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• 32760

11-3-95

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• 60330

APEX' FOREST PRODUCTS INC 60330

Item No. _____

October 27, 1995

Page Count 2

Nov #11

FD-32760

Commission
12th + Constitution Ave., N.W.
Washington, D.C.
20423

RECEIVED
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ICC
OFFICE OF SECRETARY

VERIFIED STATEMENT
of
JIM CADY
on behalf of
APEX FOREST PRODUCTS, INC.



My name is Jim Cady. I am the transportation manager of Apex Forest Products. My company's business address is P.O. Box 279, Custer, WA, 98240. I am currently responsible for all transportation matters at my company.

Apex Forest Products is involved in the shipment of lumber from Merritt, B.C. on CP Rail, to various destinations, including Phoenix, Arizona, and Los Angeles, California. Much of this traffic presently moves CP-BN-SP routings.

We are aware that Union Pacific and Southern Pacific intend to merge. We support such a merger because we believe it will promote rail competition and result in significant improvements in our rail service.

One of the benefits we anticipate with the merger is an improvement in the slow service we have received from SP. We have experienced significant delays at SP terminals that have resulted in poor transit times. As a result of the merger, we understand that Union Pacific intends to improve SP's terminals at locations such as Eugene, Oregon, the Roseville classification yard, and West Colton. These improvements should significantly improve transit times on the I-5 route for movements into Southern California and Arizona.

As a result of the merger, BN/Santa Fe and UP/SP have also entered into a settlement agreement. This settlement agreement gives UP/SP rights to competitive pricing authority for movements from British Columbia (via Vancouver) into California and Arizona. This pricing authority will allow UP/SP for the first time to compete for our business head-to-head with the BN/Santa Fe. Also, as a result of the merger, BN/Santa Fe has received rights to operate down the I-5 corridor from the Pacific Northwest into California. These rights allow BN/Santa Fe for the first time to offer single-line service for moves into California. By creating the possibility of independent competition between these two systems the BNSF settlement agreement will improve both the quality of our rail service and competition for that service. We strongly support the settlement agreement.

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Office of the Secretary	
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5	Part of Public Record



Suite 200 - 4940 Canada Way,
Burnaby, BC
Canada V5G 4K6

Tel: 604 294.3363
Fax: 604 294.3819
Toll Free: 1.800.283.0474

Finally, we feel the merger will create strong rail competition throughout the Western United States. As a result of the proposed merger, UP/SP would be a financially viable railroad able to compete with BN / Santa Fe for our business. This choice among two large rail carriers will allow our company to more efficiently route its traffic and to obtain better rates.

For these various reasons, we support the merger of Union Pacific and Southern Pacific Railroads.

I, Jim Cady, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified Statement.



Executed on October 26, 1995

APEX FOREST PRODUCTS INC.

A handwritten signature in black ink that reads 'J.H. Cady' in a cursive style.

J.H. Cady
Transportation Manager

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11-3-95

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• 60327

Item No. _____
Page Count 2
Nov #10

60327

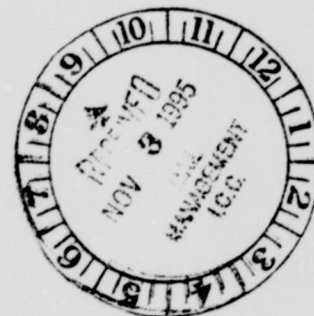


PACON CORPORATION

October 13, 1995

2525 N. CASALOMA DR., P.O. BOX 2397
APPLETON, WI 54913-2397

PHONE (414) 830-5050, TOLL FREE (800) 333-2545,
TOLL FREE FAX (800) 332-5099



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

**Re: 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, et al.**

Dear Mr. Williams:

This letter is written to express our support of the proposed merger of the Union Pacific Railroad Company and the Southern Pacific Rail Corporation.

As a supplier of school grade and educational paper in North America, we believe that the merger of these two companies would provide a competitive, seamless single line rail service to enhance our ability to service our present customers and future growth areas.

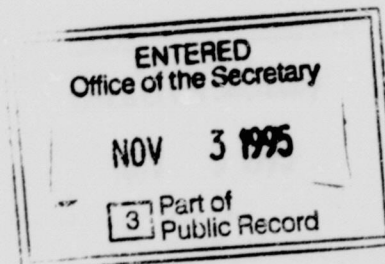
The merger of these two major rail systems will also enhance America's ability to market and compete in a world economy, decrease transit times to the west coast, and improve service to Mexico for our products.

Let me conclude this letter by reiterating the fact that we support the merger referenced above.

Yours very truly,

PACON CORPORATION

Jim Schmitz
Controller



Page Two
October 13, 1995

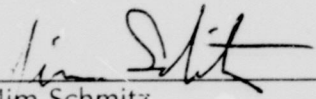
Mr. Vernon A. Williams
Washington, DC 20423

**Re: 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, et al.**

VERIFICATION

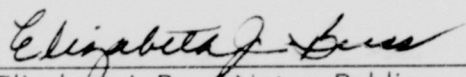
STATE OF WISCONSIN)
) ss.
OUTAGAMIE COUNTY)

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



Jim Schmitz

Subscribed and sworn to before
me this 13th day of October, 1995.



Elizabeth J. Buss, Notary Public
Outagamie County, Wisconsin
My Commission expires 8/10/97.

STB

FD

• 32760

11-1-95

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• 60319

Item No. _____

Page Count 1

Nov. # 5

LAW OFFICES

CARNEY, SWEENEY & HARKAWAY, P. C.

1750 PENNSYLVANIA AVE., N. W.

WASHINGTON, D. C. 20006

TELEPHONE (202) 393-5710

TELECOPIER (202) 393-5721

DOUGLAS M. CANTER
JOHN M. CUTLER, JR.
WILLIAM I. HARKAWAY
STEVEN J. KALISH
KATHLEEN L. MAZURE
HARVEY L. REITER
DANIEL J. SWEENEY

ANDREW P. GOLDSTEIN
Counsel

CHARLES J. MCCARTHY
Counsel

November 1, 1995

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



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

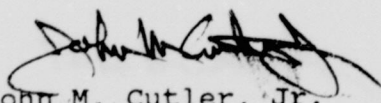
Dear Secretary Williams:

Union Electric Company intends to participate in the above-referenced proceeding. Please add my name to the service list as its representative, with party of record status, as follows:

John M. Cutler, Jr.
McCarthy, Sweeney & Harkaway, P.C.
Suite 1105
1750 Pennsylvania Avenue, N.W.
Washington, DC 20006
(202) 393-5710
(Representing Union Electric Company)

Copies of this letter are being sent to FERC Administrative Law Judge Nelson, to counsel for the applicants, and to other parties believed to be interested in this proceeding. Please call me if there are any questions concerning this letter.

Sincerely,


John M. Cutler, Jr.

JMC/rmm

STB

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• 32760

10-31-95

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• 60313

**DOWNTOWN DEVELOPMENT AUTHORITY**

316 South 3rd Street, Laramie, Wyoming 82070

October 27, 1995

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



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

Secretary Williams:

The city of Laramie, in particular downtown Laramie, has had a long and positive history with the Union Pacific Railroad. Over the past 125 plus years the economics of our community and state has been greatly influenced by the growth of the Union Pacific Railroad. It has allowed for the positive development of the great State of Wyoming. It appears the proposed merger will provide additional opportunities for Wyoming industries to reach new markets. This of course will generate additional economic benefits for all affected; the state, the county, the city and of course our downtown.

Once again Laramie will benefit from the growth and improvement of the Union Pacific Railroad system. We believe the efforts to compete and provide improved service will enhance Wyoming's businesses and communities. The sooner these proposed changes take place the faster we will realize the improvements.

I urge your prompt approval of the UP/SP merger.

Sincerely,

Tim Rubald

TMR/tr

c: file

David Fischer, UPRR

ENTERED
Office of the Secretary

NOV 1 1995

3 Part of
Public Record

Tim Rubald
Executive Director

Office: 307-721-8881

Fax 307-721-3098

STB

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• 32760

10-31-95

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• 60312

Item No. 60312Page Count 1Del. # 183Grass Run
Industrial Park**VILLAGE OF ADA**

Post Office Box 292 • Ada, Ohio 45810 • (419) 634-4045 • FAX (419) 634-4065



Tree City USA

October 24, 1995

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 have received information about the proposed acquisition of the Southern Pacific Lines (SP) by the Union Pacific Railroad (UP). I am concerned about the potential competitive aspects this will have on our area businesses and industries. While the proposed agreement between UP and the Burlington Northern-Santa Fe (BNSF) is intended to remedy those effects, I do not believe that this arrangement will produce effective competition for rail traffic in the Mid-South region of the United States. This concerns me greatly.

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

I favor Conrail's proposal because it would provide efficient service for rail customers in our area. Conrail's proposed one-line service to and from the Mid-South and Texas Gulf will make the movement of goods and raw materials from our area much faster and more direct and will involve the fewest car handlings.

The recent railroad merger trend in the United States also concerns me greatly. This trend seems to be leading our nation toward a few giant railroads. Clearly, mega-railroads will further limit competition and has the potential to reduce productivity.

I strongly oppose the UP-SP merger at the ICC ~~unless it is conditioned~~ upon acceptance of Conrail's proposal.

Thank you.

Sincerely,

Donald L. Traxler
Donald L. Traxler

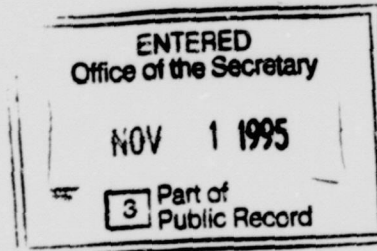
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Public Record

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October 26, 1995



Item No. 60311
Page 2 of 182

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



RE: Finance Docket 32760

Dear Secretary Williams:

The City of Marshall is extremely concerned about the competitive aspects on area businesses as a result of the proposed acquisition of the Southern Pacific Lines (SP) by the Union Pacific Railroad (UP). While we are familiar with the proposed agreement between UP and Burlington Northern-Santa Fe (BNSF), intended to remedy those effects, we are not persuaded that this arrangement will produce effective competition for rail traffic in the Mid-South region of the United States. This is of concern to my community.

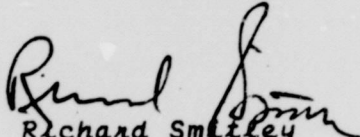
We also have reviewed Conrail's proposal to acquire a significant portion of the SP's eastern lines in the connection with the merger, especially the lines running from Chicago and St. Louis, to Arkansas, Texas, and Louisiana. We find this proposal to be more appropriate and far more effective in addressing the above stated concerns. The Conrail proposal calls for ownership of the lines, whereas the UP-BNSF agreement mainly involves the granting of trackage right. We believe that trackage right 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, we believe an owning railroad is in a far better position than and renter to encourage economic development activities on its lines.

Another reason Marshall favors 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 Mid-South and Texas Gulf. Conrail's proposed one-line service to these markets would be the fastest; most direct and involve the fewest car handlings.

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

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

Sincerely,


Richard Smitley
Mayor

CT: David M. Levan
President and Chief Executive
Officer Conrail

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• 32760

10-31-95

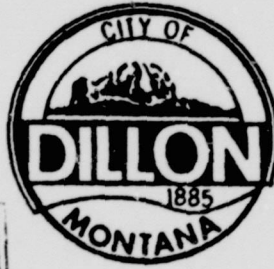
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• 60310

CITY OF DILLON, MONTANA

Item No. 60310
Page Count 1
Cal. # 181

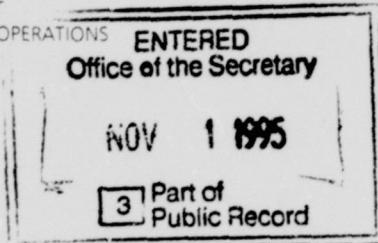
125 N. IDAHO ST.
DILLON, MT 59725



406-683-4245

DAN LINSOTT
DIRECTOR OF OPERATIONS

G. J. LANE
TREASURER



J. A. WILSON
MAYOR

FAYE JONES
CLERK

ANDREW P. SUENRAM
ATTORNEY

October 25, 1995

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



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

Dear Secretary Williams:

I would like to express my support for the proposed merger of the Union Pacific and Southern Pacific railroads, which is pending before the Interstate Commerce Commission.

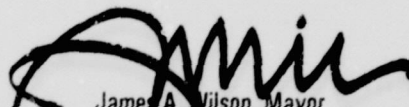
I am the Mayor of Dillon, Montana. Dillon, in southwest Montana, is on the Union Pacific main line which runs from Pocatello, Idaho, to Butte/Silver Bow, Montana. With the merger of the Union Pacific and Southern Pacific railroads, Montana shippers in our area would gain more direct routes to customers served by the Southern Pacific in many states, including Texas, New Mexico, Arizona, California, and Oregon. Area shippers would also obtain faster and more direct routes through Denver to Gulf Coast ports.

With the growing importance of trade with Mexico under the North American Free Trade Agreement, Montana companies will gain access over a single, combined railroad to important Mexican border crossings on the Southern Pacific at Mexicali, Nogales, and El Paso. That should boost the opportunity for Montana companies to export goods to Mexico.

Allowing the Union Pacific and Southern Pacific railroads to merge would also create a stronger railroad, one able to better compete with the Burlington Northern Railroad, which recently merged with the Atchison, Topeka & Santa Fe Railroad.

