305	3624	LVB55 14	L	ARK CTY LOC	N
03/14/97	1437	3625	YWH55 14	Y	YARD/WORK	S
03/14/97	1535	3626	FWWT 12	T	THROUGH	N
03/14/97	1623	3627	YWH55 14	Y	YARD/WORK	N
03/14/97	1658	3628	GEGVSI 11	G	THROUGH	N
03/14/97	1910	3629	WTFW 14	T	THROUGH	S
03/14/97	2305	3630	YWH62 14	Y	YARD/WORK	S
03/14/97	2327	3631	YWH62 14	Y	YARD/WORK	N
03/14/97	2347	3632	LVO54 14	L	THROUGH	N
03/15/97	0640	3633	LVB55 15	L	ARK CTY LOC	S
03/15/97	1010	3634	GLSIFW 14	G	THROUGH	S
03/15/97	1035	3635	YWH55 15	Y	YARD/WORK	S
03/15/97	1050	3636	LVB55 15	L	ARK CTY LOC	N
03/15/97	1115	3637	YWH55 15	Y	YARD/WORK	N
03/15/97	1132	3638	LVO55 15	L	THROUGH	S
03/15/97	1155	3639	GSHOSI 12	G	THROUGH	N
03/15/97	1403	3640	YWH55 15	Y	YARD/WORK	S
03/15/97	1534	3641	YWH55 15	Y	YARD/WORK	S
03/15/97	1608	3642	YWH55 15	Y	YARD/WORK	N
03/15/97	2204	3643	YWH62 15	Y	YARD/WORK	S
03/15/97	2225	3644	YWH62 15	Y	YARD/WORK	N
03/16/97	0121	3645	FWWT 13	T	THROUGH	N
03/16/97	0738	3646	FWWT 14	T	THROUGH	N
03/16/97	0952	3647	YWH55 16	Y	YARD/WORK	S
03/16/97	1025	3648	FWWT 15	T	THROUGH	N
03/16/97	1037	3649	YWH55 16	Y	YARD/WORK	N
03/16/97	1109	3650	MOWIWT 16	M	YARD/WORK	S
03/16/97	1503	3651	MOWIWT 16	M	YARD/WORK	N
03/16/97	1756	3652	GLDOBE 14	G	THROUGH	S
03/16/97	1948	3653	WTFW 16	T	THROUGH	S
03/16/97	2224	3654	YWH62 16	Y	YARD/WORK	S
03/16/97	2306	3655	YWH62 16	Y	YARD/WORK	N
03/17/97	0009	3656	FWWT 16	T	THROUGH	N
03/17/97	0631	3657	LVB55 17	L	ARK CTY LOC	S
03/17/97	0657	3658	GSGVOL 13	G	THROUGH	N
03/17/97	0843	3660	MOWIWT 17	M	YARD/WORK	S
03/17/97	0941	3661	YWH55 17	Y	YARD/WORK	S
03/17/97	1106	3662	YWH55 17	Y	YARD/WORK	N

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DATE	TIME	SEQ NUM	TRAIN	TRN CAT	TRAIN TYPE	D I R
03/17/97	1122	3663	LVB55	17 L	ARK CTY LOC	N
03/17/97	1837	3664	GLCOCC	12 G	THROUGH	S
03/17/97	1922	3665	WTFW	17 T	THROUGH	S
03/17/97	2112	3666	YWH61	17 Y	YARD/WORK	S
03/17/97	2130	3667	YWH61	17 Y	YARD/WORK	N
03/18/97	0632	3668	LVB55	18 L	ARK CTY LOC	S
03/18/97	0725	3669	LVO54	17 L	THROUGH	N
03/18/97	1032	3670	YWH55	18 Y	YARD/WORK	S
03/18/97	1151	3671	LVB55	18 L	ARK CTY LOC	N
03/18/97	1229	3672	YWH55	18 Y	YARD/WORK	N
03/18/97	1411	3673	GLWTAM	14 G	THROUGH	S
03/18/97	1608	3674	MOWIWT	18 M	YARD/WORK	N
03/18/97	1629	3675	LVO55	18 L	THROUGH	S
03/18/97	1822	3676	OCKWT	17 O	THROUGH	N
03/18/97	1901	3677	FWWT	17 T	THROUGH	N
03/18/97	1934	3678	GSSIBE	17 G	THROUGH	S
03/18/97	2241	3679	WTFW	18 T	THROUGH	S
03/18/97	2352	3680	GSWIWW	19 G	THROUGH	N
03/19/97	0010	3681	YWH62	18 Y	YARD/WORK	S
03/19/97	0034	3682	YWH62	18 Y	YARD/WORK	N
03/19/97	0557	3683	OWTCK	18 O	THROUGH	S
03/19/97	0640	3684	LVB55	19 L	ARK CTY LOC	S
03/19/97	0834	3685	FWWT	18 T	THROUGH	N
03/19/97	0909	3686	GECCSI	13 G	THROUGH	N
03/19/97	1147	3687	YWH55	19 Y	YARD/WORK	N
03/19/97	1425	3688	YWH55	19 Y	YARD/WORK	S
03/19/97	1624	3689	YWH55	19 Y	YARD/WORK	N
03/19/97	1828	3690	WTFW	19 T	THROUGH	S
03/19/97	2257	3691	YWH62	19 Y	YARD/WORK	S
03/19/97	2318	3692	YWH62	19 Y	YARD/WORK	N
03/20/97	0037	3693	LVO54	19 L	THROUGH	N
03/20/97	0215	3694	GSWIWW	19 G	THROUGH	S
03/20/97	0415	3695	GSOLGV	18 G	THROUGH	S
03/20/97	0634	3696	LVB55	20 L	ARK CTY LOC	S
03/20/97	1112	3697	LVO55	20 L	THROUGH	S
03/20/97	1133	3698	LVB60	20 L	THROUGH	N
03/20/97	1154	3699	GSSIHO	18 G	THROUGH	S
03/20/97	1303	3700	FWWT	19 T	THROUGH	N
03/20/97	1350	3701	MOWIWT	20 M	YARD/WORK	S
03/20/97	1357	3702	YWH55	20 Y	YARD/WORK	S
03/20/97	1427	3703	YWH55	20 Y	YARD/WORK	N
03/20/97	1934	3704	WTFW	20 T	THROUGH	S
03/20/97	2247	3705	YWH62	20 Y	YARD/WORK	S
03/20/97	2313	3706	YWH62	20 Y	YARD/WORK	N
03/20/97	2341	3707	SGSVAB	17 G	THROUGH	N

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DATE	TIME	SEQ NUM	TRAIN	TRN CAT	TRAIN TYPE	D I R
03/21/97	0739	3708	LVB55	21 L	ARK CTY LOC	S
03/21/97	1012	3709	YWH55	21 Y	YARD/WORK	S
03/21/97	1132	3710	YWH55	21 Y	YARD/WORK	N
03/21/97	1417	3711	YWH55	21 Y	YARD/WORK	S
03/21/97	1516	3712	LVB55	21 L	ARK CTY LOC	N
03/21/97	1603	3713	YWH55	21 Y	YARD/WORK	N
03/21/97	1633	3714	WTFW	21 T	THROUGH	S
03/21/97	2230	3715	YWH62	21 Y	YARD/WORK	S
03/21/97	2340	3716	YWH62	21 Y	YARD/WORK	N
03/21/97	2349	3717	LVO54	21 L	THROUGH	N
03/22/97	0240	3718	GLSIGV	18 G	THROUGH	S
03/22/97	0630	3719	LVB55	22 L	ARK CTY LOC	S
03/22/97	0747	3720	GLMGBE	19 G	THROUGH	S
03/22/97	0916	3721	GSGVOL	20 G	THROUGH	N
03/22/97	1003	3722	YWH55	22 Y	YARD/WORK	S
03/22/97	1054	3723	YWH55	22 Y	YARD/WORK	N
03/22/97	1132	3724	LVB55	22 L	ARK CTY LOC	N
03/22/97	1252	3725	LVO55	22 L	THROUGH	S
03/22/97	1412	3726	YWH55	22 Y	YARD/WORK	S
03/22/97	1538	3727	YWH55	22 Y	YARD/WORK	N
03/22/97	1709	3728	FWWT	20 T	THROUGH	N
03/22/97	1912	3729	GLWTAM	18 G	THROUGH	S
03/22/97	1944	3730	WTFW	22 T	THROUGH	S
03/22/97	2234	3731	YWH62	22 Y	YARD/WORK	S
03/22/97	2256	3732	YWH62	22 Y	YARD/WORK	N
03/23/97	0248	3733	GLSICC	19 G	THROUGH	S
03/23/97	0659	3734	GSBESI	21 G	THROUGH	N
03/23/97	1047	3735	YWH55	23 Y	YARD/WORK	S
03/23/97	1131	3736	YWH55	23 Y	YARD/WORK	N
03/23/97	1505	3737	FWWT	21 T	THROUGH	N
03/23/97	1519	3738	YWH55	23 Y	YARD/WORK	S
03/23/97	1532	3739	YWH55	23 Y	YARD/WORK	N
03/23/97	1758	3740	WTFW	23 T	THROUGH	S
03/23/97	2113	3741	YWH60	23 Y	YARD/WORK	S
03/23/97	2139	3742	YWH60	23 Y	YARD/WORK	N
03/24/97	0117	3743	FWWT	22 T	THROUGH	N
03/24/97	0620	3744	FWWT	23 T	THROUGH	N
03/24/97	0639	3745	LVB55	24 L	ARK CTY LOC	S
03/24/97	0922	3746	GLSIGV	23 G	THROUGH	S
03/24/97	0949	3747	BLGHNV	21 B	YARD/WORK	S
03/24/97	0959	3748	YWH55	24 Y	YARD/WORK	S
03/24/97	1118	3749	YWH55	24 Y	YARD/WORK	N
03/24/97	1328	3750	LVB55	24 L	ARK CTY LOC	N
03/24/97	1737	3751	GEGVSI	22 G	THROUGH	N
03/24/97	2027	3752	GSHOBY	23 G	THROUGH	N

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DATE	TIME	SEQ NUM	TRAIN	TRN CAT	TRAIN TYPE	D I R
03/24/97	2204	3753	YWH60	24 Y	YARD/WORK	S
03/24/97	2233	3754	YWH60	24 Y	YARD/WORK	N
03/24/97	2318	3755	LVO54	24 L	THROUGH	N
03/25/97	0425	3756	FWWT	24 T	THROUGH	N
03/25/97	0626	3757	BWTWT	24 B	YARD/WORK	N
03/25/97	0640	3758	LVB55	25 L	ARK CTY LOC	S
03/25/97	0958	3759	YWH55	25 Y	YARD/WORK	S
03/25/97	1139	3760	YWH55	25 Y	YARD/WORK	N
03/25/97	1142	3761	LVB55	25 L	ARK CTY LOC	N
03/25/97	1239	3762	LVO55	25 L	THROUGH	S
03/25/97	1319	3763	GSWWCO	22 G	THROUGH	N
03/25/97	1411	3764	MOWIWT	25 M	YARD/WORK	N
03/25/97	1947	3765	WTFW	25 T	THROUGH	S
03/26/97	0018	3766	YWH62	25 Y	YARD/WORK	S
03/26/97	0038	3767	GLWAGV	22 G	THROUGH	S
03/26/97	0123	3768	GSOLGV	23 G	THROUGH	S
03/26/97	0636	3769	LVB55	25 L	ARK CTY LOC	S
03/26/97	0953	3770	FWWT	25 T	THROUGH	N
03/26/97	1012	3771	MOWIWT	26 M	YARD/WORK	S
03/26/97	1018	3772	YWH55	26 Y	YARD/WORK	S
03/26/97	1147	3773	YWH55	26 Y	YARD/WORK	N
03/26/97	1205	3774	LVB55	26 L	ARK CTY LOC	N
03/26/97	2302	3775	YWH62	26 Y	YARD/WORK	S
03/26/97	2326	3776	YWH62	26 Y	YARD/WORK	N
03/27/97	0035	3777	LVO54	26 L	THROUGH	N
03/27/97	0217	3778	WTFW	26 T	THROUGH	S
03/27/97	0307	3779	GSSIGV	24 G	THROUGH	S
03/27/97	0638	3780	LVB55	27 L	ARK CTY LOC	S
03/27/97	0716	3781	FWWT	26 T	THROUGH	N
03/27/97	0955	3782	YWH55	27 Y	YARD/WORK	S
03/27/97	1051	3783	YWH55	27 Y	YARD/WORK	N
03/27/97	1152	3784	LVO55	27 L	THROUGH	S
03/27/97	1228	3785	LVB55	27 L	ARK CTY LOC	N
03/27/97	1350	3786	YWH55	27 Y	YARD/WORK	S
03/27/97	1624	3787	YWH55	27 Y	YARD/WORK	N
03/27/97	1812	3788	WTFW	27 T	THROUGH	S
03/27/97	2311	3789	YWH62	27 Y	YARD/WORK	S
03/27/97	2341	3790	YWH62	27 Y	YARD/WORK	N
03/28/97	0529	3791	FWWT	27 T	THROUGH	N
03/28/97	0552	3792	GEFWWT	26 G	THROUGH	N
03/28/97	1237	3793	MOWIWT	27 M	YARD/WORK	N
03/28/97	1347	3794	GEFWWT	27 G	THROUGH	N
03/28/97	1716	3795	WTFW	28 T	THROUGH	S
03/29/97	0156	3796	LVO54	28 L	THROUGH	N
03/29/97	0256	3797	FWWT	28 T	THROUGH	N

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DATE	TIME	SEQ NUM	TRAIN	TRN CAT	TRAIN TYPE	D I R
03/29/97	0346	3798	GSBYGV 24	G	THROUGH	S
03/29/97	0657	3799	LVB55 29	L	ARK CTY LOC	S
03/29/97	1039	3800	YWH55 29	Y	YARD/WORK	S
03/29/97	1213	3801	YWH55 29	Y	YARD/WORK	N
03/29/97	1420	3802	LVO55 29	L	THROUGH	S
03/29/97	1457	3803	YWH55 29	Y	YARD/WORK	S
03/29/97	1517	3804	LVB55 29	L	ARK CTY LOC	N
03/29/97	1940	3805	YWH55 29	Y	YARD/WORK	N
03/29/97	2216	3806	YWH62 29	Y	YARD/WORK	S
03/29/97	2300	3807	YWH62 29	Y	YARD/WORK	N
03/30/97	0112	3808	GECCSI 28	G	THROUGH	N
03/30/97	0604	3809	FWWT 29	T	THROUGH	N
03/30/97	1000	3810	YWH55 30	Y	YARD/WORK	S
03/30/97	1046	3812	GLWTAM 28	G	THROUGH	S
03/30/97	1225	3813	GLSILD 28	G	THROUGH	S
03/30/97	1651	3814	WTFW 30	T	THROUGH	S
03/30/97	2125	3815	YWH62 30	Y	YARD/WORK	S
03/30/97	2206	3816	YWH62 30	Y	YARD/WORK	N
03/31/97	0056	3817	FWWT 30	T	THROUGH	N
03/31/97	0240	3818	GLOKFW 29	G	THROUGH	S
03/31/97	0404	3819	GSOLGV 30	G	THROUGH	S
03/31/97	0631	3820	LVB55 31	L	ARK CTY LOC	S
03/31/97	0927	3821	LVB55 31	L	ARK CTY LOC	N
03/31/97	1112	3822	YWH55 31	Y	YARD/WORK	S
03/31/97	1214	3823	YWH55 31	Y	YARD/WORK	N
03/31/97	1821	3824	WTFW 31	T	THROUGH	S
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03/31/97	2330	3827	YWH60 31	Y	YARD/WORK	N

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COVINGTON & BURLING

1201 PENNSYLVANIA AVENUE, N. W.

P.O. BOX 7566

WASHINGTON, D.C. 20044-7566

(202) 662-6000

TELEFAX: (202) 662-6291

TELEX: 89-593 (COVLING WSH)

CABLE COVLING

ARVID E. ROACH II

DIRECT DIAL NUMBER

(202) 662-5388

DIRECT TELEFAX NUMBER

(202) 778-5388



April 1, 1997

BRUSSELS CORRESPONDENT OFFICE

44 AVENUE DES ARTS

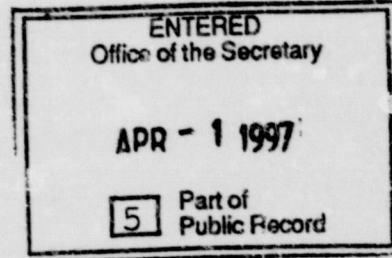
BRUSSELS 1040 BELG UM

TELEPHONE: 32-2-512-9890

TELEFAX: 32-2-502-1598

BY HAND

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



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

Dear Secretary Williams:

Enclosed for filing in the above-captioned docket are the original and twenty copies of Applicants' First Quarter 1997 Progress Report with Respect to Merger Conditions (UP/SP-300). Also enclosed is a 3.5-inch disk containing the text of this pleading in WordPerfect 5.1 format.

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

Sincerely,

Arvid E. Roach II

Attorney for Applicants

cc: All Parties of Record

179151

UP/SP-300

BEFORE THE
SURFACE TRANSPORTATION BOARD

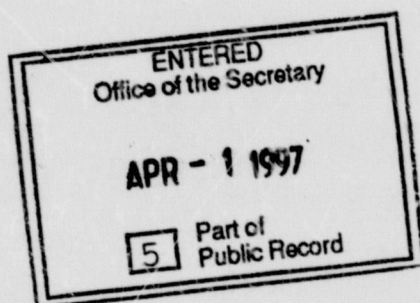
Finance Docket No. 32760

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



APPLICANTS' FIRST QUARTER 1997 PROGRESS
REPORT WITH RESPECT TO MERGER CONDITIONS

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



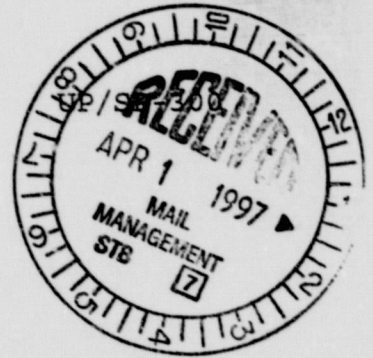
JAMES V. DOLAN
PAUL A. CONLEY, JR.
LOUISE A. RINN
Law Department
Union Pacific Railroad Company
1416 Dodge Street
Omaha, Nebraska 68179
(402) 271-5000

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 Applicants

April 1, 1997

BEFORE THE
SURFACE TRANSPORTATION BOARD



Finance Locket 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' FIRST QUARTER 1997 PROGRESS
REPORT WITH RESPECT TO MERGER CONDITIONS

Applicants UPC, UPRR, SPR, SPT, LSW, SPCSL and
DRGW^{1/} hereby submit their third 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 quarterly progress report was required by ordering
paragraph 10 of Decision No. 44. See also id., 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."). As in
our prior reports, we address the conditions in the sequence
of the ordering paragraphs that imposed them, and items are

^{1/} Acronyms used herein are the same as those in Appendix B
of Decision No. 44. On January 1, 1997, Applicant MPRR merged
into Applicant UPRR.

included only if there have been developments since the prior report.

PRELIMINARY NOTE

Before turning to developments with respect to specific conditions, Applicants wish to address briefly the general status of merger and condition implementation. We are now at the six-month point following the consummation of UP-SP control. In many ways, however, it remains too early even to begin to see the full effects of the merger or the conditions. Most merger benefits cannot be realized until labor implementing agreements are in place and UP's Transportation Control System ("TCS") and other major systems are installed on SP -- processes that will not be completed for some time. And many benefits depend on capital investments which will extend over a four-year period. The competition-preserving conditions also necessarily take time to implement -- although their full effects will actually be felt well before the full benefits of the merger will be realized. Phasing in trackage rights operations, resolving complex systems issues, and sorting out legal disputes as to the scope of various conditions have heavily occupied the parties for the past six months, and are still not entirely behind us.

There is, nonetheless, even at this early date, already extensive evidence of the benefits of the merger, and of the effectiveness of the competition-preserving conditions.

Here are just a few of the merger benefits already realized:

- The merged system promptly tackled SP power shortages by shifting UP locomotives and crews to SP lines. This has dramatically improved SP service. The number of SP trains held for lack of power dropped by more than two-thirds in the first three months following the merger. Improved locomotive supply allowed the discontinuance of SP's practice of building long trains, which unclogged SP yards and improved operations all across the SP system.
- The average speed of SP trains has increased by some five miles per hour.
- On March 21, the merged system instituted new Chicago-Oakland intermodal service on a schedule that is much improved over previous UP or SP service. Service to the intermediate points of Reno and Lathrop is also greatly improved. Soon to be instituted are new Memphis-Los Angeles-Oakland and Seattle-Oakland-Los Angeles intermodal trains.
- Transit times for movement of Pacific Northwest lumber to the Midwest have been dramatically reduced -- from weeks to days. Lumber rates have been simplified from a 19-inch stack to two dozen pages -- and 99% of the rates are lower.
- UP has adopted a \$2.2 billion capital budget for 1997, including more than \$500 million for merger implementation. Among the major merger-related items are locomotive acquisitions and track maintenance to bring the SP system up to UP standards, initial work on major corridor and yard upgrades, and connections.
- Millions of dollars of savings and additional revenues have already been realized by reducing empty UP and SP car-miles through common fleet management (though many of the largest equipment gains await the operating changes that will occur following completion of labor implementing agreements). Overall car cycle time is already down 15%.

