March 29, 1996

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Room 1324
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

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

Dear Sir:

Enclosed for filing in the above-captioned docket are the original and twenty copies of the Statement of Position and Testimony of Canadian National Railway Company in Support of the Primary Application (CN-3) in the above-referenced matter. Also enclosed is a 3.5-inch diskette containing the text of this pleading in Word Perfect 5.1 format.

Because of time constraints, the Verified Statement of Gerald K. Davies, attached to the Statement of Position at Exhibit 1, contains a facsimile copy of Mr. Davies' signature. We will file the original signature page with the Board as soon as we receive it from Mr. Davies, which we expect to be on April 1, 1996.

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

Sincerely,

Charles A. Spitalnik

Enclosure

cc: All Parties of Record
BEFORE THE
SURFACE TRANSPORTATION BOARD
Washington, D.C.

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

STATEMENT OF POSITION AND TESTIMONY OF
CANADIAN NATIONAL RAILWAY COMPANY IN SUPPORT OF
THE PRIMARY APPLICATION

Robert P. vom Eigen
Charles A. Spitulnik
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Jamie Palter Rennert

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Attorneys for Canadian National
Railway Company

March 29, 1996
Canadian National Railway Company ("CN"), by its attorneys, submits this Statement of Position and Testimony in Support of the Primary Application for approval of the proposed merger between Union Pacific Corporation, Union Pacific Railroad Company, Missouri Pacific Railroad Company (the "UP") and Southern Pacific Rail Corporation, Southern Pacific Transportation Company, St. Louis Southwestern Railway Company, SPCSL Corporation and The Denver & Rio Grande Western Railroad Company (the "SP") (collectively referred to as the "Applicants"), filed in this docket on November 30, 1995.

CN believes the proposed merger possesses significant public interest benefits that would not occur but for its approval. CN's position is described in
the Verified Statement of Mr. Gerald K. Davies, CN’s Senior Vice-President of Marketing, attached at Exhibit 1. Mr. Davies describes CN’s relationship with the Applicants, including CN’s traffic flow and interchange points with the Applicants, as well as the principal markets that CN serves. Mr. Davies discusses the importance of north-south trade between Canada and the United States and the shortcomings of the current rail system in serving this trans-border trade.

Mr. Davies further explains the benefits of the proposed merger to CN and its customers. These benefits include access by Canadian shippers to California and other Western United States markets by virtue of the agreement that the Applicants reached with the Burlington Northern Railroad Company/The Atchison, Topeka and Santa Fe Railway Company (“BNSF”) and the opportunity for railroads to increase the rail share of traffic over motor carrier traffic for commodities moving from Canada to the Western United States and beyond.

By submitting this Statement of Position and Testimony, CN does not represent that it has conducted a comprehensive analysis of each and every competitive impact of the proposed merger. Rather, CN sees general and overarching benefits flowing from the proposed transaction, and thus supports the Applicants in their efforts to obtain the approval of the Surface Transportation Board (the "Board").

In contrast to its view of the benefits arising from the proposed merger, CN is troubled by conditions to the proposed merger that certain parties have
presented to the Board. CN anticipates that the March 29, 1996 submissions filed with the Board will further explain the conditions that other parties are seeking in this transaction. Therefore, CN reserves its right to comment in a later submission to the Board on the conditions sought in any responsive applications and/or comments filed on March 29, 1996.

March 29, 1996

Respectfully submitted,

[Signature]

Robert P. vom Eigen
Charles A. Spittalnik
Alicia M. Serfaty
Jamie Palter Rennert

HOPKINS & SUTTER
888 Sixteenth Street, NW
Washington, D.C. 20006
(202) 835-8000
EXHIBIT 1
Verified Statement of

Gerald K. Davies

My name is Gerald K. Davies. I am Senior Vice-President of Marketing for Canadian National Railway Company (CN), a position that I have held since 1993. Before joining CN, I was Vice-President of Marketing for Burlington Northern Railroad Company (BN), where I had also held senior positions in the Operations and Finance Departments. Prior to my service at BN, I was Vice-President, Marketing Services for CSX Transportation. I began my career in the early seventies as a rail industry economist with the U.S. Department of Transportation and as Assistant to the President of the United States Railway Association.

