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Item No. _____

Page Count 2

Dec # 42

RECEIVED
Office of the Secretary

DEC 07 1995

3 Part of

BEFORE THE
INTERSTATE COMMERCE COMMISSION

Finance Docket No. 32760



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

UNION CARBIDE CORPORATION'S NOTICE OF ITS INTENT TO
PARTICIPATE IN THIS PROCEEDING

Pursuant to Decision No. 6, in the above referenced proceeding, Union Carbide Corporation hereby provides its notice to the Interstate Commerce Commission of its intent to participate in this proceeding. Please forward any notices to Union Carbide Corporation's attorneys at the address listed below.

Respectfully submitted,

A handwritten signature in dark ink, appearing to read "Martin W. Bercovici".

Martin W. Bercovici
Douglas J. Behr
Leslie E. Silverman
KEILER AND HECKMAN
1001 G Street, N. W.
Suite 500 West
Washington, D.C. 20001
Tel: (202) 434-4100
Fax: (202) 434-4646
Attorneys for Union Carbide
Corporation

December 4, 1995

CERTIFICATE OF SERVICE

I hereby certify that the foregoing Union Carbide Corporation's Notice of Intent to Participate, was served this 5th day of December, 1995, via first-class mail, postage prepaid, upon:

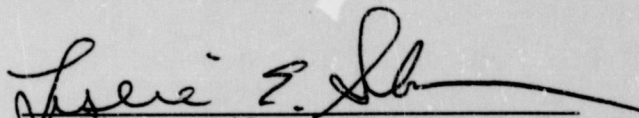
The Honorable Jerome Nelson
Administrative Law Judge
FERC
825 North Capital Street, N.E.
Washington, D.C. 20426

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

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

Joan S. Huggler, Esquire
Michael D. Billied, Esquire
U.S. Department of Justice
Antitrust Division
Transportation, Energy and
Agriculture Section
555 4th Street, N.W.
Room 9104
Washington, D.C. 20001

Secretary Federico Peña
Office of the Secretary S-1
U.S. Department of Transportation
400 7th Street, S.W.
Washington, D.C. 20590


Leslie E. Silverman

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32760

12-7-95

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60554

GENIE CHRENSCHALL

ASSEMBLYWOMAN

District No. 12

COMMITTEES:

Vice Chairman

Natural Resources, Agriculture
and Mining

Member

Office of the Secretary

Judicial

Transportation

DEC 07 1995

3 Part of

Item No. _____

Page Count 2

December 4, 1995

Dec 445

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
Proposed Merger Between the Union Pacific and
Southern Pacific Railroads**

Dear Secretary Williams:

As a member of the Nevada State Assembly Transportation Committee, and as Co-Vice Chairman of the State Assembly Committee on Natural Resources, Agriculture and Mining, I am writing to express my support for the proposed merger of the Union Pacific and the Southern Pacific Railroads

A merger between the Union Pacific and the Southern Pacific would combine the financial strength of the Union Pacific together with the routes of the Southern Pacific.

Southern Pacific Chairman Phil Anschutz has said publicly that the SP cannot survive long with the recent merger of the Burlington Northern and Atchison, Topeka & Santa Fe railroads.

Survival of the Southern Pacific, as part of the Union Pacific, is crucial to the employees and customers of the Southern Pacific. This is important to Nevada since the Southern Pacific has a significant amount of shipper coverage in Nevada, and many of SP's Nevada customers are exclusively served by the SP. Nevada's SP customers have had to cope with service problems and uncertainties as to SP's finances.



60554

DISTRICT OFFICE:

1124 South 15th Street
Las Vegas, Nevada 89104

Office: (702) 384-5992
Fax No.: (702) 474-7401

LEGISLATIVE BUILDING:

401 S. Carson Street
Carson City, Nevada 89710

Office: (702) 687-3608 or 687-5739
Fax No.: (702) 687-5962



Page 2 Letter: Nevada State Assemblywoman Genie 12/4/95
Ohrenschall to The Honorable Vernon Williams

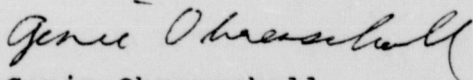
The UP/SP merger will provide SP shippers the assurance of top-quality service with a financially strong railroad that can afford the capital investments necessary to build new capacity, implement new technology, and continually improve its operations. This merger will also yield major cost savings, from reduced overheads, facility consolidations and use of the best systems of each railroad which will improve efficiency and justify increased investment to expand capacity and improve service.

A merger will also provide Nevada businesses with improved rail service. Facilities located on the UP and SP will have single-railroad service to points now located on the other railroad's system. For example, businesses with facilities on the UP in Western Nevada will have single-railroad service to facilities in Northern and Central California. Businesses in Western Nevada would for the first time, have single-railroad service as far North as Seattle and Spokane, Washington.

Finally, this merger should lead to the preservation and strengthening of competition as a result of the agreement of UP/SP to provide BN/Santa Fe with access to various routes and points in Nevada. BN/Santa Fe will receive trackage rights from Denver to the San Francisco Bay Area, with the right to serve Nevada Shippers who currently are served by UP and SP alone. This includes the commonly served points along the UP/SP paired track in Nevada between Winnemucca and Wells and, for intermodal and auto traffic, Reno. Thus, many Nevada shippers will gain a new service option -- access to BN/Santa Fe's extensive route system. These shippers will have stronger rail competition because they will continue to be served by two railroads, because the combined UP/SP and BN/Santa Fe are likely to produce more vigorous competition than UP and SP separately, and because shippers will benefit from the improved service and wide single-line reach of the merged UP/SP.

Thus, I believe that a merger between the Union Pacific and Southern Pacific Railroads will be in the public interest, in the interest of the employees of the two Railroads, and in the interest of railroad customers, and I urge your support for their merger proposal.

Sincerely,



Genie Ohrenschall
Assemblywoman, State of Nevada, Clark No.12

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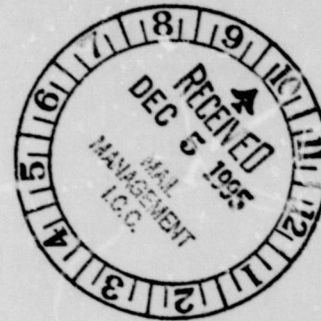
6550
CHARLES H. MONTANGE
ATTORNEY AT LAW
426 NW 162ND STREET
SEATTLE, WASHINGTON 98177
(206) 546-1936
FAX: (206) 543-3739

1 December 1995

Item No. _____

Page Count. 1p

Dec 6 1995



Hon. Vernon Williams
Secretary
Interstate Commerce Commission
12th & Constitution Ave., N.W.
Washington, D.C. 20423

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

Dear Mr. Williams:

Rails to Trails Conservancy (RTC) hereby gives notice of its intent to participate in this proceeding with respect to all merger-related abandonment proceedings, and issues relating to rail abandonments, and to be a party to the proceeding for such purposes.

RTC is a nation-wide non-profit corporation with approximately 60,000 members. RTC is dedicated to the preservation of otherwise-to-be abandoned rail corridors for possible future rail use ("railbanking") and for other compatible public purposes, including interim use as trails. RTC has participated in numerous rail abandonment or abandonment proceedings, and has negotiated the acquisition, or otherwise participated in the acquisition, for interim trail use and railbanking of numerous otherwise-to-be abandoned rail lines, including lines formerly within the Union Pacific and Southern Pacific systems.

By letter dated 15 September 1995 (attached), counsel for Union Pacific (UP) advised the Commission of proposed merger-related abandonments encompassing lines which appear to total in excess of 500 miles. Upon examination of this preliminary information, it would appear that many of these lines are of substantial importance both for railbanking purposes and for other compatible public purposes, such as trail use. RTC wishes at this time to participate fully in each of the merger-related abandonment proceedings, and in all abandonment-related issues, in order to ensure that opportunities for preserving

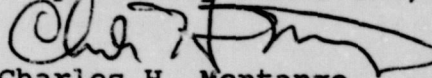
these corridors are fostered and fully developed in the public interest.

RTC requests to be served with all pleadings, including notices, decisions, petitions and applications, in all merger-related abandonment proceedings, and with all pleadings and decisions bearing on merger-related abandonment issues. It is our understanding that certain abandonment applications, petitions and notices were recently filed by the applicant railroad(s), and we also request copies of all such documents from counsel for the railroad(s) as soon as practicable.

RTC also hereby requests to be served with a copy of all procedural orders bearing on the processing of merger-related abandonments, and on the handling of abandonment related issues in the overall merger proceeding.

By my signature below, I certify service of this notice letter by U.S. Mail, postage pre-paid, first class on this date upon Robert T. Opal, Esq., Union Pacific RR, 1416 Dodge St., Omaha, NE 68179, and Gary Laakso, Esq., Southern Pacific Transp. Co., One Market Plaza, San Francisco, CA 94105; Arvid Roach II, Esq., Covington & Burling, 1201 Pennsylvania Ave., N.W., PO Box 7566, Washington, D.C. 20044; and Paul A. Cunningham, Esq., Harkins & Cunningham, 1300 Nineteenth St., NW, Washington, D.C. 20036.

Respectfully submitted,



Charles H. Montange
426 NW 162d St.

Seattle, WA 98177
for Rails to Trails Conservancy

Of counsel:

Andrea Ferster, Esq.
General Counsel
Rails to Trails Conservancy
1400--16th St., N.W., #300
Washington, D.C. 20036

Encl. (Sept. 15, 1995, letter)

Law Department

UNION PACIFIC RAILROAD COMPANY

1416 DODGE STREET
ROOM 630
OMAHA, NEBRASKA 68119-0001
FAX (402) 271-5610



September 15, 1995

VIA AIRBORNE

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

Re: Finance Docket No. 32760, Union Pacific Corp., et al. -- Control &
Merger -- Southern Pacific Rail Corp. et al.; Amendments to Applicants'
System Diagram Map For Merger Related Abandonments

Dear Mr. Williams:

This refers to my letter of August 31, 1995 transmitting Applicants' amended System Diagram Maps to the Commission and to the parties of record in the above proceeding. The amended maps identified all proposed merger-related abandonments and placed them into Category 1.

The instant letter has two purposes; (1) to advise the Commission and the parties of deletions which have been made from the list of abandonments included in the August 31, 1995 letter (and which are, thus, not being placed into Category 1) and (2) to transmit the affidavits of service and publication required by 49 CFR §§ 1152.12 and 1152.13 and revised system Diagram Maps that reflect the post August 31 deletions.

G:\LAW\ADM\RT032760915.LET

I.
**IDENTIFICATION OF LINES
TO BE ABANDONED**

A. DELETIONS

The following lines have been deleted from the lines to be abandoned in connection with the proposed merger:

- Reno Jct. CA - Anderson NV (MP 0.0-12.0) (UP System)
- Taylor - Smithville TX (MP 920.0-969.16) (UP System)
- Welby - Magna UT (MP 5.1-17.9) (SP System)

B. REVISED ABANDONMENT LIST

As a result of the above deletions, the lines being placed in Category 1 in connection with the merger are now as follows:

1. Union Pacific System¹

- Gurden - Camden AR (MP 428.30-457.0)
- Jonesboro - Cherry Valley AR (MP 238.0-267.8)
- Whittier Jct. - Colina Jct CA (MP 0.0-5.18)
- Magnolia Tower - Melrose CA (MP 5.8-10.7)
- Towner - NA Jct. CO (MP 747.0-869.4)
- Barr - Girard IL (MP 51.0-89.4)
- DeCamp - Madison IL (MP 119.2-148.78)
- Herington - Bridgeport KS (MP 451.57-491.20)

¹ Includes Chicago and North Western Railway Company (AB-1), Missouri Pacific Railroad Company (AB-3) and Union Pacific Railroad Company (AB-33).

- Whitewater - Newton KS (MP 476.0-485.0)
- Iowa Jct. - Manchester LA (MP 680.0-688.5)
- Troup - Whitehouse TX (MP 0.50-8.0)
- Little Mountain Jct. - Little Mountain UT (MP 0.0-12.0)

2. **Southern Pacific System²**

- Suman - Bryan TX (MP 117.6-101.4)
- Victoria to Placedo TX (MP 27.8-14.47)
- Seabrook - San Leon TX (MP 30.0-40.5)
- Wendel - Alturas CA (MP 360.1-445.6) *25.5 miles*
- West Memphis - Wheatley AR (MP 10.0-64.0)
- Malta to Leadville CO (MP 271.0-276.1)
- Dotsero - Canon City CO (MP 335.0-162.0)
- Bridgeport - Herington KS (discontinuance of trackage rights over UP System line shown in #1 above)
- NA Jct. to Towner CO (discontinuance of trackage rights over UP System line shown in #1 above)

The accompanying UP and SP System line descriptions contain further information on the above lines, including identification of locations at which active industries will not be affected.

II.

ENCLOSED MATERIALS

The following materials are enclosed with this letter:

² Includes Southern Pacific Transportation Company (AB-12), St. Louis Southwestern Railway Company (AB-39), Denver & Rio Grande Western Railroad Company (AB-8) and SPCSL Corp. (AB-357).

- § 1152.12(d) Affidavit of Jeanna L. Regier (UP System)
- § 1152.12(d) Affidavit of W. G. Claytor III (SP System)
- UP System SDM and accompanying line descriptions of merger-related Category 1 lines. Note that map includes non-merger related Category 1 lines previously on UP System SDM.
- SP System SDM and accompanying line description of merger-related Category 1 lines. Note that maps include non-merger related Category 1 lines previously on SP System SDM.