- UP/SP, determined not to repeat the problems that occurred following the UP/CNW merger, is moving very carefully to unify management, implement common systems and integrate operations. The merged system has completed an orderly process of selecting the best people to manage the new combined railroad. UP's efficient Crew Management System was implemented smoothly on the DRGW on March 1, with nine more phased implementation steps scheduled. UP's state-of-the-art Transportation Control System will be implemented on SP in four steps, beginning with cut-over on the DRGW on May 1.
- UP/SP has achieved significant gains in employee safety since the merger. On the SP lines, the twelve-month rolling average rate of FRA reportable injuries per man-hour declined by 15 percentage points in the six months following the merger. The most recent months show the greatest improvement. UP/SP expects SP's injury rate to continue to improve as it falls into line with UP's, which is some 20% lower than the SP rate. President Jerry Davis has stressed to UP's senior managers that employee safety must remain a higher priority than the imperatives of improving productivity and implementing the merger quickly.
- Work that had been done at SP's heavy car repair facility in Denver has been consolidated into UP's repair facility in DeSoto, Missouri, and the phase-out of SP's Houston locomotive shop is underway.
- Major efficiencies have already been achieved in purchasing.
- The merger allowed UP/SP to respond far more quickly and flexibly to the disastrous mudslides and floods that took place in the Far West in December and January. Trains were quickly detoured over alternative routes, and necessary repairs scheduled, in a way that minimized the disruption to the Nation's commerce.

There are also already many signs of effective --
and indeed stronger -- competition:

- BNSF is running trains in all the corridors where it received trackage rights, and has already served hundreds of shippers and moved thousands of cars of traffic. UP/SP has encountered vigorous BNSF competition in the marketplace for the business of virtually every significant "2-to-1" shipper.
- BNSF has used its new rights to move numerous trainloads of Midwest grain and grain products to Mexico, the Port of Corpus Christi, and Southern California; numerous trainloads of crushed rock in Texas; and countless other movements, ranging from Colorado beer to California, to Chicago steel to San Antonio, to Sacramento rice to Colorado, to Arkansas roofing granules to Oklahoma, to Utah petroleum wax to the Bay Area.
- Tex Mex is also handling substantial volumes of traffic via its rights.
- Dozens of "2-to-1" shipper contracts have been reopened or renegotiated, with shippers receiving lower rates and other valuable benefits, such as new investments in equipment.
- Rates have fallen since the merger for all major commodity groups.
- With the expanded Western network it gained from the merger conditions, including service to New Orleans, BNSF has already won from UP/SP a major international doublestack contract -- with OOCL -- and is competing aggressively for others.
- Contrary to claims that the merger would reduce competition for SP-originated coal, coal volumes on the DRGW lines in Utah and Colorado have sharply increased. This has resulted from aggressive marketing efforts and UP's redeployment of locomotives and crews to a power-short SP.

- Merger efficiencies allowed UP/SP to win a major new "mixing center" contract from Ford Motor Company. BNSF competed vigorously for this contract and for other major post-merger auto contracts -- recently winning the Chrysler contract. The automakers received major rate and service benefits from the stronger competition between comprehensive, more efficient Western rail systems made possible by the merger.
- Reciprocal switch fees have been eliminated between UP and SP, and sharply reduced between SP and other railroads.

Applicants propose to submit with their next quarterly progress report, on July 1, a more in-depth analysis of the effects of merger and condition implementation. By that time, there will have been at least a brief period of experience with full implementation of all of the conditions, and it should be possible to project with some confidence how things will stand after a year, when the Board plans to conduct its first oversight proceeding. Applicants hope that this analysis will be helpful to the Board in framing that proceeding.

¶ 6 -- COMPLY WITH BNSF, CMA AND URC AGREEMENTS, INCLUDING THE MODIFICATIONS REQUIRED BY THE BOARD

BNSF Trackage Rights and Haulage. During the past quarter, BNSF converted from interim haulage to full trackage rights operations on a number of additional segments, including:

- On the remaining portions of the Houston-Memphis and Houston-Iowa Junction corridors that had not already been converted to trackage rights.

- Between Taylor, Texas, and San Antonio, Texas.
- Between Temple, Texas, and Waco, Texas.

Applicants agreed to a BNSF request to extend interim BNSF haulage operations over the SP line between San Antonio, Texas, and Eagle Pass, Texas, until April 1, when those rights will convert to trackage rights. All other BNSF interim haulage operations have now expired, and BNSF is now exercising full trackage rights in essentially all corridors in which it received the right to do so.^{2/}

During the past quarter, BNSF increased trackage rights train frequencies in various corridors and introduced various new trackage rights services. For example, BNSF's Denver-Salt Lake City service frequency increased from three to five trains per week, and intermodal service was initiated to New Orleans.

BNSF's total traffic under the rights that it received as conditions to the merger has continued to grow. BNSF haulage volumes increased to nearly 750,000 car-miles in December (the last month for which complete haulage data are currently available), and BNSF trackage rights volumes

^{2/} BNSF is working with Illinois Central to move traffic between Memphis and St. Louis, and is not presently using its trackage rights over UP/SP between these points. The only other instances in which BNSF is not presently exercising its trackage rights over particular segments involve situations where BNSF has alternative routes in a corridor (the UP Houston-Memphis segment, the SP Sacramento-Richmond segment, and the UP Sealy-Smithville segment).

increased to some 146 million gross ton-miles in December and 160 million gross ton-miles in January (the last month for which complete trackage rights data are currently available). BNSF ran more than 200 trackage rights trains in February. BNSF has served hundreds of shippers under the rights, many in substantial volumes; for example, BNSF is handling hundreds of cars a month for Geneva Steel in Geneva, Utah.^{3/}

During the past quarter, Applicants continued to devote very substantial resources to working with BNSF to improve data communications and operations in connection with the BNSF rights, including daily conference calls and other problem-solving efforts.

On March 25, 1997, BNSF wrote to Applicants with a comprehensive proposal as to the means by which it will serve the remaining points covered by the "omnibus clause" of the BNSF settlement agreement that have not already been provided for. Applicants expect that this matter will be resolved shortly. BNSF has also proposed to enter into a permanent haulage agreement for service to "2-to-1" facilities at points on the SP Oakland-San Jose line south of Warm Springs.

During the past quarter, planning work continued on connections at Avondale, Louisiana, where construction is scheduled to begin in April; Westwego, Louisiana, where

^{3/} See Deseret News, Feb. 25-26, 1997, p. D-10; Salt Lake Tribune, Feb. 21, 1997, p. B-4.

construction is scheduled to begin in June; and Stockton, California, where a construction date has not yet been set.

Opening 50% of Contract Traffic at "2-to-1" Points to BNSF. Applicants have continued to comply with this condition, as clarified in Decision No. 57, served Nov. 20, 1996.

BNSF Rights to Serve New Industries and Transloading Facilities. During the past quarter, Applicants worked with BNSF to develop a detailed written protocol regarding procedures for BNSF service to new industries and transloading facilities on the trackage rights lines.

SIT Yards. BNSF is using the SP storage-in-transit facility at Dayton, Texas, and BNSF and the facility operator are constructing receiving and departure tracks to facilitate BNSF's use. Applicants have continued to work with BNSF regarding its use of SP's SIT facility at Beaumont, Texas.

Proportional Rate Arrangement. In January, Applicants and BNSF entered into a letter agreement resolving in principle various disputes that had arisen between them with regard to the I-5 proportional rate arrangement, and the arbitration proceeding that had been commenced in December was suspended. Since then, the parties have been working diligently to complete a formal contract regarding the proportional rate arrangement and to develop the necessary

systems to implement the arrangement. Applicants expect that the arrangement will be implemented in the near future.

BNSF Line Sales. The closing of the Keddie-Bieber sale will occur as soon as the proportional rate arrangement is implemented. Winter storms in December and January caused severe damage to this line and to the former-Western Pacific Feather River Canyon line with which it connects, over which BNSF has trackage rights. During the past quarter, UP mounted a massive effort to restore these and other lines to service, expending over \$35 million on the Feather River and Keddie-Bieber lines.

UP and BNSF are engaged in an arbitration relating to the sale to BNSF in December 1996 of SP's line between Iowa Junction and Avondale, Louisiana. BNSF claims that the condition of the line at the time of the sale did not comply with the pertinent provision of the sale contract; UP maintains that it did. An arbitrator has been designated, and the arbitration proceeding is going forward. Both BNSF and UP/SP are conducting train operations over the line.

UP/SP Trackage Rights Over BNSF. Applicants began utilizing their trackage rights over BNSF between Mojave, California, and Barstow, California, during January. Commencement of UP/SP operations over the Bend-Chemult segment remained suspended pending implementation of the proportional rate arrangement.

URC Trackage Rights. Operations of URC's trackage rights commenced on December 7, 1996. (Applicants' progress report for the fourth quarter of 1996 erroneously indicated that these operations had not yet commenced.) Production problems at coal mines served by URC have limited URC's utilization of these rights to date. Applicants reached agreement with BNSF in March for URC to operate local trains between Salt Lake City and Little Mountain, Utah, as BNSF's agent, commencing April 1.

¶ 10 -- FILE QUARTERLY PROGRESS REPORTS REGARDING COMPLIANCE WITH MERGER CONDITIONS

Hereby filed.

¶¶ 26, 27 -- MAKE SUBMISSIONS BY AUGUST 22, 1996 CONCERNING TERMS FOR TEX MEX TRACKAGE RIGHTS IN SUB-NOS. 13 AND 14

Tex Mex trackage rights traffic volumes have grown steadily -- from some 1 million gross ton-miles in October, to 4 million in November, 9 million in December, and 25 million in January (the last month for which data are currently available). Final terms were agreed upon in January for Tex Mex's rights over HBT. Planning continued during the past quarter on the connection at Robstown, Texas, which will be constructed by Tex Mex.

¶ 30 -- MAKE SUBMISSIONS BY AUGUST 22, 1996 CONCERNING TERMS FOR CPSB RIGHTS

Applicants expect to file shortly a notice of class exemption for the additional rights granted to BNSF to handle CPSB traffic.

¶ 31 -- MAKE SUBMISSIONS BY DECEMBER 10, 1996 CONCERNING TERMS FOR CMTA RIGHTS

In Decision No. 69, served Mar. 10, 1997, the Board confirmed that interchange between BNSF and the operator of the Giddings-Llano line would be at Elgin, Texas, on the terms agreed to between Applicants and CMTA. The Board rejected certain arguments by BNSF and Longhorn Railway for additional or different rights. The Board stated in Decision No. 69, at p. 8, that it expected "BNSF to commence operations via Elgin in the relatively near future" in order to serve the Longhorn interchange there. During March, BNSF began operating various trackage rights trains via Elgin, including a Temple-Elgin local that operates three days per week and has already delivered interchange traffic to Longhorn on a number of occasions.

¶ 32 -- MAKE SUBMISSIONS BY DECEMBER 10, 1996 CONCERNING TERMS FOR TUE RIGHTS

The parties made these submissions on January 24, 1997. Applicants filed a reply to the submissions of TUE, BNSF and KCS on January 29, 1997. On February 3, 1997, TUE filed a motion for leave to reply to Applicants' January 29 submission, together with a proposed reply. These matters are pending.

¶¶ 33-55 -- ABANDONMENTS

No merger-related abandonments have yet occurred. On March 20, UP ceased service on the Magnolia Tower-Melrose

line (Docket No. AB-33 (Sub-No. 94X)), but abandonment of this segment has not yet taken place. At this point, Applicants expect that most merger-related abandonments will not occur until 1998. Timing depends, among other things, on completion of labor agreements, systems integration and capital investment projects.

¶ 56-61 -- LABOR PROTECTIVE CONDITIONS

During the past quarter, the following additional implementing agreements were reached:

- ATTD (Dispatchers) -- This agreement provides for the transfer of all SP power control functions and all SP crew balancing functions from Denver to Omaha. The employees who transferred went from union positions to non-union positions.
- SMIA (Sheetmetal Workers) --- The agreement provides for the consolidation of all the SSW sheetmetal work under the collective bargaining agreement for the former Missouri Pacific.
- IBEW (Electricians) and ARASA (Foremen) -- Eight agreements provide for the following consolidations of electricians' and foremen's work: SSW and Southern Pacific-East into the former Missouri Pacific collective bargaining agreement; UP at Denver into DRGW and DRGW into UP at Salt Lake City; and SP at Portland (Brooklyn) into UP (Albina) and UP at Stockton, Oakland, Los Angeles and Milpitas into SP.
- BRS (Signalmen) -- The agreement provides for the consolidation of SP signal shop work into UP signal shops at Council Bluffs and Sedalia.
- BLE (Engineers) -- Three agreements have been negotiated and initialed, and have been submitted to the members for ratification. The territories covered are the Salt Lake City Hub (Salt Lake City to Pocatello, Elko, Yermo, Grand Junction and Green River); the Denver Hub

(Denver to Cheyenne, Grand Junction, Dalhart and Sharon Springs); and the territory New Orleans to Houston via Lafayette and Livonia, plus Houston to Alexandria.

In addition, a New York Dock arbitration hearing took place on March 25 with the UTU with regard to the Salt Lake City and Denver Hubs.

Active negotiations with other unions, and for other territories, continue.

¶ 62 -- 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. 44:

A. Systemwide Mitigation

1. Track Inspection. As previously reported, UP's formula-based standards for track inspection will be fully implemented on the entire merged system by June 30, 1997.
2. Tank Car Inspection. This condition has been satisfied.
3. Signal Crossing Devices. This condition has been satisfied.
4. Emergency Response Phone Number. This condition has been satisfied.
5. TRANSCAER Participation. This condition has been satisfied.

6. Hazardous Materials Supervision. UP/SP has addressed concerns about coverage of Southwestern states by assigning personnel responsible for hazardous materials emergency response to Tucson, Arizona, and El Paso, Texas.

7. Training Programs for Emergency Response Personnel. UP and SP managers are engaging in joint planning to implement a uniform training program for all locations. UP is scheduling local emergency response personnel from SP locations to attend UP's Pueblo tank car training classes.

8. UP Training and Operating Practices. This condition has been satisfied.

9. Closing Boxcar Doors. This condition has been satisfied.

10. Security Forces. As previously reported, UP/SP has extended to SP territory its policy of "zero-tolerance" of vagrancy and trespassing on railroad property. UP/SP has proposed to establish a joint task force to deal with vagrancy problems in Reno modelled after the effort in Roseville and nearby communities, and has been awaiting a response from the Reno Police Department.

11. Visible Smoke Reduction. This condition has been satisfied.

12. Use of Head-Hardened Rail on Mountain Curves. This condition has been satisfied.

13. Compliance with FRA Rules and Regulations.

This condition has been satisfied.

B. Corridor Mitigation

14. EPA Emissions Standards. On January 31, 1997, EPA released proposed rules that would establish nationwide regulatory requirements for the control of emissions from locomotives. EPA's proposal includes standards for oxides of nitrogen, hydrocarbons, carbon monoxide, particulate matter and smoke. EPA will hear comments on the proposal at a public hearing in Ann Arbor on April 18 and in written submissions due May 19. The final rules are scheduled for release in December.

15. Consultations With Air Quality Officials.

Meetings are being scheduled with key environmental officials in each state regarding a variety of environmental issues. In addition, EPA's proposed rulemaking on emissions standards will provide an opportunity for state and local officials to comment.

16. Noise Impacts. UP/SP continues to monitor traffic increases to determine whether they meet forecasted levels and to determine noise abatement measures that may be appropriate.

17. Use of Two-Way End-of-Train Devices. During the past quarter, progress continued toward the goal of full compliance by July 1, 1997.

C. Rail Line Segment Mitigation

18. Priority List for Upgrading Grade Crossing Signals. UP/SP provides train density information to states every six months, which they use to re-prioritize their grade crossing programs. UP/SP sent this information last fall to all states in which significant changes in train volumes were expected. Late in the spring, UP/SP will prepare updated projections, which will be sent to all states in which significant changes in train volumes are expected. In addition to meeting with officials in California and Kansas as previously reported, UP/SP personnel met with officials in Colorado and held discussions with Texas officials, who indicated they wish to base their decisions on the spring projections.

19. East Bay Regional Park District MOU. The MOU is being implemented in accordance with its specifications.

20. Town of Truckee MOU. The MOU is being implemented in accordance with its specifications. UP/SP made its contribution to Truckee's air quality program.

21. Placer County MOU. The MOU is being implemented in accordance with its specifications.

22. City of Reno. UP/SP is in compliance with the limit of 14.7 through freight trains per day through Reno, although, as the Board was previously advised, a substantial number of detour trains, exempt from the ceiling, were

operated through Reno this quarter because of the severe mudslides and flooding that resulted from winter storms in the West. UP/SP has provided all requested information to SEA and cooperated with SEA's mitigation study.

23. City of Wichita/Sedgwick County. UP/SP is in compliance with the limit of 6.4 through freight trains per day on the former Rock Island line through Wichita, and has provided all requested information to SEA and cooperated with SEA's mitigation study.

D. Rail Yards and Intermodal Facilities

24. Noise Abatement Plans for Rail Yards. Before UP/SP undertakes any rail yard construction at the specified locations, UP/SP will contact appropriate state and local officials and will report to SEA on the results of those consultations.

25. Intermodal Facilities. Before any changes are made at the specified intermodal facilities, UP/SP will contact appropriate state and local air quality officials in the states of California and Illinois and will report to SEA on the results of those consultations.

E. Abandonments

26-61. As abandonments are carried out, UP/SP will comply with all listed conditions.

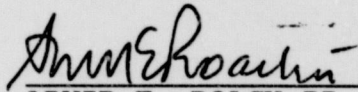
F. Construction Projects

62-108. As construction projects are carried out,
UP/SP will comply with all listed conditions.

Respectfully submitted,

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

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



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 Applicants

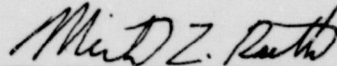
April 1, 1997

CERTIFICATE OF SERVICE

I, Michael L. Rosenthal, certify that, on this 1st day of April, 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 c

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

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



Michael L. Rosenthal

STB

FD

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D

89819

89819

Law Department

UNION PACIFIC RAILROAD COMPANY

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



March 4, 1997



Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1201 Constitution Avenue, NW
Washington, DC 20423-0001

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 February 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.

	<u>Reno</u>	<u>Wichita</u>
Cap	14.7	6.4
Average Through Freight Trains	10.3	4.32

Trains detoured through Reno while repairs to the Feather River line were being made averaged 10.3 per day in February.

The attached original and 20 copies of the verified reports include the details for both included and excluded trains for each day during February. Besides the daily detailed reports, UP has included a recapitulation for detour trains through Reno.

Very truly yours,

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

Attachments

C: (With attachments)

PERSONAL (2 copies)

Elaine Kaiser
Section of Environmental Analysis
Surface Transportation Board
1201 Constitution Avenue NW, Room 3219
Washington, DC 20423

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

Paul H. Lambole, Esq.
Keck, Mahin & Cate
1201 New York Avenue, NW
Washington, DC 20005-3919

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 FEBRUARY 1997
RENO, NEVADA**

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

FREIGHT TRAIN MONTH TO DATE AVERAGE

10.3

**RECAP OF DETOUR TRAINS ROUTED THROUGH RENO NEVADA
DUE TO WEST COAST FLOODING IN THE MONTH OF FEBRUARY 1997**

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

AVERAGE NUMBER OF DETOUR TRAINS FOR FEBRUARY 10.3


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

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	210 AM	1TASKC-30	E	F
2	745 AM	1RVROM-28	E	F
3	1120 AM	1RVKCM-28	E	F
4	300 PM	1OANSF-31	E	F
5	520 PM	1BKOGG-30	E	F
6	530 AM	1KCOAT-29	W	F
7	630 AM	2KCOAT-28	W	F
8	745 AM	1KCRVT-28	W	F
9	1050 AM	1RORVM-30	W	F
10	1005 PM	1KCRVT-29	W	F
11	431 PM	PASSENGER	E	P
12	240 AM	YARD ENGINE	W	SW
13	345 AM	YARD ENGINE	E	SW
14	125 AM	1XSTPC-29	E	D
15	410 AM	1GTNP-30	E	D
16	320 AM	1OASCT-31	E	D
17	1020 AM	1XMINPV-31	E	D
18	1045 PM	1STEK-30	E	D
19	135 AM	1SCSTX-31	W	D
20	330 AM	1CHMIV-28	W	D
21	445 PM	1NPST-30	W	D
22	1010 PM	1MDVRV-30	W	D
23	1040 PM	1CHMIV-29	W	D

*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

2/3/97
 DATE

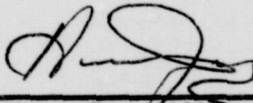
STATION PASSING REPORT FOR February 2, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	1255AM	2RVKCM-30	E	F
2	445 AM	1RVROM-29	E	F
3	750 AM	1RVROM-30	E	F
4	1230 PM	1OANSF-01	E	F
5	320 PM	1RVKCM-31	E	F
6	720 AM	1KCOAT-30	W	F
7	1025 AM	1SKWCC-01	W	F
8	315 PM	1SKTAC-01	W	F
9	325 PM	1ASRVM-29	W	F
10	1010 PM	1KCRVT-30	W	F
11	1003 AM	PASSENGER	W	P
12	826 AM - 903 AM	HELPER ENGINE	N/A	LE
13	215 AM	1MINPV-31	E	D
14	830 AM	1XSANP-01	E	D
15	900 AM	1XOANP-31	E	D
16	355 PM	1STNP-01	E	D
17	420 PM	1GESTWR-01	E	D
18	530 PM	1ESTSC-02	E	D
19	1005 PM	1XOANP-30	E	D
20	1220 AM	1SCSTX-01	W	D
21	205 AM	1NPOAV-31	W	D
22	535 PM	1NPST-31	W	D
23	615 PM	1CHMIV-30	W	D
24	805 PM	1XEKST-01	W	D
25	1105 PM	1CBGST-27	W	D

