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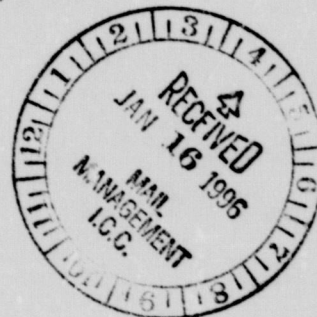


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Snively, King & Associates, Inc.
1220 L Street, NW Suite 410
Washington, DC 20005
(202) 842-4966 - FAX
(202) 371-1111

January 16, 1996

Ms. Ellen Keys
Surface Transportation Board
12th and Constitution
Room 2215
Washington, DC

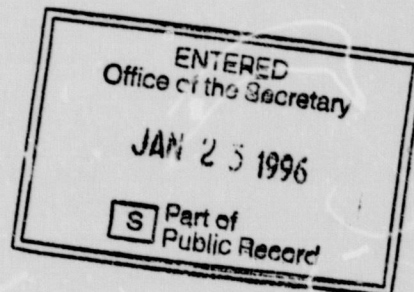


VIA Fax to (202) 927-5984

Dear Ms. Keys:

Morton International, Inc. intends to participate in the UP/SP merger. Please place them on the service list to receive submissions and correspondence. Please send such material to:

Mr. Gilbert Van Kell
Manager Rail Transportation
Morton International, Inc.
100 North Riverside Plaza
Chicago, IL 60606-1597



Thank you.

Sincerely,

Joseph J. Plaistow
Joseph J. Plaistow

cc: William Mullins, Esq.
Troutman Sanders
601 Pennsylvania Avenue, N.W.
Suite 640 North Building
Washington, D.C. 20004
VIA Fax to (202) 274-2994

Item No. _____
Page Count 1
230

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Snavely, King & Associates, Inc.
1220 L Street, NW Suite 410
Washington, DC 20005
(202) 842-4966 - FAX
(202) 371-1111

January 16, 1996

Ms. Ellen Keys
Surface Transportation Board
12th and Constitution
Room 2215
Washington, DC



VIA Fax to (202) 927-5984

Dear Ms. Keys:

Gaylord Container Corporation intends to participate in the UP/SP merger. Please place them on the service list to receive submissions and correspondence. Please send such material to:

Mr. Gary Smith
Manager of Transportation
Gaylord Container Corporation
500 Lake Cook Road
Deerfield, IL 60015

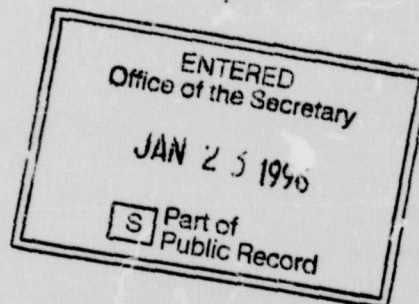
Thank you.

Item No. _____
Page Count 1
235

Sincerely,

Joseph J. Plaistow

cc: William Mullins, Esq.
Troutman Sanders
601 Pennsylvania Avenue, N.W.
Suite 640 North Building
Washington, D.C. 20004
VIA Fax to (202) 274-2994



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P.O. Box 1900
Reno, Nevada 89505

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Item No. _____
Page Count 9
#234

January 10, 1996

VIA AIRBORNE EXPRESS

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

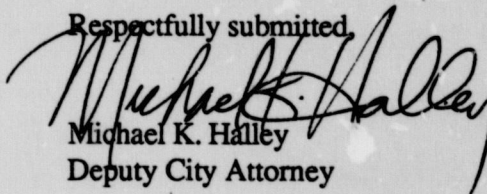
RE: Finance Docket No. 32760, *Union Pacific Corp., et al. -- Control & Merger --*
Southern Pacific Rail Corp., et al.

Dear Secretary Williams:

Please find enclosed for filing with the Commission an original and twenty (20) copies of the Notice of Intent to Participate submitted January 11, 1996 on behalf of the City of Reno, Nevada Municipal Corporation for filing in this proceeding. In accordance with 49 C.F.R. § 1180.4(a)(2), these parties select the acronym "Reno" and, accordingly, the enclosed document is identified as Reno-1. Also enclosed is a 3.5-inch diskette containing the text of the enclosed pleading in WordPerfect 5.1 format. Finally, in accordance with Decision No. 6 in this proceeding, copies of the enclosed document are being served upon Applicants' counsel, Administrative Law Judge Jerome Nelson, and all known parties of record.

Should there be any question about this filing, please call me collect at (702) 334-2050.