III.
**EFFECTIVE DATE OF
 SYSTEM DIAGRAM MAPS**

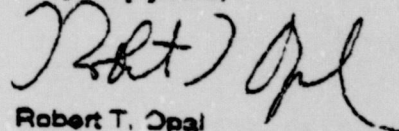
The enclosed §1152 12(d) affidavits complete the SDM filing, service, publication and posting requirements. Accordingly, the effective date of the amended System Diagram Maps enclosed with this letter is **September 18, 1995**.

. . . .

I am including an additional ten (10) copies of this letter and accompanying materials for the Commission files.

Please acknowledge receipt on the enclosed copy of this letter and return it to me in the stamped, addressed envelope provided for the purpose.

Very truly yours,



Robert T. Opal
 General Attorney

cc: All Parties of Record

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One Anchor Plaza
4343 Anchor Plaza Pkwy.
Tampa, FL 33634-7513

November 14, 1995

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

RE: Finance Docker 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/Nueco 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 has 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 agrees to give certain trackage rights to the new Burlington Northern Santa Fe

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One Anchor Plaza
4343 Anchor Plaza Pkwy.
Tampa, FL 33634-7513

Railroad, we do not believe the BNSF, as the only other major rail system remaining in the Western United States, will be an effective competitive replacement for an independent Southern Pacific on this important route.

I understand there is an alternative that will preserve effective competition in this corridor. TexMex has indicated a willingness to operate over trackage rights from Corpus Christi to Houston, Texas (or purchase trackage where possible) and to connect with the Kansas City Southern Railroad and other rail carriers at Houston. Trackage rights operating in such a way as to allow TexMex to be truly competitive are essential to maintain the competition at Laredo that would otherwise be lost in the merger. Thus I urge the Commissioners to correct this loss of competition by conditioning this merger with a grant of tracking 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,

A handwritten signature in dark ink, appearing to read 'David L. Case', is written over the typed name.

David L. Case
Director Transportation Logistics

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Item No. _____

Page Count 1

Dec 4 39

Steel Transport, Inc.

6701 Melton Road
Gary, IN 46403

219/939-3000
312/734-8695

November 30, 1995

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



RE: Finance Docket No. 32760

Dear Mr. Williams:

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

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

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

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

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

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

Truly yours,

Kenneth R. Paulan
Kenneth R. Paulan, President
Steel Transport, Inc.

Office of the Secretary

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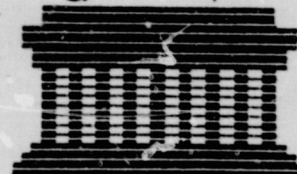
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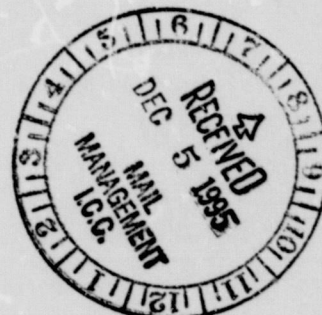
City of Marion

233 West Center Street • Marion, Ohio 43301-1822 • (614) 387-2020
Fax (614) 387-0962

JACK L. KELLOGG
Mayor

DALE R. OSBORN
Safety/Service Director

N. RUTH STANLEY
Human Resources Director



November 28, 1995

ENTERED
Office of the Secretary

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

DEC 05 1995

F.E: Financial Docket 32760

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Dear Secretary Williams:

I, am extremely concerned about the competitive aspect 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 me and the City of Marion.

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 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, I believe an owning railroad is in far better position than and 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.

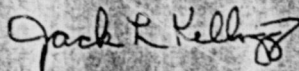
I am extremely concerned about the recent railroad merger trend in the United States. This trend seems to be leading our nation toward a few giant railroads. Clearly, mega-railroads will further limit competition and reduce productivity. few would be unacceptable in handing the press a ready-made controversy through pre-decisional communications.



Page 2
Secretary Williams

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

Sincerely,



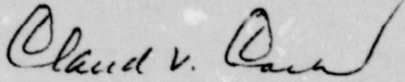
Jack L. Kellogg
Mayor

JLK/js

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

Your cooperation to my request to seriously consider CONRAIL'S
proposal will be greatly appreciated.

Respectfully,

A handwritten signature in cursive script, appearing to read "Claud V. Cash". The signature is written in dark ink and is positioned above the printed name.

Claud V. Cash

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12-5-95

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Item No. _____

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Dec 4 3 7

American Transport, Inc.

5701 B Melton Road
Gary, IN 46403

219/938-0264
312/734-7453

November 30, 1995

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



RE: Finance Docket No. 32760

Dear Mr. Williams:

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

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

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

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

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

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

Truly yours,

Elaine P. Niestrom

Elaine P. Niestrom, Vice President
American Transport, Inc.

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Item No. _____

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Dec # 36



representative

CLAUD V. CASH
13477 HIGHWAY 463 NORTH
TRUMANN, AR 72472
501-886-6663 Business
501-483-6804 Residence
501-886-1921 FAX

DISTRICT 88
Part of Craighead County
Part of Lawrence County
Part of Poinsett County

STATE OF ARKANSAS

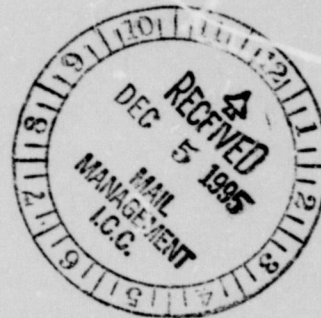
House of Representatives

COMMITTEES

MEMBER
Public Transportation
State Agencies and
Governmental Affairs
Rules
Joint Budget

December 1, 1995

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



RE: FINANCE DOCKET 32760

Dear Secretary Williams:

I have serious problems with the proposal merger between Union Pacific and Southern Pacific railroad companies.

I represent Jonesboro, Ar. which was a part of the old Cotton Belt route and am concerned about the competitive effects on Northeast Arkansas shippers and area businesses. I simply cannot understand how this arrangement can produce effective competition by rail in our part of the state.

I am also very much concerned about the "trackage rights" being discussed. This arrangement simply does not provide for a firm, long time commitment on the parties involved.

I ask that you seriously consider CONRAIL'S proposal as I feel it would provide excellent service for shippers in this part of Arkansas.

CONRAIL'S proposal would give our businesses multi-choice shippers and serve in a competitive nature to ensure the lowest possible expense.

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Office of the Secretary

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Public Record

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Chief Freight Lines, Inc.

800 West 79th Street
Willowbrook, IL 60521
708-654-1020
FAX 708-323-3566

November 29, 1995

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Office of the Secretary

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Record



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

RE: Finance Docket No 32760

Dear Mr. Williams;

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

Our company depends on competition to keep prices down and to spur improvements in products and services. The only two U.S. carriers connecting with the TexMex and the Union Pacific at Laredo and the Southern Pacific at Corpus Christi. For many years these two railroads will eliminate certain trackage rights to the new Burlington Northern Santa Fe Railroad, we do not believe the BNSF, as the only major rail system remaining for an independent Southern Pacific on this important route. We anticipate significant price increases and services deterioration for that portion of rail service needs beyond TexMex.

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

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

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

Item No. _____

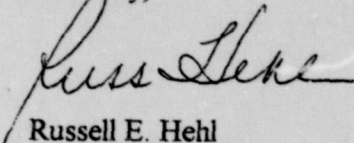
Page Count 2

Dec # 35

Page 2

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

Sincerely,

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

Russell E. Hehl
President

RH/lr

STB

FD

32760

12-5-95

D

60543

DISTRICT OFFICE:

640 MAINE
P.O. BOX 1161
QUINCY, ILLINOIS 62306
217/223-0833

SPRINGFIELD OFFICE:

ROOM 2002 STRATTON BLDG.
SPRINGFIELD, ILLINOIS 62706
217/782-8096



ART TENHOUSE
STATE REPRESENTATIVE • 96TH DISTRICT

60543
COMMITTEES:

PUBLIC SAFETY
& INFRASTR. APPROP.
SPOKESMAN
AGRICULTURE & CONSERVATION
VICE-SPOKESMAN
HEALTH CARE & HUMAN
SERVICES
TRANSPORTATION & MOTOR
VEHICLES
VETERANS' AFFAIRS

ENTERED
Office of the Secretary

DEC 8 5 1995

3 Part of Record

November 30, 1995



FD-32760

Interstate Commerce Commission
12th Street & Constitution Avenue
Washington, DC 20423

Dear Secretary Williams,

Recently, I became aware of a proposal by the Union Pacific to acquire the Southern Pacific Railroad.

As a legislator who represents a number of Illinois shippers and rail communities, I have some concerns about the merger and its effect on competition in Illinois. In short, a merger of the UP and SP gives the UP control of the two major lines running between Chicago and St. Louis. This could impair competitive pricing for local and national freight rail customers, and ultimately affect the transportation of goods along the eastern lines of the SP.

I understand that Conrail has proposed a solution for preserving competition along the SP-East line by offering to purchase the lines from the UP. I also understand the UP has tried to address the competition issue by establishing a partnership with Burlington Northern-Santa Fe.

Communities with strong transportation and freight rail alternatives are attractive to businesses, which in turn fuel local economies. I encourage you to take the time to thoroughly review both the Conrail and UP proposals and make a decision that ensures fair competition and provides the higher level of quality and service for the shippers, customers and communities we represent.

Thank you for your attention.

Sincerely,

Art Tenhouse
Art Tenhouse
State Representative
96th District

AT/pp

cc: David M. Levin, President and CEO
Consolidated Rail Corporation
2001 Market Street, 17N
Philadelphia, PA 19101-1417

Item No. _____

Page Count 1

Dec # 34

STB

FD

32760

12-5-95

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60542

Item No. _____

Page Count 1

Dec # 33



60548

Environmental Services • Transportation • Recovery • Equipment

November 30, 1995

FD 32760



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

Dear Honorable Williams:

Materials Communication Network, Inc. is concerned about the competitive effects on us of the proposed acquisition of AP by UP. While we have reviewed the proposed agreement between UP and BN/Santa Fe which is intended to remedy those effects, we are far from persuaded that it will produce effective competition for traffic into and out of the Southeast.

We have reviewed the possibility that Conrail would acquire some of SP's eastern lines in connection with the merger, especially the lines running from Chicago and St. Louis to Texas and Louisiana. We find this possibility to be appropriate and we think Conrail's proposal helps to assure that we and other rail carriers will have embrace efforts by carriers such as Conrail to enhance the competitive environment effective in addressing our concerns.

Sincerely,

Edward Delia
Vice President, MCN

ED:dt

cc: ICC Commissioners
Drew Lewis, UP
Texas Railroad Commission

ENTERED
Office of the Secretary

DEC 05 1995

3 Part of Record

STB

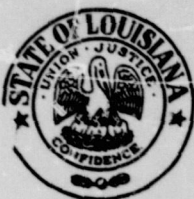
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60541



STATE OF LOUISIANA
DEPARTMENT OF TRANSPORTATION AND DEVELOPMENT
P. O. Box 94245
Baton Rouge, Louisiana 70804-9245



EDWIN W. EDWARDS
GOVERNOR

November 27, 1995

JUDE W. P. PATIN
SECRETARY

ENTERED
Office of the Secretary

DEC 05 1995

Part of
Record

FD - 32760

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

Dear Mr. Williams:

This is to inform you that we have had the opportunity to consider the proposed merger of the Union Pacific and Southern Pacific Railroads and would like to offer our support, in principle, for the merger.

We can see potential benefits to shippers and to the general public from such a merger. It would appear that traffic originating and terminating at our ports could also be advantaged. Single-line rail service from our ports, along the most direct routes to Texas, New Mexico, Arizona, California, Mexico, and the Pacific Northwest, could open up new opportunities for Louisiana. Furthermore, we understand Union Pacific will be addressing competitive concerns, by negotiating arrangements with other carriers, to assure competition improvement in major markets.

If I can be of further assistance, please contact me, (504) 379-1200.

Sincerely,

Jude W. P. Patin
Secretary

Item No. _____
Page Count Dec 130

RECEIVED
OFFICE OF THE
SECRETARY
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SERVICE SECTION

RECEIVED
OFFICE OF THE
SECRETARY
DEC 5 8 59 AM '95
SERVICE SECTION

STB

FD

32760

12-4-95

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Item No. _____

Page Count _____

Dec #26

60535



ROBERT J. BOGGS
Minority Leader
18th Senate District

OHIO SENATE
Senate Building
Columbus, Ohio 43215-4276
614/644-7718
1-800-282-0253

District Office
216/563-3505

Committees:

Rules,
Ranking Minority Member
Reference and Oversight
Highways and Transportation
Capitol Square
Review and Advisory Board
Ohio Rail Development
Commission
Legislative Service Commission
Campaign Finance Reform
Task Force
Education Technology Equity
Commission

November 30, 1995

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

Dear Secretary Williams:

FD-32760



I have recently learned of your agency's upcoming hearings on the possible merger of Union Pacific-Southern Pacific Railroads. As someone who has taken a leadership role in Ohio in the development of a rail system, I wanted you to know how strongly I feel about an alternative that would be far more beneficial to our state while, at the same time, protecting competition in the western and southern states that could be left with a single railroad if the UP-SP merger is approved.

As you know, Conrail is very interested in acquiring the eastern routes of Southern Pacific. Conrail's plan would give Ohio direct rail access to the growing Gulf Coast and Mexican markets. Ohio is the second largest auto manufacturing state in the country as well as a major producer of auto parts, glass, steel, paper, and cellular equipment. Conrail's proposed acquisition would help our industries export numerous products to the South and to the new Mexican markets now available because of NAFTA.