*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

2/3/97

 DATE

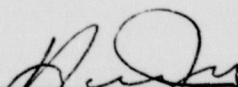
STATION PASSING REPORT FOR February 3, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	101 AM	1RVKCM-01	E	F
2	245 AM	1RVROM-31	E	F
3	1140 AM	1TASKC-01	E	F
4	245 PM	1RVROM-01	E	F
5	330 PM	1OANSF-02	E	F
6	200 AM	1RORVM-31	W	F
7	330 AM	1KCOAT-31	W	F
8	700 AM	2KCOAT-31	W	F
9	1250 PM	1UPBKG-02	W	F
10	425 PM	1ASRVM-30	W	F
11	1050 PM	1KCRVT-31	W	F
12	706 PM	PASSENGER	E	P
13	155 AM - 2:58 AM	HELPER ENGINE	N/A	LE
14	815 AM	1PURVB-28	W	W
15	305 AM	1XOACST-02	E	D
16	325 AM	1STDVJ-01	E	D
17	1210 PM	1STEK-02	E	D
18	220 PM	1XSTCSTG-02	E	D
19	810 PM	1STNP-02	E	D
20	850 PM	1STDVJ-02	E	D
21	405 AM	1SCSTX-02	W	D
22	620 AM	1NPST-01	W	D
23	640 AM	1NPOAV-01	W	D
24	900 AM	1XCKST-02	W	D
25	1040 AM	1CHMIV-31	W	D
26	530 PM	1DVSTJ-02	W	D

*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

2/4/97
 DATE

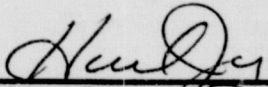
STATION PASSING REPORT FOR February 4, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

Reno Time (Est)	Train/Engine ID	Direction	Type*
1 510 AM	1RVKCM-02	E	F
2 630 AM	1RVKCM-03	E	F
3 830 AM	1RVROM-02	E	F
4 110 PM	1RVROM-03	E	F
5 940 PM	1OANSF-03	E	F
6 310 AM	1SKTAC-02	W	F
7 300 AM	1KCOAT-01	W	F
8 315 AM	1RORVM-01	W	F
9 1210 PM	1UPBKG-03	W	F
10 300 PM	2KCOAT-01	W	F
11 810 PM	1KCRVT-01	W	F
12 1045 AM	PASSENGER	W	P
13 330 AM	RENO SPECIAL	E	P
14 1230 AM	YARD ENGINE	W	SW
15 130 AM	YARD ENGINE	E	SW
16 430 PM	YARD ENGINE	W	SW
17 630 PM	YARD ENGINE	E	SW
18 807 AM - 855 AM	HELPER ENGINE	N/A	LE
19 1010 AM	1XOANPV-03	E	D
20 710 PM	1OASCT-03	E	D
21 830 PM	1MINPV-03	E	D
22 910 PM	1STEK-03	E	D
23 650 AM	1NPOAV-02	W	D
24 405 PM	1GSCTU-31	W	D
25 830 PM	1CHMIV-01	W	D
26 1015 PM	1NPST-02	W	D

*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
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 Assistant General Manager
 Transportation Service Center

2/5/97
 DATE

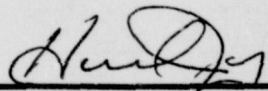
STATION PASSING REPORT FOR February 5, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	720 AM	1RVKCM-04	E	F
2	555 PM	1FVROM-04	E	F
3	840 PM	1OANSF-04	E	F
4	1210 AM	1KCOAT-02	W	F
5	120 AM	1RORVM-02	W	F
6	1150 AM	1RORVM-03	W	F
7	1220 PM	1UPTJG-04	W	F
8	835 PM	1KCRVT-02	W	F
9	355 PM	PASSENGER	E	P
10	740 AM	1PURVB-03	W	W
11	450 PM	1PURVB-04	W	W
12	400 AM	1XOACHD-04	E	D
13	750 AM	1ESTNP-04	E	D
14	1240 PM	1XSTNP-04	E	D
15	400 PM	1OASCT-04	E	D
16	1000 PM	1MRVDV-04	E	D
17	1010 PM	1MINPV-04	E	D
18	350 AM	1NPOAV-03	W	D
19	555 AM	1XEKST-04	W	D
20	815 AM	1GSNCST-01	W	D
21	1010 AM	1NPST-03	W	D
22	720 PM	1CHMIV-02	W	D
23				
24				
25				
26				

*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

216197

 DATE

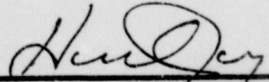
STATION PASSING REPORT FOR February 6, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	1215 AM	1RVASM-05	E	F
2	1050 AM	1RVKCM-05	E	F
3	130 PM	1OANSF-05	E	F
4	620 PM	1RVROM-05	E	F
5	1120 PM	1RVASM-06	E	F
6	210 AM	1RORVM-04	W	F
7	335 AM	1KCOAT-03	W	F
8	740 AM	1SKTAC-04	W	F
9	1120 AM	1UPBKG-04	W	F
10	345 PM	1ASRVM-02	W	F
11	920 PM	1KCRVT-03	W	F
12	1045 AM	PASSENGER	W	P
13	1040 AM	RENO SPECIAL	E	P
14	230 AM	RAIL GRINDER	E	W
15	450 AM	1GESTMD-02	E	D
16	1120 AM	1STEK-05	E	D
17	240 PM	1OASCT-05	E	D
18	900 PM	1MINPV-05	E	D
19	715 AM	1NPOAV-05/SCSTX-05	W	D
20	210 PM	1CHMIV-03	W	D
21	240 PM	1MDRVD-06	W	D
22	340 PM	1NPST-04	W	D
23	1100 PM	1SCSTX-06	W	D
24				
25				
26				

*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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 Assistant General Manager
 Transportation Service Center

2/7/97
 DATE

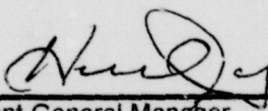
STATION PASSING REPORT FOR February 7, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	510 AM	1RVKC M-06	E	F
2	435 PM	1RVRC M-06	E	F
3	930 PM	2OANSF-06	E	F
4	1000 PM	1TASKC-06	E	F
5	1120 PM	1PYUPG-06	E	F
6	110 AM	1KCOAT-04	W	F
7	100 PM	1KCRVT-04	W	F
8	220 PM	1RORVM-05	W	F
9	415 PM	1ASRVM-03	W	F
10	1143 AM	PASSENGER	W	P
11	430 PM	PASSENGER	E	P
12	1036 AM	WORK TRAIN	N/A	W
13	650 AM	1XOANP-06	E	D
14	1240 PM	1STEK-06	E	D
15	1210 AM	1STNP-05	E	D
16	230 AM	1XSTNP-05	E	D
17	620 PM	1OASCT-06	E	D
18	750 PM	1MINPV-07	E	D
19	1235 AM	1XEKST-06	W	D
20	1245 PM	1MPOAV-05	W	D
21	515 PM	1CHMIV-04	W	D
22	720 PM	1GDHYTU-03	W	D
23	920 PM	1NPST-05	W	D
24				
25				
26				

*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

2/10/97
 DATE


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

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	200 AM	1RVASM-07	E	F
2	550 AM	1OANSF-06	E	F
3	520 PM	1OANSF-07	E	F
4	830 PM	1RVROM-07	E	F
5	1020 PM	1TJUPG-07	E	F
6	1250 AM	1KCOAT-05	W	F
7	435 AM	1UPTZG-07	W	F
8	1110 AM	1UPBKG-07	W	F
9	320 PM	1RORVM-06	W	F
10	450 PM	PASSENGER	E	P
11	100 AM	RENO SPECIAL	E	P
12	326 PM - 933 PM	HELPER ENGINE	N/A	LE
13	100 AM	WORK TRAIN	N/A	W
14	215 AM	1GSTUGB-06	E	D
15	320 AM	1GSTNY-06	E	D
16	530 AM	1STNP-07	E	D
17	540 AM	1MRVDV-06	E	D
18	1030 AM	1ESTPY-08	E	D
19	605 PM	1MINPV-08	E	D
20	840 PM	1OASCT-07	E	D
21	155 AM	1SCSTX-07	W	D
22	240 PM	1NPST-06	W	D
23	1215 PM	1CHMIV-05	W	D
24	715 PM	1NPOAV-06	W	D
25				
26				

*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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 Assistant General Manager
 Transportation Service Center

2/10/97
 DATE

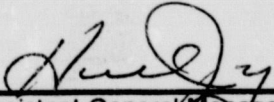
STATION PASSING REPORT FOR February 9, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	500 AM	1RVKCM-07	E	F
2	635 AM	1RVASM-08	E	F
3	1230 PM	1RSBGC-08	E	F
4	745 PM	1RVASM-09	E	F
5	205 AM	1KCRVT-05	W	F
6	600 AM	1KCOAT-06	W	F
7	1201 PM	1SKTAC-07	W	F
8	1255 PM	1RORVM-07	W	F
9	245 PM	1ASRVM-04	W	F
10	420 PM	1ASRVM-05	W	F
11	1136 AM	PASSENGER	E	P
12	1150 AM	RENO SPECIAL	W	P
13	517 AM - 627 AM	HELPER ENGINE	N/A	LE
14	835 AM - 848 AM	HELPER ENGINE	N/A	LE
15	640 AM	1STNP-08	E	D
16	850 AM	1XOACHD-08	E	D
17	1215 PM	1STEK-07	E	D
18	355 PM	1MINPV-08	E	D
19	410 PM	1STDVJ-08	E	D
20	720 PM	1ESTNP-09	E	D
21	130 AM	1MDVRV-08	W	D
22	410 AM	1NPOAV-07	W	D
23	650 AM	1SCSTX-08	W	D
24	810 AM	1CHMIV-06	W	D
25	515 PM	1CHMIV-07	W	D
26				

*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

2/10/97
 DATE


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

Reno Time (Est)	Train/Engine ID	Direction	Type*
1 350 AM	1OANSF-08	E	F
2 855 AM	1RVROM-08	E	F
3 100 PM	1TASKC-08	E	F
4 710 PM	1OANSF-09	E	F
5 855 PM	1RVROM-09	E	F
6 220 AM	1KCRVT-06	W	F
7 115 AM	1CPPMC-07	W	F
8 540 AM	1KCOAT-07	W	F
9 115 PM	1SKTAC-09	W	F
10 330 PM	1KCRVT-10	W	F
11 1150 PM	1KCOAT-08	W	F
12 454 PM	PASSENGER	E	P
13 215 AM	YARD ENGINE	W	SW
14 330 AM	YARD ENGINE	E	SW
15 400 PM	WORK TRAIN	N/A	W
16 200 AM	1STEK-09	E	D
17 900 AM	1MRVDV-09	E	D
18 910 AM	1XCAKVT-09	E	D
19 350 PM	1XOANPV-09	E	D
20 750 PM	1STEK-10	E	D
21 410 AM	1SCSTX-09	W	D
22 1030 AM	1NPST-07	W	D
23 400 PM	1NPOAV-08	W	D
24 500 PM	1XEKST-09	W	D
25 1025 PM	1CHMIV-08	W	D
26			

*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

2/11/97
 DATE

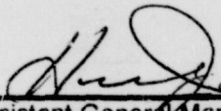
STATION PASSING REPORT FOR February 11, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	250 AM	1RVKCM-08	E	F
2	305 AM	1RVASM-10	E	F
3	620 AM	1RVKCM-09	E	F
4	935 AM	1OANSF-10	E	F
5	825 PM	1TJUPB-10	E	F
6	835 PM	1BKOGG-10	E	F
7	1020 PM	1RVKCM-10	E	F
8	1155 AM	1RVROM-08	W	F
9	105 PM	1ASRVM-06	W	F
10	415 PM	1KCRVT-09	W	F
11	1005 PM	1KCOAT-09	W	F
12	1027 AM	PASSENGER	W	P
13	405 PM	RENO SPECIAL	E	P
14	640 PM	MSCRV-11	W	LE
15	840 AM	1XOACST-10	E	D
16	240 PM	1XSTNP-10	E	D
17	350 PM	1OASCT-10	E	D
18	530 PM	1MINPV-10	E	D
19	140 AM	1NPST-08	W	D
20	430 AM	1NPOAV-09	W	D
21	955 PM	1GSMDTU-07	W	D
22				
23				
24				
25				
26				

*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

2/12/97
 DATE

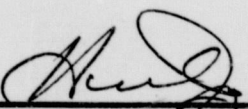
STATION PASSING REPORT FOR February 12, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	1215 AM	1RVASM-11	E	F
2	500 PM	1OANSF-11	E	F
3	955 PM	1RVASM-12	E	F
4	1100 AM	1RORVM-09	W	F
5	130 PM	1KCRVT-09	W	F
6	550 PM	1RORVM-10	W	F
7	900 PM	1SKWCC-11	W	F
8	1010 PM	1LCPAT-10	W	F
9	535 PM	PASSENGER	E	P
10	1253 PM - 131 PM	WORK TRAIN	N/A	W
11	1005 AM	1XSTNP-11	E	D
12	1100 AM	1GESTG-11	E	D
13	150 PM	1MINPV-11	E	D
14	520 PM	1OASCT-11	E	D
15	530 PM	1MRVSC-11	E	D
16	1135 AM	1NPOAV-10	W	D
17	215 PM	1XCHMIV-08	W	D
18	235 PM	1CHMIV-09	W	D
19	500 PM	1XEKST-12	W	D
20	635 PM	1NPST-09	W	D
21	1130 PM	1NPST-10	W	D
22				
23				
24				
25				
26				

*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

2/13/97
 DATE


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

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	530 AM	1RVKCM-1	E	F
2	405 AM	1BKOGG-12	E	F
3	945 AM	1RVROM-10	E	F
4	305 PM	1OANSF-12	E	F
5	315 PM	1RVASM-13	E	F
6	145 AM	1SKTAC-11	W	F
7	210 PM	1RORVM-11	W	F
8	340 PM	1ASRVM-09	W	F
9	1050 PM	1KCRVT-10	W	F
10	1041 AM	PASSENGER	W	P
11	140 PM	RENO SPECIAL	W	P
12	310 AM - 346 AM	HELPER ENGINE	N/A	LE
13	305 AM	1XOANP-12	E	D
14	1245 PM	1XMINPV-12	E	D
15	210 PM	1STNP-12	E	D
16	725 PM	1OASCT-12	E	D
17	735 PM	1MINPV-12	E	D
18	910 PM	1STEK-12	E	D
19	1235 PM	1MGOVGC-13	E	D
20	110 AM	1SCSTX-12	W	D
21	1135 AM	1CHMIV-10	W	D
22	410 PM	1XEKST-13	W	D
23	840 PM	1NPST-11	W	D
24	1140 PM	1SCSTX-13	W	D
25				
26				

*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

2/14/97
 DATE

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

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	115 AM	1RVROM-11	E	F
2	525 AM	1RVROM-12	E	F
3	515 AM	1RVROM-13	E	F
4	440 PM	1OANSF-13	E	F
5	925 PM	1RVKCM-12	E	F
6	950 PM	1RVASM-14	E	F
7	1205 AM	1KCOAT-11	W	F
8	1205 PM	1RORVM-12	W	F
9	330 PM	1UPBKG-13	W	F
10	600 PM	2OANSF-12	W	F
11	800 PM	1KORVT-11	W	F
12	1000 PM	1KCOAT-12	W	F
13	450 PM	PASSENGER	E	P
14	1115 AM	PASSENGER	W	P
15	620 AM	1STNP-13	E	D
16	1240 PM	1GSSTMC-13	E	D
17	950 AM	1STEK-13	E	D
18	320 PM	1MINPV-13	E	D
19	1000 PM	1OASCT-13	E	D
20	500 AM	1MSCRV-13	W	D
21	125 PM	1NPOAV-12	W	D
22	210 PM	1NPST-12	W	D
23	515 PM	1CHMIV-11	W	D
24	1155 PM	1SCSTX-14	W	D
25				
26				

*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

2/17/97
 DATE


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

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	130 AM	2OANSF-12	E	F
2	345 AM	1TASLC-13	E	F
3	715 AM	2BKOGG-12	E	F
4	1045 AM	1OANSF-14	E	F
5	620 PM	1RVROM-14	E	F
6	1100 PM	1RVKCM-13	E	F
7	240 PM	1RORVM-13	W	F
8	855 PM	1KCOAT-13	W	F
9	1035 PM	1ASRVM-11	W	F
10	950 PM	1BGRSC-14	W	F
11	1150 PM	1KCRVT-12	W	F
12	425 PM	PASSENGER	E	P
13	420 AM	1STNP-14	E	D
14	225 PM	1OASCT-14	E	D
15	740 PM	1MINPV-14	E	D
16	220 AM	1GSNYST-11	W	D
17	840 AM	1CHMIV-12	W	D
18	1045 AM	1NPST-13	W	D
19	130 PM	1NPOAV-13	W	D
20				
21				
22				
23				
24				
25				
26				

*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

2/17/97
 DATE


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

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	1055 AM	1TASLC-14	E	F
2	215 PM	1OANSF-15	E	F
3	550 PM	1RIGVC-15	E	F
4	725 PM	1RVLC-14	E	F
5	855 PM	1RVASM-15	E	F
6	235 PM	1UPTJG-15	W	F
7	850 PM	1RORVM-14	W	F
8	1100 PM	1RORVM-15	W	F
9	1155 PM	1KCOAT-14	W	F
10	1041 AM	PASSENGER	E	P
11	346 AM - 610 AM	HELPER ENGINE	N/A	LE
12	645 AM - 658 AM	HELPER ENGINE	N/A	LE
13	916 AM - 947 AM	HELPER ENGINE	N/A	LE
14	1210 AM	1STNP-15	E	D
15	750 AM	1MINPV-15	E	D
16	1005 AM	1STEK-15	E	D
17	625 AM	1XEKST-15	W	D
18	450 AM	1SCSTX-15	W	D
19	800 AM	1CHMIV-13	W	D
20	820 AM	1MSURV-15	W	D
21	125 PM	1NPOAV-14	W	D
22				
23				
24				
25				
26				

*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

2/17/97
 DATE


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

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	1230 AM	1TASKC-15	E	F
2	510 AM	1RVKCM-15	E	F
3	930 AM	1RVROM-15	E	F
4	1140 AM	1RVASM-16	E	F
5	635 PM	1RVKCM-16	E	F
6	745 PM	1OANSF-16	E	F
7	320 AM	1ASRVM-12	W	F
8	930 AM	1KCRVT-13	W	F
9	1045 AM	1KCRVT-14	W	F
10	235 PM	1SKTAC-16	W	F
11	550 PM	1UPTJG-16	W	F
12	434 PM	PASSENGER	E	P
13	330 PM	YARD ENGINE	W	SW
14	430 PM	YARD ENGINE	E	SW
15	425 AM	1STNP-16	E	D
16	800 AM	1MRVSC-16	E	D
17	610 PM	1XOACJT-16	E	D
18	845 PM	1XOANP-16	E	D
19	135 AM	1SCSTX-16	W	D
20	620 AM	1NPOAV-15	W	D
21	730 PM	1CHMIV-14	W	D
22	1120 PM	1NPST-15	W	D
23				
24				
25				
26				

*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

2/18/97
 DATE

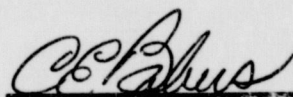
STATION PASSING REPORT FOR February 18, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	1235 AM	1RVROM-16	E	F
2	315 AM	1RVROM-17	E	F
3	550 AM	1OANSF-17	E	F
4	850 AM	1RVKCM-17	E	F
5	1250 PM	1RVASM-17	E	F
6	800 PM	1PYUPG-17	E	F
7	845 PM	1RVASM-18	E	F
8	1005 PM	2RVROM-17	E	F
9	235 AM	1KCOAT-15	W	F
10	615 AM	1ASRVM-14	W	F
11	740 AM	1RORVM-16	W	F
12	320 PM	1RORVM-17	W	F
13	1105 PM	1KCRVT-15	W	F
14	1104 AM	PASSENGER	W	P
15	415 PM	AMTRAK SPECIAL	E	P
16	1130 AM	YARD ENGINE	W	SW
17	100 PM	YARD ENGINE	E	SW
18	850 AM	WORK TRAIN	W	W
19	520 PM	1XOANP-17	E	D
20	600 PM	1OASCT-17	E	D
21	1130 AM	1CHMIV-15	W	D
22	110 PM	1NPST-16	W	D
23	255 PM	1XEKST-16	W	D
24	615 PM	1NPOAV-16	W	D
25	835 PM	1CHMIV-16	W	D
26				

*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

2/19/97
 DATE

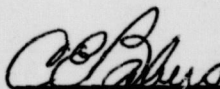
STATION PASSING REPORT FOR February 19, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	115 AM	1RVKCM-18	E	F
2	1005 AM	1TASKC-17	E	F
3	705 PM	1OANSF-18	E	F
4	1005 PM	1TJUPB-18	E	F
5	100 AM	1KCOAT-16	W	F
6	630 AM	1SJWCC-17	W	F
7	1135 AM	1UPTZG-18	W	F
8	240 PM	1ASRVM-15	W	F
9	530 PM	1UPBKG-18	W	F
10	623 PM	PASSENGER	E	P
11	1230 PM	YARD ENGINE	W	SW
12	130 PM	YARD ENGINE	E	SW
13	735 AM	1XSTNP-18	E	D
14	535 AM	1MRVSC-18	E	D
15	430 PM	1MINPV-18	E	D
16	810 PM	1OASCT-18	E	D
17	930 PM	1XOAKCN-18	E	D
18	1005 PM	1GSSTN-17	E	D
19	445 AM	1MSCRV-18	W	D
20	855 AM	1NPST-14	W	D
21	1020 AM	1NPOAV-17	W	D
22	745 PM	1GSBTU-12	W	D
23	1035 PM	1XEKST-19	W	D
24	1110 PM	1SCSTX-19	W	D
25				
26				