For all of these reasons, the merger of the Union Pacific and Southern Pacific railroads would appear to have substantial benefits for the businesses and citizens of Dillon. I offer my support for the merger, and ask the Interstate Commerce Commission to grant its approval to the merger.

I, James Wilson, declare under penalty that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this statement. Executed on this day, October 25, 1995.


James A. Wilson, Mayor

STB

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10-31-95

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• 60309



WARREN J. TRICHE, JR.
DISTRICT 55

STATE OF LOUISIANA
HOUSE OF REPRESENTATIVES

Item No. 60309

Page Count 1

Only 180

P. O. BOX 802
THIBODAUX, LOUISIANA 70302
(504) 446-2373
(504) 537-6311

NATURAL RESOURCES
RETIREMENT
TRANSPORTATION, HIGHWAYS & PUBLIC WORKS

October 26, 1995

FD-32760

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



Dear Mr. Williams:

Recently, I have been informed that there is a potential proposal to merge the Southern Pacific and Union Pacific Railroads. This merger would seemingly provide more direct, efficient, and reliable service along with potential cost savings to customers.

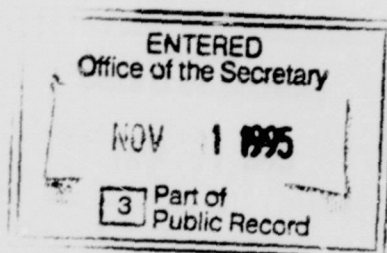
After fully reviewing information regarding this issue, it seems apparent that my area of South Louisiana would be positively affected.

Since the public interest would be best served with this merger, I am requesting that the Interstate Commerce Commission give its approval to the application for merger.

Please call me if additional information should be needed regarding this matter.

Sincerely,

Warren J. Triche
Warren J. Triche, Jr.



STB

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• 32760

10-31-95

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• 60308

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Qd # 179

60308

Daniel B. Hastings Inc.

Licensed U.S. Customs Brokers

P.O. Box 673 • Laredo, Texas 78042 • (210)723-7431 • Fax (210)723-0576

October 26, 1995

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

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Office of the Secretary

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Public Record



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

Dear Mr. Williams:

Our company and many of our customers who are Fortune 500 companies are users of rail service for transportation between the United States and Mexico. The Laredo/Nuevo Laredo, known as Los Dos Laredos, gateway is the primary route for shipments between the two countries for the majority of international traffic. This gateway possesses the strongest infrastructure of customs brokers warehousing, transportation and distribution centers to Importers and Exporters. It also provides the shortest and most direct route between major Mexican Industrial and population centers and the Midwest and Eastern United States which translates to major financial savings to these Fortune 500 companies (we represent).

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

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

I understand there is an alternative that will preserve effective competition in this highly used corridor. TexMex has indicated a willingness to operate over trackage rights (or purchase these trackage rights where possible) from Corpus Christi to Houston, Texas which will allow them to connect with the Kansas City Southern Railroad and other remaining rail carriers at Houston.

El Paso, Texas
(915)599-1594
Fax (915)599-2027

Eagle Pass, Texas
(210)773-5344
Fax (210)773-8896

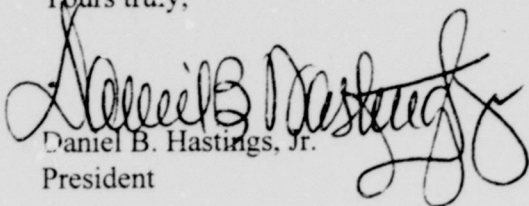
Brownsville, Texas
(510)541-0902
Fax (210)541-4795

Vernon Williams
October 26, 1995
Page 2

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. I therefore urge the Commissioners seriously review this issue and concern and correct this loss of competition by conditioning this merger with a grant of trackage rights to TexMex allowing service to Houston.

Economical access to international trade routes should not be jeopardized when the future prosperity of multi-national companies and that of both countries depends so strongly on international trade.

Yours truly,


Daniel B. Hastings, Jr.
President

DBHJr/jp/mrm

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10-31-95

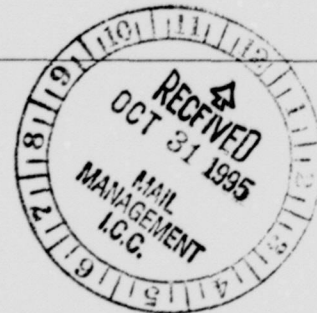
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• 60307

Item No. 60307Page Count 1
178**James L. Bruite** ASSEMBLYMAN, SIXTY-THIRD DISTRICT

CALIFORNIA LEGISLATURE, STATE CAPITOL, SACRAMENTO, CA 95814 (916) 445-8490 FAX (916) 323-8544

October 27, 1995



The Honorable Vernon Williams
Secretary, Interstate Commerce Commission
Twelfth Street and Constitution Ave., NW
Room 2215
Washington, DC 20423

RE: Finance Docket No. 32760

Union Pacific, et al - Control
& Merger - Southern Pacific
Rail Corp., et al

Dear Secretary Williams:

I am requesting the Interstate Commerce Commission's approval of the merger of the Union Pacific Railroad with the Southern Pacific Railroad.

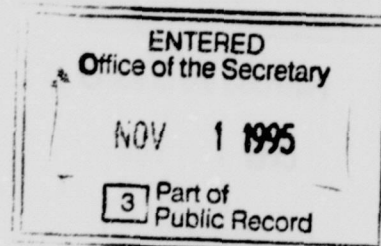
This proposed merger will improve service, reduce costs, and strengthen competition - all necessary components for the success of a healthy economy. California business relies upon rail service to ship its products to outside markets. With the recent merger of Burlington Northern and Santa Fe, the California rail market faces the threat of becoming uncompetitive. The proposed merger of UP/SP alleviates this problem from the natural synergistic effect of any merger.

Further, combining the two railroads will allow for greater speed of delivery, reduction of overhead from facility consolidation, and improved equipment supply. If this merger is successful, it will create greater competition between UP/SP and Santa Fe for routes formerly dominated by Santa Fe Railroad. Obviously, when competition prevails, the consumer wins.

On behalf of the residents and businesses of California's 63rd Assembly District, I strongly urge your approval of the Union Pacific/Southern Pacific merger.

Sincerely,

James L. Bruite
Assemblyman - 63rd District



STB

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• 32760

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• 60306



STATE CAPITOL
SACRAMENTO, CALIFORNIA
95814
(916) 445-8873

DISTRICT OFFICE
2345 ERRINGER ROAD
SUITE 212
SIMI VALLEY, CALIFORNIA
91065
(805) 522-2920

CALIFORNIA LEGISLATURE

Senate

SENATOR CATHIE WRIGHT
NINETEENTH SENATORIAL DISTRICT

October 25, 1995

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

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

Dear Mr. Williams,

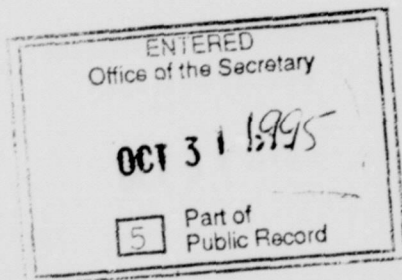
I am convinced that the proposed merger between Union Pacific Railroad and Southern Pacific Railroad will reduce costs and improve service for America's rail customers. Therefore, I urge the Interstate Commerce Commission to approve the proposed merger.

California's economy is reliant upon rail service to transport products to markets outside the state. The recent merger between Burlington Northern with Santa Fe has put Union Pacific and Southern Pacific at a competitive disadvantage. By providing UP and SP with the ability to merge, the new company will furnish healthy competition to BN/Santa Fe, thus providing California industry with a choice of rail transportation, which, as you certainly know, can only improve service and reduce costs to these industries. By reducing transportation costs, California industries can reinvest in equipment, add jobs and pass along savings to consumers -- all of which will benefit California's beleaguered economy.

Thank you for your thoughtful consideration of my position. I look forward with great anticipation to the approval of the proposed merger between Union Pacific and Southern Pacific railroads.

Sincerely,

Cathie Wright
Cathie Wright
19th Senate District



60304

MEMBER
TOXICS AND PUBLIC SAFETY
MANAGEMENT COMMITTEE
VICE-CHAIR
PUBLIC EMPLOYMENT AND
RETIREMENT COMMITTEE
VICE-CHAIR
BUDGET AND FISCAL REVIEW
COMMITTEE
JUDICIARY COMMITTEE
EDUCATION COMMITTEE
HEALTH AND HUMAN SERVICES
COMMITTEE
JOINT RULES COMMITTEE
BUDGET AND FISCAL REVIEW
SUBCOMMITTEE #2 ON
JUSTICE, CORRECTIONS,
RESOURCES, AND AGRICULTURE
JUDICIARY SUBCOMMITTEE ON
ADMINISTRATION OF JUSTICE

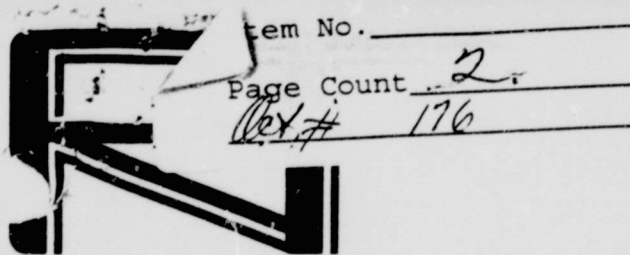


Item No. _____

Page Count 1

Cathie Wright 177

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RAPID PLASTICS

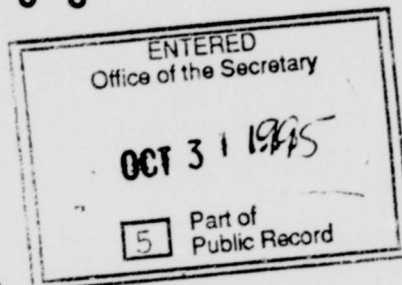
Item No. _____
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Box # 176

Rapid Industrial Plastics Co., Inc.

Distributors of Plastic Resins
Manufacturers of Quality Products

00501
60305

October 26, 1995



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

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

Dear Mr. Williams:

Our company has been a major user of rail service for transportation between the United States and Mexico. The Laredo/Nuevo Laredo gateway is the primary route 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 our 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.

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

13 Linden Avenue East
Jersey City, New Jersey 07305
U.S. Toll Free 800-526-3038; In N.J. 201-433-5500
Fax 201-433-4941; Int'l Fax 201-433-5979
TWX 710-730-5239 RIP-JCTY

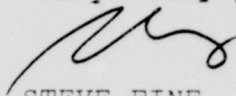
Rapid-Champion
1031 Goodnight Trail, Houston, Texas 77060
Tel. 713-443-6220; Fax 713-443-2069

13382 Benson Avenue
P.O. Box 2289, Chino, California 91710
Tel. 714-591-1893; Fax 714-628-1708

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.

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

Very truly yours,



STEVE FINE
EXPORT MANAGER

STB

FD

• 32760

10-30-95

D

• 60297

60297



Senate California Legislature

COMMITTEES:
APPROPRIATIONS
CRIMINAL PROCEDURE
FINANCE, INVESTMENT AND
INTERNATIONAL TRADE
HEALTH AND HUMAN SERVICES
TRANSPORTATION

STATE CAPITOL
ROOM 2032
SACRAMENTO, CA 95814
PHONE: (916) 445-3456
FAX: (916) 445-0413

SENATOR
RICHARD G. POLANCO
TWENTY-SECOND SENATORIAL DISTRICT

CHAIR:
DEMOCRATIC CAUCUS
ELECTIONS & REAPPORTIONMENT

DISTRICT OFFICE
300 SOUTH SPRING STREET
SUITE 8710
LOS ANGELES, CA 90013
(213) 620-2529
FAX: (213) 617-0077

October 17, 1995

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



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

Dear Secretary Williams:

I am writing to convey my strong support for the proposed merger between Union Pacific Railroad and Southern Pacific Railroad.

As a representative of Los Angeles, I have long been pursuing improvements to our region's rail system. According to the information provided to me, this merger could be of significant public benefit not only to Southern California, but to the entire state. Combining Union Pacific-Southern Pacific will increase productivity along cargo lines due to the routing of like cargo, and reduce delays by increasing the total capacity of our rail freight system.

The joining of UP/SP will also encourage and improve competition among California shippers. This increased competition will enhance operating efficiencies and result in future rail improvements. These changes will create a financially stable railroad that will provide top quality service to all rail users.

The benefits to California's rail system realized through this merger will have a positive impact on both consumers and businesses. I offer my strong support and urge your approval of this historic merger.

Sincerely,

Senator Richard G. Polanco
22nd District

Office of the Secretary

OCT 31 1995

RGP:ag

Item No. _____

Page Count 1

Oct. 168

STB

FD

• 32760

10-30-95

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• 60296

October 23, 1995

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

RE: Finance Docket 32760

Dear Secretary Williams:

The Southeast Michigan Council of Governments has evaluated the proposed Union Pacific/Southern Pacific merger, and its effects on this community and the State of Michigan. While there may be benefits to the consolidation between these two railroads, it is important from an economic development standpoint that other options and proposals be weighed and considered before any merger approval is given by the Interstate Commerce Commission (ICC). Further, the Southeast Michigan Council of Governments is not persuaded that the proposed agreement between the Union Pacific and the Burlington Northern/Santa Fe will satisfy the concerns over competition.