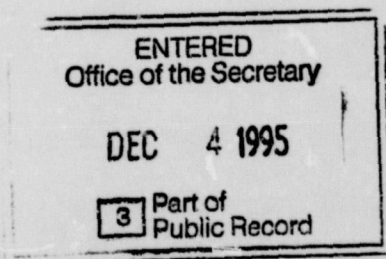
My Senate district is in northeastern Ohio which is a heavily industrialized section of the state. Conrail traverses my district in several locations. The company has a superb reputation for service and is a vital part of our economic well-being. The access to new markets that could be created through the Conrail proposal would be extremely advantageous to our economy.

Please give favorable consideration to the Conrail alternative to the UP-SP merger.

Sincerely,

Robert J. Boggs
ROBERT J. BOGGS
Minority Leader

RJB/gmd



STB

FD

32760

12-4-95

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60533

ILLINOIS HOUSE OF REPRESENTATIVES

VICE-CHAIR:
COUNTIES & TOWNSHIP'S COMMITTEECOMMITTEES:
AGRICULTURE & CONSERVATION
ELEMENTARY & SECONDARY
EDUCATION
TRANSPORTATION

Item No. _____

Page Count 2Dec #24DONALD L. MOFFITT
STATE REPRESENTATIVE • 94TH DISTRICT

November 28, 1995

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

Dear Secretary Williams:

I recently learned of a proposal by the Union Pacific (UP) to acquire the Southern Pacific (SP) railroad.

As a member of the Illinois House who represents several Illinois rail communities and shippers, I have some serious concerns about the merger and its effect on rail competition in Illinois. A merger of the UP and SP gives the UP control of the two major lines running between Chicago and St. Louis. This could stop or reduce competitive pricing for local and national freight rail customers. In short, it would probably have a very negative impact on the economy of my district.

I understand that Conrail has proposed a solution that would preserve competition along the SP-East line by offering to purchase the lines from the UP. I also understand the UP has tried to address the competition issue by establishing a partnership with Burlington Northern-Santa Fe.

As you know, communities with strong transportation and freight rail alternatives are attractive to businesses, which in turn help local economies. I encourage you to take the time to thoroughly review both the Conrail and UP proposals and make a decision that

- ☐ 2025-H STRATTON BUILDING, SPRINGFIELD, IL 62706, 217-782-8032
- ☐ 116 NORTH EAST ST., CAMBRIDGE, IL 61238, 309-937-2855
- ☐ CITY HALL, P. O. BOX 894, MONMOUTH IL 61462, 309-734-5125
- ☒ 5 WEINBERG ARCADE, GALESBURG, IL 61401, 309-343-8000
800-342-8010 FAX 309-343-2683

ENTERED
Office of the Secretary

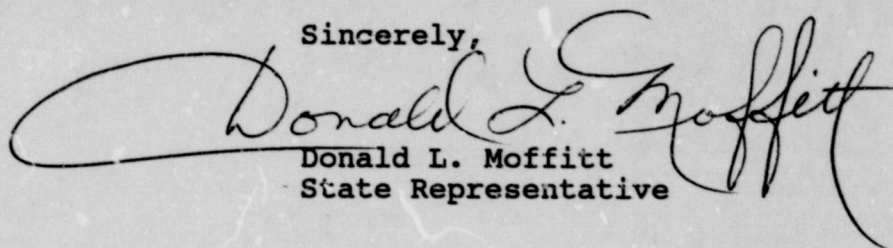
DEC 05 1995

3 Part of Record

ensures fair competition and provides the higher level of quality and service for the shippers, customers and communities I represent.

Thank you for your consideration.

Sincerely,

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

Donald L. Moffitt
State Representative

STB

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ENTERED
Office of the Secretary

DEC 4 1995

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Public Record


ROQUETTE
America, Inc.

Item No. _____

Page Count 3
Dec # 22



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

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

Dear Secretary Williams:

If the Union Pacific/Southern Pacific merger is approved competition in the seven western states will be reduced to two: BNSF and U.P. The reduction of three competitors to two raises serious issues that Roquette America believes must be closely examined during your review of the Union Pacific/Southern Pacific merger. While Roquette America does not oppose the merger at this time, some serious concerns do come to mind that Roquette America hopes the Commission will take seriously as you consider this proposal.

Roquette America is a manufacturer of products from corn with plant locations at Keokuk, Iowa, and Gurnee, Illinois. Roquette America produces corn syrups, starches, ethanol and by-products of corn wet milling, germ, gluten feeds and meal and steep water at the Keokuk facility. At the Gurnee facility Roquette America produces Polyol, Sorbitol, Lycasin and Pahsh.

We employ 500+ at Keokuk and 85 at Gurnee. Roquette America ships in excess of 450,000,000 pounds of product to the west coast annually with approximately 380,000,000 pounds going to California via rail tank cars. As you can see, Roquette America is extremely dependent on rail transportation.

Since the merger of the Burlington Northern/Santa Fe has been approved, it was done so without consideration of the competitive impact of the pending Union Pacific/Southern Pacific merger. The Commission should consider what impact the approval of both of these mega-mergers will have on manufacturers and the ultimate

GURNEE PLANT

1550 NORTHWESTERN AVENUE, GURNEE, IL 60031-2392
TEL (708) 249-5950 FAX (708) 578-1027

CORPORATE HEADQUARTERS

1417 EXCHANGE STREET, P.O. BOX 6647, KEOKUK, IA 52632-6647
TEL/FAX (319) 524-5757

KEOKUK PLANT

1003 S. FIFTH STREET, P.O. BOX 6647, KEOKUK, IA 52632-6647
TEL/FAX (319) 524-5757

Mr. Vernon A. Williams
November 27, 1995

-2-

consumer who depends on healthy competition among rail carriers, especially in California and the other six western states where corridors will be reduced from three to two.

While the Union Pacific has announced it's agreements to grant trackage rights to the Burlington Northern/Santa Fe in order to eliminate what the Union Pacific acknowledges are competitive problems, Roquette America believes the Commission has an obligation to closely examine the proposed settlement agreement to determine if it resolves all competitive problems. For example: Roquette America would hope the Commission would determine that the closed receiving locations in the seven western states served by the Union Pacific/Southern Pacific and Burlington Northern/Santa Fe do not provide a monopoly in order to eliminate healthy competition to provide services at a competitive price to both Roquette America and the ultimate consumer.

If open access is not granted then there will not be a competitive environment for those manufacturers that are heavily dependent on rail transportation to market their products in the seven western states and California in particular.

The Union Pacific/Southern Pacific serves the majority of locations in California. Many of these locations are closed to reciprocal switching.

As a result, shippers are forced to either utilize the services of the railroad serving these locations, or to withdraw from the market as a result of cost. Even as the merger proceedings are progressing the Southern Pacific is attempting to close Vernon Warehouse Company, Vernon, California, to open access. The Commission has, in it's wisdom, suspended and investigated this action under Docket No. 9277 (Suspension Case No. 71671) decided October 3, 1995. Unless open access is granted then shippers are not being afforded a competitive alternative.

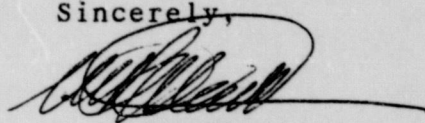
A healthy, competitive rail transportation system is critical to ensure that manufacturers get their products into the market that allows a truly competitive environment.

Mr. Vernon A. Williams
November 27, 1995

-3-

Roquette America hopes you will consider this concern in your decision. Trackage rights alone will not allow the only two railroads serving California to compete without open access.

Sincerely,



W. R. Mudd
Director - Logistics

WRM:awp

CC: J. R. Davis, Chairman & CEO, Southern Pacific
R. Burns, President & CEO, Union Pacific
R. Krebs, President, Burlington Northern/Santa Fe
E. Emmett, President, National Industrial Transportation
League
K. Brenner, Vice President, Corn Refiners Association
J. Estes, Executive Director, Coalition for Competitive Rail
Transportation
Jeff Rendall, Regional Manager, Coalition for Competitive Rail
Transportation

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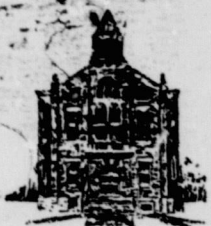
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60530

CITY OF AMHERST, OHIO

206 SOUTH MAIN STREET 44001-2195
PHONE (216) 988-4380

60530



JOHN C. JAWORSKI
MAYOR

JOSEPH KOHART
SAFETY/SERVICE DIRECTOR

Item No. _____

Page Count 2

Dec # 21

November 27, 1995



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

ENTERED
Office of the Secretary

DEC 05 1995

RE: **Finance Docket 32760**

☒ Part of
Record

Dear Secretary Williams:

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

Conrail has been and continues to be a good corporate resident of Amherst 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.

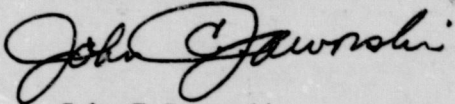
Page 2

The Honorable Vernon A. Williams, Secretary
Interstate Commerce Commission

For these reasons, the City of Amherst 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.

Respectfully,



John C. Jaworski
Mayor
City of Amherst

cc: Mr. David M. LeVan, President & CEO
Consolidated Rail Corporation
2001 Market Street - 17th Floor
Philadelphia, PA 19101-1409

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Item No. _____

Page Count 1

Dec # 20

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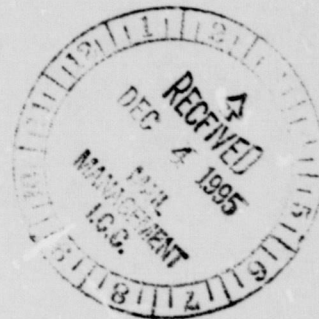


**LONG BEACH AREA
CHAMBER OF COMMERCE**

One World Trade Center • Suite 350 • Long Beach, CA 90831-0350

Telephone: (310) 436-1251 • Fax: (310) 436-7099

November 28, 1995



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

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

Dear Secretary Williams:

As the Chair of the Long Beach Area Chamber of Commerce, and on behalf of our 1,500 members, I urge your support of the Union Pacific/Southern Pacific (UP/SP) merger. We firmly believe that this merger will stabilize the competitive balance of the rail transportation system while improving service and quality.

As the home of the largest container port in the United States, accessibility and cost of transportation services represent an integral element of the Long Beach economy. The UP/SP merger will benefit both of these interests by ensuring, through shared routes, that both UP/SP and Burlington Northern/Santa Fe will compete in all markets. In addition, UP/SP will provide service and price competition that neither UP or SP could provide separately. The bolstering of SP's finances also eliminates service problems that have plagued its customers in the past.

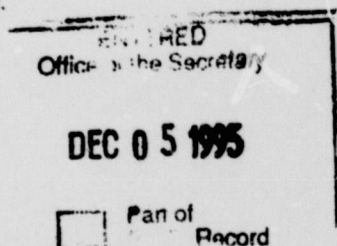
The merger would also bring a single carrier rail service to the truck dominated corridor between Seattle/Tacoma and southern California for the first time. The UP/SP line would compete with trucks on this route and an agreement with BN/Santa Fe could mean a second rail system in this corridor. The increased competition between carriers, both road and rail, will mean lower costs and increased delivery options for shippers.

Given America's position as the leader in the worldwide movement toward a truly global economy, we must provide a transportation system that can accommodate tremendous growth. Because resources for such improvements are scarce, we must seize every opportunity to stimulate market-based solutions. The proposed UP/SP merger presents an excellent opportunity to make significant transportation improvements at no public cost.

Thank you for your consideration of this important issue.

Sincerely,

Dave Dedinsky
Chair of the Board



STB

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32760

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60528

Item NO. _____

Page Count 1

Dec #19



60528

Representative

SCOTT FERGUSON
200 SOUTH RHODES, SUITE B
WEST MEMPHIS, AR 72301
501-735-5555 Business
501-735-7098 Residence
501-735-5660 FAX

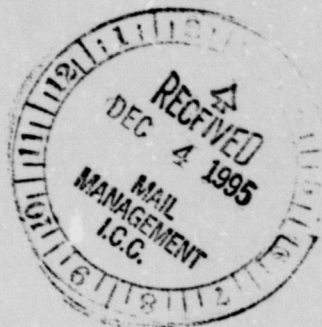
STATE OF ARKANSAS

House of Representatives

Enclaved
Office of the Secretary

DEC 05 1995

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COMMITTEES
Public Health, Welfare
and Labor
Aging and Legislative
Affairs

DISTRICT 96
Part of Crittenden County

December 1, 1995

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

FD-32760

Dear Secretary Williams:

The proposed acquisition of Southern Pacific Corp. by Union Pacific Corp. gravely concerns me. Union Pacific acknowledges that the merger would cost nearly 3,400 jobs and the transfer of an additional 2,132 jobs. In the state of Arkansas approximately 90 jobs would be lost at the car repair shop in Pine Bluff. Thirty-four positions are expected to be cut in the Little Rock area after 2 years.

Competition will be decreased by this proposed merger. I believe that this acquisition will have a significant detrimental effect on the citizens in the Arkansas Delta and throughout the State.

Conrail, Inc. and Illinois Central Corp. have both expressed an interest in buying the Southern Pacific's eastern lines. Both of these companies would have a commitment to keeping jobs in Arkansas and to keep a competitive balance in the rail service to our region. I am extremely concerned that the recent merger trend may lead to only a few giant railroads serving the nation's businesses. These large mega-railroads will only limit competition and reduce productivity.