*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

2/20/97
 DATE

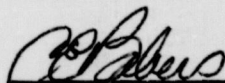
STATION PASSING REPORT FOR February 20, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	1235 AM	1RVASM-19	E	F
2	315 AM	1RVROM-18	E	F
3	535 AM	1RVROM-19	E	F
4	505 PM	1OANSF-19	E	F
5	915 PM	1RVASM-20	E	F
6	130 AM	1KCOAT-17	W	F
7	415 AM	1KCRVT-16	W	F
8	1245 PM	1SKTAC-18	W	F
9	425 PM	2UPBKG-18	W	F
10	740 PM	1RORVM-19	W	F
11	1045 PM	2RORVM-19	W	F
12	1020 AM	PASSENGER	W	P
13	1050 AM	RENO SPECIAL	W	P
14	621 PM - 640 PM	HELPER ENGINE	N/A	LE
15	200 PM	WORK TRAIN	W	W
16	605 AM	1STNP-19	E	D
17	410 PM	1MINPV-19	E	D
18	530 PM	1OASCT-19	E	D
19	1145 PM	1STEK-19	E	D
20	525 AM	1CHMIV-17	W	D
21	740 AM	1NPOAV-18	W	D
22	1140 AM	1NPST-18	W	D
23	400 PM	1BEGLEL-19	W	D
24	615 PM	1MSCRV-20	W	D
25	955 PM	1NPST-17	W	D
26				

*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

2/21/97
 DATE

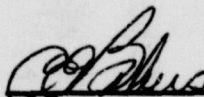
STATION PASSING REPORT FOR February 21, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	420 AM	1RVKCM-19	E	F
2	1220 PM	1RVROM-20	E	F
3	730 PM	1OANSF-20	E	F
4	950 PM	1RVKCM-20	E	F
5	1015 PM	1TJUPB-20	E	F
6	1120 PM	1RIGVC-19	E	F
7	200 PM	1KCRVT-17	W	F
8	340 PM	1KCOAT-18	W	F
9	745 PM	1SKTAC-20	W	F
10	1045 PM	1ASRVM-17	W	F
11	605 PM	PASSENGER	E	P
12	100 PM	YARD ENGINE	W	SW
13	215 PM	YARD ENGINE	E	SW
14	156 AM - 214 AM	HELPER ENGINE	N/A	LE
15	533 AM - 622 AM	HELPER ENGINE	N/A	LE
16	1255 PM	WORK TRAIN	N/A	W
17	440 AM	1STNP-20	E	D
18	630 AM	1MRVSC-20	E	D
19	250 PM	1OASCT-20	E	D
20	315 PM	1MINPV-20	E	D
21	1100 PM	1XGACHT-20	E	D
22	150 AM	1NPOAV-19	W	D
23	305 AM	1SCSTX-20	W	D
24	330 PM	1GSMCST-17	W	D
25	510 PM	1XEKST-20	W	D
26	805 PM	1NPST-19	W	D
27	930 PM	1CHMIV-18	W	D
28	1150 PM	1SCSTX-21	W	D

*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

2/24/97
 DATE

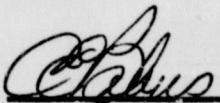
STATION PASSING REPORT FOR February 22, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type
1	140 AM	1RVROM-21	E	F
2	1010 AM	1RVASM-21	E	F
3	110 PM	1OANSF-21	E	F
4	715 PM	1TZUPG-21	E	F
5	1145 PM	1RVKCM-21	E	F
6	150 AM	1KCOAT-19	W	F
7	415 AM	1UPPYG-20	W	F
8	1040 AM	1KCRVT-13	W	F
9	250 PM	1ASRVM-18	W	F
10	1035 PM	1RORVM-20	W	F
11	840 PM	1RORVM-21	W	F
12	1155 PM	1KCOAT-20	W	F
13	505 PM	PASSENGER	E	P
14	245 AM	RENO FUN SPECIAL	E	P
15	355 AM	1STNP-21	E	D
16	700 AM	1BLEGL-21	E	D
17	520 PM	1MINPV-21	E	D
18	350 PM	1OASCT-21	E	D
19	630 PM	1XOACHV-21	E	D
20	725 PM	1BEOVCY-20	E	D
21	1150 PM	1GSTUNG-21	E	D
22	1240 PM	1NPOAV-20	W	D
23	1255 PM	1NPST-20	W	D
24	400 PM	1XCHMIV-18	W	D
25	720 PM	1GSNCTU-17	W	D
26				
27				
28				

*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

2/24/97
 DATE

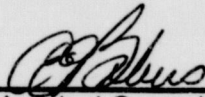
STATION PASSING REPORT FOR February 23, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	430 PM	1RVASM-22	E	F
2	110 PM	1OANSF-22	E	F
3	540 PM	1RVROM-22	E	F
4	940 PM	1RVASM-23	E	F
5	620 AM	1KCRVT-19	W	F
6	445 PM	1CPPMC-20	W	F
7	730 PM	1KCRVT-20	W	F
8	250 PM	1UPBKG-23	W	F
9	1237 PM	PASSENGER	W	P
10	1048 AM	RENO FUN SPECIAL	W	P
11	215 AM - 426 AM	HELPER ENGINE	N/A	LE
12	1018 AM - 1110 AM	HELPER ENGINE	N/A	LE
13	250 AM	1STEK-21	E	D
14	655 AM	1STNP-23	E	D
15	1220 PM	1MINPV-22	E	D
16	510 PM	1STEK-22	E	D
17	835 PM	1ESTSC-22	E	D
18	425 AM	1NPOAV-21	W	D
19	800 AM	1SCSTX-22	W	D
20	150 PM	1GDMDTU-14	W	D
21	1025 PM	1CHMIV-20	W	D
22				
23				
24				
25				
26				
27				
28				

*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

2/24/97
 DATE

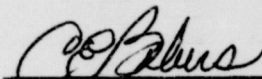
STATION PASSING REPORT FOR February 24, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	215 AM	1RIGVC-21	E	F
2	415 AM	1TASLC-22	E	F
3	850 AM	1RVKCM-22	E	F
4	1020 AM	1RVROM-22	E	F
5	1150 AM	1OANSF-23	E	F
6	1220 PM	1BKOGG-23	E	F
7	840 PM	1RVROM-22	E	F
8	235 AM	1ASRVM-19	W	F
9	440 AM	1KCOAT-21	W	F
10	305 PM	1RORVM-22	W	F
11	330 PM	1KCRVT-21	W	F
12	540 PM	1ASRVM-20	W	F
13	1050 PM	1KCOAT-22	W	F
14	442 PM	PASSENGER	E	P
15	1225 AM	1STNP-23	E	D
16	540 AM	1STEK-23	E	D
17	1125 AM	1MRVSC-23	E	D
18	1150 AM	1XOAKCNS-23	E	D
19	935 PM	1XOACST-23	E	D
20	650 PM	1ESTNP-24	E	D
21	1225 AM	1NPST-21	W	D
22	630 AM	1SCSTX-23	W	D
23	810 AM	1XEKST-23	W	D
24	1015 AM	1NPOAV-22	W	D
25	1145 AM	1BEGEL-22	W	D
26	1220 PM	1CHMIV-21	W	D
27	900 PM	1NPST-22	W	D
28				

*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

2/25/97
 DATE


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

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	220 AM	1RVKCM-23	E	F
2	1215 PM	1RVASM-24	E	F
3	1245 PM	1OANSF-24	E	F
4	735 PM	1RVKCM-24	E	F
5	920 PM	1RVROM-24	E	F
6	455 AM	1RVROM-23	W	F
7	940 PM	1UPPYG-25	W	F
8	1106 AM	PASSENGER	W	P
9	350 PM	RENO SPECIAL	E	P
10	900 AM	1STUNC-24	E	D
11	240 PM	1OASCT-24	E	D
12	205 PM	1MINPV-24	E	D
13	650 AM	1XEKST-24	W	D
14	250 PM	1NPOAV-23	W	D
15	645 PM	1CHMIV-22	W	D
16				
17				
18				
19				
20				
21				
22				
23				
24				
25				
26				
27				
28				

*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

2/26/97
 DATE


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

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	1243 AM	1RVASM-25	E	F
2	820 AM	1RVKCM-25	E	F
3	835 AM	1RVROM-25	E	F
4	605 PM	1OANSF-25	E	F
5	850 PM	1PYUPG-25	E	F
6	920 PM	1RVASM-26	E	F
7	1230 AM	1KCRVT-22	W	F
8	330 AM	1KCOAT-23	W	F
9	1033 AM	1RORVM-24	W	F
10	1240 PM	1ASRVM-22	W	F
11	935 PM	1KCOAT-23	W	F
12	1115 PM	1SKTAC-25	W	F
13	1130 PM	1KCOAT-24	W	F
14	510 PM	PASSENGER	E	P
15	150 AM	1BLORGL-25	E	D
16	215 AM	1GSSTNY-25	E	D
17	1100 AM	1OASCT-25	E	D
18	820 PM	1MINPV-25	E	D
19	115 PM	1MRVCS-25	E	D
20	940 PM	1XOACHV-25	E	D
21	1005 PM	1GESTINE-25	E	D
22	1020 PM	1XSTNP-25	E	D
23	150 AM	1MSCRV-25	W	D
24	555 AM	1NPST-23	W	D
25	600 AM	1XEKST-25	W	D
26	610 AM	1NPOAV-24	W	D
27	1100 AM	1CHMIV-23	W	D
28	155 PM	1NPST-24	W	D
29	335 PM	1XEKST-26	W	D

*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

2/27/97
 DATE

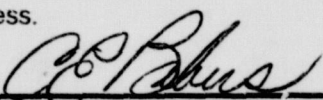
STATION PASSING REPORT FOR February 27, 1997
Train and Engine Movements through central Reno, Nevada
Twenty-four hour period

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	420 AM	1TASKC-25	E	F
2	715 AM	1RVKCM-26	E	F
3	1030 AM	1RSBGC-26	E	F
4	500 PM	1OANSF-26	E	F
5	1005 PM	1RVASM-27	E	F
6	725 AM	1KCRVT-23	W	F
7	1130 AM	1ASRVM-23	W	F
8	530 PM	1RORVM-25	W	F
9	920 PM	1RORVM-26	W	F
10	1014 AM	PASSENGER	W	P
11	1048 PM	RENO SPECIAL	W	P
12	335 AM - 401 AM	HELPER ENGINE	N/A	LE
13	827 AM - 850 AM	HELPER ENGINE	N/A	LE
14	215 AM	1STWP-26	E	D
15	150 PM	1OASCT-26	E	D
16	440 PM	1MINPV-26	E	D
17	1100 PM	1STEK-26	E	D
18	1025 PM	1XOANPV-26	E	D
19	105 AM	1SCSTX-26	W	D
20	205 AM	1GSNCST-23	W	D
21	355 AM	1CHMIV-24	W	D
22	650 AM	1NPOAV-25	W	D
23	1110 AM	1XCHMIV-24	W	D
24	1255 PM	1GDCITU-20	W	D
25	255 PM	1NPSD-25	W	D
26	605 PM	1GDNYTU-21	W	D
27	745 PM	1SCSTX-27	W	D
28				
29				

*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

2/28/97
 DATE


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

	Reno Time (Est)	Train/Engine ID	Direction	Type*
1	305 AM	1BK0GG-26	E	F
2	415 AM	1RVROM-26	E	F
3	340 AM	1RVASM-28	E	F
4	300 PM	1OANSF-27	E	F
5	615 PM	1TASKC-26	E	F
6	835 PM	1RVKCM-27	E	F
7	1105 PM	1RVROM-27	E	F
8	345 AM	1KCOAT-25	W	F
9	740 AM	1KCRVT-24	W	F
10	755 AM	1ASRVM-24	W	F
11	400 PM	1RORVM-27	W	F
12	550 PM	1UPTJG-27	W	F
13	855 PM	1KCRVT-25	W	F
14	800 PM	PASSENGER	E	P
15	117 PM	PASSENGER	W	P
16	107 AM	RENO SPECIAL	E	P
17	730 PM	YARD ENGINE	W	SW
18	945 PM	YARD ENGINE	E	SW
19	106 AM - 203 AM	HELPER ENGINE	N/A	LE
20	1245 AM	1STPC-26	E	D
21	1000 AM	1OASCT-27	E	D
22	1200 PM	1MINPV-27	E	D
23	1230 PM	1MRVSC-27	E	D
24	445 AM	1NPOAV-26	W	D
25	1105 AM	1BESAE-27	W	D
26	1110 AM	1CHMIV-25	W	D
27	130 PM	1NPST-26	W	D
28	735 PM	1GSNGTU-26	W	D
29	1030 PM	1SCSTX-28	W	D

*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

3/3/97
 DATE

PROGRAM: FPN127.FOCUS.EXEC(AEIHIST-WHTA-3) 03/01/97 06.41.47

TRANSPORTATION RESEARCH
AEI SCANNER TRAIN HISTORY SUMMARY FOR SCANNER #359-SOUTH WICHITA
FOR PERIOD 02/01/97-02/28/97

DATE	THRU TRAINS
02/01/97	9
02/02/97	4
02/03/97	5
02/04/97	4
02/05/97	2
02/06/97	5
02/07/97	4
02/08/97	7
02/09/97	2
02/10/97	3
02/11/97	5
02/12/97	5
02/13/97	4
02/14/97	5
02/15/97	6
02/16/97	2
02/17/97	4
02/18/97	3
02/19/97	7
02/20/97	4
02/21/97	3
02/22/97	4
02/23/97	5
02/24/97	4
02/25/97	5
02/26/97	4
02/27/97	3
02/28/97	3

*TOTAL 97

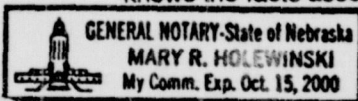
121

** AVG_THRU_TRN 4.32

VERIFICATION

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

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
CLYDE ANDERSON

SUBSCRIBED AND SWORN TO before me this 4th day of March, 1997.

Mary R. Holewinski
Notary Public

PROGRAM: FPNJ27.FOCUS.EXEC(AEIHIST-WHTA-4) 03/01/97 06.41.47

TRANSPORTATION RESEARCH
 AEI SCANNER TRAIN HISTORY DETAIL REPORT FOR SCANNER #359-SOUTH WICHITA
 FOR PERIOD 02/01/97-02/28/97

DATE	TIME	SEQ NUM	TRAIN	TRN CAT	TRAIN TYPE	D I R
02/01/97	0108	3176	GSHOWA 29	G	THROUGH	N
02/01/97	0350	3177	GSAMAB 28	G	THROUGH	N
02/01/97	0645	3178	LVB55 01	L	ARK CTY LOC	S
02/01/97	1047	3179	GSGVAB 30	G	THROUGH	N
02/01/97	1116	3180	YWH55 01	Y	YARD/WORK	S
02/01/97	1136	3181	LVO54 31	L	THROUGH	N
02/01/97	1235	3182	LVB55 01	L	ARK CTY LOC	N
02/01/97	1248	3183	YWH55 01	Y	YARD/WORK	N
02/01/97	1634	3184	LVO54 31	L	THROUGH	N
02/01/97	1753	3185	WTFW 01	T	THROUGH	S
02/01/97	2033	3186	FWWT 31	T	THROUGH	N
02/01/97	2109	3187	LVO55 01	L	THROUGH	S
02/01/97	2216	3188	YWH62 01	Y	YARD/WORK	S
02/01/97	2257	3189	YWH62 01	Y	YARD/WORK	N
02/01/97	2308	3190	LVO54 31	L	THROUGH	S
02/02/97	0018	3191	GLCMGV 30	G	THROUGH	S
02/02/97	0636	3192	GSGVOL 30	G	THROUGH	N
02/02/97	1005	3193	YWH55 02	Y	YARD/WORK	S
02/02/97	1057	3194	YWH55 02	Y	YARD/WORK	N
02/02/97	1457	3195	YWH55 02	Y	YARD/WORK	S
02/02/97	1619	3196	YWH55 02	Y	YARD/WORK	N
02/02/97	1817	3197	WTFW 02	T	THROUGH	S
02/02/97	1941	3198	FWWT 01	T	THROUGH	N
02/02/97	2124	3199	YWH60 02	Y	YARD/WORK	S
02/02/97	2206	3200	YWH60 02	Y	YARD/WORK	N
02/03/97	0629	3201	LVB55 03	L	ARK CTY LOC	S
02/03/97	0801	3202	FWWT 02	T	THROUGH	N
02/03/97	1011	3203	LVB55 03	L	ARK CTY LOC	N
02/03/97	1033	3204	YWH55 03	Y	YARD/WORK	S
02/03/97	1213	3205	YWH55 03	Y	YARD/WORK	N
02/03/97	1719	3206	MOWIWT 03	M	YARD/WORK	S
02/03/97	1857	3207	GSWAHO 02	G	THROUGH	S
02/03/97	2031	3208	GLWTAM 31	G	THROUGH	S
02/03/97	2127	3209	WTFW 03	T	THROUGH	S
02/03/97	2246	3210	LVO54 03	L	THROUGH	N
02/03/97	2335	3211	YWH62 03	Y	YARD/WORK	S
02/04/97	0020	3212	YWH62 03	Y	YARD/WORK	N
02/04/97	0633	3213	LVB55 04	L	ARK CTY LOC	S
02/04/97	1005	3214	FWWT 03	T	THROUGH	N
02/04/97	1031	3215	YWH55 04	Y	YARD/WORK	S
02/04/97	1204	3216	YWH55 04	Y	YARD/WORK	N
02/04/97	1336	3217	LVB55 04	L	ARK CTY LOC	N
02/04/97	1619	3218	LVO55 04	L	THROUGH	S
02/04/97	1701	3219	YWH55 04	Y	YARD/WORK	S
02/04/97	1758	3220	GLCWHO 31	G	THROUGH	S

PROGRAM: FPAN127.FOCUS.EXEC(AEIHIST-WHTA-4) 03/01/97 06.41.47

TRANSPORTATION RESEARCH
 AEI SCANNER TRAIN HISTORY DETAIL REPORT FOR SCANNER #359-SOUTH WICHITA
 FOR PERIOD 02/01/97-02/28/97

DATE	TIME	SEQ NUM	TRAIN	TRN CAT	TRAIN TYPE	D I R
02/04/97	1913	3221	WTFW 04	T	THROUGH	S
02/04/97	1947	3222	YWH55 04	Y	YARD/WORK	N
02/04/97	2251	3224	YWH52 02	Y	YARD/WORK	S
02/04/97	2316	3225	YWH52 02	Y	YARD/WORK	N
02/05/97	0353	3226	GSOLGV 03	G	THROUGH	S
02/05/97	0646	3227	LVB55 05	L	ARK CTY LOC	S
02/05/97	0937	3228	YWH52 02	Y	YARD/WORK	S
02/05/97	1045	3229	YWH52 02	Y	YARD/WORK	N
02/05/97	1337	3230	LVB55 05	L	ARK CTY LOC	N
02/05/97	1804	3231	MOWIWT 05	M	YARD/WORK	N
02/05/97	1913	3232	WTFW 05	T	THROUGH	S
02/06/97	0004	3233	FWWT 04	T	THROUGH	N
02/06/97	0017	3234	LVO54 05	L	THROUGH	N
02/06/97	0442	3235	FWWT 05	T	THROUGH	N
02/06/97	0634	3236	MOWIWT 06	M	YARD/WORK	S
02/06/97	0710	3237	LVB55 06	L	ARK CTY LOC	S
02/06/97	1109	3238	LVO55 06	L	THROUGH	S
02/06/97	1129	3239	LVB55 06	L	ARK CTY LOC	N
02/06/97	1146	3240	YWH55 06	Y	YARD/WORK	S
02/06/97	1155	3241	YWH55 06	Y	YARD/WORK	N
02/06/97	1913	3242	WTFW 06	T	THROUGH	S
2/07/97	0424	3243	FWWT 06	T	THROUGH	N
02/07/97	0650	3244	LVB55 07	L	ARK CTY LOC	S
02/07/97	1036	3245	YWH55 07	Y	YARD/WORK	S
02/07/97	1147	3246	YWH55 07	Y	YARD/WORK	N
02/07/97	1235	3247	LVB55 07	L	ARK CTY LOC	N
02/07/97	1459	3248	YWH55 07	Y	YARD/WORK	S
02/07/97	1654	3249	GSGVAB 06	G	THROUGH	N
02/07/97	1727	3250	YWH55 07	Y	YARD/WORK	N
02/07/97	1748	3251	WTFW 07	T	THROUGH	S
02/07/97	1957	3252	GSGVOL 05	G	THROUGH	N
02/08/97	0128	3253	LVO54 07	L	THROUGH	N
02/08/97	0245	3254	GSAMAB 05	G	THROUGH	N
02/08/97	0636	3255	LVB55 08	L	ARK CTY LOC	S
02/08/97	0739	3256	FWWT 07	T	THROUGH	N
02/08/97	0832	3257	GLOOGV104	G	THROUGH	S
02/08/97	0950	3258	YWH55 08	Y	YARD/WORK	S
02/08/97	1044	3259	LVB55 08	L	ARK CTY LOC	N
02/08/97	1127	3260	YWH55 08	Y	YARD/WORK	N
02/08/97	1713	3261	LVO55 08	L	THROUGH	S
02/08/97	1852	3262	WTFW 08	T	THROUGH	S
02/08/97	2157	3263	GSWTAM 08	G	THROUGH	S
02/08/97	2253	3264	YWH62 08	Y	YARD/WORK	S
02/08/97	2326	3265	YWH62 08	Y	YARD/WORK	N
02/09/97	1015	3267	YWH55 09	Y	YARD/WORK	S

PROGRAM: FPAN127.FOCUS.EXEC(AETHIST-WHTA-4) 03/01/97 06.41.47

TRANSPORTATION RESEARCH
 AEI SCANNER TRAIN HISTORY DETAIL REPORT FOR SCANNER #359-SOUTH WICHITA
 FOR PERIOD 02/01/97-02/28/97