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

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

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

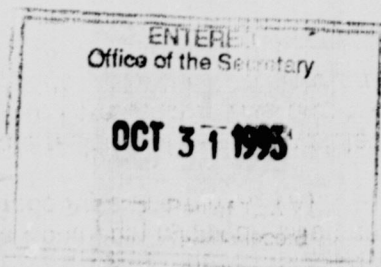
Thank you for the opportunity to comment on this proposal.

Sincerely,

John M. Amberger
John M. Amberger
Executive Director

JMA:lb

cc: Mr. David M. LeVan, President & CEO



STB

FD

• 32760

10-30-95

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• 60295

60 295

CAPITOL OFFICE

State Capitol
P.O. Box 92849
Sacramento, CA 94249-0001

DISTRICT OFFICE

8952 MacArthur Blvd., Suite 220
Irvine, CA 92715
(714) 863-7070

California Legislature



MARILYN C. BREWER

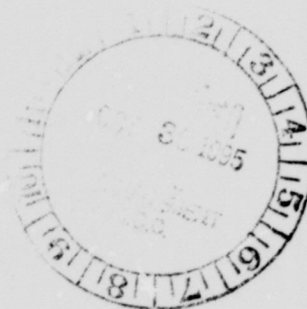
ASSEMBLYWOMAN, SEVENTIETH DISTRICT

COMMITTEES

RULES
APPROPRIATIONS
INSURANCE
LOCAL GOVERNMENT
TRANSPORTATION

October 25, 1995

FD-32760



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

Dear Secretary Williams:

The proposed merger of the Union Pacific Railroad with the Southern Pacific Railroad will be a great boom to the California economy.

For California's economic recovery to be successful, it is imperative that California products are delivered to distant marketplaces in a timely, cost efficient manner. This possible merger can make that happen. The marriage of Union Pacific Railroad to Southern Pacific Railroad will ensure that two smaller railroads become strong and viable and remain competitive.

This action will serve to strengthen the State and the railroad industry. Railroad customers and California consumers will see reduced costs in produces, better service and a more competitive market.

This merger is important to California and your serious consideration is greatly appreciated.

Sincerely,

Marilyn C. Brewer

MARILYN C. BREWER
Assemblywoman, 70th District

MCB:sl

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Office of the Secretary

OCT 30 1995

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Public Record

Item No. _____

Page Count

Representing the cities of Costa Mesa, Irvine, Laguna Beach, Newport Beach
and portions of Laguna Hills, Lake Forest, Santa Ana and Tustin.

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166
Oct. #

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• 32760

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60294 •

REPLY TO:

SACRAMENTO ADDRESS
STATE CAPITOL
P.O. BOX 942849
SACRAMENTO, CA 94249-0001
(916) 445-8243
FAX (916) 323-8098

DISTRICT OFFICE
SUITE 300
100 PASEO DE SAN ANTONIO
SAN JOSE, CA 95113
(408) 269-6500
FAX (408) 277-1036
Dom.Cortese@assembly.ca.gov

Assembly California Legislature

DOMINIC L. CORTESE
ASSEMBLYMAN, TWENTY-THIRD DISTRICT
CHAIRMAN
ASSEMBLY COMMITTEE ON WATER, PARKS AND WILDLIFE



CHAIRMAN:
WATER, PARKS AND WILDLIFE
SELECT COMMITTEE ON CALIFORNIA WINE
PRODUCTION AND ECONOMY
WINE INDUSTRY TASK FORCE OF NATIONAL
CONFERENCE OF STATE LEGISLATURES

COMMITTEES:
TRANSPORTATION
GOVERNMENTAL ORGANIZATION
PUBLIC EMPLOYEES RETIREMENT
AND SOCIAL SECURITY

JOINT COMMITTEES:
LEGISLATIVE AUDIT
RURAL CAUCUS
SEISMIC SAFETY COMMISSION

October 23, 1995

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

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

Dear Secretary Williams:

I am writing in support of the proposed merger between Southern Pacific (SP) and Union Pacific (UP) corporations.

As the Assemblymember for the 23rd District, I represent approximately 355,000 San Jose residents. Rail corridors of SP and UP provide railroad access for the residents and businesses within the 23rd Assembly District. The strength and stability of these two corporations is paramount to the livelihood of this locale.

While UP is a financial secure corporation, the financial well being of SP is of concern to many. The recent approval of the merger between Burlington Northern (BN) and the Santa Fe (SF) railroads will provide even stronger competition for SP. The proposed SP/UP merger will provide needed security for SP's future and an overall system which is capable of competing with the recently approved BN/SF rail system. As a result UP/SP and BN/SF will compete to provide more reliable, efficient rail service to all Californians.

I urge the Interstate Commerce Commission to approve proposed SP/UP merger. Please feel free to contact me if you have any further questions.

Sincerely,

Domini L. Cortese

DOMINIC L. CORTESE
Assemblyman, 23rd District

DLC:ahj

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Office of the Secretary

OCT 30 1995

3 Part of
Public Record

Item No. _____

Page Count 1

OCT # 165

STB

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• 60293



BEVERLY CLARNO
SPEAKER
HOUSE OF REPRESENTATIVES

Item No. 0293
Page Count 1
Out # 164

October 27, 1995



Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Ave. NW
Room 2215
Washington, DC 20423

FD-32760

Dear Secretary Williams:

As Speaker of the Oregon House of Representatives, I am writing to urge your prompt approval of the proposed merger between the Southern Pacific and Union Pacific Railroads.

Efficient, reliable rail service is essential to Oregon shippers, manufacturers, agricultural and forest product producers, and Oregon ports. Approval of the UP/SP merger will enhance service, reach new markets, strengthen competition and provide benefits to the public through congestion relief on the I-5 corridor.

Failure to approve the merger will leave Oregon's SP and UP shippers at an economic disadvantage vis-à-vis shippers served by the recently-merged Burlington Northern Santa Fe, and will result in the continued deterioration of the financially strapped Southern Pacific.

I strongly urge your prompt consideration and approval of the proposed merger between the Southern Pacific and Union Pacific Railroads.

Sincerely,

Bev

Bev Clarno
Speaker of the House

BC/ps

*House of Representatives
Oregon Legislative Assembly
Salem, OR 97310*

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Office of the Secretary

OCT 30 1995

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Public Record

STB

FD

• 32760

10-27-95

D

• 60288

MAYOR

Larry Conley

RECORDER

Bill Harper

TOWN OF BELLE

1100 E. DuPont Ave.



P.O. Box 697

Belle, West Virginia 25015

Phone 949-3841

COUNCILPERSONS

Ray Daugherty

Charles Harrah

Hildred Hurst

Ruth Ann Knabb

James Wherele

October 24, 1995

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Office of the Secretary

OCT 27 1995

3 Part of
Public Record



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

RE: Finance Docket 32760

Dear Secretary Williams:

The Town of Belle is extremely concerned about the competitive aspects on area businesses as a result of the proposed acquisition of the Southern Pacific Lines (SP) by the Union Pacific Railroad (UP). While we are familiar with the proposed agreement between UP and the Burlington Northern-Santa Fe (BNSF), intended to remedy those effects, we are not persuaded that this arrangement will produce effective competition for rail traffic in the Mid-South region of the United States. This is of concern to my Town.

We also have reviewed Conrail's proposal to acquire a significant portion of the SP's eastern lines in connection with the merger, especially the lines running from Chicago and St. Louis to Arkansas, Texas and Louisiana. We find this proposal to be more appropriate and far more effective in addressing the above stated concerns. The Conrail proposal calls for ownership of the lines, whereas the UP-BNSF agreement mainly involves the granting of trackage right. We 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, we believe an owning railroad is in a far better position than a renter to encourage economic development activities on its lines.

Another reason The Town of Belle favor Conrail's proposal is that it would provide efficient service for rail customers in our area for movement of good and raw materials to and from the Mid-South and Texas Gulf. Conrail's proposed one-line service to these markets would be the fastest; most direct and involve the fewest car handlings.

Item No. _____

Page Count 2

OCT # 159

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

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

Sincerely,

Bill Harper

Bill Harper
Recorder

CT: David M. Levan
President and Chief Executive Officer
Conrail

CT: Michael Scime
Community Relations Manager
State and Local Affairs
Conrail

STB

FD

• 32760

10-27-95

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• 60287

Item No. _____

Page Count 1

OCT. # 158



JAMES H. ACTON

Mayor
City of Lebanon

Telephone: (317) 482-1201

Fax: (317) 482-8848



FD-32760

October 25, 1995

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

Dear Mr. Williams:

It has been brought to my attention about Conrail's proposal to acquire a large portion of the Southern Pacific Lines and I am in favor of the transaction.

Lebanon, IN is experiencing a tremendous growth in Industrial development and with Conrail serving the Lebanon Business Park it is to our advantage that, they be able to deliver goods from the Mid-South to the Texas Gulf.

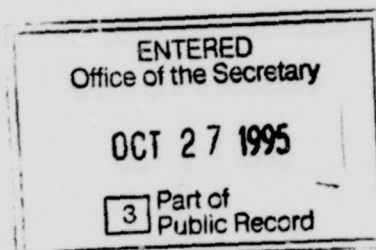
In conclusion, if the merger of the Union Pacific and Southern Pacific is allowed then the proposal that Conrail offered should also be allowed.

Thank you for your consideration of my opinion.

Sincerely,

James H. Acton, Mayor

cc: David M. Levan
President and Chief Executive Officer
Conrail



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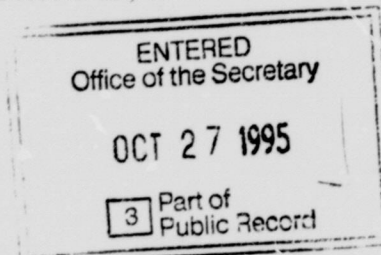
• 60286

Skyeagle, Inc.

P. O. Box 9103
Corpus Christi, Texas 78469

Item No. 60286
Page Count 2
Oct # 157

October 23, 1995



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

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

Dear Mr. Williams:

Skyeagle, Inc. purchased its present rail facility from the General Services Administration approximately one and half years ago. Our shortline railroad connects only to the Texas Mexican Railroad. We are very concerned about the proposed merger of Union Pacific and Southern Pacific. There is a possibility that this merger will reduce the competitive alternatives for rail services available to our company. At the present time we also have the option to use either Union Pacific or Southern Pacific as they both connect to Tex-Mex. Our shortline railroad depends on the continuing competition between Union Pacific and Southern Pacific to help hold prices down and to foster continuous improvements in both the product and service sector.

For many years Union Pacific and Southern Pacific have competed to handle shipments that were ultimately delivered across the Skyeagle Railroad. This competition obviously resulted in cost savings and the provision for improved service. If these two railroads merge, in all likelihood competition will be eliminated. This will cause serious hardship to the Skyeagle railroad and our ability to compete for goods and services in the future.

We understand that Southern Pacific and Union Pacific have agreed to give certain trackage rights to Burlington Northern Santa Fe Railroad. We at Skyeagle railroad do not believe that the Burlington Northern Santa Fe Railroad will competitively replace an independent Southern Pacific on this particular route. We also would anticipate increased prices and deterioration of services for our particular rail needs beyond the Tex-Mex line.

In addition, it is our understanding that Tex-Mex has relied upon international traffic interlined with Southern Pacific for much of its traffic base. It is also our understanding that the UP-SP merger is likely to eliminate the majority, if not all, of this traffic. The resulting loss of traffic volume will surely reduce train frequency on Tex-Mex and thus slow down any shipments which are to originate from or be delivered to the Skyeagle railroad. As a shortline railroad that

STB

FD

• 32760

10-27-95

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• 60285



DON KARNES
MAYOR

October 24, 1995

The Honorable Vernon A. Williams, Secretary
Interstate Commerce Commission
Washington, DC 20423

RE: Finance Docket 32760

Dear Secretary Williams:

I, Don Karnes, Mayor of Nitro, WV, am extremely concerned about the competitive aspects on area businesses as a result of the proposed acquisition of the Southern Pacific Lines (SP) by the Union Pacific Railroad (UP). While I am familiar with the proposed agreement between UP and the Burlington Northern-Santa Fe (BNSF), intended to remedy those effects, I am not persuaded this arrangement will produce effective competition for rail traffic in Mid-South region of the US.

I also have reviewed Conrail's proposal to acquire a significant portion of the SP's eastern lines in connection with the merger, especially the lines running from Chicago and St. Louis to Ark., TX, and Louisiana. I find this proposal to be more appropriate and far more effective on addressing the above concerns. The Conrail proposal calls for ownership of the lines, whereas the UP-BNSF agreement mainly involves the granting of trackage right. I believe that trackage rights provide only limited benefits and guarantees which can be easily lost if railroads disagree over whose traffic has priority and who has charge of operations. Further, I believe an owning railroad is in a far better position 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 Mid-South and Texas Gulf. Conrail's proposed one-line service would be the fastest, most direct and involve the fewest car handlings.