I hold a Bachelor of Science degree in Economics from Utah State University and a Doctorate in Transportation Economics from Washington State University. I am a member of the Board of Directors of the National Freight Transportation Association, a member of the Western Economic Association, the National Industrial Transportation League and am Vice-Chairman of the Railway Association of Canada. I was also recently appointed as Chairman of the Customer Service Committee of the Association of American Railroads.
In my current position as Senior Vice-President, Marketing, my responsibilities include:

1. **Revenue** - Responsibility for maintaining and enhancing CN's revenues through strategies based on customer focus, market development and competitive intelligence.

2. **Customer Service** - Development and management of an effective customer service organization.

3. **Strategy** - As an officer of the company, responsible for developing effective commercial strategies which enhance share-holder value.

4. **Interline relationships** - Responsible for developing strategies for enhancing CN's interface with other railroads and other transportation modes, and for maintaining effective relationships with these partners.

**Purpose of this Testimony**

The purpose of this testimony is to submit CN's statement of support for Union Pacific's (UP) application for control and merger of the Southern Pacific (SP) railroad, and to present the rationale for this position.
Background Information - CN

The Canadian National Railway Company is a widely-held, publicly traded company. Based on 1995 operating revenues of $4.1 billion (Canadian funds), CN is the largest railroad in Canada and the seventh largest railroad in North America. CN operates approximately 18,000 route miles across Canada and in the United States. Approximately 38 percent of CN's revenues are derived from traffic moving within the United States (7 percent), or across the Canada - U.S. border (31 percent).

CN - UP Relationship

Based on 1995 operating revenues, one-third of CN's total revenues are derived from traffic interchanged with other railroads. The Union Pacific Railroad, including the former Chicago & North Western Transportation Company, is CN's second most important interline connector. In 1995, 15 percent of CN's interline revenues, and 5 percent of CN's total revenues, were earned on traffic handled in conjunction with the Union Pacific.

CN has direct physical connections with the Union Pacific at Chicago, Illinois and Superior, Wisconsin. The principal commodities interchanged at Chicago include automotive and industrial products from eastern Canada and the state of
Michigan. Principal commodities interchanged at Superior include forest products, industrial products and potash from western Canada.

**CN - SP Relationship**

In the past, CN's relationship with the Southern Pacific Railroad has been on a much smaller scale than that with the UP. In 1995, approximately 4 percent of CN's interline freight revenues were earned in conjunction with the Southern Pacific. CN connects with the Southern Pacific at Chicago. Principal commodities interchanged with SP are industrial products, forest products and finished vehicles from eastern Canada, and forest products from western Canada.

**Rationale for CN's Support of the Proposed Merger**

The Canadian National Railway Company supports the proposed merger of the Union Pacific and the Southern Pacific, on the basis that it will enhance north-south trade flows, increase rail competition in certain corridors and improve the efficiency of rail transportation, for the benefit of both shippers and railroads. The basis for this position is described in detail below.
Increased North-South Trade

As a result of a number of factors, including favorable exchange rates and liberalized trade regulations, the past decade has seen a dramatic increase in the flow of trade between Canada and the United States. Since the signing of the 1989 Canada-U.S. Free Trade Agreement, the value of goods traded between these two countries has increased by $88 billion (U.S. funds), or 57 per cent (1994 over 1988).

This trend has had a positive impact on CN. In 1988, transborder (Canada to U.S. and U.S. to Canada) traffic represented 24 percent of CN's total revenues, but by 1995 cross-border movements had increased to 31 percent of our revenue base.

CN believes that this trend will continue. Many of CN's major customers now view North America as a single economic entity, and select plant location based on proximity to raw materials and lowest cost of production, without regard to national boundaries. This fundamental shift will cause transborder trade flows to increase over time.

Effective trade requires an efficient transportation system, and the merger of the Southern Pacific and the Union Pacific will enhance the efficiency of the North American rail system. This improvement will result from the reduction in the
number of interchanges required to traverse key trade routes, such as that between western Canada and the U.S. Pacific Northwest and California (the “I-5” Corridor), and from the absorption of the SP into the more efficient (and profitable) UP system.

These arguments are explained in more detail, below.

**Truck - Rail Share in the I-5 Corridor**

According to Statistics Canada’s import / export data, truck is by far the dominant mode of transportation between Canada and the United States. In 1995, truckers enjoyed 59 percent of the freight revenues earned on movements from Canada to the United States, and 82 percent of the revenues received for the reverse direction (from the U.S. to Canada).