DATE	TIME	SEQ NUM	TRAIN	TRN CAT	TRAIN TYPE	D I R
02/09/97	1122	3268	YWH55	09 Y	YARD/WORK	N
02/09/97	1511	3269	YWH55	09 Y	YARD/WORK	S
02/09/97	1634	3270	WTFW	09 T	THROUGH	S
02/09/97	1712	3271	YWH55	09 Y	YARD/WORK	N
02/09/97	1831	3272	RLSDHO	07 R	YARD/WORK	S
02/09/97	2043	3273	GEAMSI	07 G	THROUGH	N
02/09/97	2244	3274	YWH62	09 Y	YARD/WORK	S
02/09/97	2314	3275	YWH62	09 Y	YARD/WORK	N
02/10/97	0635	3276	LVB55	10 L	ARK CTY LOC	S
02/10/97	1026	3277	YWH55	10 Y	YARD/WORK	S
02/10/97	1127	3278	MOWTYD	10 M	YARD/WORK	S
02/10/97	1205	3279	YWH55	10 Y	YARD/WORK	N
02/10/97	1358	3280	LVB55	10 L	ARK CTY LOC	N
02/10/97	1439	3281	MOWTYD	10 M	YARD/WORK	N
02/10/97	1629	3282	MGWIHO	11 M	YARD/WORK	N
02/10/97	1829	3283	WTFW	10 T	THROUGH	S
02/10/97	2151	3284	FWWT	09 T	THROUGH	N
02/10/97	2226	3285	LVO54	10 L	THROUGH	N
02/11/97	0632	3286	LVB55	11 L	ARK CTY LOC	S
02/11/97	0930	3287	GLWTAM	06 G	THROUGH	S
02/11/97	0941	3288	YWH55	11 Y	YARD/WORK	S
02/11/97	1057	3289	FWWT	10 T	THROUGH	N
02/11/97	1115	3290	LVO55	11 L	THROUGH	S
02/11/97	1122	3291	YWH55	11 Y	YARD/WORK	N
02/11/97	1134	3292	LVB55	11 L	ARK CTY LOC	N
02/11/97	1201	3293	MGWIHO	11 M	YARD/WORK	S
02/11/97	1556	3294	GLWIGV	06 G	THROUGH	S
02/11/97	2209	3295	WTFW	11 T	THROUGH	S
02/12/97	0416	3296	FWWT	11 T	THROUGH	N
02/12/97	0644	3297	LVB55	12 L	ARK CTY LOC	S
02/12/97	0833	3298	MOWIWT	12 M	YARD/WORK	S
02/12/97	1249	3299	LVB60	12 L	THROUGH	N
02/12/97	1353	3300	YWH55	12 Y	YARD/WORK	S
02/12/97	1550	3301	GEGVSI	10 G	THROUGH	N
02/12/97	1600	3302	YWH55	12 Y	YARD/WORK	N
02/12/97	1741	3303	WTFW	12 T	THROUGH	S
02/12/97	2341	3304	LVO54	12 L	THROUGH	N
02/13/97	0225	3305	FWWT	12 T	THROUGH	N
02/13/97	0650	3306	LVB55	13 L	ARK CTY LOC	S
02/13/97	0806	3307	GEGVWT	11 G	THROUGH	N
02/13/97	0909	3308	YWH55	13 Y	YARD/WORK	S
02/13/97	1045	3309	YWH55	13 Y	YARD/WORK	N
02/13/97	1059	3310	LVO55	13 L	THROUGH	S
02/13/97	1307	3311	LVB55	13 L	ARK CTY LOC	N
02/13/97	1548	3312	MOWIWT	13 M	YARD/WORK	N

PROGRAM: FPAN127.FOCUS.EXEC(AEIHIST-WHTA-4) 03/01/97 06.41.47

TRANSPORTATION RESEARCH
 AEI SCANNER TRAIN HISTORY DETAIL REPORT FOR SCANNER #359-SOUTH WICHITA
 FOR PERIOD 02/01/97-02/28/97

DATE	TIME	SEQ NUM	TRAIN	TRN CAT	TRAIN TYPE	D I R
02/13/97	1801	3313	WTFW 13	T	THROUGH	S
02/14/97	0008	3314	WDWTWT 13	W	YARD/WORK	S
02/14/97	0356	3315	WDWTWT 13	W	YARD/WORK	N
02/14/97	0642	3316	LVB55 14	L	ARK CTY LOC	S
02/14/97	0947	3317	YWH55 14	Y	YARD/WORK	S
02/14/97	1115	3318	YWH55 14	Y	YARD/WORK	N
02/14/97	1151	3319	GSAMAB 12	G	THROUGH	N
02/14/97	1354	3320	LVB55 14	L	ARK CTY LOC	N
02/14/97	1410	3321	WDWTWT 14	W	YARD/WORK	S
02/14/97	1839	3322	XWTFW 14	T	THROUGH	S
02/14/97	2055	3323	FWWT 13	T	THROUGH	N
02/14/97	2205	3324	LVO54 14	L	THROUGH	N
02/14/97	2347	3325	WTFW 14	T	THROUGH	S
02/15/97	0258	3326	GSGVBY 12	G	THROUGH	N
02/15/97	0544	3327	GSOLGV 11	G	THROUGH	S
02/15/97	0654	3328	2GSAMAB 12	G	THROUGH	N
02/15/97	0815	3329	LVB55 15	L	ARK CTY LOC	S
02/15/97	0906	3330	WDWTWT 15	W	YARD/WORK	S
02/15/97	0956	3331	YWH55 15	Y	YARD/WORK	S
02/15/97	1038	3332	YWH55 15	Y	YARD/WORK	N
02/15/97	1103	3333	LVO55 15	L	THROUGH	S
02/15/97	1341	3334	LVB55 15	L	ARK CTY LOC	N
02/15/97	1528	3335	FWWT 14	T	THROUGH	N
02/15/97	1841	3336	WTFW 15	T	THROUGH	S
02/15/97	2050	3337	RLSDHO 13	R	YARD/WORK	S
02/15/97	2230	3338	YWH62 15	Y	YARD/WORK	S
02/15/97	2320	3339	YWH62 15	Y	YARD/WORK	N
02/16/97	0223	3340	FWWT 15	T	THROUGH	N
02/16/97	1000	3341	YWH55 16	Y	YARD/WORK	S
02/16/97	1039	3342	YWH55 16	Y	YARD/WORK	N
02/16/97	1557	3343	YWH55 16	Y	YARD/WORK	S
02/16/97	1744	3344	YWH55 16	Y	YARD/WORK	N
02/16/97	1828	3345	WTFW 16	T	THROUGH	S
02/16/97	2159	3346	YWH62 16	Y	YARD/WORK	S
02/16/97	2257	3347	YWH62 16	Y	YARD/WORK	N
02/17/97	0828	3348	GEAMWT 14	G	THROUGH	N
02/17/97	1014	3349	FWWT 16	T	THROUGH	N
02/17/97	1955	3350	GLWTAM 13	G	THROUGH	S
02/17/97	2200	3351	LVO54 17	L	THROUGH	N
02/18/97	0049	3352	FWWT 17	T	THROUGH	N
02/18/97	0643	3353	LVB55 18	L	ARK CTY LOC	S
02/18/97	1043	3354	YWH55 18	Y	YARD/WORK	S
02/18/97	1201	3355	YWH55 18	Y	YARD/WORK	N
02/18/97	1400	3356	LVB55 19	L	ARK CTY LOC	N
02/18/97	1427	3357	LVO55 18	L	THROUGH	S

PROGRAM: FPN127.FOCUS.EXEC(AEIHIST-WHTA-4) 03/01/97 06.41.47

TRANSPORTATION RESEARCH
 AEI SCANNER TRAIN HISTORY DETAIL REPORT FOR SCANNER #359-SOUTH WICHITA
 FOR PERIOD 02/01/97-02/28/97

DATE	TIME	SEQ NUM	TRAIN	TRN CAT	TRAIN TYPE	D I R
02/18/97	1521	3358	YWH55	18 Y	YARD/WORK	S
02/18/97	1803	3359	YWH55	18 Y	YARD/WORK	N
02/18/97	1813	3360	WTFW	18 T	THROUGH	S
02/18/97	2248	3361	YWH62	18 Y	YARD/WORK	S
02/18/97	2326	3362	YWH62	18 Y	YARD/WORK	N
02/19/97	0100	3363	GSHYHO	17 G	THROUGH	S
02/19/97	0436	3364	FWWT	18 T	THROUGH	N
02/19/97	0632	3365	LVB55	19 L	ARK CTY LOC	S
02/19/97	0753	3366	OCKWT	18 O	THROUGH	N
02/19/97	0937	3367	LVB55	19 L	ARK CTY LOC	N
02/19/97	1010	3368	YWH55	19 Y	YARD/WORK	S
02/19/97	1116	3369	YWH55	19 Y	YARD/WORK	N
02/19/97	1129	3370	OWTCK	19 O	THROUGH	S
02/19/97	1156	3371	MOWIWT	19 M	YARD/WORK	S
02/19/97	1557	3372	MOWIWT	19 M	YARD/WORK	N
02/19/97	1828	3373	GSGVOL	17 G	THROUGH	N
02/19/97	1927	3374	WTFW	19 T	THROUGH	S
02/19/97	2239	3375	YWH62	19 Y	YARD/WORK	S
02/19/97	2300	3376	YWH62	19 Y	YARD/WORK	N
02/19/97	2302	3377	LVO54	19 L	THROUGH	N
02/20/97	0559	3378	FWWT	19 T	THROUGH	N
02/20/97	0638	3379	LVB55	20 L	ARK CTY LOC	S
02/20/97	0703	3380	GLSIGV	14 G	THROUGH	S
02/20/97	0945	3381	M OF W	20 Y	YARD/WORK	S
02/20/97	1028	3382	YWH55	20 Y	YARD/WORK	S
02/20/97	1100	3383	LVO55	20 L	THROUGH	S
02/20/97	1212	3384	YWH55	20 Y	YARD/WORK	N
02/20/97	1224	3385	LVB55	20 L	ARK CTY LOC	N
02/20/97	1444	3386	YWH55	20 Y	YARD/WORK	S
02/20/97	1556	3387	M OF W	20 W	YARD/WORK	N
02/20/97	1654	3388	YWH55	20 Y	YARD/WORK	N
02/20/97	1922	3389	WTFW	20 T	THROUGH	S
02/20/97	2242	3390	YWH62	20 Y	YARD/WORK	S
02/20/97	2252	3391	YWH62	20 Y	YARD/WORK	N
02/21/97	0639	3392	LVB55	21 L	ARK CTY LOC	S
02/21/97	1109	3393	YWH55	21 Y	YARD/WORK	S
02/21/97	1200	3394	YWH55	21 Y	YARD/WORK	N
02/21/97	1313	3395	LVB55	21 L	ARK CTY LOC	N
02/21/97	1418	3396	YWH55	21 Y	YARD/WORK	S
02/21/97	1555	3397	YWH55	21 Y	YARD/WORK	N
02/21/97	1744	3398	WTFW	21 T	THROUGH	N
02/21/97	2113	3399	FWWT	20 T	THROUGH	S
02/21/97	2144	3400	GECCSI	19 G	THROUGH	N
02/22/97	0633	3401	LVB55	22 L	ARK CTY LOC	S
02/22/97	0828	3402	FWWT	21 T	THROUGH	N

PROGRAM: FPN127.FOCUS.EXEC(AEIHIST-WHTA-4) 03/01/97 06.41.47

TRANSPORTATION RESEARCH
 AEI SCANNER TRAIN HISTORY DETAIL REPORT FOR SCANNER #359-SOUTH WICHITA
 FOR PERIOD 02/01/97-02/28/97

DATE	TIME	SEQ NUM	TRAIN	TRN CAT	TRAIN TYPE	D I R
02/22/97	0941	3403	LVB55	22 L	ARK CTY LOC	N
02/22/97	0956	3404	YWH55	22 Y	YARD/WORK	S
02/22/97	1050	3405	YWH55	22 Y	YARD/WORK	N
02/22/97	1121	3406	LVO55	22 L	THROUGH	N
02/22/97	1611	3407	LVO55	22 L	THROUGH	S
02/22/97	1641	3408	WTFW	22 T	THROUGH	S
02/22/97	2221	3409	YWH62	22 Y	YARD/WORK	S
02/22/97	2309	3410	YWH62	22 Y	YARD/WORK	N
02/23/97	0024	3411	GSHOSI	21 G	THROUGH	N
02/23/97	0200	3412	FWWT	22 T	THROUGH	N
02/23/97	0430	3413	GSWWAB	19 G	THROUGH	N
02/23/97	0447	3414	GSOLGV	21 G	THROUGH	S
02/23/97	1002	3415	YWH55	23 Y	YARD/WORK	S
02/23/97	1041	3416	YWH55	23 Y	YARD/WORK	N
02/23/97	1730	3417	WTFW	23 T	THROUGH	S
02/23/97	2236	3418	YWH60	23 Y	YARD/WORK	S
02/23/97	2303	3419	YWH60	23 Y	YARD/WORK	N
02/24/97	0024	3420	FWWT	23 T	THROUGH	N
02/24/97	0221	3421	GLSIBE	20 G	THROUGH	S
02/24/97	0633	3422	LVB55	24 L	ARK CTY LOC	S
02/24/97	0938	3423	MOWIWT	24 M	YARD/WORK	S
02/24/97	1017	3424	YWH55	24 Y	YARD/WORK	S
02/24/97	1052	3425	YWH55	24 Y	YARD/WORK	N
02/24/97	1104	3426	YWH55	24 Y	YARD/WORK	S
02/24/97	1228	3427	YWH55	24 Y	YARD/WORK	N
02/24/97	1250	3428	LVB55	24 L	ARK CTY LOC	N
02/24/97	1618	3429	MOWIWT	24 M	YARD/WORK	N
02/24/97	1900	3430	WTFW	24 T	THROUGH	S
02/24/97	2302	3431	LVO54	24 L	THROUGH	N
02/25/97	0156	3432	FWWT	24 T	THROUGH	N
02/25/97	0635	3433	LVB55	25 L	ARK CTY LOC	S
02/25/97	1213	3435	LVO55	25 L	THROUGH	S
02/25/97	1219	3436	YWH55	25 Y	YARD/WORK	S
02/25/97	1247	3437	LVB55	25 L	ARK CTY LOC	N
02/25/97	1255	3438	YWH55	25 Y	YARD/WORK	N
02/25/97	1321	3439	GLSICC	21 G	THROUGH	S
02/25/97	1515	3440	YWH55	25 Y	YARD/WORK	S
02/25/97	1647	3441	YWH55	25 Y	YARD/WORK	N
02/25/97	1754	3442	WTFW	25 T	THROUGH	S
02/25/97	1949	3443	GLCOCC	19 G	THROUGH	S
02/26/97	0634	3444	LVB55	26 L	ARK CTY LOC	S
02/26/97	0805	3445	GLWTAM	25 G	THROUGH	S
02/26/97	0832	3446	MOWIWT	26 M	YARD/WORK	S
02/26/97	0950	3447	LVB55	26 L	ARK CTY LOC	N
02/26/97	1033	3448	YWH55	26 Y	YARD/WORK	S

PROGRAM: FPN127.FOCUS.EKEC(AEIHIST-WHTA-4) 03/01/97 06.41.47

TRANSPORTATION RESEARCH
 AEI SCANNER TRAIN HISTORY DETAIL REPORT FOR SCANNER #359-SOUTH WICHITA
 FOR PERIOD 02/01/97-02/28/97

DATE	TIME	SEQ NUM	TRAIN	TRN CAT	TRAIN TYPE	D I R
02/26/97	1147	3449	YWH55	26 Y	YARD/WORK	N
02/26/97	1234	3450	FWWT	25 T	THROUGH	N
02/26/97	1418	3451	YWH55	26 Y	YARD/WORK	S
02/26/97	1451	3452	MOWIWT	26 M	YARD/WORK	N
02/26/97	1605	3453	YWH55	26 Y	YARD/WORK	N
02/26/97	1703	3454	GSGVOL124	G	THROUGH	N
02/26/97	1851	3455	WTFW	26 T	THROUGH	S
02/26/97	2300	3456	YWH62	26 Y	YARD/WORK	S
02/26/97	2320	3457	YWH62	26 Y	YARD/WORK	N
02/27/97	0339	3458	FWWT	26 T	THROUGH	N
02/27/97	0651	3459	LVB55	27 L	ARK CTY LOC	S
02/27/97	0800	3460	MOWIWT	27 M	YARD/WORK	S
02/27/97	1055	3461	YWH55	27 Y	YARD/WORK	S
02/27/97	1156	3462	YWH55	27 Y	YARD/WORK	N
02/27/97	1220	3463	LVO55	27 L	THROUGH	S
02/27/97	1253	3464	LVB55	27 L	ARK CTY LOC	N
02/27/97	1629	3465	MOWIWT	27 M	YARD/WORK	N
02/27/97	1831	3466	WTFW	27 T	THROUGH	S
02/28/97	0116	3467	FWWT	27 T	THROUGH	N
02/28/97	0635	3468	LVB55	28 L	ARK CTY LOC	S
02/28/97	0641	3469	MSIOC	27 M	YARD/WORK	S
02/28/97	0747	3470	MOWIWT	28 M	YARD/WORK	S
02/28/97	1016	3471	YWH55	28 Y	YARD/WORK	S
02/28/97	1123	3472	YWH55	28 Y	YARD/WORK	N
02/28/97	1359	3473	LVB55	28 L	ARK CTY LOC	N
02/28/97	1557	3474	MOWIWT	28 M	YARD/WORK	N
02/28/97	1745	3475	WTFW	28 T	THROUGH	S
02/28/97	2304	3476	YWH62	28 Y	YARD/WORK	S
02/28/97	2315	3477	YWH62	28 Y	YARD/WORK	N
02/28/97	2342	3478	LVO54	28 L	THROUGH	N

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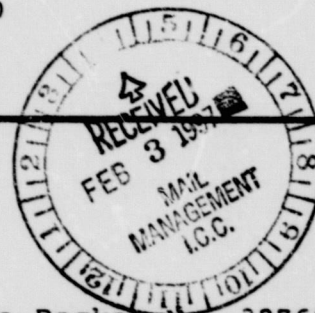
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TUE-23

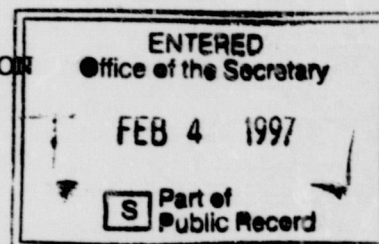
BEFORE THE
SURFACE TRANSPORTATION BOARD

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



Finance Docket No. 32760

REPLY TO APPLICANTS'
TUE CONDITION SUBMISSION



OF COUNSEL:

WORSHAM, FORSYTHE & WOOLDRIDGE
1601 Bryan Street
30th Floor
Dallas, Texas 75201

SLOVER & LOFTUS
1224 Seventeenth Street, N.W.
Washington, D.C. 20036

Dated: February 3, 1997

By: John W. McReynolds
Worsham, Forsythe & Wooldridge
1601 Bryan Street
30th Floor
Dallas, Texas 75201
(214) 979-3000

John H. LeSeur
Christopher A. Mills
Frank J. Pergolizzi
1224 Seventeenth Street, N.W.
Washington, D.C. 20036
(202) 347-7170

Attorneys for Texas Utilities
Electric Company

BEFORE THE
SURFACE TRANSPORTATION BOARD

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

Finance Docket No. 32760

REPLY TO APPLICANTS'
TUE CONDITION SUBMISSION

Texas Utilities Electric Company ("TUE")¹ submits the following reply to the UP/SP Submission² concerning the TUE Condition promulgated by the Board in Decision No. 44.

(1) In their Submission, UP/SP are really asking the STB to reconsider and rewrite the TUE Condition. That Condition provides that BNSF and KCS may interchange TUE trains moving to and from TUE's Martin Lake Station at Shreveport and Texarkana:

We will require that the BNSF agreement be amended to permit KCS and BNSF to interchange TUE coal trains: (a) at Shreveport, for movement by BNSF over SP's line between Shreveport and Tenaha; and (b) at Texarkana,

¹ TUE shall use the same abbreviations herein as set forth in its Proposal Respecting Implementation of the TUE Condition ("TUE Submission") filed on January 24, 1997 (TUE-20).

² Applicants' Submission Respecting Implementation of TUE Condition ("UP/SP Submission"), filed January 24, 1997 (UP/SP-296).

for movement by BNSF over UP's line between Texarkana and Longview.

UP/SP ignore the plain language of the TUE Condition. They claim the Condition permits BNSF and KCS to interchange loaded and empty TUE coal trains at Shreveport; permits directional running of TUE coal trains; but does not permit BNSF and KCS to interchange loaded TUE coal trains at Texarkana. UP/SP Submission at 5.³ Accordingly, what UP/SP are really asking the Board to do is to rewrite the TUE Condition as follows:

We will require that the BNSF agreement be amended to permit KCS and BNSF to interchange TUE coal trains: (a) at Shreveport, for movement by BNSF over SP's line between Shreveport and Tenaha; and (b) at Texarkana, for movement of unloaded TUE coal trains only by BNSF over UP's line between Texarkana and from Longview to Texarkana.

See UP/SP Submission at 5-6.

The condition implementation procedure cannot be used to reconsider and rewrite merger conditions. See Decision No. 67 at 3 (served January 14, 1997); Decision No. 47 at 12 (served September 10, 1996). Had UP/SP wanted to change the TUE Condition, they should have filed an appropriate reconsideration petition -- which they did not do and, of course, cannot do now since the time period for seeking reconsideration of the TUE Condition

³ UP/SP now concede that the TUE Condition permits BNSF to move unloaded TUE coal trains from Tenaha to Shreveport. UP/SP Submission at 5. Though UP/SP counsel claim that they previously "informed the parties hereto" of this position (id.), that comes as news to TUE. See TUE Submission at 4-5.

has long since expired. Accordingly, this "issue is no longer subject to administrative review." Decision No. 67 at 3.