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

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

Sincerely,

Don Karnes

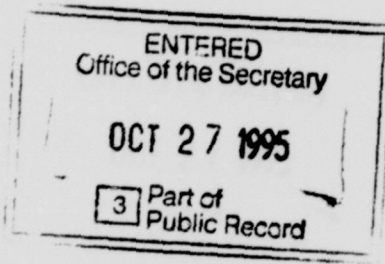
Don Karnes, Mayor

P.O. Box 308
Nitro, WV 25143

Item No. 60285

Page Count 1

Oct 4 1995



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10-27-95

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• 60284

60284

California State Senate

SACRAMENTO OFFICE
STATE CAPITOL
ROOM 3076
SACRAMENTO, CA 95814
(916) 445-5831

DISTRICT OFFICE
11642 KNOTT STREET, SUITE 8
GARDEN GROVE, CA 92641
(714) 898-8353
FAX (714) 898-8033

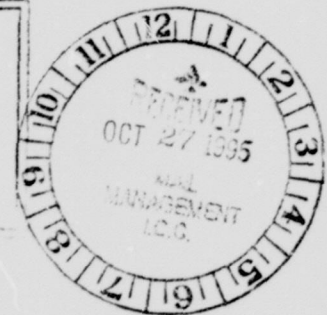
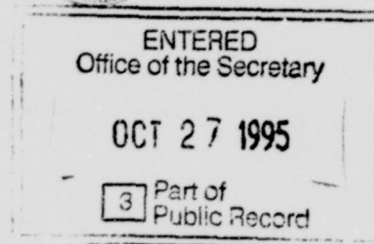
SENATOR
ROB HURTT

THIRTY-FOURTH SENATORIAL DISTRICT

COMMITTEES
BUDGET AND FISCAL REVIEW
FINANCE, INVESTMENT, AND
INTERNATIONAL TRADE
INDUSTRIAL RELATIONS
VICE CHAIR
REVENUE AND TAXATION

October 20, 1995

Vernon A. Williams, Secretary
Interstate Commerce Commission
Room 2215
• Twelfth Street and Constitution Avenue, NW
Washington, DC 20423



RE: Union Pacific Corporation and Southern Pacific Rail Corporation--
Proposed Control and Merger Application, Finance Docket No. 32760

Dear Secretary Williams:

I am writing to express my support for the proposed merger of Union Pacific and Southern Pacific railroads, and your speedy approval of the railroad's application.

The 34th Senate District encompasses part of Orange County, including Anaheim, Buena Park, Garden Grove, and Santa Ana. Both the Southern Pacific (SP) and the Atchinson, Topeka & Santa Fe (ATSF) railroads serve this part of Orange County. The merger of the Union Pacific (UP) and the SP should provide benefits to businesses and individuals in the district.

With the merger of the UP and SP, the geographic reach of the combined railroads would expand, providing faster and more reliable rail service to SP customers in the district. Those businesses would have better rail access to their customers and suppliers now located on UP lines throughout the Midwest, the Pacific Northwest and the Gulf Coast.

Perhaps more importantly, however, the merger of the two railroads would provide financial stability for the SP, a company which has had financial difficulties and has struggled to turn a profit. The merger with UP will provide the financial stability the SP needs, and give SP customers, suppliers, and employees better assurances for the long-term viability of the railroad.

Finally, the UP-SP merger appears to have great potential to improve the movement of intermodal freight in both the East-West corridors (such as Los Angeles-Chicago) and

Item No. _____

Page Count 2

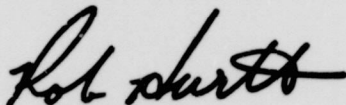
155

(page two)

North-South corridors (between Los Angeles and the Pacific Northwest). That, in turn, could result in a reduction in Interstate highway congestion.

Because of the many public and private benefits of the proposal, I again urge the Interstate Commerce Commission to give its timely approval to the proposed merger of the Union Pacific and Southern Pacific railroads.

Sincerely,

A handwritten signature in black ink, appearing to read "Rob Hurtt", with a stylized flourish at the end.

ROB HURTT

- Senate Republican Leader
California State Senate, 34th District

RH:ks

STB

FD

• 32760

10-27-95

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• 60283

SACRAMENTO OFFICE
STATE CAPITOL
ROOM 2179
SACRAMENTO, CA 95814
(916) 445-1676
FAX (916) 447-4457
DISTRICT OFFICE
7555 YNEZ ROAD, SUITE 205
TEMECULA, CA 92591
(909) 699-1113
FAX (909) 694-1039

Assembly
California Legislature

BRUCE THOMPSON
ASSEMBLYMEMBER, SIXTY-SIXTH DISTRICT
CHAIRMAN, REPUBLICAN CAUCUS

COMMITTEES:

BUDGET
EDUCATION
NATURAL RESOURCES
WATER, PARKS & WILDLIFE
CONSUMER PROTECTION,
GOVERNMENT EFFICIENCY,
AND ECONOMIC DEVELOPMENT

October 24, 1995

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

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

Dear Honorable Vernon A. Williams:

I urge the Commission to approve the proposed merger of Union Pacific Railroad with Southern Pacific Railroad.

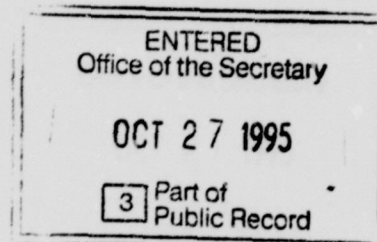
I am sure that you have been made well aware of all of the positive aspects to this merger; including better service, lower costs, increased and stronger competition to other previously approved mergers.

This merger certainly makes good sense for customers and consumers in addition to keeping Union Pacific and Southern Pacific a Strong competitive railroad.

Sincerely,


BRUCE C. THOMPSON

BCT/mp



Item No. _____

Page Count _____

Oct # 154

STB

FD

• 32760

10-26-95

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• 60279

SOUTHERN ELEVATORS, INC

October 23, 1995

ENTERED
Office of the Secretary

OCT 26 1995

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Public RecordPHONE 1AC/512-664-2111
POST OFFICE BOX 1010
ALICE, TEXAS 78332Interstate Commerce Commission
Room 3315
12th and Constitution, N.W.
Washington, D.C. 20423-0001

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

Dear Mr. Williams,

Our country elevator has facilities served by the Tex Mex Railroad. The proposed merger between the Union Pacific and the Southern Pacific will seriously reduce, if not eliminate, the competitive alternatives for rail service available to our company.

Our company depends on competition to keep prices down and to spur improvements in products and services to our farmers. The only two U.S. carriers connecting with the Tex Mex are the Union Pacific at Laredo and the Southern Pacific at Corpus Christi. For many years the Union Pacific and the Southern Pacific have competed to handle our shipments to and from the Tex Mex, resulting in substantial cost savings and service improvements. A merger of those two railroads will eliminate that competition. Although these railroads have recently agreed to give certain trackage rights to the new Burlington Northern Santa Fe Railroad, we do not believe the BNSF, as the only 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 therefore anticipate significant price increases and serviced deterioration for that portion of our rail service needs beyond Tex Mex.

In addition, Tex Mex itself has historically relied on international traffic interlined with the SP for much of its traffic base. Since the UP/SP merger is likely to eliminate most, if not all, of this traffic, this loss of traffic volume is likely to cause reduced train frequencies on Tex Mex and thus slow down my shipments. There is even a serious question whether Tex Mex will be able to survive with this loss of international traffic.

These price increases and service reductions will seriously reduce our ability to compete both domestically and internationally which will in turn effect market for our area farmers

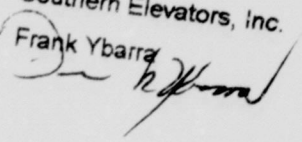
I understand there is an alternative that will preserve effective competition in this corridor. Tex Mex has indicated a willingness to operate over trackage rights from Corpus Christi to Houston, Texas (or purchase trackage where possible) and to connect with the Kansas City Southern Railroad and other rail carriers at Houston. Trackage right operating in such a way as to allow Tex Mex 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 Tex Mex allowing service to Houston.

- Preserving competitive access to rail service is an important function of the Interstate Commerce Commission. Here is is possible to do so while furthering the national goal of promoting international trade.

Yours Truly,

Southern Elevators, Inc.

Frank Ybarra



STB

FD

• 32760

10-26-95

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• 60278

STATE CAPITOL
P.O. BOX 942849
SACRAMENTO, CA 94249-0001
(916) 445-8102
FAX: (916) 223-7467
DISTRICT OFFICE
4011 PARK AVENUE #470
VICTORVILLE, CA 92392
(619) 951-8555
FAX: (619) 951-7476

As!
California



KEITH OLBERG
ASSEMBLYMEMBER, THIRTY-FOURTH DISTRICT

Item No. _____

Page Count 1

Oct. # 149

VICE CHAIRMAN
ASSEMBLY NATURAL
RESOURCES COMMITTEE

COMMITTEE ASSIGNMENTS
APPROPRIATIONS
EDUCATION
NATURAL RESOURCES
WATER, PARKS & WILDLIFE

October 19, 1995

The Honorable Vernon A. Williams
Secretary, Interstate Commerce Commission
Twelfth Street and Constitution Ave., NW
Room 2215
Washington, DC 20423

Dear Secretary Williams:

FD-32760



The purpose of this letter is to convey my strong support for the proposed merger of the Union Pacific Railroad with the Southern Pacific Railroad.

My support is based on the expectation that such a merger will provide an economic boost to the Western United States, with specific benefit to my 34th Assembly District which includes some of the most important rail corridors in California.

The merger would also provide single-line service linking the Pacific Northwest to Southern California for the first time. The increase in track miles will allow for diversity in freight traffic and improve service for all customers of the new UP/SP rail line.

The flow of interstate commerce will be enhanced due to the increased coordination and inclusion of nearly every major city west of the Mississippi River. In addition, increased competition will be prevalent among the railroad companies in the Western United States, thereby reducing costs and improving service for all rail customers.

Because I have taken this position of support based on substantial and convincing evidence, I will be personally available should you have any questions about this correspondence.

With high personal regard, I am

Sincerely,

Keith
R. KEITH OLBERG
Assemblyman, 34th District

RKO:lh

ENTERED
Office of the Secretary

OCT 26 1995

☒ Part of
Public Record

Inyo County: Bishop, Big Pine, Independence, Lone Pine, Keeler, Darwin, Olancho, Little Lake, Death Valley, Shoshone, Tecopa. Kern County: Arvin, Boron, Caliente, California City, Cantil, Edison, Edwards Air Force Base, Frazier Park, Inyo Kern, Keene, Lebec, Maricopa, Mojave, North Edwards, Pine Mountain, Randsburg, Ridgecrest, Rosamond, Tehachapi. San Bernardino County: Adelanto, Apple Valley, Parker, Barstow, Big River, Boron, Cima, Daggett, Earp, Essex, George Air Force Base, Helendale, Hesperia, Fort Irwin, Hinkley, Lake Havasu, L. Arne Valley, Needles, Newberry Springs, Nipton, Oro Grande, Parker Dam, Phelan, Pinon Hills, Red Mountain, Trona, Victorville, Yermo

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TELEPHONE (419) 683-3800

VILLAGE OF CRESTLINE

100 N. Seltzer St.
CRESTLINE, OHIO 44827VERNON HENDERSON
MAYORTHOMAS J. HOFFMAN
ADMINISTRATORENTERED
Office of the Secretary

OCT 26 1995

3 Part of
Public Record

October 24, 1995

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 as a result of the proposed acquisition of the Southern Pacific Lines (SP) by the Union Pacific Railroad (UP). While I am familiar with the proposed agreement between UP and the Burlington Northern-Santa Fe (BNSF), intended to remedy those effects, I am not persuaded that this arrangement will produce effective competition for rail traffic in the Mid-South region of the United States. This is of concern to my community.

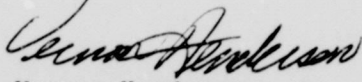
I also have reviewed Conrail's proposal to acquire a significant portion of the SP's eastern lines in connection with the merger, especially the lines running from Chicago and St. Louis, to Arkansas, Texas, and Louisiana. I find this proposal to be more appropriate and far more effective in addressing the above-stated concerns. The Conrail proposal calls for ownership of the lines, whereas the UP-BNSF agreement mainly involves the granting of trackage right. 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 Mid-South and Texas Gulf. Conrail's proposed one-line service to these markets would be the fastest, most direct and involve the fewest car handlings.

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

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

Sincerely,



Vernon Henderson
Mayor

Cy to: David M. Levan
President and Chief Executive Officer
Conrail

Mike Oxley, Congressman
John Glenn, Senator
Karen Gilmore, State Senator
Randy Weston, State Representative

STB

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• 32760

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CITY OF TOLEDO

60276



Item No. _____

CARLETON S. FINKBEINER
MAYOR

Page Count 1

Oct. # 147

October 23, 1995

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

RE: Finance Docket 32760



Dear Secretary Williams:

The City of Toledo has carefully evaluated the proposed Union Pacific/Southern Pacific merger, and its effects on this community and the State of Ohio. While there may be benefits to the consolidation between these two railroads, it is important from an economic development standpoint that other options and proposals be weighed and considered before any merger approval is given by the Interstate Commerce Commission (ICC). Further, the City of Toledo is not persuaded that the proposed agreement between the Union Pacific and the Burlington Northern/Santa Fe will satisfy our concerns over competition.

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

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

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

Thank you for the opportunity to comment on this proposal.

Sincerely,

Carleton S. Finkbeiner
Mayor

ENTERED
Office of the Secretary

OCT 26 1995

3 Part of
Public Record

CSF:sb

cc: Mr. David M. LeVan, President & CEO Consolidated Rail Corporation

Team Toledo

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Item No. 1
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Oct # 146



60275
FD 32760

October 23, 1995

Established 1897



Acting Secretary
Interstate Commerce Commission
12th and Constitution Avenues, NW
Washington, D.C. 20423

Dear Sir/Madam:

My name is James Curtis and I have been employed by The J. M. Smucker Company since September 1994 as Corporate Transportation Manager. Prior to my arrival at Smucker's I had worked for Occidental Chemical and Nabisco Brands in various logistics positions since 1982.