While much of this traffic moved over shorter distances which are often best suited to truck transportation, a significant volume traveled distances of 1,000 miles or more. Based on 1994 data, the trucking industry enjoys 73 percent of the freight transportation revenue earned on traffic moved between the Canadian provinces of Alberta and British Columbia and the state of California. The dominance of trucking is particularly marked in the northbound direction, where truckers earn 80 percent of the freight revenues.
Weaknesses in the Current Rail System

Historically speaking, one of the factors which has contributed to the dominance of truck over rail on the Pacific coast has been the lack of high-quality rail service which is competitive with trucking on both price and service.

The weaknesses in the current system include: (i) a greater emphasis on east-west routes; (ii) the reliance on a single railroad, Burlington Northern Santa Fe (BNSF), for transborder rail traffic moving across the Canada-U.S. border on the Pacific coast; and (iii) the absence of competitive single-carrier routes for north-south flows.

i. Emphasis on East-West Routes

The North American rail system was built to reflect the trade patterns which prevailed at the time of construction. As goods tended to flow east-west, most railways are designed on an east-west grid. It has been CN’s experience that the traditional focus of the Southern Pacific has been on its long-haul east-west routes, to the detriment of the north-south I-5 corridor. To illustrate, a customer served by CN in northern Alberta wished to ship woodpulp to an SP-served point in California, a distance of 2,270 miles. The load-to-load (from origin to destination and return) car cycles for this movement varied widely, occasionally reaching as high as 45 days. While several railroads were involved in handling
this traffic, the greatest variability in the transit performance occurred on the Southern Pacific system.

ii. Reliance on a Single Carrier

In western Canada, CN’s rail network tends to serve a more northerly market than that of our principal rail competitor, CP Rail System (CPRS). Thus while CN reaches into many of Canada’s richest resource areas, our lines do not access as many transborder rail interchanges as do CPRS’s lines. For traffic moving between western Canada and points in the western United States, CN’s sole direct physical connection is with the BNSF. CN interchanges traffic directly with BNSF at Vancouver and New Westminster, British Columbia, and indirectly at Huntingdon, British Columbia/Sumas, Washington via the Southern Railway of British Columbia. Today, north-south traffic moving to or from UP and SP must be interlined via BNSF. BNSF has not demonstrated an interest in developing or promoting service between stations on CN in western Canada, and points in California and other western states in the I-5 Corridor. In order to circumvent this obstacle, the Union Pacific currently operates a rail barge from Vancouver to Seattle, Washington. The principal commodity carried on this barge is lumber originating on the British Columbia Railway Company, destined for UP-served points in the western U.S.
iii. UP/SP and BNSF Networks

Rail traffic moving in the north-south direction on the west coast can involve as many as four railroads between origin and destination. For example, woodpulp originating in Alberta destined for SP served points in California may be handled by CN, BN, UP and SP. Each physical interchange between these railroads presents the risk of service delay.

In reality, traffic is typically routed CN-BN-SP because the route is shorter and involves fewer carriers. While BNSF handles the Vancouver to Portland, Oregon segment, neither it nor UP can offer a single-line service south of Portland.

Integration of the UP and SP systems, and the UP/SP-BNSF Agreement, however, will enable both UP/SP and BNSF to compete for north-south traffic on similar terms. BNSF will receive a single-system route between Vancouver and California points; UP/SP, by virtue of the agreement, will gain a joint line route with service commitments, and can be a credible competitor to BNSF.
I-5 Corridor and UP/SP-BNSF Agreement

As part of its settlement\(^1\) with BNSF to preserve competitive access at all "2-to-1" points, UP/SP also negotiated the exchange of various rights on a business "quid pro quo" basis. From CN's perspective, the most significant of these rights involves the "I-5" Corridor. UP/SP granted BNSF the right to purchase UP/SP's line between Bieber and Keddie, California. This sale, combined with existing BNSF lines, and trackage rights to be received from UP/SP, will create a single-line route between Vancouver and southern California, while filling a major gap in BNSF's network. In exchange for the ability to offer single-line routing for traffic that currently moves via joint BNSF-SP routes, BNSF agreed to a proportional rate agreement that will enable UP/SP to compete for the same traffic and preserve options for Pacific Northwest and transborder traffic.