(2) UP/SP argue that the TUE Condition, as correctly and literally read by TUE, must be rewritten because the Condition "unfairly improve[s] upon" TUE's pre-merger BNSF/KCS/SP routing from the PRB to the Martin Lake Station via Shreveport and Tenaha. UP/SP Submission at 7. Specifically, UP/SP claim that TUE's option to move loaded and unloaded trains via Longview and Texarkana produces a route that is 46 miles shorter than the pre-merger Shreveport/Tenaha routing.⁴ UP/SP further claim this distance difference is such a competitive detriment that it could "freeze out" UP/SP from competing for TUE's Martin Lake coal traffic. UP/SP Submission at 9. These allegations are wrong.

TUE has fought long and hard in this proceeding to preserve competition between UP/SP and BNSF/KCS to provide service to TUE's Martin Lake Station. TUE is not at this late date going to advocate any implementing condition that will directly or indirectly "freeze out" UP/SP as an effective competitor for its Martin Lake traffic. Instead, TUE wants to preserve its pre-merger competitive options -- consistent with the new post-merger operating realities. The operative post-merger facts, as TUE discussed in detail in its Submission, are as follows:

⁴ As discussed, infra, TUE calculates the mileage difference as 45 miles.

- UP/SP's plan to operate the Shreveport-Tenaha line directionally makes it impossible to replicate TUE's pre-merger BNSF/KCS/SP service.
- Directional running of TUE's trains over the Shreveport-Tenaha and Longview-Texarkana lines will add approximately \$6.6 million to the pre-merger cost of accessing BNSF/KCS/SP.
- To avoid the facility cost associated with directional running, non-directional running of trains will be necessary.
- While directional running is possible on both the Longview-Texarkana and Shreveport-Tenaha line segments -- to paraphrase UP/SP, "salmon can usually swim upstream" -- TUE's studies to date indicate that non-directional running will be operationally superior over the Longview-Texarkana line due to that line's superior siding configuration and the existence of a Centralized Traffic Control System.

TUE Submission at 10-17. TUE needs to keep the Longview-Texarkana route option because of its potential post-merger operational superiority, not because of its minimally shorter distance.

TUE submits that its operating concerns -- which are intended to keep BNSF as a viable competitor for TUE's traffic -- outweigh the de minimis change in the BNSF route distances UP/SP must compete against. The following chart identifies the BNSF route distances from the PRB to Martin Lake:

<u>Route</u>	<u>Mileage</u>
Shreveport/Tenaha ⁵	1,480
Directional ⁶	1,458
Longview/Texarkana ⁷	1,435

UP/SP is correct that the Longview-Texarkana route is 45 miles shorter than the Shreveport-Tenaha route. However, a 45-mile differential on a 1,400+ mile unit train coal movement is -- as UP/SP knows -- of no significant commercial consequence. Indeed, UP/SP counsel are estopped from making wild, contrary claims. UP/SP's witness Nock testified in this proceeding that, even in situations where the difference in BNSF and UP/SP unit train routings from the PRB to the Martin Lake Station exceed 200 miles, the BNSF and UP/SP routes "can be competitive with one another." Applicants' Rebuttal, R.V.S. Nock at 52 (April 29, 1996) (UP/SP-231).⁸ Obviously, UP/SP counsel cannot impeach

⁵ Loaded trains move to the Martin Lake Station from Shreveport to Tenaha and unloaded trains return from Tenaha to Shreveport.

⁶ Loaded trains move to the Martin Lake Station from Shreveport to Tenaha and unloaded trains return from Longview to Texarkana.

⁷ Loaded trains move to the Martin Lake Station from Texarkana to Longview and unloaded trains return from Longview to Texarkana.

⁸ UP/SP attempt misdirection by claiming the 45-mile route difference "shorten[s] the distance between Texarkana and Martin Lake by 30%." UP/SP Submission at 9. That is true, but, of course, irrelevant since the TUE traffic will not originate in Texarkana. The percentage reduction in route length from the PRB -- the proper measure -- is only 3%. UP/SP's contentions are further undercut by the fact that, as UP/SP concedes, the STB

(continued...)

their own witness. See Finance Docket No. 30965 (Sub-No. 4), Delaware and Hudson Co. -- Lease and Trackage Rights -- Springfield Terminal Ry., 1995 I.C.C. LEXIS 258 at *24 (Decision served September 29, 1995) (party estopped from taking inconsistent positions in the same proceeding).

More importantly, though UP/SP's direct route from the PRB to Martin Lake is longer than the BNSF/KCS routings from the PRB to Martin Lake, TUE has previously submitted un rebutted evidence showing the UP/SP route will be substantially less expensive to operate over than the BNSF/KCS routing via Shreveport and Tenaha:

<u>Route</u>	<u>Variable Cost Per Ton</u>
UP Direct	\$ 7.45
BNSF/KCS via Shreveport/Tenaha	\$ 8.34

TUE Comments, V.S. Crowley at 5 (TUE-7) (filed March 29, 1996). This lower cost gives UP/SP a tremendous competitive advantage and the slight decrease in BNSF/KCS distance via the Longview-Texarkana routing will make no consequential dent in UP/SP's superior competitive position.⁹

⁸(...continued)
prescribed a directional route option and the directional route is, as shown above, also slightly shorter than the Shreveport/Tenaha routing.

⁹ Facility costs also do not detract from UP/SP's superior competitive position. As TUE has previously explained, UP/SP access to Martin Lake will require expenditures in the \$7 to \$12.5 million range. See TUE Comments, V.S. Johnson at 3-4
(continued...)

Thus, contrary to UP/SP's errant protestations, TUE's retention of the Longview-Texarkana route option does not improve TUE's pre-merger position. Instead, TUE needs to keep this option in place to provide an efficient alternative to lost, pre-merger competitive service.

(3) UP/SP also argue at length that rewriting the TUE Condition is justified because TUE did not ask for any relief over the Longview-Texarkana line. UP/SP Submission at 5. As TUE has explained in its Submission, TUE did not have the opportunity to re-craft its relief request because its request was filed before UP/SP granted BNSF any trackage rights over the Longview-Texarkana line,¹⁰ and the procedural schedule adopted by the STB gave parties like TUE only one opportunity to present relief requests.¹¹ The STB acknowledged this sequence of events, and

⁹ (...continued)
(March 29, 1996) (TUE-7). However, BNSF routes also require new facility expenditures: an estimated \$6.6 million for the Longview-Texarkana route; an estimated \$6.7 million for the Shreveport-Tenaha route; and an estimated \$13.3 million for directional running. TUE Submission, V.S. Dunn at 7-11.

¹⁰ TUE filed its condition request on March 29, 1996. Only thereafter, on April 19, 1996, did UP/SP and BNSF file the CMA Agreement, which established a few broad contours of BNSF's rights to provide service over the UP/SP line between Houston and Valley Junction, Illinois (see UP/SP-219). The specific terms implementing the CMA Agreement in the form of amendments to the BNSF Agreement, and follow-up trackage rights agreements, were not filed with the STB until June 28, 1996 (see UP/SP-266) -- only one business day prior to the oral argument of this case.

¹¹ See Decision No. 6 at 7 (served October 19, 1995) (providing that non-applicant parties must file requests for conditions on or before March 29, 1996). Accord Decision No. 31 (served April 19, 1996).

quite wisely granted TUE and BNSF the additional rights over the Texarkana-Longview line. Decision No. 44 at 186.

(4) UP/SP's discussion of TUE's ancillary enforcement rights is also flawed. TUE will obtain no "veto power" over facility selection as any facility disagreements are subject to STB resolution and/or arbitration (Decision No. 44 at 12, fn. 16; BNSF Agreement § 15); TUE's enforcement rights do not give TUE special treatment, but incorporate, by reference, the rights the STB accorded to all similarly situated shippers; and TUE's request for relief expressly applied to all TUE Martin Lake Station trains, not just coal trains. TUE Comments at 1 (TUE-7).

Conclusion

For the reasons discussed above and in TUE's Submission, TUE requests the STB to adopt TUE's proposed implementing terms.

Respectfully submitted,

OF COUNSEL:

WORSHAM, FORSYTHE & WOOLDRIDGE
1601 Bryan Street
30th Floor
Dallas, Texas 75201

SLOVER & LOFTUS
1224 Seventeenth Street, N.W.
Washington, D.C. 20036

Dated: February 3, 1997

By: John W. McReynolds
Worsham, Forsythe & Wooldridge
1601 Bryan Street
30th Floor
Dallas, Texas 75201
(214) 979-3000

John H. LeSeur *John LeSeur*
Christopher A. Mills
Frank J. Pergolizzi
1224 Seventeenth Street, N.W.
Washington, D.C. 20036
(202) 347-7170

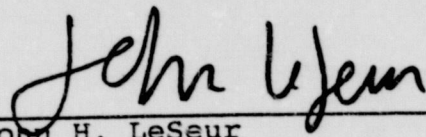
Attorneys for Texas Utilities
Electric Company

CERTIFICATE OF SERVICE

I hereby certify that I have served copies of the foregoing Reply to Applicants' TUE Condition Submissions on counsel for UP/SP, BNSF and KCS via hand delivery.

Dated this 3rd day of February, 1997 at Washington,

D.C.



John H. LeSeur

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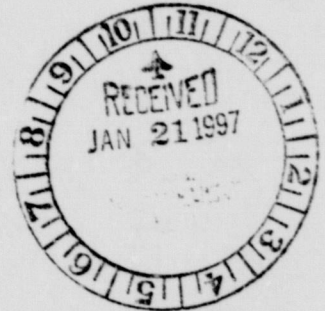
The Longhorn Railway Company

10220-E Metropolitan
Austin, Texas 78758-7632
512-873-7713
Fax 512-873-7265

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January 20, 1997



Honorable Vernon A. Williams
Secretary
Surface Transportation Board
12th St. & Constitution Ave., NW
Room 2215
Washington, D.C. 20423

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

Dear Secretary Williams:

I enclose for filing in the above-captioned proceeding the original and twenty (20) copies of the LHRR (CMTA-13, BNSF-74, LHRR-1) Submission. Also enclosed is a 3.5-inch disk containing the text of this pleading WordPerfect 6.0 format.

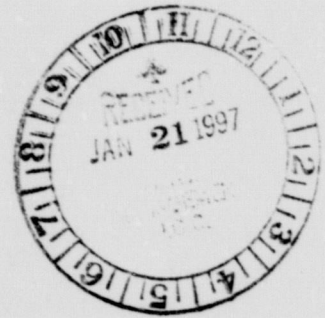
I would appreciate it if you would date-stamp the enclosed extra copy of this filing and return it in the self addressed, stamped envelope so provided by and to us for our files.

Sincerely,

Donald T. Cheatham

cc:
Erika Z. Jones
Adrian L. Steel, Jr.
Roy T. Englert, Jr.

Kathryn A. Kusske
Jeffrey R. Moreland
Richard E. Welcher
Janice G. Barber
Michael E. Roper
Sidney L. Strickland, Jr.
Albert B. Krachman
Monica J. Palko
David L. Meyer
Carl W. Von Bernuth
Richard J. Ressler
James V. Dolan
Paul A. Conley, Jr.
Louise A. Rinn
Arvid E. Roach II
Michael L. Rosenthal
Joe Ramirez
Denise Cheney
Joseph F. Cunningham



Washington
The District of Columbia

UNITED STATES OF AMERICA
DEPARTMENT OF TRANSPORTATION
SURFACE TRANSPORTATION BOARD

Finance Docket #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

Longhorn Railway ("LHRR") Verified Submission Pursuant to Decision No. 67

LHRR respectfully submits in regard to this Honorable Board's Decision No. 67, as follows:

1. Capital Metropolitan Transportation Authority ("CMTA") and Burlington Northern Santa Fe ("BN/SF") pursuant to Decision No. 44 p. 182 made a joint submission, as did applicant Union Pacific et al., ("UPRR") individually. ¹

Condition No. 31 imposed in Decision No. 44 dealt with where BNSF would interchange with the freight carrier on the City of Austin's Giddings to Llano Railroad, which freight carrier is currently LHRR, which did not participate in the underlying proceedings, as it had no standing to do so until 6 May 1996, {Please accord Finance Docket No. 32885 (Sub. No. 1)}, which was after the time allocated by this Board for any such participation to those with standing.

Condition No. 31 was imposed by this board in order to allow the freight carrier on the City of Austin's Giddings to Llano Railroad in Texas to maintain a 2 to 1 interchange with the

1. The acronyms appearing in this submission are the same as those in Decision No. 44, Appendix B. The singular is intended to be inclusive of the plural, or the mass. Longhorn, as an exception here, uses the AAR's "Alpha" designation, "LHRR", for itself.

Class I railroad's remaining after the mergers, BN/SF and UP/SP, even though this Board denied in toto all of the relief sought by CMTA.

LHRR wishes to successfully argue and convince this Board that the submissions by CMTA together with BN/SF and that of UP do not adequately satisfy said condition 31 of Decision No. 44, for the reasons for which it was imposed upon the parties by this Board. An interchange at Elgin in substitution of one previously at Giddings does not maintain a 2 to 1 interchange as envisioned by this Board. UP/SP's dicta to the contrary, such a designation for Elgin ignores the realities. Elgin is currently handling all the traffic it can. Elgin's configuration will not accept any increase over present traffic, which is well known to UP/SP's operations department.

2. LHRR takes exception to several misstatements represented by UP/SP in their submission as fact which regard the following:

a. UP now states that, "Applicants strongly disagree with any suggestion that the existing facilities at Elgin are not adequate to permit effective interchange between BNSF and Longhorn . . ." This is based upon UP, Applicants, assessment that "... BNSF already has all the rights it needs to interchange with Longhorn at Elgin . . .", and because of "... CMTA's and Longhorn's inherent right to construct additional facilities along the Giddings - Llano line." This is supposedly buttressed due to, BNSF's trackage rights agreement with UP/SP [which] also expressly, allows BNSF to construct whatever facilities it deems necessary to facilitate its operations. . ." Succinctly, UP/SP, Applicants solely rely on the stated premise that the facilities at Elgin are adequate to satisfy Condition 31, and that if they are not in addition for the reasons that CMTA has recognized the new preference for CMTA, that new facilities to satisfy can be created by Longhorn, or CMTA, or perhaps even BN/SF.

b. UP/SP, Applicants, through their counsel, then espouse the erroneous premise that the configuration of the tracks at Elgin are identical to those at McNeil. If Applicants had actually been consulted in their own operations department this statement could not have been made, to this Board, nor would the argument of Elgin's adequacy have been at all advanced, as both are ludicrous, and devoid of accuracy.

3. At McNeil, applicants may serve the LHRR from both directions, as the interchange track is a run around configuration with switches at both ends of the siding, connecting thereby in two directions with UP/SP's mainline. At Elgin there is only one switch at the Northeast side. That is not the same, or identical, or even remotely a similar interchange.

Also, at McNeil, there is room for several dozens of cars, and there are no road crossings which inhibit any movements by UP/SP to maneuver delivery and pick up from any train, North or South bound. At Elgin, the UP/SP, and Longhorn for that matter, are restrained due to several streets which crisscross in close proximity to the interchange.

To rely upon a letter written by the very same legal representative containing the identical, erroneous information in the submission denigrates the purposes of condition 31, it is most affirmatively asserted, and because of its totally inaccurate premise should render it as useless to a determination of the issue.

4. Blatantly absent from consideration is any concern or statement regarding such for the shipping public, from either submission.

5. LHRR submits that if more time had been allowed for the preparation of this paper, that LHRR could have conclusively shown that:

a. The major shippers on LHRR would have used an interchange with BN/SF in volumes of several thousand carloads per year through Giddings, out bound, to the east side of Houston, primarily, but also to Galveston, over the BN/SF interchange. The basic commodities involved are granite blocks and aggregates.

b. Applicants own operations personnel do not feel that Elgin would ever provide any meaningful locale for significant car movements, due to the configuration, which in no way resembles that interchange between applicants and LHRR at McNeil, as stated. Without parking railcars unlawfully across streets in Elgin, LHRR would be limited at Elgin to receive at most in either direction some 10 to 14 cars at any given time, which would include accepting the current traffic inbound to the current Elgin Shipper off the UP.

c. CMTA has changed its posture from its previous submissions which at first favored McNeil, and later Giddings, before the most recent rush to agree with UP/SP, enthusiastically, over Elgin. If Elgin had been so favorable, it is respectfully stated, CMTA should have been able to have earlier recognized such favorability, and avoided all the time expended arguing so vehemently contrary to the latest total capitulation towards Applicants' dictates for the BN/SF interchange to be at Elgin. If CMTA's latest position is in good faith, it certainly could and should have been sooner apparent to at least its representatives before this Board.

Applicants in these proceedings therein sought and thereby obtained, it is most respectfully reminded, the approval by this Board of the largest merger in the history of this Republic regarding two and more railroads, which approved merger resulted in the effective elimination of an interchange with a major competing national/international carrier at Giddings for the Giddings/Llano railroad's shippers. This is no insignificant matter as it relates, and might relate, to the present and future prospects for competitive transportation for the region's shipping public.

Recognizing this, this Board wisely gave to CMTA, over the Applicants protestations, the right to choose between Giddings and Elgin as the new interchange for the merged BN/SF. This included the last party to the proverbial table, LHRR, who is now largely, if not totally ignored by CMTA, UP/SP and BN/SF. LHRR desires Giddings over Elgin, for reasons obvious to all other parties, who deal and have dealt physically, as opposed to solely on paper, with these railroads.

LHRR has reopened the railroad to Elgin, and is in the process of reopening to Giddings. This has occurred since May of 1996, some eight months ago. In that period, LHRR has learned the following from its actual operation of the railroad:

1. SP, previously unmerged with UP, refused to give competitive rates to the railroad's shippers, primarily aggregate, into the Houston market, in order to protect larger SP customers who control that market, from San Antonio and San Marcos. UP/SP have given assurances to the primary shipper so offended that the previous high tariffs for movements from Giddings to Houston (west side) would be competitive with those from San Marcos and San Antonio to Houston. The merger thus may in fact create competition, not eliminate it, especially if the same shipper is allowed to go to the east side of Houston via BN/SF. For this to be even remotely competitive would require interchange at Giddings. This would require the movement of blocks of cars of a minimum of twenty cars per block. This would never be possible at Elgin.

2. This Board recognized the significance of Giddings when it granted LHRR the rights to operate there, and when it granted CMTA separately the right to choose where the BN/SF was to interchange there, notwithstanding the preliminary suggestions through the agreements between BN/SF and UP/SP of what would later constitute the BN/SF operations plan, which at the time of these concessions by this Board were well known to all.

The operations plan, or the agreements therewith, between the two merged large carriers should not dictate the accessibility of either, nor the competition desired between them, for the benefit of the shipping public. The purpose of Condition 31 was to make the situation as close to what it had been before the Applicants were allowed their desired mergers.

The comparison thus between what erroneously is believed to be similar between McNeil and Elgin is superficial and distracting, as McNeil was denied to BN/SF and CMTA by this Board.

If Giddings was good enough and superior to Elgin for the SP unmerged, it remains physically the same today. The comparison should be between Elgin and Giddings as the interchange was to only be allowed between these two, as so ordered by this Board.

The MKT's interchange with the Giddings/Llano railroad at Elgin was always known to be inferior to where SP interchanged with the same railroad at Giddings, as SP at one time owned the Giddings/Llano rail line. This Board's predecessor, the Interstate Commerce Commission, was well familiar with the railroads' histories and configurations, and the obvious advantages of the interchange at Giddings over that at Elgin.

At one time the railroad interchanged and intersected the ATSF at Brenham. The abandonment of that portion between Giddings and Brenham caused the importance of Giddings to be recognized, as well as the significance of the location of Giddings with the competition of the MKT at Elgin and the MPRR at McNeill, in related, historic proceedings before the ICC. This has been subsequently blurred, as the UP acquired both MPRR and the MKT. That does not lessen, however, the significance of Giddings for the merged BN/SF to interchange at Giddings

as opposed to Elgin. Physical attributes and the geographic realities were not merged nor changed, and now remain the same for which UP recognized during its acquisition of MKT, and specifically regarding Elgin as a point of interchange, to serve local traffic.

Applicants sought the merger, but desired to put the shipping public at the disadvantage of relying on a lesser carrier to create a competitive atmosphere at Elgin which was never recognized by Applicants previously, and especially UP, when it itself acquired the MKT, as a superior interchange to that between the Giddings/Llano rail lines and the SP at Giddings. In the course of those proceedings, it is believed, UP then decried the insignificance of Elgin for the opposite reasons of those now so casually observed as the newly, contradictory espoused cause for this Board to now counter its predecessor's previous determination, i.e. it would be singularly difficult to configure facilities in such a way at Elgin as to be competitive with Giddings.

A comparison of Elgin with Giddings will always result in the conclusion that Giddings is a far better locale for an interchange between any carrier and any independent Giddings/Llano railroad, especially over any interchange at Elgin.

The cost or expense of competing with a merged UP/SP should not fall upon those illeffected by the merger, if it can be avoided. There would be no extraneous cost for CMTA, the City of Austin or LHRR for the interchange to be at Giddings, as there will be if Elgin is to be made at all acceptable, through improvements, if they were at all geographically feasible at Elgin.

The argument that there are not trackage rights for BN/SF to Giddings belies the significance of the choice allowed by this Board. At the time of the imposition of Condition 31, there were no such trackage rights, and this Board properly believed that the allowance of such over the thirty or so miles of railroad between Giddings and Caldwell was probably something that the parties could work out, particularly if UP/SP is correct in their assessment of how light the traffic would, or will actually be. Little, to no traffic at Giddings, which UP/SP reminds this Board is still not open for the Giddings/Llano railroad, would not result in any significant problem for either large carrier.