The J. M. Smucker Company is a prominent manufacturer of fruit spreads and ice cream toppings. The J.M. Smucker Company utilizes several railroads including Burlington Northern/Santa Fe, Union Pacific, Conrail and primarily Southern Pacific. Major facilities are located in Orrville, OH; Memphis, TN; Salinas, CA; Oxnard, CA; Watsonville, CA; Woodburn, OR; Grandview, WA; Chico, CA; Harve de Grace, MD; New Bethlehem, PA; Ripon, WI and Pottstown, PA.

Our primary rail movements are shipments of frozen fruit on the Southern Pacific from the West Coast to storage facilities or manufacturing locations in the mid-west.

We strongly support the proposed merger of the Union Pacific and Southern Pacific. We believe that this merger will increase the availability of refrigerated box cars to our facilities and will improve transit times. In light of the prior combination of the Burlington Northern and Santa Fe, we feel that a merger of the Union Pacific and Southern Pacific will be necessary to provide competitive balance.

I, James M. Curtis, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement executed on October 23, 1995.

James M. Curtis
Manager, Corporate Transportation

cc: Doug Edwards
Dan Farber
Elly Mackus

Office of the Secretary

OCT 25 1995

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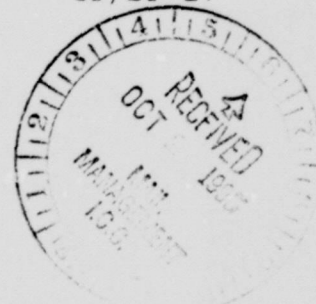
Item No. _____

Page Count _____

Oct. # 143

60272

UP/SP-17



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

Office of the Secretary

OCT 25 1995

APPLICANTS' REPLY TO IBT'S
PETITION FOR LEAVE TO FILE RESPONSE

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Railway Company, SPCSL Corp.,
and The Denver and Rio Grande
Western Railroad Company

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

October 24, 1995

BEFORE THE
INTERSTATE COMMERCE COMMISSION

Finance Docket No. 32760

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

-- CONTROL AND MERGER --

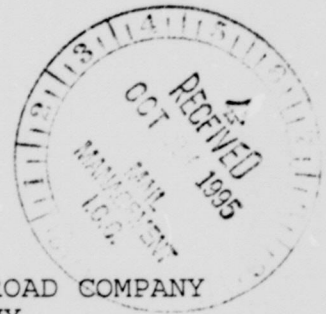
SOUTHERN PACIFIC RAIL CORPORATION, SOUTHERN PACIFIC
TRANSPORTATION COMPANY, ST. LOUIS SOUTHWESTERN RAILWAY
COMPANY, SPCSL CORP. AND THE DENVER AND
RIO GRANDE WESTERN RAILROAD COMPANY

APPLICANTS' REPLY TO IBT'S
PETITION FOR LEAVE TO FILE RESPONSE

Union Pacific Corporation ("UPC"), Union Pacific
Railroad Company ("UPRR"), Missouri Pacific Railroad Company
("MPRR"),^{1/} Southern Pacific Rail Corporation ("SPR"),
Southern Pacific Transportation Company ("SPT"), St. Louis
Southwestern Railway Company ("SSW"), SPCSL Corp. ("SPCSL"),
and The Denver and Rio Grande Western Railroad Company
("DRGW"),^{2/} collectively, "Applicants," hereby reply to the
"Petition by the International Brotherhood of Teamsters for
Leave to File Response to Applicants' Reply to IBT's Petition
to Reopen Decision No. 3."

^{1/} UPC, UPRR and MPRR are referred to collectively as "Union
Pacific." UPRR and MPRR are referred to collectively as "UP."

^{2/} SPR, SPT, SSW, SPCSL and DRGW are referred to
collectively as "Southern Pacific." SPT, SSW, SPCSL and DRGW
are referred to collectively as "SP."



The Commission should reject IBT's most recent petition because it is nothing more than a forbidden reply to a reply. See 49 C.F.R. § 1104.13(c). IBT's petition simply responds, point by point, to the points presented by Applicants in their reply to IBT's previous petition (UP/SP-15). And, contrary to IBT's assertions (pp. 2-3), Applicants' reply contained no factual misrepresentations and nothing that IBT could not have anticipated in its original petition -- there is no issue of "fundamental fairness" that requires the Commission to permit IBT an opportunity for a further reply. The only "new substantive legal arguments" (p. 2) are those presented by IBT as reasons for avoiding the Commission's established rule that prohibits replies to petitions for waiver. Nor should the Commission accept IBT's ruse (p. 2 n.1) of re-designating Applicants' reply as a "petition to strike."

If the Commission is inclined to accept IBT's improper reply to a reply for consideration, Applicants will not perpetuate this endless point-counterpoint. Applicants will only point out that the case newly cited by IBT in their reply to Applicants' reply, Regular Common Carrier Conference v. United States, 820 F.2d 1323 (D.C. Cir. 1987), in no way undercuts the Commission's repeated holdings that Section 11344(c) is not applicable to a transaction that involves only a change of form, not of substance, in the transportation

service. Regular Common Carrier Conference did not involve the Commission's "change in form" rule. Instead, the case held that a rail-motor carrier acquisition exemption (that did not involve a mere change in form) must be handled under Section 10505 rather than Section 11343(e), and that, by the terms of Section 10505(g)(1), the Commission could not, in such a case, use its exemption power to authorize intermodal ownership that was forbidden by Section 11344(c). But neither Section 10505(g)(1) nor Regular Common Carrier Conference forbids the Commission to determine that Section 11344(c) is inapplicable to certain situations. This is precisely the determination the Commission has made when transactions involve only a change of form, rather than a change of substance.^{3/} And, since Rail Common Carrier Conference, the Commission has continued to apply the "change in form" rule in

^{3/} IBT's statement (IBT's Reply to Reply, p. 5) that "all of the cases cited by Applicants deal with exemption proceedings under Section 10505" is simply wrong. Neither Union Pacific Corp., Pacific Rail System, Inc., & Union Pacific R.R. -- Control -- Missouri Pacific Corp. & Missouri Pacific R.R., 366 I.C.C. 462, 641 (1982), aff'd in part & remanded in part sub nom. Southern Pacific Transportation Co. v. ICC, 736 F.2d 708 (D.C. Cir. 1984), cert. denied, 469 U.S. 1208 (1985), nor Burlington Northern, Inc. -- Control & Merger -- St. Louis-San Francisco Ry., 360 I.C.C. 784, 958 (1980), aff'd sub nom. Missouri-Kansas Texas R.R. v. United States, 632 F.2d 392 (5th Cir. 1980), cert. denied, 451 U.S. 1017 (1981), involved a petition for exemption, and in both cases the Commission applied the "change in form" rule. Contrary to IBT's suggestion, the "change of form" rule is not a special shortcut used only in exemption proceedings, it is a general rule that was not affected by the holding in Rail Common Carrier Conference.

Section 10505 proceedings. See Rio Grande Industries, Inc., SPTC Holding, Inc., & Denver & Rio Grande Western R.R. -- Control -- Southern Pacific Transportation Co., 4 I.C.C.2d 834, 949-51 (1988); Union Pacific Corp., Union Pacific R.R. & Missouri Pacific R.R. -- Control -- Missouri-Kansas-Texas R.R., 4 I.C.C.2d 409, 485 (1988), petition for review dismissed, 883 F.2d 1079 (D.C. Cir. 1989); UP/SP-15, p. 5.

Finally, IBT argues in a footnote (p. 7 n.4) to its reply to Applicants' reply that it cannot be burdensome for Applicants to treat their motor carrier subsidiaries as applicant carriers because Applicants have suggested that information regarding those motor carriers could be obtained through discovery. IBT continues to ignore the fact that the extensive information that Commission's rules require regarding "applicant carriers" would be irrelevant with respect to these motor carriers and with respect to the competitive issues at stake in this proceeding. See UP/SP-15, pp. 4-5. By contrast, the Commission's discovery rules, and in particular, its rulings in this case, require parties to focus on relevant issues. See 49 C.F.R. § 1114.21(a); Decision served Oct. 19, 1995, p. 8.

Respectfully submitted,

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

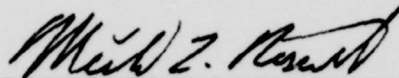
October 24, 1995

CERTIFICATE OF SERVICE

I, Michael L. Rosenthal, certify that, on this 24th day of October, 1995, I caused a copy of the foregoing document to be served by first-class mail, postage prepaid, or by a more expeditious manner of delivery on all parties of record in Finance Docket No. 32760, and on

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

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



Michael L. Rosenthal

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 WSA)

CABLE: COVING

MICHAEL L. ROSENTHAL

DIRECT DIAL NUMBER

(202) 662-5448

DIRECT TELEFAX NUMBER

(202) 778-5448

LECONFIELD HOUSE

CURZON STREET

LONDON W1Y 8AS

ENGLAND

TELEPHONE 44-171-495-5655

TELEFAX 44-171-495-3101

BRUSSELS CORRESPONDENT OFFICE

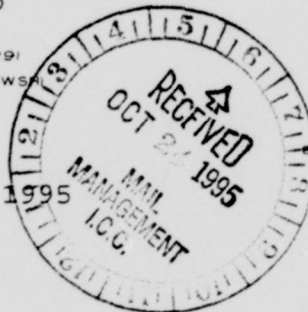
44 AVENUE DES ARTS

BRUSSELS 1040 BELGIUM

TELEPHONE 32-2-512-9890

TELEFAX 32-2-502-1598

October 24, 1995



BY HAND

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

Re: Finance Docket No. 32760, Union Pacific
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' Reply to IBT's Petition for Leave to File Response (UP/SP-17). 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,

Michael L. Rosenthal

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

Enclosures

cc: The Honorable Jerome Nelson (By Hand)

Office of the Secretary

OCT 25 1995

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Item No. _____

Page Count 1

Oct # 142



AGUA DULCE COOPERATIVE ASS'N.

BOX J

AGUA DULCE, TEXAS 78330

(512) 998-2215

OFFICE OF
SECRETARY

OCT 24 5 52 PM '95

DAN McDONOUGH, MANAGER



RECEIVED

October 18, 1995

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

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

Dear Mr. Williams,

We are currently served by the Texas Mexican Railroad through Corpus Christi and Laredo.

The proposed merger of Union Pacific at Laredo with Southern Pacific at Corpus Christi will eliminate a competitive rate outlet for our shipments.

If this merger is to go forward, then access to trackage rights should be granted to the Tex-Mex Railway.

Many thanks,

Dan McDonough

Office of the Secretary

OCT 25 1995

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Item No. _____

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Oct # 141

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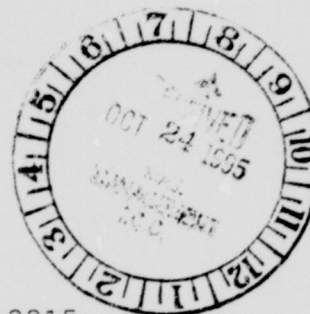
COMMITTEES:
HEALTH
HOUSING & COMMUNITY
DEVELOPMENT

Assembly California Legislature

BOB MARGETT

ASSEMBLYMAN, FIFTY-NINTH DISTRICT

October 6, 1995



Serving the cities of
ARCADIA
BRADBURY
CLAREMONT
COVINA
DUARTE
GLEN DORA
LA VERNE
MONROVIA
SAN DIMAS
SIERRA MADRE
And portions of
AZUSA
POMONA
TEMPLE CITY
WEST COVINA

The Honorable Vernon Williams
Secretary, Interstate Commerce Commission
12th Street and Constitution Avenue, Room 2215
Washington, D.C. 20423

RE: Finance Docket #32760

Union Pacific Corp., et al
Control & Merger
Southern Pacific Rail Corp., et al

Dear Secretary Williams:

I am writing to urge the Interstate Commerce Commission to approve the proposed merger of the Union Pacific Railroad (UP) with Southern Pacific Railroad (SP).

The merger between the UP and SP will greatly enhance service and strengthen competition in our region. Both intermodal and carload traffic moving between California and locations in the Mid-West and South will benefit. Transcontinental carload shippers such as lumber producers, canners and perishable dealers will see greatly improved service. All will realize greater speed, reliability and frequency of schedules -- as a result of mileage savings, gradient improvements and operating efficiencies.

Secretary Williams, I am sure you are aware SP has had financial and capital constraints. The unifying of these two great carriers will alleviate these constraints while providing California rail customers the assurance of long-term, quality service from a financially strong railroad.

For these and many other reasons, I strongly urge the Commission's approval of the merger.

Kind Regards,

Bob Margett

BOB MARGETT
Assemblyman, 59th District

ENTERED
Office of the Secretary

OCT 24 1995

Part of

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10-24-95

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Item No. _____

Page Count 2

Oct. # 140

66269

WRIGHT MATERIALS, INC.

ROUTE 1 - BOX 143
ROBSTOWN, TEXAS 78380

TELEPHONE 512/387-1511
FACSIMILE 512/387-0239

October 19, 1995

RECEIVED
OCT 24 1 52 PM '95
OFFICE OF SECRETARY

Office of the Secretary

OCT 25 1995

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

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

Dear Mr Williams:

Our company has facilities served by the Tex Mex Railroad. The proposed merger between the Union Pacific and the Southern Pacific will seriously reduce, if not eliminate, the competitive alternatives for rail service available to our company.