Please consider the Conrail proposal which will ensure competitive rail service in our area.

Sincerely,

Scott Ferguson
State Representative, District 96

SF:li

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stromberg allen and company

3333 w. 47th st. / chicago, il 60632 / 312-847-7131 / fax 312-847-6673

Item No. _____

November 29, 1995

Page Count 2

Doc # 16



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

RE: Finance Docket No. 32760

Dear Mr. Williams:

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

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

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

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

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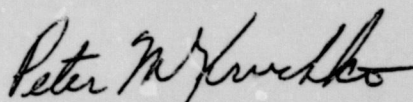
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Mr. Vernon Williams
Interstate Commerce Commission
November 29, 1995
Page 2 of 2

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

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

Sincerely yours,

A handwritten signature in dark ink, appearing to read "Peter M. Kruchko". The signature is fluid and cursive, with the first name "Peter" and last name "Kruchko" being clearly legible.

Peter M. Kruchko
Executive Vice President

PMK/dk

STB

FD

32760

12-4-95

D 60524

TRANSPORT SERVICE COMPANY
908 N. ELM STREET, SUITE 101
HINSDALE, ILLINOIS 60521-3625

JOHN V. CROWE
CHAIRMAN

November 29, 1995

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

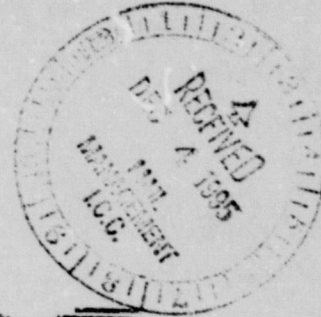
Re: Finance Docket No. 32760

Dear Mr. Williams:

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

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

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



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Office of the Secretary

DEC 05 1995

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Dec #15

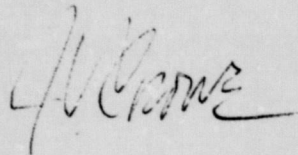
Mr. Vernon Williams
Interstate Commerce Commission
November 29, 1995
Page Two

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

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

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

Very truly yours,



John V. Crowe

JVC:dnv

STB

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Item No. _____

60510

Kiowa County Public Library

Page Count. 1

Dec. # 1

1305 Goff --- Box 757
EADS, COLORADO 81036
719-438-5581

Office of the Secretary

October 30, 1995

DEC 01 1995

3 Part of

The Honorable Vernon Williams
Interstate Commerce Commission
12th and Constitution Aves. NW
Washington, D.C. 20'23



RE: ICC Finance Docket No. 32760

Dear Mr. Williams:

Kiowa County Public Library District Board of Trustees would like to voice concern over the notice of intent to abandon rail service filed by the Union Pacific and Southern Pacific Railroads. Kiowa County Public Library is the only public library in this rural Colorado county. Tax revenue is the sole support of the library district. Tax revenue generated by the railroad is substantial and its loss will cause dramatic economic consequences county-wide.

It is ironic that the establishment of the railroad is what enabled rural America to thrive and its abandonment may be our demise. What urban America seems to forget is that rural America provides its sustenance. Beef, pork, lamb, and poultry are raised in rural America. Grains for bread, cereal, stock feed, beer, etc. are raised in rural America. People need to live in rural America to provide products for urban America. If the rural communities are not protected, who will provide for the rest of the country? Rural America not only provides goods for urban areas, it also provides a morality and common sense that is missing in urban areas. Youth gangs, race riots, street crime are not products of rural America. We find more and more that we are providing a refuge for those fleeing from intolerable conditions in urban areas.

Please don't become another contributor to the economic woes of rural America and Kiowa County in particular. Please deny or condition the application to abandon rail service by the Union Pacific and Southern Pacific Railroads.

Respectfully,

Ann M. Harkness

Ann Harkness, Chairman
Kiowa County Public Library District

cc: U.S. Sen. Hank Brown; U.S. Rep. Wayne Allard

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"People Serving
People"

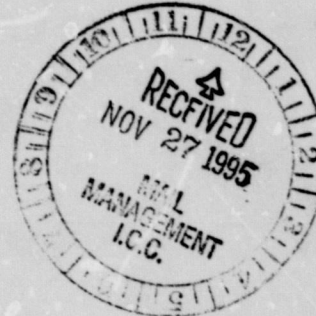
November 17, 1995

Item No. 60493

Page Count 1

CITY OF RIVERSIDE Nov #183

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



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

Dear Secretary Williams:

As Mayor of the City of Riverside, I am writing to express my support of the Union Pacific/Southern Pacific merger. I hope that you will give this proposal a favorable evaluation as it will better serve consumers and increase the competitiveness of the businesses involved.

Along with the additional and improved shipping services that this merger will provide, it is anticipated that an Inland Empire facility will be constructed. This is not only of great value to the Inland area, but to all of Southern California as the east/west shipping corridors will be vastly improved. Of course the Inland Empire welcomes the additional services and job opportunities.

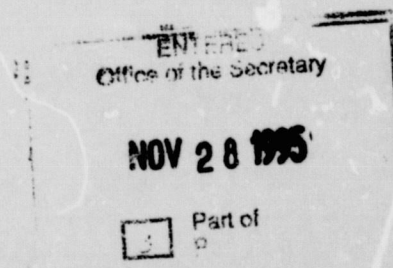
On a larger scale, the merger will increase the competitive nature of the rail system in Southern California. By combining and concentrating their resources, UP and SP will be better able to challenge their competitors and, as such, raise the level of services provided by both railroads. Many areas of Southern California that currently are served by only one railroad will see the benefits of this competition as their service improves greatly.

It is important to Southern California, the Inland Empire, and the City of Riverside that the proposed merger between Union Pacific and Southern Pacific be seriously considered and approved. Thank you for your time and consideration.

Sincerely,

Ronald O. Loveridge
Ronald O. Loveridge
Mayor

ROL/kc



OFFICE OF THE MAYOR

3900 MAIN STREET • RIVERSIDE, CALIFORNIA 92522 • (909) 782-5551

STB

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11-27-95

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60498

Item No. _____

Page Count 1

NOV 2 1995

600498

of Representatives



3672 Springdale Road
Cincinnati, Ohio 45251
District Office: (513) 385-1234
Columbus Office: (614) 466-9092
35th House District
Hamilton County

LOUIS W. BLESSING, JR.
STATE REPRESENTATIVE

November 24, 1995

COMMITTEES:

Public Utilities
Chairman
Commerce and Labor
Health, Retirement and Aging
Family Services
Children and Youth Subcommittee

Vernon A. Williams, Secretary,
Interstate Commerce Commission
12 Street - Constitution Avenue
Washington, DC 20423

FD-32760

Dear Mr. Secretary:

As chairman of the House Public Utilities Committee, I have attempted to promote economic development through proper, and sometimes less, regulation. We are dealing with deregulation of the telecommunications industry. We are also looking at new ways to regulate or deregulate suppliers of natural gas and electricity, so that those suppliers can enhance Ohio's economic growth.

As you know, Ohio only regulates railroads in the area of safety. However, there is an issue pending before the ICC that will have a significant impact on Ohio. Several articles have been written regarding the wisdom or lack thereof regarding the intention of the Union Pacific Railroad to acquire lines owned by Southern Pacific. My read is that such an acquisition may well result in a monopoly-like situation for a number of states, particularly Texas.

Conrail apparently desires to own part of Southern Pacific. I strongly support that because such ownership would contribute to Ohio's economic well being. Ohio has been given a marvelous opportunity to do business with Mexico and Canada due to NAFTA. Conrail's alternative to the UP/SP merger would provide direct access to both markets, and would give Ohio manufacturers a distinct shipping advantage, particularly to Mexico.

Ohio is a heavy manufacturing state. Automobile manufacturing contributes greatly to Ohio's employment statistics. Our economy is linked to ebbs and flows of the automobile business. The Conrail plan would be just what the doctor ordered for our auto vehicle and parts suppliers.

For these reasons, I urge the ICC to consider the Conrail plan as a viable alternative to the proposed Union Pacific/Southern Pacific merger.

Sincerely,

A handwritten signature in cursive script that reads "Louis W. Blessing, Jr.".

Louis W. Blessing, Jr.

RECEIVED
Office of the Secretary

NOV 28 1995

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11-24-95

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CCI

Colorado Counties, Inc.

1177 Grant Street

Denver, Colorado 80203

(303) 861-4076 • Fax (303) 861-2818

Item No. _____

Page Count 2

Nov # 168



November 17, 1995

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

NOV 24 1995

RE: FINANCE DOCKET #32760

Dear Mr. Williams:

The Colorado Counties, Inc. Transportation Committee wish to express its strong opposition to the abandonment of the rail lines within Colorado's counties. The problems resulting in abandonment of rail lines is compounded due to a disregard for the preservation of rights-of-ways should an abandonment occur.

Rail lines are a vital economic link to counties, often serving the area agriculture businesses to transport locally grown wheat and other produced grains. The impact of abandoning rail lines in many counties is devastating because of the heavy reliance upon the rails for shipment of grains to market. To take away rail service adds substantial costs in trucking to area farmers and elevators. Additionally, added truck traffic directly impacts area roads and highways which are already in critical condition with no foreseeable funding for local highway repairs or construction.

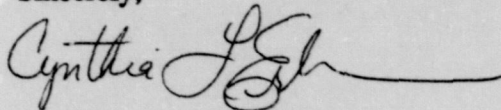
Area towns and communities are established along many rail lines. The abandonment affects local businesses and job market and concentrates the tax burden on the remaining farms and ranches. The reduction of the tax base leads to the deterioration of county services. This has the potential to endanger the elderly population as well as families with children because health services and schools depend on property taxes.



To continue to approve merger and merger related acquisitions without addressing the rights-of-way issues associated with abandonment ensures communities within our state will suffer. CCI urges the Interstate Commerce Commission to take up the issue of rights-of-way preservation.

Thank you for your consideration.

Sincerely,



Cynthia Erker
Morgan County Commissioner
CCI Transportation Committee Chair

cc: U.S. Senator Hank Brown

STATE OF COLORADO)

) ss.
County of)

Colorado Counties, Inc. Transportation Committee deposed and says that they have personal knowledge of the matters contained in the foregoing statement, knows the contents thereof, and that the same are true and correct as stated.

/s/

Subscribed and affirmed before me this 16th day of Nov. 1995; in the county of Morgan, State of Colorado.

SEAL

Valerie L. Guccione
Notary Public
My commission Expires: 11-23-96

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11-24-95

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City of Kendallville

234 S. Main Street
Kendallville, IN 46755-1795



Item No. _____

Page Count 2

NOV 17

November 17, 1995

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

NOV 24 1995

RE: Finance Docket 32760

Dear Secretary Williams:

The City of Kendallville has carefully evaluated the proposed Union Pacific/Southern Pacific merger, and its effects on this community and the State of Indiana. 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 Kendallville is not persuaded that the proposed agreement between the Union Pacific and the Burlington Northern/Santa Fe will satisfy our concerns over competition.

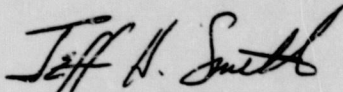
Conrail, Inc. has approached the City of Kendallville with its proposal for acquiring some of the Southern Pacific Eastern lines from Chicago and St. Louis to Texas and Louisiana. This proposal has great benefit for those midwest cities and states eager to encourage economic growth through the North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

Conrail has been and continues to be a good corporate resident of Kendallville 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 Kendallville 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 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,



Jeff H. Smith
Mayor, City of Kendallville

JHS/bjb

cc: Mr. David M. LeVan, President & CEO
Consolidated Rail Corporation
2001 Market Street - 17th Floor
Philadelphia, PA 19101-1409

STB FD

32760

11-24-95

J

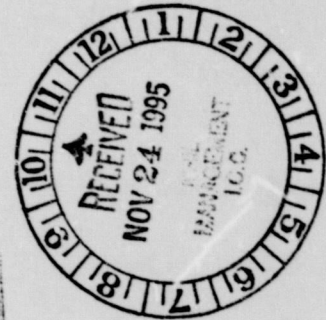
60483

**IDAHO TIMBER CORP**

5401 Kendall Street
P.O. Box 67
Boise, Idaho 83707
(208) 377-3000

November 20, 1995

Item No. _____

Page Count 2Nov # 172

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

NOV 24 1995

4
Public Record

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

Dear Mr. Williams:

I have been in the transportation industry for 25 years and currently hold the position of Transportation Manager at Idaho Timber Corporation, a company I have been with for 16 years.

Idaho Timber Corporation is a manufacturer and distributor of building materials supplying wood products to the manufactured housing industry, retail lumber centers, home centers and other major users of wood products. The Company's major products are lumber, cedar fencing, trusses, laminates, treated lumber, hardwoods, specialty boards and lumber-related products. These products ship from our ten (10) remanufacturing facilities and from various mills to all states in the contiguous U.S. IDAHO Timber Corporation spends approximately \$18-20,000,000 in freight per year.

Idaho Timber Corporation expects to become a major user of rail service for transportation between the United States and Mexico. Idaho Timber has a strong interest in competitive rail transportation between the United States and Mexico. The Laredo/Nueva Laredo gateway is the primary route for shipments today 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.