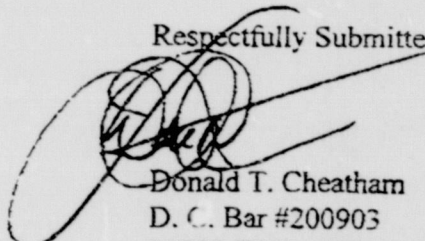
Dismissing, however, the probability of Giddings out of hand, as Applicants have done, eliminates it from the consideration it should be given regarding such an interchange for the sake of ascertaining the actual benefits to the shipping public, which ostensibly is whom every carrier concerned in these premises should truly wish to be adequately considered.

Conclusion

LHRR wishes to emphasize that this Board has delt well in protecting the shipping public in its deliberations from the resultant problems, especially the apparent and foreseen, that such transactions as the UP/SP Merger might occasion for the shipping public. It is for that reason, and that reason solely, that LHRR emphasizes the advantage of Giddings over Elgin for the CMA's railroad to enjoy a realistic freight interchange with BN/SF, to maintain the 2 to 1 ratio with Class 1s desired by this Board.

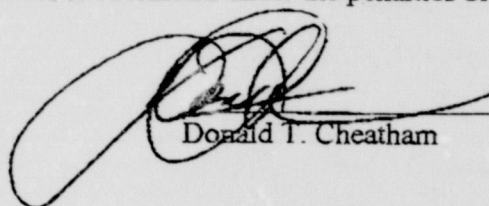
Giddings currently has existing, significant facilities for light or heavy traffic between LHRR and BN/SF. The actual distance between Caldwell, 29 miles, and the other BN/SF mainline where Giddings instead finally chosen, is significantly a shorter, and more direct distance. Giddings will make for a more competitive locale, as it always has, and as has always been recognized by all parties concerned, including, and especially both UP and SP.

Respectfully Submitted,



Donald T. Cheatham
D. C. Bar #200903
10220-E Metropolitan
Austin, TX 78728

The foregoing as to factual matters is submitted under the penalties of perjury.



Donald T. Cheatham

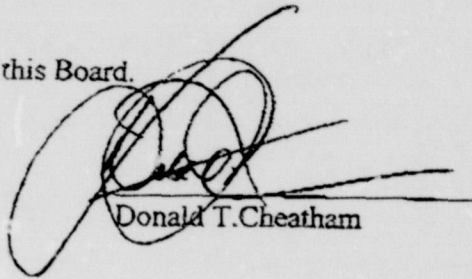
Certificate of Service

I hereby certify that a true copy of the foregoing was telecopied this 21st day of January of 1997 and mailed the 21st day of January (via US mail first class postage prepaid) to the following:

Erika Z. Jones
Adrian L. Steel, Jr.
Roy T. Englert, Jr.
Kathryn A. Kusske
Jeffrey R. Moreland
Richard E. Welcher
Janice G. Barber
Michael E. Roper
Sidney L. Strickland, Jr.
Albert B. Krachman
Monica J. Palko
David L. Meyer
Carl W. Von Bernuth

Richard J. Ressler
Joe Ramirez
Denise Cheney
Joseph F. Cunningham
James V. Dolan
Paul A. Conley, Jr.
Louise A. Rinn
Arvid E. Roach II
Michael L. Rosenthal

To their last address of record with this Board.



Donald T. Cheatham

STB

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COVINGTON & BURLING

1201 PENNSYLVANIA AVENUE, N. W.

P.O. BOX 7566

WASHINGTON, D.C. 20044-7566

(202) 662-6000

TELEFAX: (202) 662-6291

TELEX: 89-593 (COVLING WSH)

CABLE: COVLING

DAVID L. MEYER

DIRECT DIAL NUMBER

(202) 662-5582

LECONFIELD HOUSE

CURZON STREET

LONDON W1Y 8AS

ENGLAND

TELEPHONE: 44-171-495-5655

TELEFAX: 44-171-495-3101

BRUSSELS CORRESPONDENT OFFICE

44 AVENUE DES ARTS

BRUSSELS 1040 BELGIUM

TELEPHONE: 32-2-512-9890

TELEFAX: 32-2-502-1598

January 13, 1997

BY HAND

Hon. Vernon A. Williams
Secretary
Surface Transportation Board
Twelfth Street and Constitution Ave., N.W.
Washington, D.C. 20423

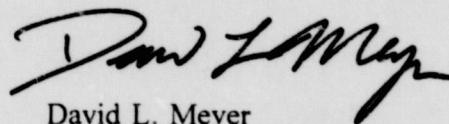


Re: Finance Docket Nos. 32760 & 32760 (Sub-No. 10)

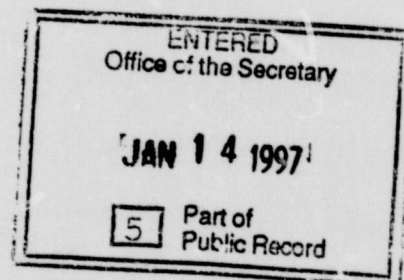
Dear Secretary Williams:

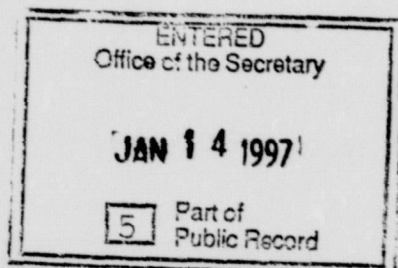
Enclosed for filing in the above-captioned dockets are the original and 20 copies of Applicants' Reply to Longhorn's Request for Extension of Time (UP/SP-293). Kindly date stamp the extra copy of this filing and return it with our waiting messenger.

Sincerely,


David L. Meyer

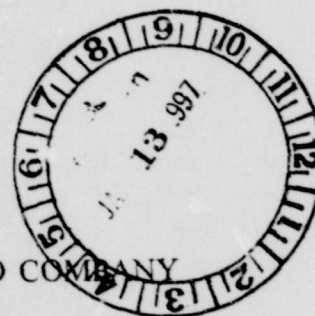
cc: Counsel for CMTA,
BNSF and Longhorn





BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760 / 88724



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

Finance Docket No. 32760 (Sub-No. 10) - 88925

RESPONSIVE APPLICATION -- CAPITAL METROPOLITAN
TRANSPORTATION AUTHORITY

APPLICANTS' REPLY TO LONGHORN'S
REQUEST FOR EXTENSION OF TIME

In Decision No. 44, the Board ordered the interested parties (CMTA, Longhorn, UP/SP and BNSF)^{1/} to submit agreed-upon terms or separate proposals respecting the precise details for implementation of the CMTA condition by December 10, 1996. In Decision No. 65, at the request of CMTA, BNSF and Longhorn, the Board extended this deadline to January 9, 1997. Decision No. 65, p. 2. CMTA, BNSF and Applicants each filed such submissions on January 9. See

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

CMTA-14/BNSF-75; UP/SP-292. Longhorn, the current operator of CMTA's Giddings-Llano line, did not. Instead, in an unnumbered pleading dated January 6, 1997 and entitled "Longhorn Railway Company's First Request for Extension of Time,"^{2/} Longhorn has requested an additional thirty days "in order to prepare and file a brief containing a comprehensive objection" to CMTA's election of Elgin as the point of interchange between BNSF and the Giddings-Llano line. See Longhorn Request, pp. 1-2.

The primary applicants, UPC, UPRR, SPR, SPT, SSW, SPSCCL and DRGW,^{3/} oppose Longhorn's new request for an extension. Most fundamentally, Longhorn provides no valid excuse for its failure to comply with the deadline established by Decision No. 65. There is no reason Longhorn could not have prepared and filed a "brief" setting forth its position, together with any information it might believe supports that position, by January 9.

Longhorn's position, apparently, is that interchange between Longhorn and BNSF at Elgin is inferior and that CMTA should not be permitted to choose it over Giddings as the point of interchange between BNSF and the Giddings-Llano

^{2/} Longhorn's cover letter erroneously suggests that the document is "CMTA-13, BNSF-74, LHRR-1," which was Longhorn's first extension request (joined by CMTA and BNSF) filed on December 10, 1996. This pleading is Longhorn's second extension request, filed on behalf of Longhorn alone.

Moreover, although the document is dated January 6, its certificate of service indicates that it was not served until January 7, and the copy received by Applicants (not until January 13) was not post-marked until January 8.

^{3/} MPRR merged into UPRR on January 1, 1997.

line. See Longhorn Request, p. 2. Yet Longhorn has been aware since August 12, 1996, when Decision No. 44 was served, that Elgin was one of the interchange points that CMTA might choose in the exercise of its unilateral choice between Elgin and Giddings. Decision No. 44, pp. 182-83. Moreover, Longhorn has been on express notice since no later than December 2, 1996 (before the first deadline established by Decision No. 44), that CMTA was inclined toward the selection of Elgin as the interchange point.^{4/} There is absolutely no reason Longhorn could not have submitted a "brief" or other filing setting forth its position regarding the Elgin interchange by January 9, 1996, if not much earlier.

Moreover, for the reasons summarized in Applicants' January 9 Submission (UP/SP-292), Longhorn's position is irrelevant to the issues to be addressed by the Board in implementing CMTA's choice of Elgin.^{5/} The Board gave CMTA the unilateral right to choose Elgin or Giddings, but not both,^{6/} and CMTA has now chosen Elgin after careful deliberations -- including consultations with Longhorn -- and taking into account the factors relevant to the well-being of Giddings-Llano shippers -- not just the short-run interests of the line's current operator. See CMTA-14/BNSF-75, pp. 2-3; UP/SP-292, pp. 2 & n.3, 6.

^{4/} See Letter from Monica Palko to David Meyer (for UP/SP), Adrian Steel (for BNSF) and Donald Cheatham (for CMTA), Dec. 2, 1996.

^{5/} Applicants are also prepared to demonstrate, with evidence if necessary, that Longhorn's apparent views regarding Elgin are also entirely lacking in merit. See UP/SP-293, pp. 4-8.

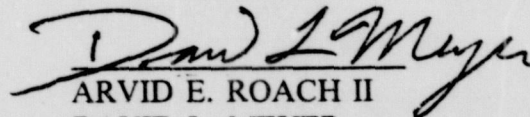
^{6/} Decision No. 44, p. 183; Decision No. 65, p. 1.

As explained in Applicants' Submission Respecting Implementation of CMTA Condition (UP/SP-292), there is no justification for further delay in the implementation of that condition. Accordingly, Longhorn's request for a further extension of time should be denied.

Respectfully submitted,

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

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



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

Attorneys for Applicants

January 13, 1997

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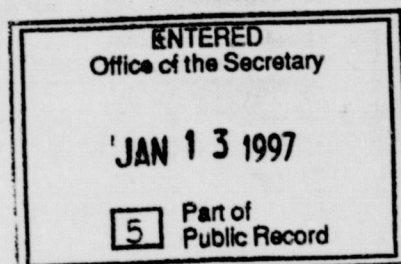
BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423



Finance Docket No. 32760

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

PETITION AND REPLY
OF
ENTERPRISE PRODUCTS COMPANY



John E. Smith, II
Assistant General Counsel
Enterprise Products Company
P. O. Box 4324
Houston, TX 77210-4324
Tel.: (713) 880-6562

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

Attorneys for
ENTERPRISE PRODUCTS COMPANY

Dated: January 13, 1997

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



Finance Docket No. 32760

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

PETITION AND REPLY
OF
ENTERPRISE PRODUCTS COMPANY

Petitioner, Enterprise Products Company ("Enterprise"), is mindful of the rule that prohibits a reply to a reply. 49 C.F.R. 1104.13. Nevertheless, Applicants' Reply, filed January 8, 1996, to Enterprise's Petition, filed December 19, 1996, so egregiously distorts the truth that Petitioner, pursuant to 49 C.F.R. 1117.1, respectfully ask that this, its reply be entertained.¹

Applicants, at pages 1-2 and 6-7 of their Reply, characterize Enterprise's Petition as one seeking reconsideration of the Board's decision, served August 12, 1996, Decision No. 44, and the reopening of the proceeding for the imposition of conditions for which Enterprise had not asked. That simply is not true; the facts

¹ Applicants, at page 2, footnote 2 of their Reply, contend that Enterprise had asked "that it be granted fifteen days to reply to this reply." That is totally false. In truth, Enterprise, at page 6 of its Petition, had asked that the Board enter a procedural order that would "afford interested parties thirty days to comment [on its Petition] and Enterprise fifteen days to reply."

are squarely to the contrary. Enterprise's Petition, at page 1, specifically invoked the Board's decision and the build-in/build out condition, imposed at page 146 of the decision, for the relief its Petition seeks.

Applicants at page 2 of their Reply, contend that a shipper seeking to avail itself of the build-in/build out condition which the Board had imposed must pursue "an arbitration process." Indeed, at page 2, footnote 3 of their Reply, Applicants charge that Enterprise's failure to invoke "this arbitration remedy . . . underscores that [Enterprise] is seeking more than the right to pursue a build-in." Applicants' assertion is absolutely false; the truth is to the contrary. The Board's condition, at page 146 of its decision, specifically provides, "Any technical disputes with respect to the implementation of this build-in/build-out remedy may be resolved either by arbitration or by the Board [underscoring added for emphasis]."

Applicants, at page 4 of their Reply, maintain that Enterprise's plant at Mont Belvieu, Texas, cannot be considered a "2-to-1" shipper by virtue of the merger's elimination of its build-in/build-out option. That is completely incorrect; the Applicants themselves had made representations to the contrary when they sought Board approval of their merger proposal. Witness John H. Rebensdorf, who was charged with the task of explaining the Applicants' settlement agreement with BNSF, at page 294 of volume 1 of the Application, specifically identified Mont Belvieu, Texas, as a "2-to-1" point. Mont Belvieu, however, was a station on the

SP's Goose Creek - Baytown Branch; it at no time was served by the UP. Indeed, Mont Belvieu is about ten and a half miles distant from McNair, the closest point on UP's Baytown Line. The Applicants, nevertheless, deemed certain shippers in or near Mont Belvieu to be "2-to-1" shippers for the very reason that the merger eliminated their build-in/build-out option, as the Applicants seem reluctantly to concede, at page 5 of their Reply.²

Finally, Applicants, at pages 2-3 of their Reply, claim that Enterprise argues that a shipper which had been served either by UP or SP which had a build-in/build-out option to the other's line denied it by the merger is entitled to direct service by BNSF. That is completely false; Enterprise nowhere in its Petition contended for such a construction of the Board's build-in/build-out condition. It was the Applicants, however, which elected to grant BNSF trackage rights, not over the UP's Baytown Line, on which McNair, the build-in/build-out point, is located, but, rather, over SP's Goose Creek - Baytown Branch, on which Mont Belvieu is

² Applicants, at pages 358-59 of volume 1 of the Application, similarly identified Fremont and Kohler, CA, served only by UP, to be "2-to-1" sites because of their obvious build-in/build-out options to the nearby SP, as they identified Shinn, CA, and Eldon (Bayer Plant), TX, served only by the SP, to be "2-to-1" sites because of their obvious build-in/build-out options to the nearby UP. The Bayer Plant at Eldon is on the same Goose Creek - Baytown Branch of the SP as is Enterprise's plant at Mont Belvieu. Bayer is being served directly by BNSF, although UP says Enterprise cannot be, even though the Bayer's Eldon Plant, as Enterprise's Mont Belvieu plant, was not identified as a shipper to be served by UP's build-in/build-out line approved for construction in Finance Docket No. 32571, Missouri Pacific Railroad Company--Construction and Operation Exemption--Harris and Chambers Counties, TX, served June 30, 1995.

located. See, page 351 of volume 1 of the Application. As Witness Rebensdorf, at page 294 of volume 1 of the Application, explained:

[A]lthough Exhibit A to the original settlement agreement expressly listed Baytown and Mont Belvieu, Texas, as "2-to-1" points, it inadvertently failed to grant to BN/Santa Fe the operating rights between Dayton and Baytown in Texas needed to reach those points. The supplemental agreement includes the necessary rights.

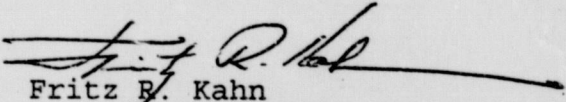
The direct service which Enterprise seeks at its Mont Belvieu plant is the result of Applicants' not having granted BNSF trackage rights to the build-in/build-out site but, instead, over the very line long used by SP to service Enterprise directly. As Enterprise explained, at page 5 of its Petition, "BNSF . . . literally will pass the lead to Enterprise's Mont Belvieu facility but is prohibited from entering it."

Respectfully submitted,

ENTERPRISE PRODUCTS COMPANY

By its attorneys,

John E. Smith, II
Assistant General Counsel
Enterprise Products Company
P. O. Box 4324
Houston, TX 77210-4324
Tel.: (713) 880-6562

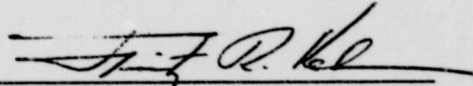

Fritz R. Kahn
Fritz R. Kahn, P.C.
Suite 750 West
1100 New York Avenue, NW
Washington, DC 20005-3934
Tel.: (202) 371-8037

Dated: January 13, 1997

CERTIFICATE OF SERVICE

Copies of the foregoing Petition and Reply of Enterprise Products Company this day were served by me upon Union Pacific Railroad Company, Southern Pacific Transportation Company, Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company by mailing copies by first class mail, with postage prepaid, to their counsel, respectively.

Dated at Washington, DC, this 13th day of January 1997.


Fritz R. Kahn

STB

FD

32760

1-13-97

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ORIGINAL

LAW OFFICES

FRITZ R. KAHN, P.C.

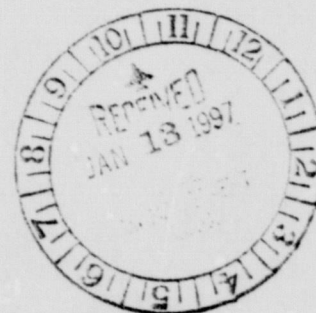
SUITE 750 WEST

1100 NEW YORK AVENUE, N.W.

WASHINGTON, D.C. 20005-3934

(202) 371-8037

FAX (202) 371-0900



January 13, 1997

VIA HAND DELIVERY

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

Dear Secretary Williams:

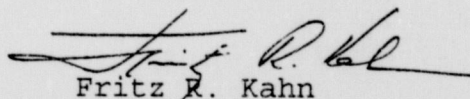
Enclosed for filing in Finance Docket No. 32760, Union Pacific Corp., et al.--Control and Merger--So. Pac. Rail Corp., et al., are the original and ten copies of the Petition and Reply of Enterprise Products Company.

Extra copies of the Petition and Reply and of this letter are enclosed for you to stamp to acknowledge your receipt of them and to return to me in the enclosed self-addressed, stamped envelope.

By copy of this letter, service is being effected upon counsel for each of the parties.

If you have any question concerning this filing or if I otherwise can be of assistance, please let me know.

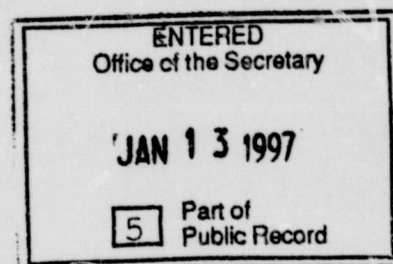
Sincerely yours,



Fritz R. Kahn

enc.

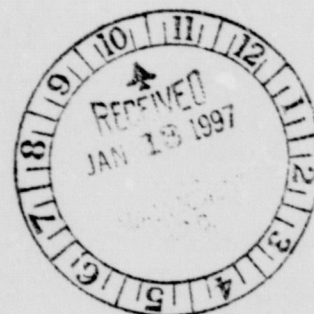
cc: Arvid E. Roach, Esq.
Paul A. Cunningham, Esq.
Erika Z. Jones, Esq.
John E. Smith, II, Esq.



88879

ORIGINAL

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

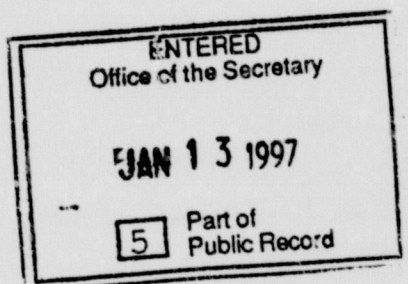


Finance Docket No. 32760

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

PETITION AND REPLY
OF
ENTERPRISE PRODUCTS COMPANY

John E. Smith, II
Assistant General Counsel
Enterprise Products Company
P. O. Box 4324
Houston, TX 77210-4324
Tel.: (713) 880-6562

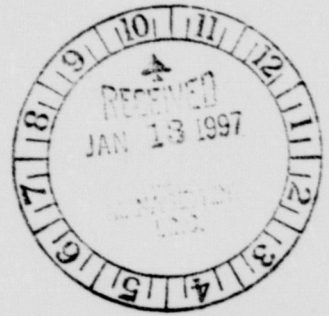


Fritz R. Kahn
Fritz R. Kahn, P.C.
Suite 750 West
1100 New York Avenue, NW
Washington, DC 20005-3934
Tel.: (202) 371-8037

Attorneys for
ENTERPRISE PRODUCTS COMPANY

Dated: January 13, 1997

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



Finance Docket No. 32760

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

PETITION AND REPLY
OF
ENTERPRISE PRODUCTS COMPANY

Petitioner, Enterprise Products Company ("Enterprise"), is mindful of the rule that prohibits a reply to a reply. 49 C.F.R. 1104.13. Nevertheless, Applicants' Reply, filed January 8, 1996, to Enterprise's Petition, filed December 19, 1996, so egregiously distorts the truth that Petitioner, pursuant to 49 C.F.R. 1117.1, respectfully ask that this, its reply be entertained.¹

Applicants, at pages 1-2 and 6-7 of their Reply, characterize Enterprise's Petition as one seeking reconsideration of the Board's decision, served August 12, 1996, Decision No. 44, and the reopening of the proceeding for the imposition of conditions for which Enterprise had not asked. That simply is not true; the facts

¹ Applicants, at page 2, footnote 2 of their Reply, contend that Enterprise had asked "that it be granted fifteen days to reply to this reply," That is totally false. In truth, Enterprise, at page 6 of its Petition, had asked that the Board enter a procedural order that would "afford interested parties thirty days to comment [on its Petition] and Enterprise fifteen days to reply."

are squarely to the contrary. Enterprise's Petition, at page 1, specifically invoked the Board's decision and the build-in/build out condition, imposed at page 146 of the decision, for the relief its Petition seeks.