Our company depends on competition to keep prices down and to spur improvements in products and service. The only two U. S. carriers connecting with the Tex Mex are the Union Pacific at Laredo and the Southern Pacific at Corpus Christi. For many years the Union Pacific and the Southern Pacific have competed to handle our shipments to and from the Tex Mex, resulting in substantial cost savings and service improvements. A merger of those two railroads will eliminate that competition. Although these railroads have recently agreed to give certain trackage rights to the new Burlington Northern Santa Fe Railroad, we do not believe the BNSF, as the only 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 therefore anticipate significant price increases and service deterioration for that portion of our rail service needs beyond Tex Mex.

In addition, Tex Mex itself has historically relied on international traffic interlined with the SP for much of its traffic base. Since the UP/SP merger is likely to eliminate most, if not all, of this traffic, this loss of traffic volume is likely to cause reduced train frequencies on Tex Mex and thus slow down my shipments. There is even a serious question whether Tex Mex will be able to survive with this loss of international traffic.

These price increases and service reductions will seriously reduce our ability to compete both domestically and internationally.

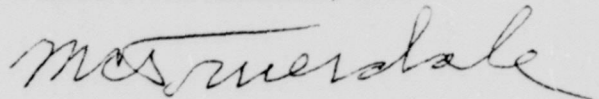
Mr. Vernon Williams
October 19, 1995
Page 2

I understand there is an alternative that will preserve effective competition in this corridor. Tex Mex 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 Tex Mex 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 Tex Mex allowing service to Houston.

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

Yours truly,

WRIGHT MATERIALS, INC.

A handwritten signature in cursive script, appearing to read "M. C. Truesdale".

M. C. Truesdale
President

MCT:jg

STB

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• 32760

10-24-95

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• 60268

SACRAMENTO ADDRESS:
STATE CAPITOL
P.O. BOX 942849
SACRAMENTO, CA 94249-0001
(916) 445-7454
FAX (916) 324-6980
DISTRICT OFFICE:
201 N. "E" STREET, # 102
SAN BERNARDINO, CA 92401
(909) 885-BACA
FAX (909) 888-5959

Assembly California Legislature

JOE BACA
SPEAKER PRO TEMPORE
ASSEMBLYMAN, SIXTY-SECOND DISTRICT

60248
CHAIR
VETERAN'S AFFAIRS
COMMITTEES
EDUCATION
GOVERNMENTAL ORGANIZATION
HIGHER EDUCATION
UTILITIES AND COMMERCE
URBAN EDUCATION QUALITY
DEFENSE CONVERSION
JOINT OVERSIGHT COMMITTEE
ON LOWERING THE COST OF
ELECTRIC SERVICES

October 18, 1995

The Honorable Vernon Williams
Secretary, Interstate Commerce Commission
Twelfth Street and Constitution Avenue, NW, Room 2215
Washington, DC 20423

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

Dear Secretary Williams:

I am writing to convey my strong support of the proposed merger of the Union Pacific and Southern Pacific corporations, and to urge the Interstate Commerce Commission to act favorably on the merger application.

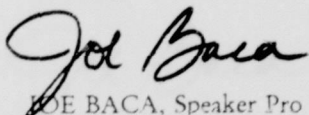
I represent the 62nd Assembly District, which includes San Bernardino, Colton, Rialto and other cities in Southwest San Bernardino County, California. The Union Pacific (UP), Southern Pacific (SP) and Atchison, Topeka & Santa Fe (ATSF) railroads all serve the San Bernardino area. The proposed UP/SP merger will strengthen the combined system, allowing the UP/SP to improve rail service in several vital rail corridors, including those linking Southern California and Chicago, and linking Southern and Central California with the Pacific Northwest.

By improving the speed and reliability of its transcontinental service, the merged UP/SP system should be better positioned to carry perishable fruit and other time-sensitive freight produced in this area to markets in other parts of the country. This is vitally important to the Inland Empire region. Furthermore, rail service provided to food processors and other businesses in the region would be greatly improved.

The UP and SP have announced plans to, once the merger is complete, build a new Inland Empire intermodal facility to handle less-than-truckload trailers and containers for trucking companies and to handle other intermodal business, which will bring much-needed jobs to the area and lessen the number of trucks on our crowded highways.

In conclusion, I urge your prompt approval of the UP/SP merger application as it will provide substantial benefits to both shippers and the public, in Southern California and elsewhere. Please do not hesitate to contact me should you have any questions.

Sincerely,



JOE BACA, Speaker Pro Tempore
Assembly Member, 62nd Assembly District

JB:ag

ENTERED
Office of the Secretary

OCT 24 1995

Part of

Item No. _____

Page Count 1

Oct. # 139

STB

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• 32760

10-24-95

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• 60267

REPLY TO:

☐ CAPITOL OFFICE
ROOM 5066
STATE CAPITOL
SACRAMENTO, CA 95814
(916) 445-2407

DISTRICT OFFICES

☐ 31 E. CHANNEL STREET
ROOM 440
STOCKTON, CA 95202
(209) 948-7930
FAX (209) 948-7993

☐ 1020 N STREET
ROOM 504
SACRAMENTO, CA 95814
(916) 323-4306
FAX (916) 327-8729

SENATE
CALIFORNIA LEGISLATURE



SENATOR
PATRICK JOHNSTON

FIFTH SENATORIAL DISTRICT
SERVING SACRAMENTO AND SAN JOAQUIN COUNTIES

60267

COMMITTEES:
APPROPRIATIONS
CHAIR
CONSTITUTIONAL
AMENDMENTS
INSURANCE
LOCAL GOVERNMENT
NATURAL RESOURCES
& WILDLIFE
TRANSPORTATION



October 4, 1995

ENTERED
Office of the Secretary

OCT 24 1995

Part of

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

Dear Mr. Secretary:

FINANCE DOCKET NO. 32760, UNION PACIFIC CORPORATION, ET AL.,
CONTROL AND MERGER, SOUTHERN PACIFIC RAIL CORP., ET AL.

I support the merger of Union Pacific and Southern Pacific railroads. The merger promises improved competition and efficiency which will benefit both freight and passenger service in California.

The dominant partner in this merger has been Union Pacific. My experience with Union Pacific has been that it has had a cooperative working relationship with local communities which has had a constructive impact on local transportation needs and the economy. Union Pacific has been a responsible member of the community, and an expansion of their operations and good business practices will contribute to a better California.

I recommend the merger with the understanding it will not interfere with negotiations between the San Joaquin Rail Commission and Union Pacific to achieve service from Stockton through Tracy to the Bay Area, and ongoing discussions on

Item No. _____

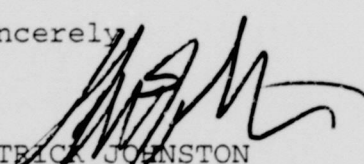
Page Count 2

Oct. 4 1995

Page Two,

retaining the Kentucky House spur line right-of-way for future freight or passenger service from Stockton to Sacramento through Lodi.

Sincerely,



PATRICK JOHNSTON
Senator, 5th District

PJ:po

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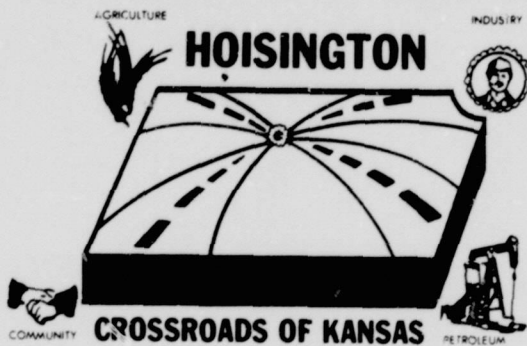
• 32760

10-23-95

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60265



Hoisington Chamber of Commerce

123 North Main Street

Hoisington, Kansas 67544-2594

Telephone 316-653-4311

October 17, 1995

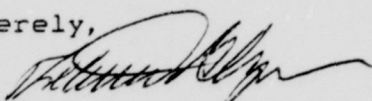
Office of the Secretary
Interstate Commerce Commission
Washington, D.C. 20423-0001

Dear Sir:

I am in receipt of your letter dated 10 October 1995, in regard to my letter of 26 July 1995.

I would like to participate in the proceedings of ICC Finance Docket 32760, and further receive copies of the pleadings being filed in relation to the decision process.

Sincerely,


Robert K. "Bob" Glynn
Executive Vice President



Office of the Secretary

OCT 24 1995

Item No. _____

Page Count 1

Oct. # 136

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60264

Item No. _____

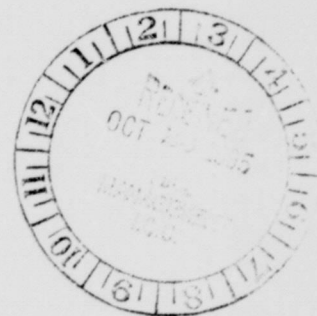
Page Count 1

Oct. # 135



STATE OF WYOMING
OFFICE OF THE GOVERNOR

JIM GERINGER
GOVERNOR



STATE CAPITOL BUILDING
CHEYENNE, WY 82002

October 16, 1995

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

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

Dear Secretary Williams:

Based upon commitments from Union Pacific Railroad Chairman Dick Davidson, I am submitting this letter in conditional support of the proposed merger of Union Pacific and Southern Pacific railroad lines. The proposed merger should benefit the shippers of Wyoming and our economy. It should also strengthen competition in the railroad industry making Wyoming and other Western states' products more available to existing markets and to enhanced North/South markets.

Union Pacific has long been a strong part of the Wyoming economy. I anticipate that the merger of Union Pacific and Southern Pacific may have even greater significance to our state. I am assured that additional traffic could be routed over the Union Pacific main line through Wyoming and that single-line service to new import and export markets is possible. Additional traffic creates the potential for new railroad jobs along the Union Pacific corridor through Southern Wyoming.

I expect to see more vigorous competition between our two major railroads in Wyoming and new opportunities to work with these competing railroads to assure fair and competitive rates for Wyoming shippers especially where direct competition is not yet available. I am particularly pleased with the commitment which Chairman Dick Davidson made to me concerning rates for shipping enhanced coal.

I will continue to demand that our seasonal needs for grain hopper cars and engines be met. I will also continue to collaborate with my neighboring Western Governors to insure that we are all well served by the proposed merger. Any support which the ICC can provide to assure competition in the West would be appreciated.

Based upon Union Pacific's assurances, I would support the proposed merger of Union Pacific and Southern Pacific.

Sincerely,

Jim Geringer

Office of the Secretary

cc: David Fischer
(Union Pacific Railroad Company
1416 Dodge St., Rm. 801
Omaha, NE 68179)

OCT 24 1995

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Item No. 60263
Page Count 2
Oct. # 134

· Chamber of Commerce
· Downtown Development
· Convention and Visitors Bureau

October 18, 1995

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



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

Secretary Williams:

As President of the Longview Partnership, I would like to voice my support for the merger of the Union Pacific and Southern Pacific railroads. The Longview Partnership serves as the chamber of commerce for our community and is comprised of 1,600 member businesses and their representatives.

I believe there are many positive aspects to the merger including faster service, less costly service to many destinations, improved service and more competition. Our business' accessibility to the west coast will be greatly enhanced, and the streamlining of operations should result in improved service to the north, as well.

Further, as an organization looking to increased international trade opportunities, I believe the merger will facilitate local businesses in opening and serving markets in Mexico through the granting of additional operating rights for Burlington Northern and Santa Fe in Texas and Louisiana.

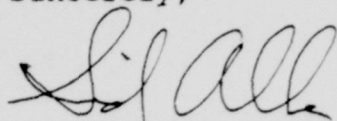
OCT 24 1995

Union Pacific/Southern Pacific
Merger Support
Page 2

I know there are many benefits to the merger in other parts of the country, and, here in east Texas, I believe the merger will serve as a catalyst for growth of our rail market and as a positive step in the expansion of business opportunities.

I appreciate your positive consideration and support of this merger.

Sincerely,

A handwritten signature in cursive script, appearing to read "Sid Allen".

Sid Allen, President
Longview Partnership

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60262

DISTRICT OFFICE:

4502 W. FULLERTON
CHICAGO, ILLINOIS 60639
312/486-9779
FAX: 312/276-2596

CAPITOL OFFICE:

ROOM 2070-L STRATTON BUILDING
SPRINGFIELD, ILLINOIS 62706
217/782-0480

Item No. 60262
Page Count 1
Col # 133



COMMITTEES:

EXECUTIVE - SPOKESPERSON
PUBLIC SAFETY -
APPROPRIATIONS
FINANCIAL INSTITUTIONS
INSURANCE

October 19, 1995

STATE OF ILLINOIS
MIGUEL A. SANTIAGO
STATE REPRESENTATIVE • 3RD DISTRICT



Ms. Linda Morgan
Chairperson
Interstate Commerce Commission
12th Street and Constitution Avenue, NW
Washington, DC 20423

RE: Finance Docket 32760 - Union Pacific/Southern Pacific

Dear Chairperson Morgan,

I am wholeheartedly in support of the Union Pacific and Southern Pacific merger.

My reasons for supporting this acquisition are as follows: Faster transit times, more reliable service, shorter routes, improved equipment supply, new market opportunities and increased competition.