Respectfully submitted,


Michael K. Halley
Deputy City Attorney

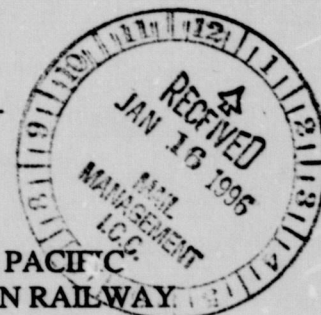
Enclosures

cc: Hon. Jerome Nelson
All parties of record

BEFORE THE
INTERSTATE COMMERCE COMMISSION

Finance Docket No. 32760

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



NOTICE OF INTENT TO PARTICIPATE

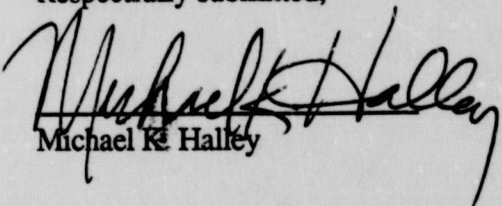
Pursuant to Decision No. 6 in this proceeding, and in accordance with 49 C.F.R. §1180.4(a)(4), the City of Reno, a Nevada municipal Corporation, hereby submits this Notice of Intent to Participate. These parties respectfully request that their representatives, as listed below, be included in the service list maintained by the commission in this proceeding so that the listed representatives receive copies of all orders, notices, and other pleadings in this proceeding. Further, these parties request that Applicants and other parties of record serve copies of all pleadings filed in this proceeding directly upon the indicated representatives as listed below:

Paul H. Lamboley, Esq.
Grove, Jaskiewicz and Cobert
1730 M. Street, NW, Suite 400
Washington, D.C. 20036-4579
Tel (202) 296-2900
Fax (202) 296-1370

Dori Owen, Special Projects Manager
City of Reno - Redevelopment Agency
490 S. Center St., Suite 203
Reno, NV 89505
Tel (702) 334-2077
Fax (702) 334-3815

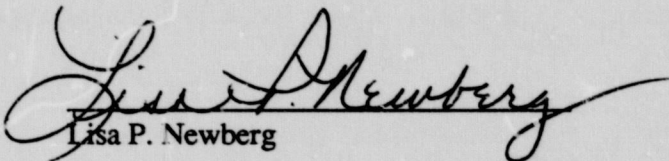
Dated: January 10, 1996

Respectfully submitted,


Michael K. Halley

CERTIFICATE OF SERVICE

I hereby certify that on this 11th day of January, 1995, copies of the foregoing NOTICE OF INTENT TO PARTICIPATE were served upon Administrative Law Judge Jerome Nelson, Federal Energy Regulatory Commission, 888 First Street, N.E., Washington, D.C. 20426, Arvid E. Roach II, Esquire, Covington & Burling, 1201 Pennsylvania Avenue, N.W., P. O. Box 7566, Washington, DC 20044, Paul A. Cunningham, Esquire, Harkins Cunningham, 1300 Nineteenth Street, N.W., Washington, D.C. 20036, and upon other known parties of record by express mail, specifically Airborne Express, prepaid, in accordance with the rules of the Interstate Commerce Commission.


Lisa P. Newberg

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• 32760

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60955 •



PHILLIPS PETROLEUM COMPANY

BARTLESVILLE, OKLAHOMA 74004

918 661-6600

January 15, 1996



Office of the Secretary
Case Control Branch
Attn: Finance Docket No. 32760
Surface Transportation Board
12th Street and Constitution Avenue
Washington, D.C. 20423

Dear Sirs:

Please register our company, as shown below, as a party of record to Finance Docket No. 32760 (Union Pacific/Southern Pacific Railroad Merger).

Phillips Petroleum Company
Attn: Fred E. Watson
328 Adams Bldg.
Bartlesville, OK 74004

Thank you.

Very truly yours,

Fred E. Watson
918-661-6732

FEW/iv

Item No. _____
Page Count 1
231

Office of

JAN 1 / 1996

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LAW OFFICES
FRITZ R. KAHN, P.C.
SUITE 750 WEST
1100 NEW YORK AVENUE, N.W.
WASHINGTON, D.C. 20005-3934

ORIGINAL

Item No. _____

Page Count 3

(202) 371-8027
FAX (202) 371-0900

4 229

January 16, 1996

VIA HAND DELIVERY

Hon. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423



Dear Secretary Williams:

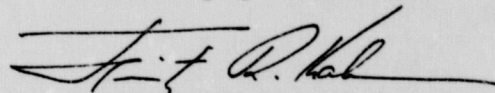
Enclosed for filing in Finance Docket No. 32760, Union Pacific Corporation, et al.--Control and Merger--Southern Pacific Rail Corporation, et al., are the original and twenty copies of the Notice of Intent to Participate of Shintech Incorporated.