Idaho Timber depends on competition to keep prices down and to spur improvements in products and services. For many years, Union Pacific & Southern Pacific have been competitors for traffic via Laredo, resulting in substantial cost savings for shippers and a number of service innovations. Tex-Mex has been Southern Pacific's partner in reaching Laredo in competition with Union Pacific, as Southern Pacific does not reach Laredo directly.



PAGE 2

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

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 (or purchase trackage where possible) to connect with other rail carriers to provide efficient, competitive routes. 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 via efficient routes between Corpus Christi and these connecting railroads. Economical access to international trade routes should not be jeopardized when the future prosperity of both countries depends so strongly on international trade.

Yours truly,

Idaho Timber Corporation

Ann Knapton
Transportation Manager

CC: The Texas Mexican Railway Company

STB

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32760

11-22-95

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60478

Item No. _____

Page Count _____

Nov 160

FD 32760

60478



City of Mentor

Council-manager
government since 1963

8500 Civic Center Boulevard
Mentor, Ohio 44060-2499
216-255-1100

November 20, 1995

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



Dear Secretary Williams:

I am concerned that the proposed Union Pacific-Southern Pacific railroad merger is not in the public interest in Northeast Ohio. We would be far better served if the UP-SP's eastern routes were, as part of the proposed merger, sold to Conrail, not leased to another western railroad.

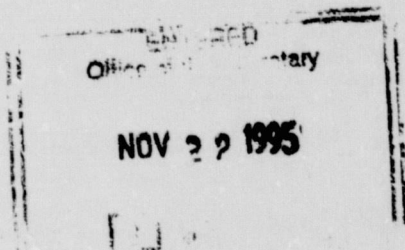
My reasoning is straightforward. First, our industrial companies, particularly in the booming polymers sector, need direct service to raw materials and markets in the Gulf "chemical coast" region and to Mexico. Second, we believe that an owner-carrier, such as Conrail, would have greater incentive to improve markets along the route. Third, by keeping Conrail strong, we ensure a variety of service options and strong price competition among the major railroads in our region, namely CSX, Norfolk & Southern, and Conrail.

For those reasons I would oppose the proposed merger unless it includes the Conrail purchase of the eastern lines of the old Southern Pacific. Only with the Conrail acquisition will north-east Ohio economies be maximally served.

Thank you for your consideration.

Sincerely,

James F. Struna
JAMES F. STRUNA
Mayor, City of Mentor, Ohio



the city of choice!

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11-22-95

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60477

Item No. _____

Page Count 1

Nov 162



FABRICON
INTERNATIONAL, INC.

FD-30760

60477

P.O. Box 20157
Beaumont, Texas 77720-0157
(409) 842-5320
Fax (409) 842-0132

November 17, 1995



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

Honorable Mr. Williams:

I am writing to express my concerns on the proposed merger of the Union Pacific Corporation and the Southern Union Rail Corporation. The Union Pacific/Santa Fe merger will reduce the access to available rail links. This will reduce the access of short line operators to their markets and, consequently, the Class I rail companies will increase their shipping rates due to the reduction in competition.

The only assurance the people of Texas have that shipping rates will remain competitive is if the short-line rail industry is allowed to have equal access to markets throughout Texas.

It is my view that this merger will not benefit that access. Therefore, I oppose the merger of Union Pacific Corporation and the Southern Union Rail Corporation. I acknowledge that in some ways the merger could be beneficial to many Texas shippers but I'm most concerned about the negative impact on the 40 short lines currently operating.

Thanks for your consideration.

Sincerely,

Lonnie Arrington
President

LA:ma

cc: Mark Stiles
Robert Junell

ENTERED
Office of the Secretary

NOV 22 1995

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11-22-95

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60476

OFFICE OF THE MAYOR
City Hall
17 Harding Avenue
Terre Haute, Indiana 47807
812-232-9467

P. Pete Chalos, Mayor

Item No. _____

Page Count 2

Nov 159

ENTERED
Office of the Secretary

NOV 22 1995

[3] Part of



November 16, 1995

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

RE: Finance Docket 32760

Dear Secretary Williams:

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

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

city of terre haute

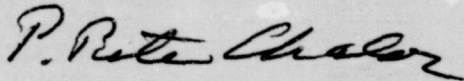
RE: Finance Docket 32760

Another reason I favor Conrail's proposal is that it would provide efficient service for rail customers in our area for movement of goods and raw materials to and from the Texas Gulf. Conrail's proposed one-line service to these markets would be the fastest and most direct and would involve the fewest car handlings for Terre Haute rail customers. Conrail's direct service to these markets should also add another plus for west-central Indiana when it comes to our economic development efforts.

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

For all of the reasons above, the City of Terre Haute actively opposes the UP-SP merger unless it is conditioned upon acceptance of Conrail's proposal.

Sincerely,

A handwritten signature in cursive script, appearing to read "P. Pete Chalos".

P. Pete Chalos, Mayor
City of Terre Haute

STB FD 32760

11-22-95

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60475



GENERAL
ASSEMBLY

STATE OF ILLINOIS

CAPITOL OFFICE:
M103-F STATE CAPITOL
SPRINGFIELD, IL 62706
(217) 782-5509
Administrative Assistant
Ms. Bunny Fourez

DISTRICT OFFICES:
112 EAST MARKET STREET
ST. LOUIS, IL 62822
(815) 724-9444
Secretary
Miss Elizabeth Burgess

CITY HALL, ROOM 104
POST OFFICE BOX 682
METROPOLIS, IL 62960
(618) 524-7800
Secretary
Mrs. Ethel Dufour

Item No. _____

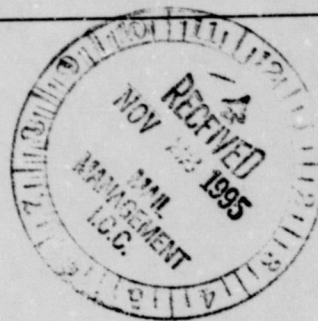
Page Count 1
Nov. 163

JIM REA

STATE SENATOR
59th DISTRICT

60475

November 17, 1995



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

FO-32760

Dear Secretary Williams:

I contact you with concerns regarding the proposed merger of Southern Pacific Lines and the Union Pacific Railroad, and the effects the merger will have on rail traffic in the midwest. Although I am familiar with the remedy agreement that has been proposed between Union Pacific and Burlington Northern-Santa Fe, I am not yet convinced that it will have the affect that is intended.

In reviewing the various proposals, I believe Conrail's proposal to be more reasonable, and believe that it would be more effective in addressing the many concerns of the merger. It also appears that it would be the most efficient proposal for rail customers in our area, and would leave the railroads in a better position for economic development.

As more railroads lean towards merging, we are moving towards giant railroad companies, and limited competition. Due to the reasons above, I am opposed to the Union Pacific-Southern Pacific merger unless Conrail's proposal is accepted to protect the rail traffic in the midwestern and southern regions of the country.

I hope that the proposals, as well as the effects they will have on the competitive aspects of area businesses, will be carefully considered before any are accepted.

Sincerely,

JIM REA
State Senator
59th District

JFR/kr

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Office of the Secretary

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Item No. _____

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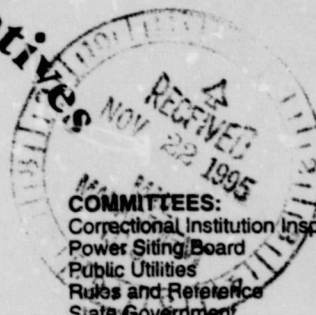
Page Count 1

Nov 158

Ohio House of Representatives



SAM BATEMAN
MEMBER



COMMITTEES:
Correctional Institution Inspection, Chairman
Power Siting Board
Public Utilities
Rules and Reference
State Government
Transportation and Public Safety, Chairman

P.O. Box 214
35 McCormick Trail
Milford, OH 45150
Home: 513-831-7090
District Office: 513-831-4151
Columbus Office: 614-466-8134
FAX: 614-644-9494
71st House District
Clermont County (part)

November 16, 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 Chairman of the Ohio House of Representatives' Transportation & Public Safety Committee. My committee has a strong interest in the transportation infrastructure of our state.

For this reason, I am writing you to let you know of my support for the Conrail initiative to acquire a portion of the Southern Pacific Railroad. Conrail is an important contributor to our state's economy and will become even more so should it be successful in extending its lines into the Southwest, particularly to benefit from the NAFTA agreements. As you know, Ohio continues to be a major automobile manufacturing state and a rail line connecting Ohio to Mexico would have great economic value to Ohio.

I understand that the Commission will be looking at Union Pacific's merger with Southern Pacific and that you will make a judgment on that based on whether the merger is in the best interest of the country. While not being familiar with all aspects of that merger and the other agreements involved, I do think the Conrail proposal makes good sense and would be good for our state.

Thank you for your consideration.

Sincerely,

Sam Bateman

Sam Bateman
State Representative
71st House District

ENTERED
Office of the Secretary

NOV 22 1995

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11-22-95

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Item No. _____

Page Count 4

Nov #164



Edward J. Krajca
Director
Logistics Procurement and Supply

November 15, 1995

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



Subject: Finance Docket 32760 - Union Pacific Corporation Control & Merger -
Southern Pacific Corporation

Dear Mr. Secretary:

My name is Edward J. Krajca. I am Director, Logistics of Chrysler Corporation, having served in this capacity since January 1, 1995. As such, I am responsible for the worldwide movement of parts and materials used in the process of building Chrysler, Dodge, Plymouth and Eagle cars as well as Jeep and Dodge trucks. I am also responsible for the delivery of these finished vehicles and aftermarket service parts to Chrysler dealers. I am authorized to make the following statement on behalf of Chrysler Corporation to express its views regarding the proposed acquisition of the Southern Pacific Railroad (SP) by the Union Pacific Corporation (UP).

Chrysler believes that significant advantages will accrue to the shipping public if true, first class rail competition could be provided over the trackage operated by the Southern Pacific. Over the past several years, Chrysler and other rail shippers have not been able to fully utilize the physical assets of the SP for several reasons, mostly related to their lack of financial ability to fund resources to run a truly competitive railroad.

The Union Pacific's proposal could be one way of providing those resources. They have a proven record of maintaining track and equipment well and operating trains consistently. We are concerned, however, about diminished competition to and from Mexico that could result from this acquisition. If approved and implemented, there would effectively be one railroad with direct access to the National Railway of Mexico. We do not believe that this is in the best interest of Chrysler or the shipping public.

Today, the Union Pacific is the primary U. S. carrier of Chrysler commodities to and from Mexico. The services that have been developed are good, in part, because competition has existed. The SP has handled smaller volumes of Chrysler Mexico shipments through the El Paso gateway. It could be argued that proposed trackage rights that the UP has negotiated with the Burlington Northern Santa Fe (BNSF) will maintain the current competitive market. We disagree. Renters don't have the same rights as owners. There are too many issues that could get in the way of effective BNSF Mexican operations with trackage rights. What are the costs of operating over trackage rights? What about schedules? If there is a conflict, how is it resolved? What about yards to handle trains? Any of these potential issues could easily tip the competitive balance to the owner rather than the renter.

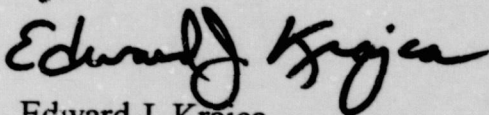
Chrysler believes that the proposal made by Conrail is a better alternative for maintaining competition to and from Mexico. That proposal, which would have Conrail owning SP tracks from Chicago south and New Orleans west to Mexico gateway points (the SP East), could provide the necessary resources to operate this portion of SP trackage in a truly competitive fashion. With this proposal, all of the issues related to trackage rights operations would be eliminated.

It could be argued that the delicate balance of East-West railroads would be destroyed if Conrail purchased the SP East. It could also be argued that a CR-SP East combination would lead to reduced competition in the Northeast-Mexico corridor since the combined railroad would be the only one to offer single line service in this market. We believe that these two issues are relatively minor versus the lack of competitive connections to and from the vastly growing Mexican market. The privatization of the Mexican Railroad should also be a factor in deciding on the U.S. connection. It will do little competitive good if Mexico ends up with two rail systems - one in the West and one in the East - if they connect to a monopoly at the U. S. Border.

Finance Docket 32760 - Union Pacific Corporation Control & Merger -
Southern Pacific Corporation
November 15, 1995
Page 3

While Chrysler believes that the purchase of the SP by the UP makes good sense as far as the western part of the SP is concerned, we do not believe that the same condition applies with respect to Mexican connections. We urge the Interstate Commerce Commission to approve the UP purchase of those lines currently in the western part of the SP. However, lines from Chicago and New Orleans to Mexican gateways should be sold to Conrail.

Sincerely,

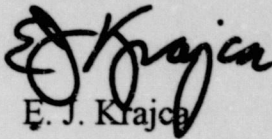
A handwritten signature in dark ink, appearing to read "Edward J. Krajca". The signature is fluid and cursive, with the first name "Edward" and last name "Krajca" clearly distinguishable.

Edward J. Krajca
Director, Logistics

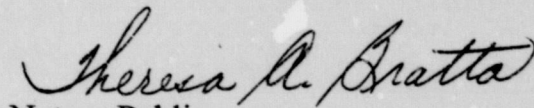
VERIFICATION

State of Michigan
County of Oakland

E. J. Krajca, being first duly sworn, disposes and says that he has read the foregoing statement and knows the facts asserted therein are true as stated.


E. J. Krajca

Subscribed and sworn to me this 17th day of November, 1995


Notary Public

THERESA A. BRATTA
Notary Public, Oakland County, Mich.
My Commission Expires March 9, 1996

My commission expires : _____

STB

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32760

11-22-95

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60472

Item No. _____

Page Count 2

Nov. #166

60472

Nov #166.