If you have any questions or if I can ever be of assistance, please do not hesitate to contact my office.

Sincerely,

A handwritten signature in cursive script, reading "Miguel A. Santiago".

Miguel A. Santiago
Illinois State Representative
3rd District

cc: Vernon A. Williams, Secretary ICC

David Fischer
Director of Governmental Affairs
Union Pacific Railroad
1416 Dodge St., Rm. 801
Omaha, NE 68179

Office of the Secretary

OCT 24 1995

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CAPITOL OFFICE:
STATE CAPITOL
SACRAMENTO, CA 95814
(916) 445-7827

DISTRICT OFFICE:
221 EAST DAILY DRIVE
SUITE 7
CAMARILLO, CA 93010
(805) 987-5195

Assembly California Legislature

NAO TAKASUGI
ASSEMBLYMAN, THIRTY-SEVENTH DISTRICT

60261

COMMITTEES:
REVENUE & TAXATION
Vice Chairman
APPROPRIATIONS
BANKING AND FINANCE
GOVERNMENTAL
RELATIONS

Item No. _____

Page Count 1

Oct # 132

October 10, 1995



The Honorable Vernon A. Williams
Secretary, Interstate Commerce Commission
Twelfth Street and Constitution Ave., NW
Room 2215
Washington, DC 20423

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

Dear Mr. Williams:

I write to encourage your approval of the merger of Union Pacific and Southern Pacific railroads.

The proposed merger promises to provide increased service to California consumers. Among the benefits offered by this plan for my constituents is greater speed, reliability and frequency of schedules. Because transportation is a major factor in the promotion of our state's economy I know that any improvements will positively affect business as a whole.

Thank you for your time and attention to this important matter.

Sincerely,

NAO TAKASUGI
NAO TAKASUGI

Office of the Secretary

OCT 24 1995

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P-M-L FOREST PRODUCTS, a division of

THE AGNEW COMPANY

P.O. Box 311 • Grants Pass, Oregon • 97526 • (503) 479-7571

Item No. 60260
Page Count 1
Oct. # 131

October 17, 1995



INTERSTATE COMMERCE COMMISSION
Attention: Finance Docket 32760
1201 Constitution Avenue, N.W.
Washington, D.C. 20423

My name is Larry Sullivan and I am General Manager of P-M-L Forest Products which is located in Grants Pass, Oregon. We receive inbound carloads of lumber and various other products and load plywood outbound on the Central Oregon and Pacific Railroad (CORP). All our inbound and outbound product is interchanged with Southern Pacific. Service and car supply is very important to us and our customers.

P-M-L strongly supports the merger application of the Southern Pacific and Union Pacific railroads. P-M-L sees many benefits from the approval of this merger, including a better car supply, shorter routes to the Chicago and East St. Louis gateways, better service schedules and a rail carrier that will be able to compete with the BNSF system. We need a healthy rail carrier to get our products to our customers and this merger will provide that system.

I, Larry Sullivan, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement.

Executed on: OCT. 17, 1995

Larry Sullivan, General Manager
P-M-L FOREST PRODUCTS, a division of
THE AGNEW COMPANY

LS:sls

Office of the Secretary

OCT 24 1995

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STATE OF NEBRASKA

FD 32760

600259

DEPARTMENT OF ROADS

Allan L. Abbott, Director-State Engineer

500 Nebraska Hwy 2

Box 94759

Lincoln NE 68509-4759

Phone (402) 471-4567

FAX (402) 479-4325



October 18, 1995



E. Benjamin Nelson
Governor

The Honorable Vernon A Williams
Secretary
Interstate Commerce Commission
Twelfth St and Constitution Ave NW
Rm 2215
Washington DC 20423



Dear Senator Williams:

As Director of the agency with responsibility for transportation planning, including rail planning, for the State of Nebraska, I wish to formally express my support for the proposed merger of the Union Pacific and Southern Pacific Railroads. Union Pacific has had a major presence in Nebraska since its beginnings, and we look forward to that presence continuing. This merger should strengthen Union Pacific while upgrading the services offered to its shippers in Nebraska. The Union Pacific expansion will allow them to remain competitive with Burlington Northern/Santa Fe.

Nebraska is fortunate to be served by two strong Class I carriers, the Union Pacific and the Burlington Northern/Santa Fe. Nebraska supported the recent merger that formed the Burlington Northern/Santa Fe, in large part because that merger promised to provide improved service and reduced cost, to the benefit of Nebraska shippers.

Since there are no merger-related abandonments planned, I view the proposed Union Pacific/Southern Pacific merger in a similar light. From the viewpoint of transportation planning, I am particularly encouraged by the enhancements to grain car utilization that should result from the link-up of Union Pacific with Southern Pacific. Seasonal demands, back-haul opportunities and single-line service to new grain markets should help alleviate equipment shortages, while also providing new market opportunities for Nebraska commodities. Improving the utilization of grain cars effectively increases the availability of the grain fleet without the need to spend capital. Anything that improves the availability of cars to move grain is a positive development for Nebraska farmers.

I urge your prompt, favorable consideration of the proposed merger between the Union Pacific and Southern Pacific Railroads.

Item No. _____

Page Count 1

Oct. # 130

Sincerely,

Allan L. Abbott
Allan L. Abbott
Director-State Engineer

Office of the Secretary

OCT 24 1995

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Item No. _____

Page Count 2

Oct # 129-D 32760 60255



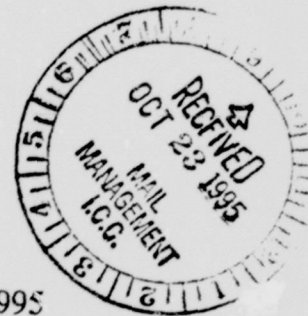
AMERICAN MAIZE

American Maize-Products Company

141 West Jackson Boulevard • Chicago, IL 60604

SUITE 3900
BOARD OF TRADE BUILDING

TELEPHONE
312-939-5000



October 20, 1995

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

OCT 2 1995

Re: Proposed Merger of Union Pacific Railroad And Southern Pacific Lines.

Dear Mr. Williams:

My name is Robert A. Sieffert, and I am Manager of Transportation/Distribution for American Maize-Products Company. I have held this position for the past six years, and I am responsible for directing the transportation activities of this company.

American Maize is in the corn wet-milling business, and we produce corn syrup, starches, and feed ingredients. Our manufacturing facilities are located in Hammond, Indiana, Decatur, Alabama, and Dimmitt, Texas. Our business relies heavily on rail transportation, and expenditures on rail service exceeded \$25 million in 1994.

The proposed merger of Union Pacific and Southern Pacific is troubling because its consummation will leave only two major carriers West of the Mississippi River. I estimate that American Maize spent \$10 million in 1994 on rail transportation in territory covered by the proposed merger. If reduced competition as a result of this merger raised rail rates to American Maize only 5%, then the cost to this company will be \$500,000 annually. We are concerned by the speed and extent of the concentration now taking place in the rail industry.

I am not prepared to state that the proposed merger should never take place. However, the timing of the proposal--just as the ICC is being phased out--is not in the best interests of the public. Further, I sense that the merger parties are working diligently to expedite the approval process in order to take full advantage of the confusion surrounding the

Mr. Vernon A. Williams
October 20, 1995
Page 2

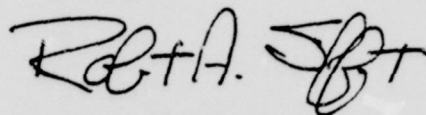
phasing out of the Interstate Commerce Commission.

American Maize requests that federal review and approval of this merger be delayed until the agency succeeding the ICC is determined, and until that agency is properly staffed and prepared to make an unbiased judgement in the best interests of all parties.

I, Robert A. Sieffert, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this statement.

Executed on October 20, 1995.

Sincerely,

A handwritten signature in black ink, appearing to read "R.A. Sieffert". The signature is stylized with a large, looped "S" and a trailing flourish.

Robert A. Sieffert
Manager of Transportation

RAS:ed

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Item No. 60257

Page Count

OCT #128

**LANE PLYWOOD, INC.**

65 N. BERTELSEN ROAD • • EUGENE, OREGON 97402 • • PHONE 503-342-5561

OCT 23 1995

INTERSTATE COMMERCE COMMISSION
ATTN: FINANCE DOCKET 32760
1201 CONSTITUTION AVENUE, N.W.
WASHINGTON, D.C. 20423

Dear Sirs,

Lane Plywood is located in Eugene, Or. on the Southern Pacific but open to reciprocal switching on the BN. We manufacture plywood and ship to various points in the United States with our primary markets in the Northeast and California. Service and a dependable equipment supply is very important to Lane Plywood and our customers. We also need to have competitive rates to reach the various markets where we have our customers.

We strongly support the merger of the Union Pacific and the Southern Pacific as a means to improve service with shorter routes to the Northeast. This merger will provide single line routing to many points in the Pacific Northwest and also help us ship to expanded markets in California. We see their merger resulting in a better utilization of equipment.

Lane Plywood appreciates the Commission's review of our support letter and urge you to approve the merger application of the Union Pacific and the Southern Pacific.

I, Linda Thornhill, declare under penalty that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this verified statement. Executed on 10/16/95.

Sincerely,
Lane Plywood, Inc.

Linda Thornhill
Sales Manager

Office

OCT 24 1995

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10-23-95

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60256

FD 32760 60256

Post Office Box 27
Riddle, Oregon 97469



Office (503) 874-2281
Sales (503) 874-2241
Fax (503) 874-2385

Office of the Secretary

OCT 24 1995

Verified Statement
of
Susan Morgan
on behalf of
C & D Lumber Co.

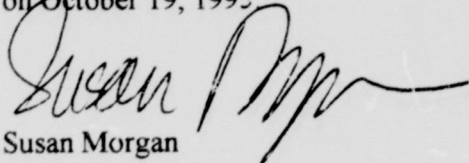


Interstate Commerce Commission
Attn: Finance Pocket 32760
1201 Constitution Ave, NW
Washington D C 20423

My name is Susan Morgan and I am a Salesperson with C & D Lumber Co. which is located in Riddle, OR on the Central Oregon and Pacific Railroad (CORP). We manufacture and sell lumber and lumber products to various destinations in the U.S. We depend on good rail service and competitive rates to keep our lumber selling into the marketplace. The CORP delivers our cars to the Southern Pacific at Eugene, OR. The Southern Pacific's service in recent past has not met our needs and we see the merger of the Southern Pacific and Union Pacific as helping to solve these service issues. This merger will provide us with shorter and more efficient routes to the Chicago, IL gateway. The merger will also allow us a railroad with single line service to points in Washington, Idaho, California and other destinations.

With the approval of the UP/SP merger, C & D Lumber Co. will benefit with an improved car supply. We will also be competitive with the mills located on the BN/SF system. We hope the commission grants approval of the merger and also approves an expedited hearing schedule to get this accomplished.

I, Susan Morgan declare under penalty of perjury that the foregoing is true and correct. Further I certify that I am qualified and authorized to file this verified statement. Executed on October 19, 1995


Susan Morgan

Item No. _____
Page Count 1
Oct. # 127

Depend on Quality

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• 32760

10-23-95

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• 60255

60255

JASPER PLANT:

P.O. Box 2 • Eugene, OR 97440

(503) 747-5025

FAX (503) 741-0938



EUGENE PLANT:

P.O. Box 23003 • Eugene, OR 97402

(503) 342-2067 • TOLL FREE (800) 547-6067

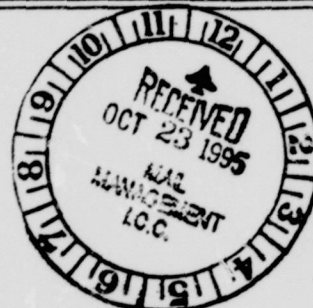
FAX (503) 342-4615

QUALITY WOOD MANUFACTURING

October 16, 1995

Interstate Commerce Commission
Attention: Finance Docket 32760
1201 Constitution Ave, N.W.
Washington, D.C. 20423

32760



My name is Ken Bronson and I am Vice President and General manager of Pacific Rim Manufacturing, located in Jasper, Oregon. We are located on the Southern Pacific rail lines and use this carrier to ship lumber and lumber products to various points in the U.S. Pacific Rim Manufacturing Custom manufactures wood products and distributes throughout the United States. Pacific Rim depends on rail service to ship product to their final destination. Pacific Rim Manufacturing views the merger of the Union Pacific and Southern Pacific as a must for us to remain competitive with our competitors who are served by Northern rail connections that we are not connected with. The benefit to Pacific Rim Manufacturing will be to cut the need to ship product by truck to Portland OR and then through a reload center to access these markets that are not currently serviced by the Southern Pacific Rail Service. We appreciate the Commission ruling favorably on this merger application.

I, Ken Bronson, declare under penalty of perjury that the forgoing statement is true and correct. Further I certify that I am qualified and authorized to file this verified statement, executed on October 16, 1995.