Extra copies of the Notice and of this letter are enclosed for you to stamp to acknowledge your receipt of them and to return to me.

By copy of this letter, service is being effected in accordance with the Certificate of Service.

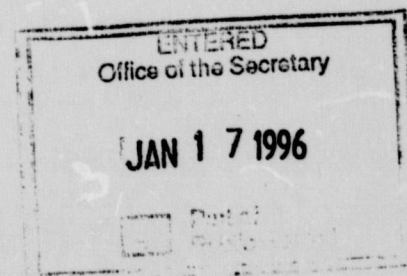
If you have any question concerning this filing or if I otherwise can be of assistance, please let me know.

Sincerely yours,


Fritz R. Kahn

enc.

cc: Arvid E. Roach II, Esq.
Paul A. Cunningham, Esq.
Hon. Federico F. Pena
Hon. Anne K. Bingaman
Hon. Jerome Nelson
W. David Tidholm, Esq.
Mr. Y. Saitoh



ORIGINAL

SHIN-1

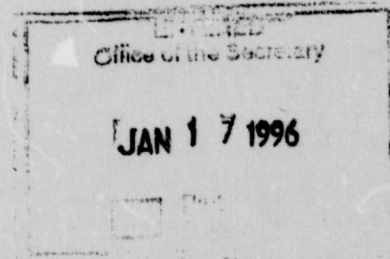
BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423

Finance Docket No. 32760

UNION PACIFIC CORPORATION, et al.,
--CONTROL AND MERGER--
SOUTHERN PACIFIC RAIL CORPORATION, et al.

NOTICE OF INTENT
TO PARTICIPATE

Pursuant to the decision, served October 19, 1995, Decision No. 6, Shintech Incorporated ("Shintech") advises the Board of its intention to participate in the proceeding and asks that the appearance of its attorneys be entered. Shintech is on record in support of the merger of the Union Pacific Railroad and the Southern Pacific Transportation Company but, nevertheless, believes it desirable to be separately represented herein. As a major shipper of polyvinyl chloride, Shintech intends to keep itself informed of developments in this proceeding.



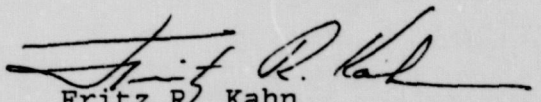
Shintech has selected the acronym "SHIN" for identifying such filings as it may be making.

Respectfully submitted,

SHINTECH INCORPORATED

By its attorneys,

W. David Tidholm
Hutcheson & Grundy
1200 Smith Street (#3300)
Houston, TX 77002-4579
Tel.: (713) 951-2800



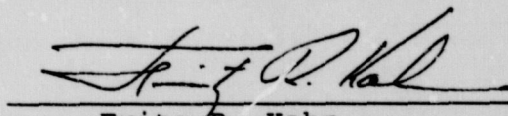
Fritz R. Kahn
Fritz R. Kahn, P.C.
Suite 750 West
1100 New York Avenue, NW
Washington, DC 20005-3934
Tel.: (202) 371-8037

Dated: January 16, 1996

CERTIFICATE OF SERVICE

Copies of the foregoing Notice of Intent to Participate were served upon counsel for the Applicants, the Attorney General, the Secretary of Transportation and Administrative Law Judge Nelson, by first-class mail, postage prepaid.

Dated at Washington, DC, this 16th day of January 1996



Fritz R. Kahn

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Item No. _____

Page Count _____

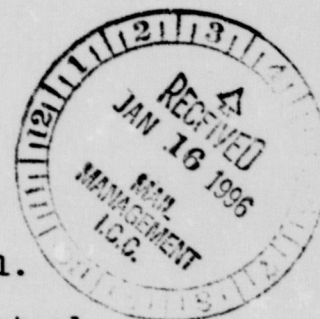
60932

ACC-1

BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423

Finance Docket No. 32760

UNION PACIFIC CORPORATION, et al.
--CONTROL AND MERGER--
SOUTHERN PACIFIC RAIL CORPORATION, et al.