State of Indiana

Senator Thomas K. Weatherwax
3012 Woodland Drive
Logansport, Indiana 46947
Residence (219) 753-3060
Senate (317) 232-9400

Office _____

NOV 22 1995

3

Senate

Committees:
Finance

Local Government Financing Subcommittee, Chair
Transportation & Interstate Cooperation, Chair
Agriculture & Small Business
Commerce & Consumer Affairs

November 15, 1995

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

RE: Finance Docket 32760

Dear Secretary Williams:

As a user of major portions of railroads, The Anderson, Inc., and as Chairman of Transportation and Interstate Cooperation, 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 me and our agriculture community. I am living in a business world that does not have enough competitive options available any longer in our country.

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 rights. I believe that trackage rights provide only limited benefits and limited guarantees which can be easily lost if railroads disagree over whose traffic has priority and who is in charge of operations of the line. Further, I believe an owning railroad is in a far better position than a renter to encourage economic development activities on its lines.

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

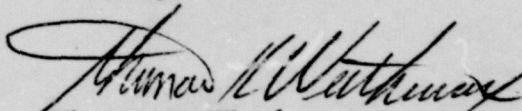


ties into the entire Indiana business community.

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

For all of the above reasons, I, as chairman of Transportation Committee, and a user of railroads everyday in my business, am actively opposing the UP-SP merger at the ICC unless it is conditioned upon acceptance of Conrail's proposal, and gives us in the Eastern United States, an option, called competitive rail rates.

Sincerely,



Thomas K. Weatherwax
State Senator

TKW/sks

c: David M. Levan, President & CEO, Conrail
Nelson Becker
Mike Rogers
Representative Dean Mock

STB

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32760

11-21-95

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60469



Item No. _____

Page Count _____

Nov 155

**Federal Land Bank Association
of Lamar**

201 South 5th, P.O. Box 1154
Lamar, Colorado 81052
719/336-9056

November 13, 1995

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

Re: ICC Finance Docket Number 32760

Dear Mr. Williams:

I am an agricultural producer who resides on a farm in Kiowa County, Colorado. I am also the President of the Federal Land Bank Association of Lamar, which serves Kiowa County. The Union Pacific Railroad Company has filed a notice of intent to file an application to merge with the Southern Pacific Transportation Company and the Missouri Pacific Railroad Company. Part of the merger consideration will be to abandon approximately 122 miles of track that goes through Kiowa and Crowley Counties.

I am opposed to the merger and abandonment for the following reasons:

- Loss of the railroad line would result in a loss of approximately 20% of Kiowa County's tax revenue. These are tax dollars that help keep our county running, as this money goes to maintenance of roads, salaries for county employees, and revenue for both of the public schools in our district. You can understand how replacement of these tax dollars would be very difficult for us.

- Kiowa County is almost totally dependent on agriculture. One of the largest businesses in the county is the Coop in Eads, which serves many producers in the area. It is my understanding the Coop ships over 80% of its grain by rail. This closure would have a very serious impact on this business. They would be forced to ship grain by truck, which is expensive and would increase traffic on our highways that are already in much need of repair, and very little tax dollars are allocated to our highway and road systems.

- The railroad could be a key to economic development in the future for Kiowa County. Many businesses that might consider this area would definitely look at transportation as an important factor.

- The abandonment could be a plan to eliminate competition.

I would hope that before a decision is made, consideration would be given to the people and businesses of Kiowa and Crowley Counties. Please give consideration to this important issue. Thank you for your time.

Sincerely,

Michael C. Lening
MICHAEL C. LENING
President

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Office of the Secretary

NOV 22 1995



Part of the Farm Credit System

3 Part of



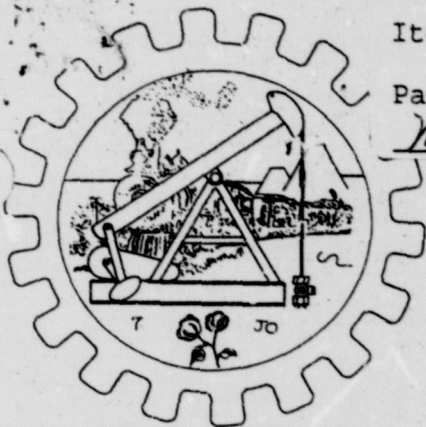
STB FD

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11-21-95

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60468



Item No. _____

Page Count 3

Nov 154

60468

The City of Big Spring

310 Nolan • Big Spring, Texas 79720-2657

November 7, 1995

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

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Office of the Secretary

NOV 22 1995

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Dear Mr. Williams:

The Big Spring City Council wishes to express our strong support for the proposed merger of the Union Pacific and Southern Pacific railroads, now before the Interstate Commerce Commission in Finance Docket 32760, Union Pacific Corporation, et al. -- Control and Merger -- Southern Pacific Rail Corporation, et al.

We believe the Union Pacific-Southern Pacific merger will produce important benefits for the citizens and businesses of Big Spring. The merger should provide faster and more cost effective rail service, improved service to many destinations, and stronger rail competition in Texas.

Our shoppers will benefit from significant service improvements resulting from this merger. In particular, shippers served by Union Pacific will have access to new single-line service across Southern Pacific's Southern Corridor to California. This new single-line route will give them highly efficient service to California, gateways to Western Mexico, and markets in Arizona and New Mexico. Moreover, Union Pacific and Southern Pacific have announced plans to upgrade the lines between Fort Worth and southern California. Shippers should be able to realize mileage savings and service improvements. The public should benefit from less highway congestion due to a reduction in truck traffic.

Our shippers will also gain new single-line service to other locations served by the

Southern Pacific, including points in Louisiana, Arkansas, Colorado, Utah, and Oregon. Receivers will also benefit from more efficient movement of products consumed in West Texas.

Traffic moving north to Memphis, St. Louis, and Chicago and for connections to the Northeast, should also enjoy improved service, due to the ability to coordinate terminals, use alternative routes, and build run-through trains that can avoid terminal delay. In addition, we understand that Union Pacific-Southern Pacific plans to add new service between Fort Worth and Denver following the merger.

Shippers should also benefit from better equipment supply after the merger. The merged Union Pacific-Southern Pacific will be able to reposition equipment more efficiently, thus offering greater equipment availability to shippers. In addition, yard consolidation will create new storage-in-transit opportunities.

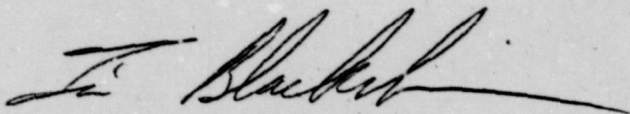
The merger should also be good for employment and economic development in the West Texas area. The improvements described above should lead to an increase in traffic and greater employment opportunities for rail workers. We expect that the improved service will also help to stimulate service growth in the area.

The Union Pacific-Southern Pacific merger should also strengthen rail competition in the region. Currently, the only efficient way to move goods from West Texas to California is along Burlington Northern-Santa Fe's Southern Corridor route. Southern Pacific's competing route has been plagued by capacity constraints and service problems. The merger between Union Pacific and Southern Pacific would create a railroad that could offer strong competition to Burlington Northern-Santa Fe along this important route. Competition should also increase for traffic moving to the east and south as a result of new operation rights Burlington Northern-Santa Fe will receive in East Texas and Louisiana and access it will receive to certain Mexican gateways.

More generally, the recent merger of the Burlington Northern and Santa Fe railroads created a large and efficient route system, with unmatched assets. Other railroads are not large enough to provide real competition to the Burlington Northern-Santa Fe. However, Union Pacific and Southern Pacific together would be large enough and efficient enough to provide effective competition. The Union Pacific-Southern Pacific merger is needed to maintain and strengthen competition and to give our Union Pacific-served shippers the ability to compete successfully with businesses served by the Burlington Northern-Santa Fe.

In conclusion, we believe that the merger will improve rail service in West Texas and that it will strengthen rail competition, all to the benefit of Big Spring, the surrounding area, and its businesses. We strongly support the merger.

Respectfully,

A handwritten signature in black ink, appearing to read "Tim Blackshear", with a long horizontal flourish extending to the right.

Tim Blackshear, Mayor

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Item No. _____

Page Count 1

NOV 15

November 14, 1995

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



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

Dear Secretary Williams,

As Executive Director of the Greater Reno-Sparks Chamber of Commerce speaking on behalf of the Board of Directors and their 2300 members, I am writing to express our conditional support for the proposed merger of the Southern Pacific and Union Pacific railroads.

Although we are confident the merger will provide Nevada shippers with improved equipment supply from the combined fleets and freed up capacity, we have concerns as to the length of trains on the SP rails that bifurcate our primary, economic center. Currently SP operates on a 20mph, five minute delay at at-grade crossings format. The City of Reno's primary north/south arteries are at-grade crossings. Will this merger result in the doubling of the length of those trains that will double the five-minute delay? Will this merger require an increase in the 20 mph speed through our city? These are truly health and safety concerns that should be addressed.

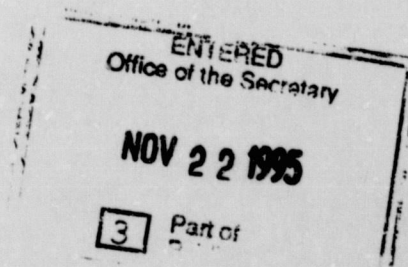
To address this health and safety concern we would ask if a combined SP-UP railroad would commit to funding their allocated share of an overpass at Evans Avenue that would link the city's main fire station and police headquarter to the northern sphere of the city?

To address an economic concern, would the combined SP-UP railroad commit to expanding the stack-train service to the City of Reno. Currently Reno is at an economic disadvantage with its competitor cities of Sacramento, Las Vegas and Los Angeles due to their lower rate stack service.

If you have any questions concerning our position, please contact me at (702)686-3046.

Sincerely,

Harry York
Executive Director



STB

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32760

11-20-95

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60464

Item No. _____

Page Count 1

12/131



CITY OF DALLAS



60464

DONNA D. HALSTEAD
Councilmember

November 15, 1995

COMMITTEES

Transportation, Chair
Arts and Education
Legislative
Public Safety
Neighborhood Redevelopment
Railtran Policy, Chair
Dallas Regional Mobility Coalition, Vice Chair

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

Re: Finance Docket 32760

Dear Secretary Williams:

It has come to my attention, that an application is pending before you which seeks approval of the acquisition of the Southern Pacific Railroad by Union Pacific. I am very concerned that the merger of these two railroads will create a situation which is economically disadvantageous to the citizens and economy in the state of Texas.

I am particularly concerned about an agreement between Union Pacific and Burlington Northern Santa Fe which would grant trackage rights on north/south corridors in the state of Texas to Burlington Northern. This does not constitute effective competition on the corridors and in fact creates a situation in which the Union Pacific would, for all practical purposes, have a monopoly in this area. I am further concerned about the domination of the entry points with Mexico by the Union Pacific. Such domination has the potential to negate much of what was accomplished with the passage of NAFTA.

I urge you to look carefully at the situation in Texas which would be created by this merger and would hope that the ICC would recommend that one of the north/south corridors be made available to either Conrail or Kansas City Southern Railway so that we can make certain that stiff competition between rail freight carriers continues to exist through the state of Texas.

Sincerely,

Donna Halstead

Donna Halstead
City Councilmember

NOV 21 1995

3 Part of
Public Record

"The Only Reason We Are Here is To Serve The Citizens Of Dallas"

STB FD

32760

11-20-95

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60463

Cereal City
Development Corporation

2 West Michigan Avenue
Suite 208
Battle Creek, Michigan 49017

Telephone 616 / 968-1515
Fax 616 / 968-4623

60463

FD 32760



Item No. _____

Page Count 1
Nov # 132

October 17, 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 Cereal City Development Corporation has carefully evaluated the proposed Union Pacific Southern Pacific merger, and its effects on this community and the State of Michigan. While there may be benefits to the consolidation between these two railroads, it is important from an economic development standpoint that other options and proposals be weighed and considered before any merger approval is given by the Interstate Commerce Commission (ICC). Further, the Cereal City Development Corporation 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 Cereal City Development Corporation with its proposal for acquiring some of the Southern Pacific Eastern lines from Chicago and St. Louis to Texas and Louisiana. This proposal has great benefit for those midwest cities and states eager to encourage economic growth through the North American Free Trade Agreement (NAFTA).

Conrail has been and continues to be a good corporate resident of Battle Creek 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.

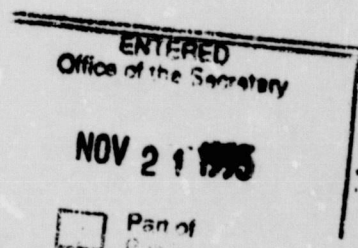
For these reasons, the Cereal City Development Corporation strongly supports Conrail's purchase of the Southern Pacific Eastern lines. Without the Conrail proposal being a part of the ICC's approval, the Union Pacific/Southern Pacific merger should not be consummated. Conrail's ownership of the Southern 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,

Jack Howell
Cereal City Development Corporation

cc: Mr. David M. Levan, President & CEO
Consolidated Rail Corporation
2001 Market Street - 17th Floor
Philadelphia, PA 19101-1409



STB

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32760

11-20-95

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60462

Item No. _____

Page Count 2

Nov 133

Representative

PAT PAPPAS

2901 WILLOW

PINE BLUFF, AR 71603

501-536-1447 Business

501-536-4198 Residence



STATE OF ARKANSAS

House of Representatives



COMMITTEES
Education
City, County and
Local Affairs

DISTRICT 71

Part of Jefferson County

November 17, 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 effects on area businesses of the proposed acquisition of the Southern Pacific (SP) Railroad by the Union Pacific (UP). While I am familiar with the proposed agreement between UP and the Burlington Northern-Santa Fe (BNSF) which is intended to remedy those effects, I am not persuaded that this arrangement will produce effective competition for area rail traffic.