Sincerely,

Ken Bronson

Ken Bronson
Vice President/General Manager
Pacific Rim Manufacturing

Office of the Secretary

OCT 23 1995

Item No. _____

Page Count 1

Est # 126

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• 32760

10-23-95

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• 60254

STATE CAPITOL
P.O. BOX 942849
SACRAMENTO, CA 94249-0001
(916) 445-2931

DISTRICT OFFICE
174 EAST CLINTON WAY, #100
FRESNO, CA 93727
(209) 253-0140

**Assembly
California Legislature**

CHARLES S. POOCHIGIAN
ASSEMBLYMAN, TWENTY-NINTH DISTRICT
Representing Fresno and Tulare Counties

Item No. 60254

Page Count 2
Oct # 125

COMMITTEES
Chairman
ASSEMBLY APPROPRIATIONS

MEMBER
BUDGET
JOINT LEGISLATIVE
BUDGET COMMITTEE
NATURAL RESOURCES
WATER, PARKS & WILDLIFE

Office of the Secretary

OCT 24 1995

October 11, 1995



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

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

Dear Secretary Williams:

It is my understanding that the matter of the merger of the Union Pacific Railroad and the Southern Pacific Railroad will soon come before the Interstate Commerce Commission for approval. The purpose of this letter is to offer my unqualified support.

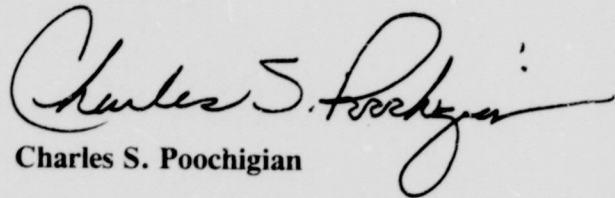
By way of background, I am a strong supporter of our free enterprise system. However, on issues in which big business rivals small enterprise, I generally favor small business - the engine that drives our economy. I am quite mindful of the concerns which the ICC may have in approving large corporate mergers and the potential that some mergers may have in stifling competition, skewing markets and driving up prices. I respectfully submit that this proposed merger does not represent much of such risk but offers the prospect of very significant benefits to manufacturers, shippers and consumers.

I represent two of the biggest agricultural counties in the country (Fresno County has long been ranked first in crop dollars produced in the nation). Of course, agriculture is very competitive, labor-intensive, and profit margins are narrow. It is crucial to the vitality of our farm economy - and thus to our state - that growers and shippers of perishable crops have timely, reliable transportation services at reasonable cost. For that reason, I have spoken with a number of California farm leaders (representing many family farmers and small packers as well as corporate agriculture) to determine the impact of the merger. I am pleased to report a generally favorable - if not enthusiastic - reaction.

I certainly recognize the importance of the review and ultimate decision which the ICC must render. I simply want to give assurances that to many users of rail transportation, the merger is viewed with great hope that there will be substantial benefits to the public and to the economy as a result of anticipated delay reduction, increased reliability, additional rail lines and improved capacity in general.

If I can be of any service or offer any additional information which may be useful in the course of review, I will be pleased to assist.

Sincerely yours,

A handwritten signature in cursive script, reading "Charles S. Poochigian". The signature is fluid and extends to the right with a long, sweeping tail.

Charles S. Poochigian

STB

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32760

10-23-95

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60253

OFFICE OF THE MAYOR - (307) 352-1510
FAX - (307) 352-1516

Item No. _____

Page Count 2

Oct # 124

60253



CITY OF ROCK SPRINGS

212 D STREET • ROCK SPRINGS, WYOMING 82901

October 16, 1995

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



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

Dear Mr. Williams:

This letter is in support of the Union Pacific and Southern Pacific's proposed merger with the approval of the ICC. It is with the City of Rock Springs understanding that the employment situation will improve with this merger.

It is the desire of the City of Rock Springs that this merger will provide dramatic service improvement to shippers, strengthen western rail competition and improve the public interest and economic development benefits such as more employment opportunities.

Enclosed is the general support letter and verification page. Please call if I can be of further assistance. Thank you.

Sincerely,

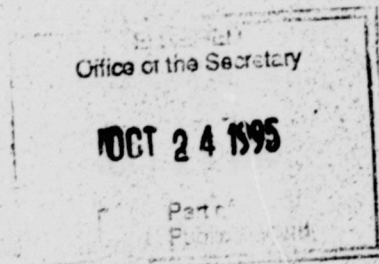
A handwritten signature in cursive script that reads "Paul S. Oblock".

Paul S. Oblock
Mayor

cc: Wiley N. Jones
David Fischer

Enc.

PSO/blc



VERIFICATION

STATE OF Wyoming)
COUNTY OF Sweetwater) ss.

Paul S. Oblock, 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.

Paul S. Oblock

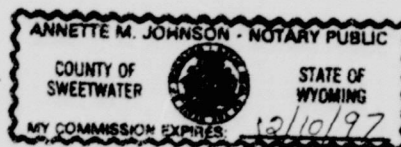
Paul S. Oblock, Mayor

Subscribed and sworn to before me this 16th day of October, 1995.

Annette M. Johnson
Notary Public

My Commission Expires:

12/10/97



STB

FD

• 32760

10-23-95

D

• 60251

ROOM 4032
STATE CAPITOL
SACRAMENTO, CA 95814
(916) 445-6747

373 FIRST STREET
SUITE 100
ALTOS, CA 94022

California State Senate



SENATOR
TOM CAMPBELL

October 18, 1995

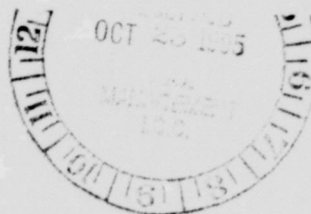
600251
COMMITTEES:
CHAIR
HOUSING & LAND USE
VICE CHAIR
REVENUE & TAXATION
BUDGET & FISCAL
REVIEW
EDUCATION
JUDICIARY

Item No. _____

Page Count 1

Oct. # 122

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



Dear Secretary Williams:

I am writing in support of the proposed merger by Union Pacific (UP) and Southern Pacific (SP) railroads [Finance Docket No. 32760]. The UP/SP merger will improve service for regional customers, and it will enhance competition within the industry.

Cost savings will result from the UP/SP union through reduced overheads, facility consolidations, and use of the best systems of each railroad. These savings will improve efficiency and justify increased investment to expand capacity and improve service, to the benefit of shippers. Shippers will also benefit from shorter shipping routes along major corridors and from extensive new single-line service. Southern Pacific has, by far, the most extensive shipper coverage in California; therefore, a merger with Union Pacific will provide SP shippers the assurance of top-quality service from a financially strong railroad, with resources to continually improve its operations.

A final factor to consider in the UP/SP merger is a strengthening of competition in all markets. Competition between the recently-formed BN/Santa Fe and a merged UP/SP in California transcontinental markets will be stronger than competition between BN/Santa Fe and UP and SP separately. An improved truck-competitive rail service will not only benefit the shipper, but travelers along California and interstate highways will benefit from a reduction in traffic volume.

Thank you for allowing me the opportunity to share my thoughts with you on this matter. I'd be grateful if you could review the Union Pacific/Southern Pacific merger and grant it every appropriate consideration consistent with the Commission's regulations.

Office of the Secretary

Sincerely,

OCT 24 1995

Tom Campbell

OCT 24 1995

TC:dc
trans.

Printed on Recycled Paper

Internet Address: senator.campbell@sen.ca.gov

STB

FD

32760

10-20-95

D

60247



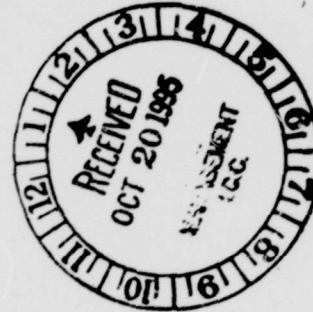
COMMITTEES.
HEALTH
HOUSING & COMMUNITY
DEVELOPMENT

Assembly California Legislature

BOB MARGETT

ASSEMBLYMAN, FIFTY-NINTH DISTRICT

October 6, 1995



the cities of
ARCADIA
DARBURY
REMONT
COVINA
DUARTE
GLEN DORA
LA VERNE
MONROVIA
SAN DIMAS
SIERRA MADRE
And portions of
AZUSA
POMONA
TEMPLE CITY
WEST COVINA

The Honorable Vernon Williams
Secretary, Interstate Commerce Commission
12th Street and Constitution Avenue, Room 2215
Washington, D.C. 20423

RE: Finance Docket #32760

Union Pacific Corp., et al
Control & Merger
Southern Pacific Rail Corp., et al

Dear Secretary Williams:

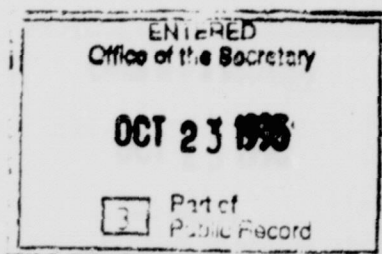
I am writing to urge the Interstate Commerce Commission to approve the proposed merger of the Union Pacific Railroad (UP) with Southern Pacific Railroad (SP).

The merger between the UP and SP will greatly enhance service and strengthen competition in our region. Both intermodal and carload traffic moving between California and locations in the Mid-West and South will benefit. Transcontinental carload shippers such as lumber producers, canners and perishable dealers will see greatly improved service. All will realize greater speed, reliability and frequency of schedules -- as a result of mileage savings, gradient improvements and operating efficiencies.

Secretary Williams, I am sure you are aware SP has had financial and capital constraints. The unifying of these two great carriers will alleviate these constraints while providing California rail customers the assurance of long-term, quality service from a financially strong railroad.

For these and many other reasons, I strongly urge the Commission's approval of the merger.

Kind Regards,



Bob Margett
BOB MARGETT
Assemblyman, 59th District

STB FD 32760 10-20-95 D 60245

60245

CAPITOL OFFICE
State Capitol
Sacramento, CA 95814
(916) 445-8343
FAX (916) 327-2210

DISTRICT OFFICES
11 Cameron Park Drive #214
Cameron Park, CA 95682
(916) 676-5953
FAX (916) 933-5189
33 Broadway
Jackson, CA 95642
(209) 223-5150

California Legislature



DAVID KNOWLES
ASSEMBLYMAN, FOURTH DISTRICT
CHAIRMAN
ASSEMBLY INSURANCE COMMITTEE

COMMITTEES:
INSURANCE
JUDICIARY
REVENUE & TAXATION
BUDGET
PUBLIC EMPLOYEES,
RETIREMENT AND
SOCIAL SECURITY



October 17, 1995

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

Item No. _____

Page Count 1

OCT # 116

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

Dear Secretary Williams:

I am writing to urge your agency's approval to the proposed merger between Union Pacific (UP) and Southern Pacific (SP) Railroad Companies. I believe this merger will provide significant economic benefits not only to the companies involved, but to the State of California and the Western United States as well.

A combined UP/SP Railroad will have the required capital, shipping routes, and people needed to provide quality service at more competitive rates than currently available. The UP/SP R.R. will have the financial resources to afford capital investments needed to build new tracks and implement new technology that neither company on its own would be able to afford, thus driving down operating costs to consumers. UP/SP R.R. will have the increased track capacity that will reduce delays, increase reliability, and provide mileage savings to customers. A more competitive company will provide long-term job stability and growth as routes are constructed and trade from California to other states and countries increases.

Southern Pacific Railroad has indicated that it is not able to competitively compete with a combined Burlington Northern/Santa Fe R.R. It makes sense to combine the UP/SP R.R.'s in order to form another company that will offer direct competition to BN/Santa Fe, resulting in better routes, faster service, and lower prices for the consumers and businesses of California and the West Coast. I respectfully request the approval of the UP/SP merger in light of the aforementioned positive effects that will result.

Sincerely,

DAVID KNOWLES
Assemblyman, 4th District

Office of the Secretary

OCT 20 1995

DK:dj

ALPINE

AMADOR

CALAVERAS

EL DORADO

MONO

PLACER

STB FD • 32760 10-20-95 • D 60243



Item No. 60243
Page Count 1
10/27/95 # 114

Interstate Commerce Commission
1201 Constitution Avenue, N.W.
Washington, D.C. 20423



Attention: Finance Docket 32760

My name is Bob Stribling and I am Willamette Valley Shipping Coordinator for Trus Joist MacMillan in Eugene, Oregon. Our Oregon Plants are located in Eugene, West Stayton and Junction City. The Eugene Plant is on the Southern Pacific but open to reciprocal switch to the BNSF. The West Stayton Plant is on the Willamette Valley Railroad and all the rail traffic is interchanged to SP at Woodburn, Oregon. The Junction City Plant is served by the BNSF. We manufacture Structural Engineered Wood Products. In 1994, we shipped 407 carloads outbound from our three plants and received 694 cars inbound of raw materials.

A financially stable railroad with consistent service is very important to Trus Joist MacMillan. In this regard, we support the merger application of Southern Pacific and Union Pacific railroads. We have been negatively impacted by poor service and lack of equipment in the past several years because Southern Pacific could not meet our needs. The approval of this merger will benefit Trus Joist MacMillan by providing additional equipment from the merged railroads and allowing us to ship our products via shorter single line service to many of our customers located in Washington, Idaho, Utah, Colorado, Nevada and California. We need a financially strong railroad serving our mills and approval of the UP/SP merger will provide us with a healthy Western carrier. We also will benefit with improved transit time because of better utilization of locomotive power. Presently, some of our cars sit in Southern Pacific's yards awaiting power. Again, Trus Joist MacMillan will fully support this merger request.

I, Bob Stribling, declare under penalty of perjury that the foregoing is true and correct. Further I certify that I am qualified and authorized to file this verified statement.

Executed on 10/16/95.

Bob Stribling
Shipping Coordinator
Willamette Valley Office
3950 Cross Street
Eugene, OR 97402
(503) 689-9000