The Agreement will permit UP/SP to compete and to make rates, for all traffic moving between Canadian interchanges in Vancouver, and points in Arizona, California, Colorado, New Mexico, Nevada, Oregon, Texas (west of Monahans and Sanderson), Utah, and connections to Mexico at El Paso, and to the west. The traffic covered includes all commodities (carload, intermodal and bulk).

\(^1\) The UP/SP-BNSF Agreement, and Supplemental Agreement thereto, are contained in Volume 1 of the Applicant's Railroad Merger Application, dated 30 November, 1995, pp. 318-359 inclusive. (Finance Docket No. 32760)
flowing northbound or southbound, and all cars loaded or made empty on BNSF lines in the covered territory (including reloads) and cars received in interchange.

Shippers, and their customers, will reap the benefits of the proportional rate agreement in several ways. Firstly, by allowing UP/SP to negotiate rates and services directly with shippers and Canadian carriers for transborder traffic, the agreement will stimulate rate competition between UP/SP and BNSF for the portion of the move south of Vancouver. The introduction of a second rail option may well lead to expanded and/or new market opportunities for west coast shippers.

Secondly, the agreement facilitates service options that are not currently possible, given BNSF's priorities. The conveyance of property to BNSF will give it a single-line route to California, and the creation of a UP/SP joint line route will, in effect, introduce two viable service options where there were none before. While the traffic will continue to move in interline service with BNSF between Vancouver and Portland, UP/SP will be guaranteed the same level of service that BNSF offers to its own customers. BNSF will cooperate with UP/SP to establish traffic blocks to provide an efficient, competitive service for the traffic covered by the agreement. Where market conditions and traffic volumes warrant, CN and UP/SP will be able to offer shippers through train service, on a coordinated basis, between southern California and western Canada (for
example). As a competitive alternative, CN could offer similar services in conjunction with BNSF.

By opening up the I-5 route to two strong carriers that can offer competitive services, there will be intense competition for all north-south traffic, including the very substantial volume of traffic now moving by truck.

The UP/SP-BNSF agreement also gives UP/SP the right to provide equipment, and establish strategically located car distribution points in BNSF territory. This will ensure an adequate, readily available supply of appropriate equipment.

**Summary & Conclusion**

The foregoing statement has described how trade between Canada and the United States has increased, and has explained the economic factors that will contribute to the continuation of this trend. Effective trade requires an efficient transportation system. However, north-south traffic flows are currently hampered by the network structure of the railways which participate in such flows, and by the dominance of BNSF in transborder rail movements.

As this testimony has described, Canadian National Railway Company believes that the merger of the Union Pacific and the Southern Pacific railroads will help to overcome some of these weaknesses, and will create a stronger, more
efficient system, for the benefit of the rail industry, rail shippers, and the North American economy as a whole. Because this transaction offers these public interest benefits, CN respectfully submits that the Surface Transportation Board should approve the control and merger application of the Union Pacific and the Southern Pacific.
VERIFICATION

Gerald K. Davies, being first duly sworn, deposes and says that he is Senior Vice-President, Marketing, and has read the foregoing document, knows the contents thereof, and that the same is true and correct to the best of his knowledge.

Gerald K. Davies

Subscribed and sworn to me by Gerald K. Davies this 28th day of March, 1996.
in Montreal, Quebec

LINDA BOCHENK
Commissioner for Oaths
Commissaire à l'Asseveration
District - Montreal
Expires July 28, 1996
No. 128 530,
CERTIFICATE OF SERVICE

I hereby certify that on March 29, 1996, a copy of the foregoing Statement of Position and Testimony of Canadian National Railway Company in Support of the Primary Application (CN-3) was served by first-class U.S. mail, postage prepaid upon all parties of record in this proceeding.