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

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

ENTERED
Office of the Secretary

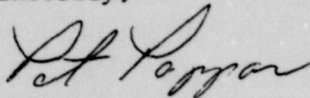
NOV 21 1995

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

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

Sincerely,



Pat Pappas
State Representative, District 71
2901 Willow
Pine Bluff, AR 71603

PP:jqh

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

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11-20-95

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Item No. 60458

Page Count 2

Nov. 137

CITY OF SMITHERS

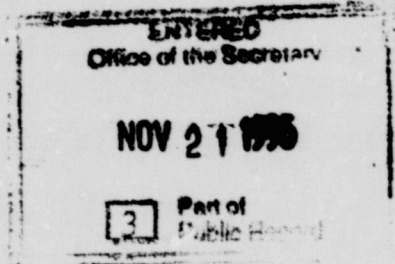
175 Michigan Avenue • P.O. Box 489 • Smithers, WV 25186
(304) 442-5282

Eddie Long, Mayor
Grace Ann Nutter, Recorder

"Watch The Growth"

November 15, 1995

City Council
Gregory B. Wagner, President
Ben White
Robert Thomas
Ruth Ann Cavalier
Richard Martin



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 Smithers 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 to the Mid-South region of the United States. This is of concern to the City of Smithers, and the State of West Virginia.

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 rights. 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.

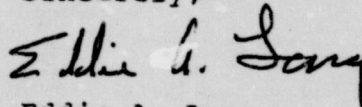
The Honorable Vernon A. Williams
November 15, 1995
Page 2

Another reason the City of Smithers 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 the reasons above, the City of Smithers, is actively opposing the UP-SP merger at the ICC unless it is conditioned upon acceptance of Conrail's proposal.

Sincerely,



Eddie A. Long
Mayor

EAL/df

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Office of the Secretary

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Item No. _____

Page Count 2

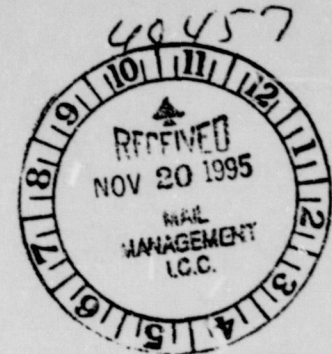
Nov 138

The City of Kenton, Ohio

111 West Franklin Street, P.O. Box 220

Kenton, Ohio 43326

Phone (410) 674-4850



November 15, 1995

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

RE: Finance Docket 32760

Dear Secretary Williams:

* The City of Kenton 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 community.

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 rights. 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 City of Kenton 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.

The City of Kenton, Ohio
111 West Franklin Street, P.O. Box 220
Kenton, Ohio 43326
Phone (419) 674-4850

Secretary Williams
November 15, 1995
Page Two

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

Sincerely,

Byron J. Pfeiffer

Byron J. Pfeiffer
Service Director
City of Kenton

BJP:bk

c.c. David M. Levan
President & Chief Executive Officer
Conrail

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CITY OF MISHAWAKA

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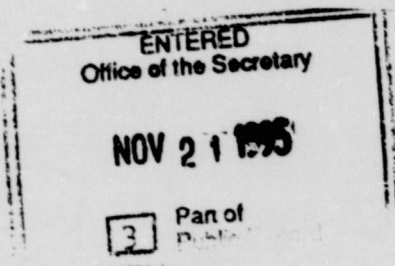
Item No. _____

OFFICE OF THE MAYOR

Page Count 2

NOV 139

ROBERT C. BEUTTER, MAYOR



November 17, 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 Mishawaka has carefully evaluated the proposed Union Pacific/Southern Pacific merger and its potential effect on our community and the State of Indiana. While there may be benefits to the consolidation of these two railroads, it is important from an economic development standpoint that other options and proposals be weighed and considered before any merger approval is given by the Interstate Commerce Commission (ICC).

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

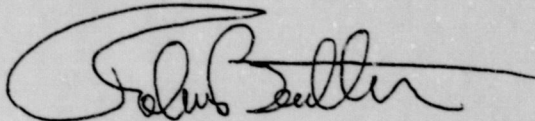
The proposed acquisition by Conrail should enhance economic expansion opportunities to businesses and industries in our community. In addition, with direct shipments of midwest-made products to new markets in Mexico, the mid-south and Gulf Coast regions, areas currently not easily accessed by midwest shippers, will be opened.

For these reasons, the City of Mishawaka urges the ICC to carefully review Conrail's proposed purchase of the Southern Pacific Eastern Lines before approving any merger, lease arrangement or other transaction affecting many states and hundreds of communities such as Mishawaka. Which option will make the best business sense and insure the greatest corporate responsibility?

Which option will provide the maximum number of economic development opportunities and the best service for our national rail system, midwestern United States and healthy, growing communities such as Mishawaka, Indiana?

Thank you for the opportunity to comment on this proposal.

Sincerely,

A handwritten signature in dark ink, appearing to read "Robert C. Beutter", with a large, sweeping initial "R" and a horizontal line extending across the signature.

Robert C. Beutter

RCB/njw

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

STB

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32760

11-20-95

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60454

Item No. _____

Page Count 2

NOV 14

60454

BOB GIBSON & ASSOCIATES

Real Estate Appraisers & Consultants

420 West Jefferson

P. O. Box 3071

Jonesboro, Arkansas 72401

Bob L. Gibson, CG0247

Fred D. Jaynes, CG0496

Dennis L. Jaynes, CG0607

Telephone (501) 932-5206

Facsimile (501) 932-5206

November 16, 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 effects on area businesses of the proposed acquisition of the Southern Pacific (SP) Railroad by the Union Pacific (UP). While I am familiar with the proposed agreement between UP and the Burlington Northern-Santa Fe (BNSF) which is intended to remedy those effects, I am not persuaded that this arrangement will produce effective competition for area rail traffic.

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

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



ENTERED
Office of the Secretary

NOV 21 1995

☐ Part of
Public Record

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

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

Sincerely,

A handwritten signature in dark ink, appearing to read 'Bob Gibson', with a long horizontal line extending to the right.

Bob Gibson

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

STB FD

32760

11-20-95

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Representative
JIMMIE DON MCKISSACK
3418 HIGHWAY 65 SOUTH
PINE BLUFF, ARKANSAS 71601

STATE OF ARKANSAS

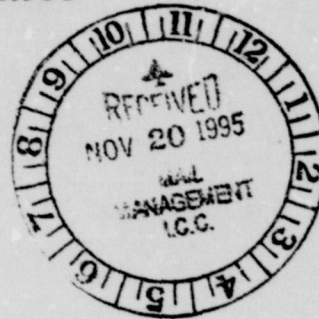
House of Representatives

COMMITTEES

Education
City, County and Local Affairs
Rules
Joint Performance Review

DISTRICT 75
Part of Calhoun County
Part of Cleveland County
Part of Dallas County
Part of Jefferson County
Part of Ouachita County

Item No. _____

Page Count 2Nov 142

November 15, 1995

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

ENTERED
Office of the Secretary

NOV 21 1995

3 Part of
Public

RE: Finance Docket 32760

Dear Secretary Williams:

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

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



Representative

JIMMIE DON MCKISSACK

3418 HIGHWAY 65 SOUTH

PINE BLUFF AR 71501

501-535-1524 Business

501-536-2077 Residence

STATE OF ARKANSAS

House of Representatives

COMMITTEES

MEMBER

Education

Insurance and Commerce

Rules

DISTRICT 75

Part of Calhoun County

Part of Cleveland County

Part of Dallas County

Part of Jefferson County

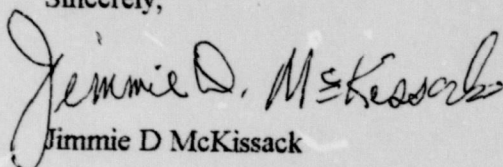
Part of Ouachita County

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

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

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

Sincerely,



Jimmie D McKissack

cc: David M. LeVan

President and Chief Executive Officer

Conrail

STB

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60452

Farmland

Farmland Industries, Inc.
3315 North Oak Trafficway
Post Office Box 7305, Dept. 44
Kansas City, Missouri 64116-0005
Telephone: 816 459-5100
Facsimile: 816 459-6917



60452
ENTERED
of the Secretary

NOV 21 1995

Frederic E. Schrodtt
Vice President
Transportation and Logistics

Item No. _____

Page Count 2-

Nov 143

November 7, 1995

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

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

Dear Mr. Williams:

Our company is a major user of 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 manage rates 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.

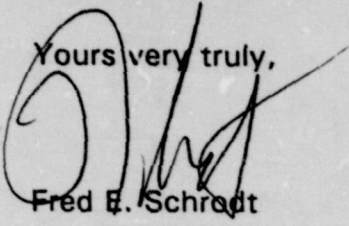
A merger of Union Pacific and Southern Pacific will seriously reduce, if not eliminate, our competitive alternatives via the Laredo gateway. Although these railroads have recently agreed to give certain trackage rights to the new Burlington Northern Santa Fe Railroad, we do not believe the BNSF, as the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

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

are essential to maintain the competition at Laredo that would otherwise be lost in the merger. Thus I urge the commissioners to correct this loss of competition by conditioning this merger with a grant of useful trackage rights via efficient routes between Corpus Christi and these connecting railroads.

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

Yours very truly,



Fred E. Schrott

STB

FD

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11-20-95

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60451

DISTRICT OFFICE:
205 W. JEFFERSON
MORTON, IL 61550
109/266-9533



60451
CAPITOL OFFICE:
018 STRATTON BUILDING
SPRINGFIELD, IL 62706
217/782-0221

Item No. _____

Page Count 1

NOV 144

GENERAL ASSEMBLY
STATE OF ILLINOIS
JAY ACKERMAN

STATE REPRESENTATIVE • 89TH DISTRICT

November 15, 1995

Interstate Commerce Commission
12th Street and Constitution Avenue
Washington, DC 20423

Dear Secretary Williams:

FD-32760



Recently, I became aware of a proposal by the Union Pacific to acquire the Southern Pacific railroad.

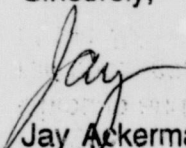
As a legislator who represents a number of Illinois shippers and rail communities, I have some concerns about the merger and its effect on competition in Illinois. In shortly, a merger of the UP and SP gives the UP control of the two major lines running between Chicago and St. Louis. This could impair competitive pricing for local and national freight rail customers, and ultimately affect the transportation of goods along the eastern lines of the SP.

I understand that Conrail has proposed a solution for preserving competition along the SP-East line by offering to purchase the lines from the UP. I also understand the UP has tried to address the competition issue by establishing a partnership with Burlington Northern-Santa Fe.

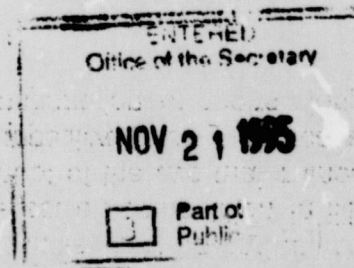
Communities with strong transportation and freight rail alternatives are attractive to businesses, which in turn fuel local economies. I encourage you to take the time to thoroughly review both the Conrail and UP proposals and make a decision that ensures fair competition and provides the higher level of quality and service for the shoppers, customers and communities we represent.

Thank you for your attention.

Sincerely,


Jay Ackerman
State Representative
89th District

cc: David Levan
Consolidated Rail Corp.



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CITY OF GOSHEN



"THE MAPLE CITY"

November 16, 1995

Item No. _____

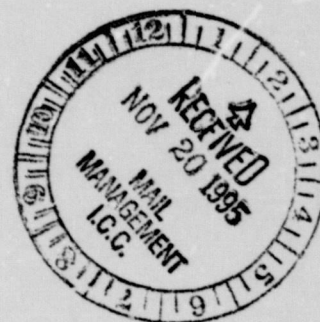
Page Count 2

Nov 1995



**Mike Puro, Mayor
City of Goshen**

111 East Jefferson Street, Suite 1
Goshen, Indiana 46526-3739



The Honorable Vernon A. Williams, Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue
Washington, DC 20423

RE: Finance Docket 32760

Dear Secretary Williams:

The City of Goshen has carefully evaluated the proposed Union Pacific/Southern Pacific merger and its effects on this community and the State of Indiana. 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 weighted and considered before any merger approval is given by the Interstate Commerce Commission (ICC). Further, the City of Goshen 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 Goshen with its proposal for acquiring some of the Southern Pacific Eastern lines from Chicago and St. Louis to Texas and Louisiana. This proposal has great benefit for those midwest cities and states eager to encourage economic growth through the North American Free Trade Agreement.

Conrail has been and continues to be a good corporate resident of Goshen and its level of service has greatly benefited the manufacturer 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.