Applicants at page 2 of their Reply, contend that a shipper seeking to avail itself of the build-in/build out condition which the Board had imposed must pursue "an arbitration process." Indeed, at page 2, footnote 3 of their Reply, Applicants charge that Enterprise's failure to invoke "this arbitration remedy . . . underscores that [Enterprise] is seeking more than the right to pursue a build-in." Applicants' assertion is absolutely false; the truth is to the contrary. The Board's condition, at page 146 of its decision, specifically provides, "Any technical disputes with respect to the implementation of this build-in/build-out remedy may be resolved either by arbitration or by the Board [underscoring added for emphasis]."

Applicants, at page 4 of their Reply, maintain that Enterprise's plant at Mont Belvieu, Texas, cannot be considered a "2-to-1" shipper by virtue of the merger's elimination of its build-in/build-out option. That is completely incorrect; the Applicants themselves had made representations to the contrary when they sought Board approval of their merger proposal. Witness John H. Rehensdorf, who was charged with the task of explaining the Applicants' settlement agreement with BNSF, at page 294 of volume 1 of the Application, specifically identified Mont Belvieu, Texas, as a "2-to-1" point. Mont Belvieu, however, was a station on the

SP's Goose Creek - Baytown Branch; it at no time was served by the UP. Indeed, Mont Belvieu is about ten and a half miles distant from McNair, the closest point on UP's Baytown Line. The Applicants, nevertheless, deemed certain shippers in or near Mont Belvieu to be "2-to-1" shippers for the very reason that the merger eliminated their build-in/build-out option, as the Applicants seem reluctantly to concede, at page 5 of their Reply.²

Finally, Applicants, at pages 2-3 of their Reply, claim that Enterprise argues that a shipper which had been served either by UP or SP which had a build-in/build-out option to the other's line denied it by the merger is entitled to direct service by BNSF. That is completely false; Enterprise nowhere in its Petition contended for such a construction of the Board's build-in/build-out condition. It was the Applicants, however, which elected to grant BNSF trackage rights, not over the UP's Baytown Line, on which McNair, the build-in/build-out point, is located, but, rather, over SP's Goose Creek - Baytown Branch, on which Mont Belvieu is

² Applicants, at pages 358-59 of volume 1 of the Application, similarly identified Fremont and Kohler, CA, served only by UP, to be "2-to-1" sites because of their obvious build-in/build-out options to the nearby SP, as they identified Shinn, CA, and Eldon (Bayer Plant), TX, served only by the SP, to be "2-to-1" sites because of their obvious build-in/build-out options to the nearby UP. The Bayer Plant at Eldon is on the same Goose Creek - Baytown Branch of the SP as is Enterprise's plant at Mont Belvieu. Bayer is being served directly by BNSF, although UP says Enterprise cannot be, even though the Bayer's Eldon Plant, as Enterprise's Mont Belvieu plant, was not identified as a shipper to be served by UP's build-in/build-out line approved for construction in Finance Docket No. 32571, Missouri Pacific Railroad Company--Construction and Operation Exemption--Harris and Chambers Counties, TX, served June 30, 1995.

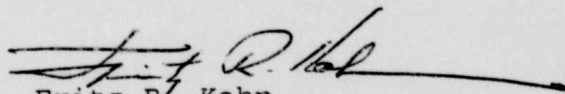
located. See, page 351 of volume 1 of the Application. As Witness Rebensdorf, at page 294 of volume 1 of the Application, explained:

[A]lthough Exhibit A to the original settlement agreement expressly listed Baytown and Mont Belvieu, Texas, as "2-to-1" points, it inadvertently failed to grant to BN/Santa Fe the operating rights between Dayton and Baytown in Texas needed to reach those points. The supplemental agreement includes the necessary rights.

The direct service which Enterprise seeks at its Mont Belvieu plant is the result of Applicants' not having granted BNSF trackage rights to the build-in/build-out site but, instead, over the very line long used by SP to service Enterprise directly. As Enterprise explained, at page 5 of its Petition, "BNSF . . . literally will pass the lead to Enterprise's Mont Belvieu facility but is prohibited from entering it."

Respectfully submitted,
ENTERPRISE PRODUCTS COMPANY
By its attorneys,

John E. Smith, II
Assistant General Counsel
Enterprise Products Company
P. O. Box 4324
Houston, TX 77210-4324
Tel.: (713) 880-6562


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

Dated: January 13, 1997

STB FD

32760

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88889

555 TWELFTH STREET, N.W.
SUITE 600
WASHINGTON, DC 20004-1200
(202) 637-3601
FAX (202) 347-0140

KECK, MAHIN & CATE

FILE NUMBER

48189-001

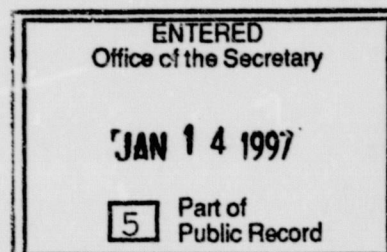
DIRECT DIAL

202-637-3609



January 10, 1997

Honorable Linda Morgan
Chairman
and
Honorable Gus Owen
Vice Chairman
SURFACE TRANSPORTATION BOARD
1201 Constitution Avenue, NW
Washington, DC 20423



Re: UP/SP Merger (Decision No. 44)
F.D. No. 32760

Dear Chairman Morgan and Vice Chairman Owen:

This will appraise you of certain developments involving the City of Reno (Reno) and the Union Pacific (UP) arising out of Decision No. 44 in F.D. 32760, the UP/SP Merger.

On Monday, January 6, 1997, Reno was notified that UP plans to reroute rail traffic from the UP Feather River Line to the SP Reno Line due to extreme weather related conditions.

The rerouting will increase rail traffic on the SP Line through downtown Reno from the current level, the daily average of which is 9.7 freight trains, to 24 trains per day. Obviously, this traffic level is double the present daily average and will exceed the 14.7 cap on trains imposed by the Board in Decision No. 44, Condition - Paragraph 22a.

On January 7, 1997, acknowledging UP's notice and citing its own downtown flood disaster, Reno advised UP to obtain appropriate authorization from the Board to exceed the limitations on the Reno Line. Reno offered to consult and cooperate.

On January 8, 1997, Reno was advised that UP had previously advised the Board (through its General Counsel) and SEA consultant DeLeuw Cather, and that Decision No. 44 authorizes such "emergency trains under detour authority."

KECK, MAHIN & CATE

Honorable Linda Morgan
Honorable Gus Owen
January 10, 1997
Page 2


While Reno appreciates UP's notice in this situation, the "emergency authorization" is an exception to conditions expressly imposed for the benefit of Reno and designed to maintain status quo pending mitigation of adverse impacts on public health, safety and environment resulting from the merged railroad operations. Universally, exceptions in such circumstances are narrowly construed.

UP's unilateral determination of the number of trains authorized to exceed the limitation without prior consultation with Reno employs an interpretation of emergency empowerment unreasonable both in the context of Decision No. 44 and the present emergency environment in the Reno/Sparks/Truckee Meadows Basin.

In short, the exception to conditions in Paragraph 22 of Decision No. 44 does not, and should not, operate literally in a vacuum. The Board must ensure timely communication and consultation with affected non-rail parties in emergency circumstances when both proposed rail operations and adverse community impacts are at issue, which is the situation here.

Hopefully, this information will prompt balance in review and caution in authorizing "emergency trains" in the circumstances of this case, now and in the future.

Very truly yours,


Paul A. Lamboley

cc: Henri F. Rush, Esquire, General Counsel
Ms. Elaine K. Kaiser, SEA
Arvid E. Roach, II, Esquire

PHL:fcv

STB

FD

32760

1-13-97

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COVINGTON & BURLING

1201 PENNSYLVANIA AVENUE, N. W.

P. O. BOX 7566

WASHINGTON, D.C. 20044-7566

(202) 662-6000

TELEFAX: (202) 662-6291

TELEX: 89-593 COVING WSH

CABLE: COVING

DAVID L. MEYER

DIRECT DIAL NUMBER

(202) 662-5582

LECONFIELD HOUSE

CURZON STREET

LONDON W1Y 8AS

ENGLAND

TELEPHONE 44-171-495 5653

TELEFAX 44-171-495 7101

BRUSSELS CORRESPONDENT OFFICE

44 AVENUE DES ARTS

BRUSSELS 1040 BELGIUM

TELEPHONE 32-2-512 9890

TELEFAX 32-2-502 1598

January 13, 1997

BY HAND

Hon. Vernon A. Williams

Secretary

Surface Transportation Board

Twelfth Street and Constitution Ave., N.W.

Washington, D.C. 20423



Re: Finance Docket Nos. 32760 & 32760 (Sub-No. 10)

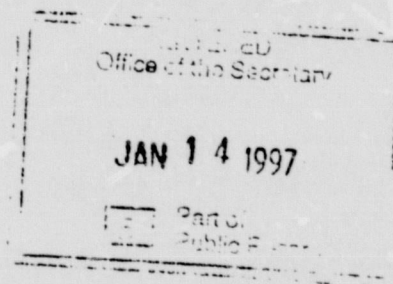
Dear Secretary Williams:

Enclosed for filing in the above-captioned dockets are the original and 20 copies of Applicants' Reply to Longhorn's Request for Extension of Time (UP/SP-293). Kindly date stamp the extra copy of this filing and return it with our waiting messenger.

Sincerely,

David L. Meyer
David L. Meyer

cc: Counsel for CMTA,
BNSF and Longhorn



CERTIFICATE OF SERVICE

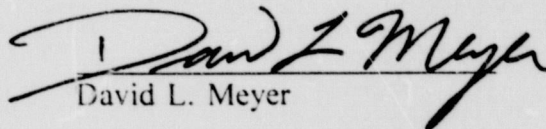
I hereby certify that, pursuant to Decision No. 65, I have this 13th day of January, 1997, served the foregoing document by hand to:

Albert B. Krachman, Esq.
Monica J. Palko, Esq.
Bracewell & Patterson, L.L.P.
2000 K Street, N.W., Suite 500
Washington, D.C. 20006
Attorneys for CMTA

Erika Z. Jones, Esq.
Adrian L. Steel, Esq.
Mayer, Brown & Platt
2000 Pennsylvania Avenue, N.W.
Washington, D.C. 20006
Attorneys for BNSF

and by Federal Express to:

Donald Cheatham
The Longhorn Railway Company
3007 Longhorn Boulevard
Suite 105
Austin, TX 78758-7632


David L. Meyer

Office of the Secretary

JAN 14 1997

Report
Public HearingBEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760 - 88724

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

Finance Docket No. 32760 (Sub-No. 10) - 88725

RESPONSIVE APPLICATION -- CAPITAL METROPOLITAN
TRANSPORTATION AUTHORITY

APPLICANTS' REPLY TO LONGHORN'S
REQUEST FOR EXTENSION OF TIME

In Decision No. 44, the Board ordered the interested parties (CMTA, Longhorn, UP/SP and BNSF)¹ to submit agreed-upon terms or separate proposals respecting the precise details for implementation of the CMTA condition by December 10, 1996. In Decision No. 65, at the request of CMTA, BNSF and Longhorn, the Board extended this deadline to January 9, 1997. Decision No. 65, p. 2. CMTA, BNSF and Applicants each filed such submissions on January 9. See

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

STB

FD

32760

1-8-97

D

88767



The Longhorn Railway Company

10220-E Metropolitan
Austin, Texas 78758-7632
512-873-7713
Fax 512-873-7265

88767

D



January 6, 1997

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
12th St. & Constitution Ave., NW
Room 2215
Washington, D.C. 20423

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

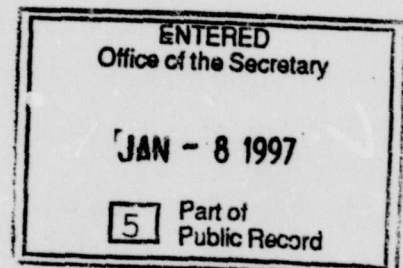
Dear Secretary Williams:

I enclose for filing in the above-captioned proceeding the original and twenty (20) copies of the LHRR Request For Extension Of Time (CMTA-13, BNSF-74, LHRR-1). Also enclosed is a 3.5-inch disk containing the text of this pleading Wordperfect 6.0 format.

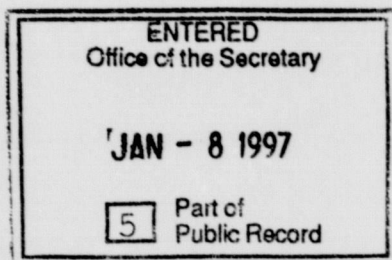
I would appreciate it if you would date-stamp the enclosed extra copy of this filing and return it in the self addressed, stamped envelope so provided by and to us for our files.

Sincerely,

Donald T. Cheatham



88 767



January 6, 1997

Washington, The District of Columbia

United States of America
Department of Transportation
Surface Transportation Board

Union Pacific Corporation: Finance Docket #32760

Longhorn Railway Company's ("LHRR")
First Request For Extension of Time

In Decision No. 44, The Surface Transportation Board directed Capital Metropolitan Transportation Authority, Burlington Northern Railroad Company, The Atchison, Topeka and Santa Fe Railway Company, and Longhorn Railway Company (collectively, the "Parties") to submit by 10 December 1996, either agreed upon or separately proposed, terms respecting implementation of the condition identified in ordering paragraph number 31. All of the "Parties", except LHRR, have almost reached an agreement in that regard, which LHRR does not believe meets the requirements nor purposes of the condition identified in ordering paragraph number 31. LHRR would respectfully request an additional thirty (30) days from this Board in order to be able to prepare and file a brief containing a comprehensive objection to what the other parties are about to render as putatively adequate resolution of their own requirements to satisfy the condition(s) of paragraph 31. LHRR wishes to file separate "terms."

As grounds for this request, LHRR respectfully submits as follows:

1. The additional thirty (30) days requested if granted to enable LHRR to prepare and file a brief describing separate "terms" will in no way otherwise effect the matters dealt with in this Board's previous, other orders, in this or in any other regard or matter.

2. LHRR intends to submit information of a material nature concerning the shipping public, as well as relating to the practical aspects of the matters regarding the condition(s) identified in ordering paragraph number 31, much of which have not been dealt with,

have not been considered by the other parties, or have been overlooked by the other parties hereto, if this request is granted by the Board. An example of this deals with the abilities of some of the shippers on CMTA and Longhorn's railroad to avail themselves of competitive railroad services in a two (2) to one (1) manner as envisioned by this Board's defining Order.

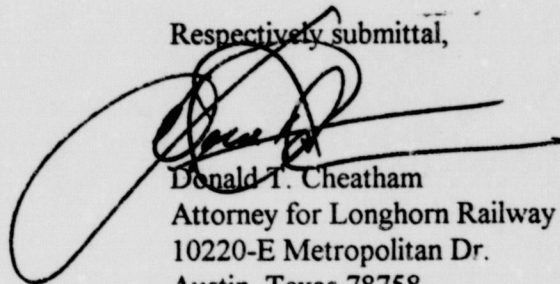
Several of the shippers have expressed a desire to move products derived on the LHRR's railroad to Houston over BNSF, as opposed to UPSP, and the use of Elgin as the interchange would not allow for this to ever occur. Another of the railroad's old customer's, now served by the UP at McNeil, had commodities shipped to them which could be shipped through LHRR both over BN/SF or UP/SP, at more competitive rates than those currently being charged by the UP/SP, but which involumes as suggested could not be adequately interchanged at Elgin.

These, as well as, other matters would be dealt with in what LHRR envisions it would submit, which is felt would be informative of the total ramifications of what the other parties obviously feel would satisfy the requirements of the condition(s) of ordering paragraph number 31, but which would not.

3. LHRR shall conclusively demonstrate that what the other parties feel would constitute an adequate satisfaction of the condition(s) of ordering paragraph 31, actually, and especially from the shippers and the shipping public's point of view would not.

Wherefor, the premises considered, LHRR respectfully requests a thirty (30) day extension to file its brief regarding the satisfaction of the condition(s) of ordering paragraph 31.

Respectively submittal,



Donald T. Cheatham
Attorney for Longhorn Railway
10220-E Metropolitan Dr.
Austin, Texas 78758
(512 873-7713
D. C. Bar #200903

Certificate of Service

I hereby certify that a true copy of the forgoing was mailed, U. S. Mail, postage first class prepaid, this 7th day of January of 1997 to the following:

Erika Z. Jones
Adrian L. Steel, Jr.
Roy T. Englert, Jr.
Kathryn A. Kusske
Mayer, Brown & Platt
2000 Pennsylvania Avenue, N.W.
Washington, D. C. 20006

Jeffrey R. Moreland
Richard E. Weicher
Janice G. Barber
Michael E. Roper
Sidney L. Strickland, Jr.
Burlington Northern Railroad Company
3800 Continental Plaza
777 Main Street
Ft. Worth, Texas 76102-5384

and

The Atchison, Topeka and
Santa Fe Railway Company
1700 East Golf Road
Schaumburg, Illinois 60173

Albert B. Krachman
Monica J. Palko
Bracewell & Patterson, L.L.P.
2000 K Street, N.W., Suite 500
Washington, D.C. 20006

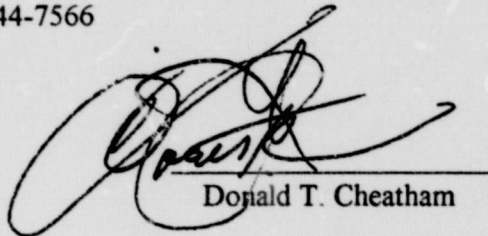
Carl W. Von Bernuth
Richard J. Ressler
Union Pacific Corporation
Martin Tower
Eighth and Eaton Avenues
Bethlehem, Pennsylvania 18018

James V. Dolan
Paul A. Conley, Jr.
Louise A. Rinn
Law Department
Union Pacific Railroad Company
Missouri Pacific Railroad Co.
1416 Dodge Street

Omaha, Nebraska 68179

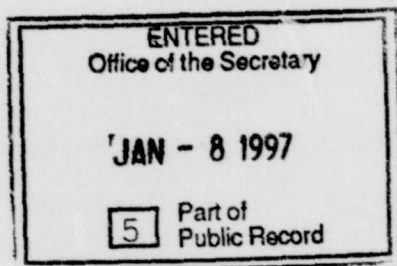
Arvid E. Roach II
J. Michael Hemmer

Michael L. Rosenthal
Covington & Burling
1201 Pennsylvania Ave., N.W.
P.O. Box 7566
Washington, D.C. 20044-7566

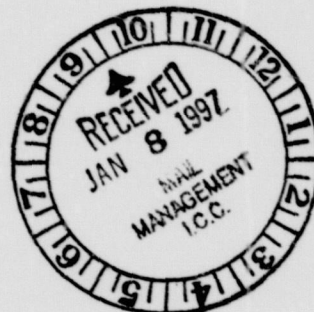


Donald T. Cheatham

88767



January 6, 1997



Washington, The District of Columbia

United States of America
 Department of Transportation
 Surface Transportation Board

Union Pacific Corporation: Finance Docket #32760

Longhorn Railway Company's ("LHRR")
 First Request For Extension of Time

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As grounds for this request, LHRR respectfully submits as follows:

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2. LHRR intends to submit information of a material nature concerning the shipping public, as well as relating to the practical aspects of the matters regarding the condition(s) identified in ordering paragraph number 31, much of which have not been dealt with,

have not been considered by the other parties, or have been overlooked by the other parties hereto, if this request is granted by the Board. An example of this deals with the abilities of some of the shippers on CMTA and Longhorn's railroad to avail themselves of competitive railroad services in a two (2) to one (1) manner as envisioned by this Board's defining Order.

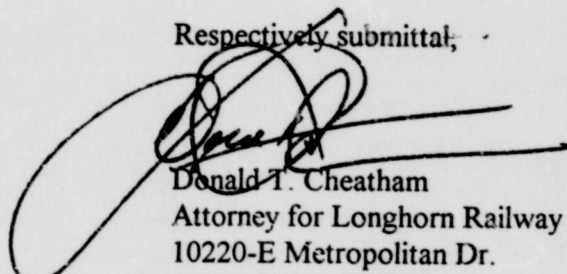
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Respectively submittal,



Donald T. Cheatham
Attorney for Longhorn Railway
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(512 873-7713
D. C. Bar #200903

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2000 K Street, N.W., Suite 500
Washington, D.C. 20006

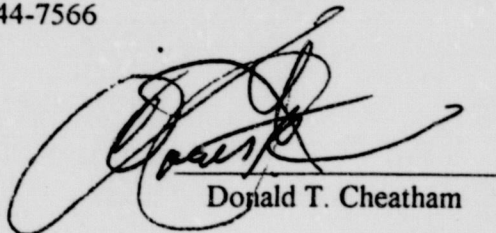
Carl W. Von Bernuth
Richard J. Ressler
Union Pacific Corporation
Martin Tower
Eighth and Eaton Avenues
Bethlehem, Pennsylvania 18018

James V. Dolan
Paul A. Conley, Jr.
Louise A. Rinn
Law Department
Union Pacific Railroad Company
Missouri Pacific Railroad Co.
1416 Dodge Street

Omaha, Nebraska 68179

Arvid E. Roach II
J. Michael Hemmer

Michael L. Rosenthal
Covington & Burling
1201 Pennsylvania Ave., N.W.
P.O. Box 7566
Washington, D.C. 20044-7566



Donald T. Cheatham