I further certify that two copies of the aforementioned pleading were served by Federal Express, unless otherwise indicated, upon the following:

Erika Z. Jones (By Hand)  
Adrian L. Steel, Jr.  
Roy T. Englert, Jr.  
Kathryn A. Kusske  
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Washington, D.C. 20006

James V. Dolan  
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Missouri Pacific Railroad Company  
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Cannon Y. Harvey  
Louis P. Warchot  
Carol A. Harris  
Southern Pacific Railroad Company  
One Market Plaza  
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I also certify that three copies of the aforementioned pleading were served by hand upon the following:

Arvid E. Roach II  
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Washington, D.C. 20036

Alicia M. Serfaty

[Signature]
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

CERTIFICATE OF SERVICE OF LIST OF NUMBERED PLEADINGS
IN ACCORDANCE WITH DECISION NO. 17

This will certify that, in accordance with Decision
No. 17, served March 7, 1996, Applicants UPC, UPRR, MPRR, SPR,
SPT, SSW, SPCSL and DRGW have served the attached list of
numbered pleadings filed by them to date in the above-
captioned matter on the additional persons designated as
parties of record pursuant to Decision No. 17, and have
indicated that they will provide copies of any such pleadings
to any party that requests them.

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

Attorneys for Applicants

March 12, 1996
## APPLICANTS' NUMBERED FILINGS

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UP/SP-14  September 28, 1995  Applicants' Reply to Comments on Proposed Schedule
UP/SP-15  October 4, 1995  Applicants' Reply to IBT's Petition to Reopen
UP/SP-16  October 4, 1995  Applicants' Reply to Additional Comments by the Department of Justice on Proposed Schedule
UP/SP-17  October 24, 1995  Applicants' Reply to IBT's Petition for Leave to File Response
UP/SP-18  NOT USED
UP/SP-19  NOT USED
UP/SP-20  NOT USED
UP/SP-21  NOT USED
UP/SP-22  November 30, 1995  Railroad Merger Application, Volume 1: Supporting Information, Summary of Benefits, Exhibits 1, 8, 10-12 and 16-19, Statements of Applicants' Principal Officers, and other Supporting Statements
UP/SP-23  November 30, 1995  Railroad Merger Application, Volume 2: Statements Concerning Market Impacts, Competition, and Shipper Benefits (Exhibit 12)
UP/SP-24  November 30, 1995  Railroad Merger Application, Volume 3: Operating Plan (Exhibit 13), Labor Impact Exhibit, Density Charts (Exhibit 14), and Supporting Statements
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DENVER AND RIO GRANDE WESTERN EMPLOYEES LABOR COMMITTEE
2048 J ROAD
FRUITA, COLORADO 81521

February 26, 1996

Office of the Secretary
Case Control Branch
Attn: Finance Docket No. 32760
1201 Constitution Avenue, N.W.
Washington, D.C. 20423

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

Dear Mr. Secretary,

The Denver and Rio Grande Western Employees Labor Committee wish to be included in Finance Docket No. 32760
Decision number 15. Due to a misunderstanding, on our part,
on the dates for filing, we inadvertently and unintentionally
missed the filing due date. We ask that you set aside the
fact of this late filing and allow our application to be
considered.

Sincerely yours,

Steve Tucker
President

cf: Honorable Jerome Nelson
Arvid E. Roach II, Esq
Paul A. Cunningham, Esq
BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 32760

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

CERTIFICATE OF SERVICE
BY THE DENVER AND RIO GRANDE WESTERN
EMPLOYEES LABOR COMMITTEE
IN THIS FINANCE DOCKET PROCEEDING

DENVER AND RIO GRANDE WESTERN
EMPLOYEES LABOR COMMITTEE
2048 J ROAD
FRUITA, COLORADO 81521

BY: STEVE TUCKER
PRESIDENT

DATED: FEBRUARY 26, 1996
CERTIFICATE OF SERVICE

I hereby certify that on February 26, 1996, I caused to be served, by first class mail, postage prepaid, copies of the request for Party of Record in Finance Docket No. 32760 on all known parties of record in this proceedings. As required by Surface Transportation Board Decision Number 15.

Steve Tucker
President

For: Denver and Rio Grande
Western Employees
Labor Committee
2048 J Road
Fruita, Co. 81521
February 22, 1996

The Honorable Vernon A. Williams, Secretary
Surface Transportation Board
12th Street & Constitutional Avenue
Washington, D.C. 20423

RE: Finance Docket 32760

Dear Secretary Williams:

I am concerned about an application pending before you that seeks approval of a merger between the Union Pacific Railroad Company (UP) and Southern Pacific lines (SP). The merger of the two railroads will significantly reduce rail competition in Texas, negatively impacting Texas businesses and the State's economy.