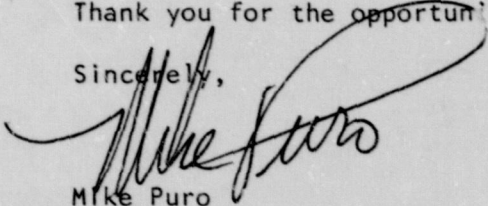
For these reasons, the City of Goshen strongly supports Conrail's purchase of the Southern Pacific Eastern lines. Without the Conrail proposal being a part of the ICC's approval, the Union Pacific/Southern Pacific merger should not be consummated. Conrail's ownership of the Southern Pacific Eastern lines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

November 16, 1995

Page Two of Two

Thank you for the opportunity to comment on this proposal.

Sincerely,



Mike Puro
Mayor

jf

CC: Mr. David M. LeVan, President & CEO
Consolidated Rail Corporation
2001 Market St. - 17th Floor
Philadelphia, PA 19101-1409

STB

FD

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60449

City of North Olmsted

5200 Dover Center Road • North Olmsted, Ohio 44070

Ed Boyle,
Mayor

Office of the Mayor

Phone: (216) 777-8000

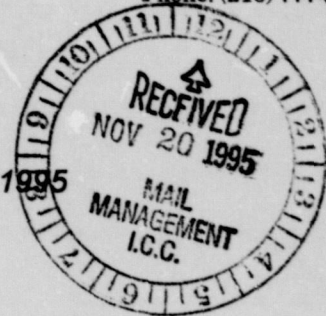
Item No. _____

Page Count 1

Nov 146

ED 32760

November 9, 1995



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

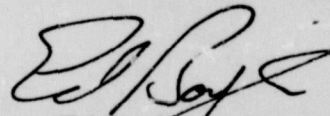
Dear Secretary Williams,

As a staunch believer that competition is healthy and economically beneficial, I am respectfully requesting your investigation into Conrail's proposal to purchase the Southern-Pacific eastern lines. This move would provide direct access for the Gulf Coast and Mexico for Northeast Ohio via Chicago, St. Louis and points south.

I have reservations about a proposal to merge Union Pacific with Southern Pacific with Burlington Northern Santa Fe Corporation renting trackage rights on the eastern end of the Southern Pacific. This move, in my opinion, would not encourage competition and could negatively impact rail service as well as the public interest of residents of Northeastern Ohio.

Conrail is a good corporate citizen and an important economic asset. I believe a better alternative for serving development and transportation needs is Conrail's proposal. It simply makes sense, adds economic and employment potential and best serves the public interest.

Sincerely yours,
CITY OF NORTH OLMSTED


Ed Boyle
Mayor

ENTERED
Office of the Secretary

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Item No. _____

Page Count 1

Nov # 130

CITY OF BRYAN, OHIO

WILLIAM C. RUNKLE, MAYOR

November 14, 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 Bryan 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 Bryan 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 Bryan with its proposal for acquiring some of the Southern Pacific Eastern lines from Chicago and St. Louis to Texas and Louisiana. This proposal has great benefit for those midwest cities and states eager to encourage economic growth through the North American Free Trade Agreement (NAFTA).

Conrail has been and continues to be a good corporate resident of Bryan 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 Bryan 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.

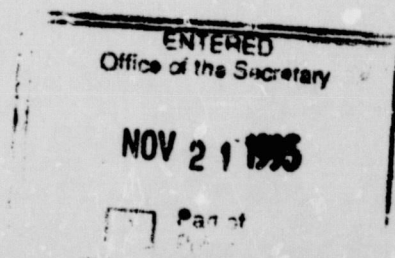
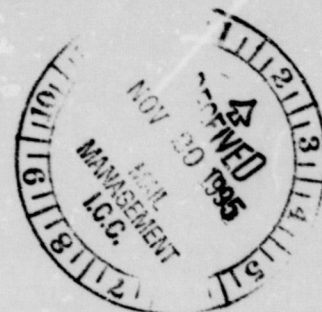
Thank you for the opportunity to comment on this proposal.

Sincerely,

William C. Runkle

William C. Runkle,
Mayor
City of Bryan

cc: Mr. David M. LeVan, President & CEO
Consolidated Rail Corporation
2001 Market Street - 17th Floor
Philadelphia, PA 19101-1409



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Phones:
(210) 723-1111
(210) 723-8221
40+ Chihuahua St.

ENTERED
Office of the Secretary

NOV 21 1995

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DESPACHOS DEL NORTE, INC.

FORWARDING AGENCY
LAREDO, TEXAS 78042-1499

November 9 th, 1995

Item No. 66666
Page Count 2
Nov # 128

(210) 727-7792
(210) 727-7725
(210) 791-4049
(210) 723-0441



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 in 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

Phone:
(210) 723-1111
(210) 723-8221
404 Chihuahua St.
P.O. Drawer 1490



Fax:
(210) 727-7792
(210) 727-7725
(210) 791-4049
(210) 723-0441

FORWARDING AGENCY
LAREDO, TEXAS 78042-1499

serious question whether Tex Mex will be able to survive with this loss of international traffic.

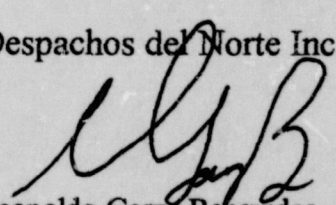
These price increases and service reductions will seriously reduce our ability to compete both domestically and internationally.

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,

Despachos del Norte Inc.


Leopoldo Garza Benavides.

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E A G L E - P I C H E R M I N E R A L S , I N C .

60445

November 9, 1995

Item No. _____

Page Count 2

Nov 147

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

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



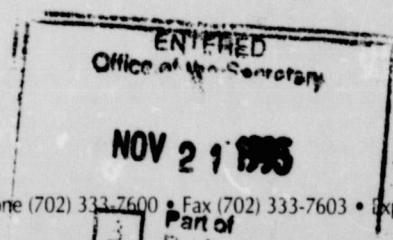
Dear Mr. Williams.

I am the Logistics Manager for Eagle Picher Minerals. Eagle Picher is a manufacturer of Diatomaceous Earth products, primarily used in the filtration, filler, and absorbant markets. We have been a significant railroad customer of nearly 50 years, shipping approximately 1250 cars per year generating an annual revenue of over \$6,000,000 to the SP and UP combined. Our company currently ships approximately 25 cars per year from Nevada to destinations in Mexico.

This volume will continue to grow in the future, and we will continue to maintain a strong interest in competitive rail 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 most efficient routing to major Mexican industrial and population centers.

As this market continues to grow in importance to Eagle Picher, we will depend on competition to ensure innovative services and reasonable prices. For many years the Union Pacific and the Southern Pacific have competed for our traffic, resulting in a competitive, often innovative service for the transport of our commodity. TexMex has been Southern Pacific's partner in competition with the Union Pacific for shipments destined to Laredo, Texas, as the Southern Pacific does not reach Laredo directly.

I am concerned the proposed merger will seriously reduce or 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 they are the only other major rail system remaining in the Western U.S., will be an effective competitor, replacing an independent Southern Pacific on this important route.



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

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

Sincerely,

A handwritten signature in dark ink, appearing to be 'R. Romine', with a long horizontal line extending to the right.

Russ Romine
Logistics Manager
Eagle Picher Minerals, Inc.

cc: Texas Mexican Railway Company

STB

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11-20-95

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GREATER
TOPEKA
CHAMBER OF COMMERCE

120 SE 6th Avenue, Suite 110 • Topeka, Kansas 66603-3515
(913) 234-2644 • FAX (913) 234-8656



Item No. _____

Page Count 1

NOV # 127

November 17, 1995



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

Dear Secretary Williams:

The Greater Topeka Chamber of Commerce welcomes the opportunity to support the proposed merger of the Union Pacific and Southern Pacific Railroads, ICC Finance Docket No. 32760.

The Chamber and its membership are committed to cultivating a business environment in Topeka and northeastern Kansas that supports continued growth and economic development. This merger will provide additional impetus for growth in our region.

Based on the information available, we believe the merger will benefit industry, commercial and manufacturing interests by providing more direct and multiple rail transit routes. This option should reduce transport time, and should increase market access for the area's businesses. The potential for such business growth enhances the opportunity for the community to improve its citizens' overall quality of life.

As a result, we recommend the Commission favorably consider this merger request.

Sincerely,

John E. Hayes, Jr.
Chairman of the Board

Office

NOV 21 1995

3 P. P.

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60437

**GREG WALDEN
STATE SENATOR**

Baker, Crook, Gilliam, Grant,
Hood River, Sherman, and
Wheeler Counties
Parts of
Clackamas, Morrow,
Multnomah and Wasco



OREGON STATE SENATE
SALEM, OREGON
97310

REPLY TO ADDRESS INDICATED:

- ☐ Senate Chambers
Salem, OR 97310
(503) 986-1728
- ☐ 1504 West Sherman Street
Hood River, OR 97031
(503) 386-1511

60437

FD 32760

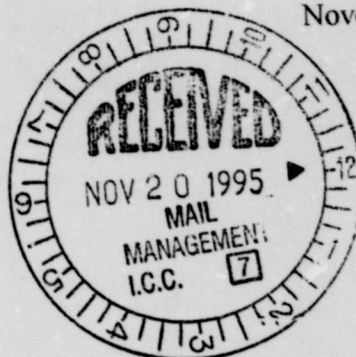
Item No. _____

Page Count 1

Nov # 123

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

November 10, 1995



Dear Secretary Williams:

As a member of the Oregon Senate, I am writing in strong support of the proposed merger between the Union Pacific and Southern Pacific Railroads. A combined UP/SP system will be well-positioned to provide strong competition to the recently-merged Burlington Northern Santa Fe Railroad, to the direct benefit of Oregon shippers.

Such a system also will expand the markets for Oregon-produced forest and agricultural products, as well as manufactured goods. Oregon shippers and receivers will benefit from new single-line service between UP points in Oregon and SP points in the Midwest and Southwest, including Arizona, New Mexico and California, SP and UP points and junctions in Texas and Louisiana, and between SP points in Oregon and UP points and junctions in the Intermountain region of Idaho, Wyoming, Montana, and Washington, the Midwest and Texas and Louisiana.

The merger also will expand the opportunities for export and import traffic through the Port of Portland, and should lead to enhancement of intermodal facilities at the Port.

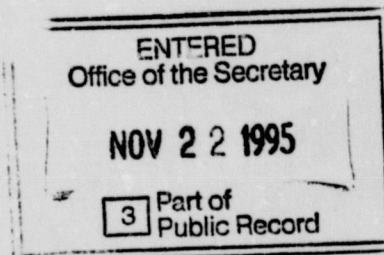
Experience shows that two strong railroads with wide market reach provide intense competition. This has been proven in many important markets, including Seattle/Tacoma and the Wyoming Powder River Basin. The presence in Oregon of the BNSF and the UP/SP will create an intense competitive environment beneficial to Oregon shippers and the public-at-large.

I appreciate your consideration of my support for a prompt and positive approval of the merger request.

Best regards,

Greg Walden
State Senator

GPW:j



STB FD

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11-15-95

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OFFICE OF THE MAYOR

310 MUNICIPAL BUILDING FINDLAY, OHIO 45840-3346

TELEPHONE (419) 424-7137

FAX (419) 424-7245

KEITH ROMICK
MAYOR

DAVID J. WOBSER
SERVICE-SAFETY DIRECTOR

November 16, 1995

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

Item No. _____

RE: Finance Docket 32760

Page Count 2

NOV #129



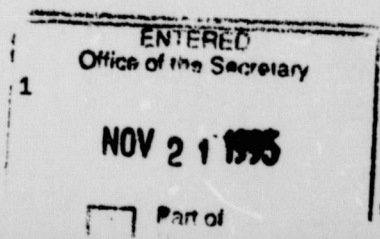
Dear Secretary Williams,

I am writing to express concern about the possible loss of competition, and the effect on local businesses and employers, that may result from the proposed acquisition of the Southern Pacific Railroad by the Union Pacific Railroad. I understand that the proposed agreement between the Union Pacific and Burlington Northern-Santa Fe is intended to remedy the loss of competition. I do not believe this will produce or maintain effective rail competition in the Mid-South region of the United States. The loss of rail competition could have a substantial negative effect on several manufacturers and employers with facilities located in Findlay.

It is my opinion the Conrail proposal to acquire a portion of the Southern Pacific trackage, between Chicago and St. Louis to Arkansas, Texas and Louisiana, would be the most effective means of addressing my concerns. The Union Pacific/Burlington Northern-Santa Fe proposal involves only trackage rights which provide no guarantee of long term availability. Additionally, an owner railroad (ie. Conrail) would have greater incentive to encourage economic development than would a renter with no long term interest.

The Conrail acquisition proposal would also provide efficient one-line service for the movement of raw materials and finished goods between our area and the Mid-South and Texas Gulf regions. In this day of shrinking margins, efficient transportation is a significant factor. Direct, one-line rail service would provide this efficiency.

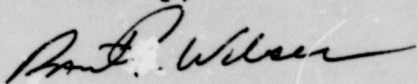
The recent trend toward mega-mergers in the rail industry does not bode well for the future of competitive transportation, or the survival of rail service, especially to smaller communities such as Findlay. History shows that America's railroads were a significant factor in the Allied victories in WWII. However, that rail system has been slowly dismantled with accompanying loss of competition and service in many areas.



HONORABLE VERNON A. WILLIAMS
November 16, 1995

For these reasons, I am actively opposing the proposed Union Pacific-Southern Pacific merger unless it is conditioned upon acceptance of the Conrail proposal to serve the Mid-South and Texas Gulf regions.

Sincerely,



David J. Wobser
Safety-Service Director

XC: David M. Levan
President & CEO, Conrail