The proposed merger would grant UP control over an estimated 90% of rail traffic into and out of Mexico, 70% of the petrochemical shipments from the Texas Gulf Coast, and 86% of the plastics storage capacity in the Texas/Louisiana Gulf Region. Even UP has recognized the fact that the merger would significantly reduce rail competition and has proposed a trackage rights agreement with the Burlington Northern-Santa Fe (BNSF) as a solution.

Unfortunately, a trackage rights agreement does not in itself solve the problem. Owners of rail lines have incentives to invest in the track and to work with local communities to attract economic development. The owners have control over the frequency, reliability, and timeliness of the rail service they provide and the same can not be said about railroads that operate on someone else's tracks.

To ensure effective and efficient rail competition in Texas, we require another owning railroad and not a merger. The best solution for Texas communities, shippers, and economic development entities is an owning railroad that is willing to provide quality service and investment. Railroad workers would also benefit if the merger did not occur, as workers would be secure in their employment and not be threatened by displacement caused by the proposed merger.

I urge the Board to carefully review the proposed Union Pacific and Southern Pacific merger and to recommend an owning railroad to ensure adequate rail competition in Texas. Thank you for attention.

Sincerely,

Lee Duggan
Mayor

LD:mk
The Honorable Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
12th Street and Constitution Ave NW  
Washington, DC 20423

Dear Mr. Williams:

I am writing to strongly support the pending merger between the Union Pacific and Southern Pacific Railroads. The Missouri Pacific Railroad, as predecessor to today's Union Pacific Railroad, has a long history and presence in our state, and has contributed greatly to our state's economic development. The merger of the Union Pacific and Southern Pacific Railroads will continue that tradition by strengthening competition with the recently-merged Burlington Northern Santa Fe Railroad.

Missouri shippers will benefit from faster, more reliable intermodal service to and from California, saving hundreds of miles over current routes. New, single-line service to northern California, the Intermountain region and the Pacific Northwest will also provide greater speed, reliability and frequency for Missouri Carload shippers.

$360 million will be spent to upgrade the lines between Kansas City and southern California, to increase capacity and improve service. $16.7 million will be spent to develop a new intermodal terminal in the Kansas City area. Almost $38 million will be spent to expand UP's Dupo intermodal terminal.

Increased traffic as a result of the merger should result in increased jobs for Missouri.
Southern Pacific has significant shipper coverage in Missouri, and many of SP's customers are exclusively served by SP. These customers have had to cope with service problems and uncertainties as to SP's finances. The merger of Union Pacific and Southern Pacific will provide SP shippers with the assurance of top-quality service with a financially strong railroad that can afford the capital investments necessary to build new capacity, implement new technology, and continue to improve its operations.

I strongly urge approval of the merger of Union Pacific and Southern Pacific Railroads.

Sincerely,

Gary Wiggins

Gary Wiggins

GW:dh
Decfember 21, 1996

Secretary
Surface Transportation Board
Department of Transportation
12th Street and Constitution Avenue
Washington, DC 20423

Re: Finance Docket 32760

Dear Mr. Secretary:

I am writing to express my opposition to the proposed merger between Union Pacific and Southern Pacific Railroads. The effect of this merger, if approved, will most likely leave Arkansas with but one major railroad and therefore little, if any, competition.

I represent a legislative district in southwest Arkansas and believe that the better interest for eastern and southern Arkansas would be served by the proposal submitted by Conrail to purchase a portion of the Southern Pacific tracks and therefore establish a competing railroad entity within the state.

I would appreciate your consideration of my request in this letter and that you not approve the Union Pacific/Southern Pacific application unless it is conditioned upon an agreement whereby Conrail is allowed to make an outright purchase of a portion of the Southern Pacific railroad tracks.

Sincerely,

David Beatty
STATE REPRESENTATIVE
District 22

[Signature]
February 21, 1996
Pine Bluff, Arkansas

Dear Sir:

This summer a very important decision will be made by the Surface Transportation Board regarding the mega-merger between the Union Pacific and Southern Pacific railroads. It is with strong conviction that I recommend that your Board comes to the correct decision and denies this merger. It is not good for shippers, rail competition, communities or employees and will create one of the largest monopolistic corporations in modern times in America.

It is far more anti-competitive than the failed Santa Fe-Southern Pacific merger rejected in 1988. This merger is bad for our country. It should be rejected.

Having worked for Southern Pacific for almost 25 years, I am well aware of the greed of these rail bosses. If the merger is approved, the combined UP/SP will control 90% of rail traffic to Mexico and $3 billion in Texas Petro-chemical traffic. Already, the merger application predicts there will be a net loss of 3,390 agreement and non-agreement jobs and a transfer of 2,952 workers.

These job losses mean fewer people paying into the retirement fund, as well as more people on unemployment insurance, thus straining both systems.

I encourage your Board to reject this merger proposal unanimously.

Vote, "NO".

Respectfully,

Tommy L. Cash
6907 White Oak Cove
Pine Bluff, AR 71602
February 12, 1996

Mr. Vernon Williams
Secretary
Surface Transportation Board
12th Street and Constitution Avenue, NW
Washington, DC 20423

RE: Finance Docket 32760 - Union Pacific/Southern Pacific Merger

Dear Mr. Williams:

As Mayor of the City of Salem I want to formally convey my support for the referenced merger between Union Pacific and Southern Pacific Railroads. Union Pacific Railroad has been an outstanding corporate citizen of Salem, Illinois for many years. UP's presence in Salem has provided many job opportunities for the citizens of my community as well as the private investment UP has made at its local facility.

It is my understanding that the proposed merger will result in a significant increase in operations and employment at the Union Pacific Rail Yard in Salem. Based upon the prospect of increased private investment by UP and an increase in the local employment level, I believe the proposed merger will have a positive impact on Salem and the surrounding area, and I therefore support it wholeheartedly.

Sincerely,

Leonard E. Ferguson
Mayor

cc: Ralph Johnnie, County Board Chairman
Marion County Courthouse
Salem, Illinois
February 12, 1996.
Union Pacific/Southern Pacific Merger - Finance Docket 32760
Page 2

cc:
Mr. Thomas Zapler
Special Representative
Union Pacific Railroad
165 N. Canal, 8-N
Chicago, Illinois  60606
February 25, 1996

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

RE: Finance Docket 32760

Dear Secretary Williams:

I am extremely concerned about the competitive aspects on area businesses which would result from the proposed acquisition of the Southern Pacific by the Union Pacific. While I am familiar with the proposed agreement between Union Pacific and the Burlington Northern-Santa Fe, intended to remedy those effects, I am not convinced that this arrangement will produce effective competition for rail traffic originating or terminating in the Mid-South region of the United States. This is of concern to the City of Vandalia.

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

Another reason I favor Conrail's proposal is that it would provide efficient service for rail customers in our area for movement of goods and raw materials to and from the Texas Gulf. Conrail's proposed one-line service to these markets would be the fastest, most direct and involve the fewest car handleings for Vandalia area rail customers. Conrail's direct service to these markets should also add another plus for central Illinois when it comes to our economic development efforts.
I am also concerned about the recent railroad merger trend in this county. This trend seems to be leading toward a few giant railroads. Clearly, mega-railroads will further limit competition and reduce productivity.

For the above reasons, the City of Vandalia opposes the Union Pacific-Southern Pacific merger unless it is conditioned upon acceptance of Conrail's proposal.

Sincerely,

THE CITY OF VANDALIA

By: Rich Walker, Mayor

cc: Mike Scime
    31 East Georgia Street
    Indianapolis, IN 46204
February 21, 1996

Mr. Vernon Williams, Secretary
Service Transportation Board
12th Street & Constitution Avenue N.W.
Washington, DC 20423

Re: Finance Docket 32760-Union Pacific/Southern Pacific

Dear Mr. Williams,

I am Jesse Smart, the Mayor of the City of Bloomington, Illinois. The simple purpose of this letter is to advise you that I do support the Union Pacific and Southern Pacific Railroad merger. It is our opinion that this merger would greatly improve service for carload traffic moving between California, Chicago, and East St. Louis-St. Louis. We need the improved service and trust that you will concur.

Thanks for your attention.

Sincerely,

Jesse R. Smart
Mayor
February 25, 1996

The Honorable Vernon A. Williams, Secretary
Service Transportation Board
U.S. Department of Transportation
12th Street & Constitution Avenue
Washington, DC 20423

Dear Secretary Williams:

I have recently learned of the Union Pacific/Southern Pacific Railroad acquisition case currently pending before the Service Transportation Board. The outcome of this case could have a significant impact on the economic growth of Ohio.

Conrail's acquisition of some of Southern Pacific Railroad's eastern lines would benefit Ohio by providing direct rail connection to the Southwest markets. It would also allow Ohio to take full advantage of the NAFTA agreements, through connections to Mexico and Canada. Ohio's automobile manufacturing industry would benefit from the new routes, as well as shippers who do business in these markets.

The contributions by Conrail to Ohio's economy are well documented. Conrail's proposal would enhance competition and increase its service potential, benefiting the entire country. Conrail should be given the opportunity to expand its availability to other market areas.

Please give favorable consideration to the Conrail alternative to the Union Pacific/Southern Pacific merger.

Sincerely,

Scott R. Nein
State Senator, 4th District
February 23, 1996

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

Dear Secretary Williams:

Our local business organization, the Hennepin Business Association, recently learned of the proposed merger between the Union Pacific and Southern Pacific railroads. This merger raises some competitive concerns here in Illinois. We would like to endorse an alternative proposal which would involve the purchase of the eastern portion of the Southern Pacific railroad by Conrail.

Many businesses and industries in our region ship their products to market via rail. In most cases, these businesses must use more than one railroad to move their goods over long distances. Usually, that involves relying on a network of trackage rights and haulage agreements.

If Conrail acquired the SP-East, the expanded system would offer many Illinois businesses single-line freight service to the southern gulf states. Conrail’s proposal would reduce the number of car changes required to ship goods to the South, thereby reducing transportation costs to Illinois businesses and allowing them to become more competitive in new markets.

More importantly, should the Union Pacific’s proposal be accepted in its entirety, we believe that rail competition would be severely impaired. Should the Union Pacific acquire the SP-East, we fear that one of the rail lines between Chicago and St. Louis would be shut down. Union Pacific’s past corporate actions with previous acquisitions would seem to support this assumption. Competition would be reduced, and local communities may suffer from the loss of jobs.
We seriously encourage your thoughtful consideration of the Union Pacific - Southern Pacific merger, and the possible negative impact that would have on central Illinois business concerns. A strong, healthy economy is only possible through effective competition that allows free market forces to interact.

Thank you for your consideration in this matter.

Sincerely yours,

HENNEPIN BUSINESS ASSOCIATION

David R. Ward
President

cc: David M. LeVan
Conrail
Philadelphia, PA
February 21, 1996

Mr. Vernon Williams
Surface Transportation Board
Room 3315
12th and Constitution, N.W.
Washington, D.C. 20423-0001

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

Dear Mr. Williams:

Our company is a major user of domestic and international rail transportation to move our products. The Laredo/Nuevo Laredo gateway is one of the primary routes for shipments between the two countries for the majority of international traffic. This gateway possesses the strongest infrastructure of customs brokers. It also provides the shortest routing between major Mexican industrial and population centers and the Midwest and Eastern United States.

Our company depends on competition to keep prices down and to spur improvements in products and services. For many years Union Pacific and Southern Pacific have competed for traffic via Laredo, resulting in substantial cost savings and a number of service innovations. TexMex has been Southern Pacific's partner in reaching Laredo in competition with Union Pacific, as Southern Pacific does not reach Laredo directly.

We have supported the UP/SP merger but fear that our competitive alternatives, if not eliminated, will be seriously reduced via the Laredo gateway. We understand that some trackage rights were given to the Burlington Northern Santa Fe Railroad, we do not believe the BNSF, as the only other major rail system remaining in the Western United States, will be an effective competitive replacement for an independent Southern Pacific on this important route.
I understand there is an alternative that will preserve effective competition in this corridor. TexMex has indicated a willingness to operate over trackage rights from Corpus Christi to Houston, Texas (or purchase trackage where possible) and to connect with the Kansas City Southern Railroad and other rail carriers at Houston. Trackage rights operating in such a way as to allow TexMex to be truly competitive are essential to maintain the competition at Laredo that would otherwise be lost in the merger. Thus, I urge the Commissioners to correct this loss of competition by conditioning this merger with a grant of trackage rights to TexMex allowing service to Houston.

I feel it is very important to protect economical access to international trade routes and should not be jeopardized when the future prosperity of both countries depends so strongly on international trade.

Sincerely,

[Signature]

K. L. Anderson
Transportation Manager