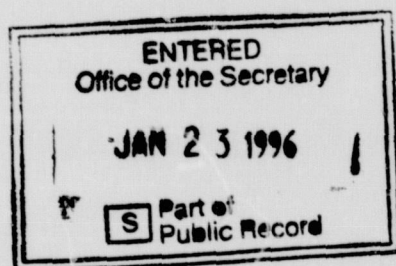
NOTICE OF INTENT
TO PARTICIPATE

Pursuant to the decision, served October 19, 1995, Decision No. 6, ARCO Chemical Company, a Delaware corporation, advises the Board of its intent to participate in the proceeding as a party of record without asserting a position for or against the proposed merger and as its interests may otherwise appear and asks that the appearances of its attorneys be entered. It has selected the acronym "ACC" for identifying the filings it will be making.

Respectfully submitted,

ARCO CHEMICAL COMPANY

By its attorneys,



Richard H. Gross
ARCO CHEMICAL COMPANY
3801 West Chester Pike
Newtown Square, PA 19073
Tel.: (610) 359-3202

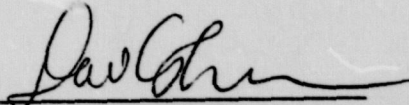
Michael N. Sohn
Paul T. Denis
David A. Ashmore
ARNOLD & PORTER
555 Twelfth Street, N.W.
Washington, D.C. 20004
Tel.: (202) 942-5000

Dated: January 16, 1996

CERTIFICATION OF SERVICE

Copies of the foregoing Notice of Intent to Participate were served upon counsel for the Applicants, the Attorney General, the Secretary of the Interstate Commerce Commission, and Administrative Law Judge Nelson by first-class mail, postage prepaid.

Dated at Washington, D.C., this 16th day of January 1996.



David A. Ashmore

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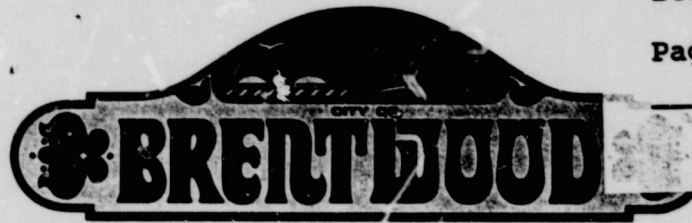
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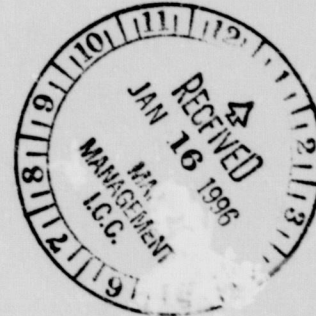
Item No. 60887
Page Count 5
#163



January 12, 1996

VIA U.S. MAIL-CERTIFIED

Vernon A. Williams, Secretary
Case Control Branch; Attn: Finance Docket 32760
Surface Transportation Board
United States Department of Transportation
1201 Constitution Avenue, N.W.
Washington, D.C. 20423



• **RE: Application of Union Pacific Corporation, et al., finance Docket 32760**

Dear Mr. Secretary:

Transmitted herewith for filing and the attention of the Commission are original and twenty copies of Notice of Intent to Participate in the subject proceeding, filed on behalf of the City of Brentwood, a California municipal corporation. A Certificate of Service confirming service by mail upon the appointed Administrative Law Judge and Counsel for the Applicants is attached to the original.

Please confirm your receipt and acceptance of this filing by returning the attached copy of this letter, the Notice of Intent, endorsed with your "Filed" stamp, in the enclosed stamped, self-addressed envelope.

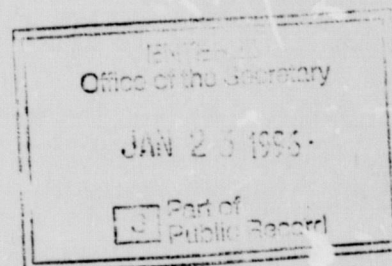
Should there be any question about this filing please call Dan Arellano collect at (510) 516-8046.

Very truly yours,

Jay M. Corey, City Manager

Daniel R. Arellano

by: Daniel R. Arellano, P.E.
Transportation Manager



JMC/DRA:bd
Enclosures

cc: Mayor and City Council
Jay M. Corey, City Manager
Paul C. Anderson, McDonough Holland & Allen
Marc Goto, Public Works Director

arell:scdp:unipon.ltr

SERVICE LIST

Arvid E. Roach II, Esq.
Covington & Burling
11201 Pennsylvania Avenue, N.W.
P. O. Box 7566
Washington, D.C. 20044

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

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

PROOF OF SERVICE

I, the undersigned, declare that I am over the age of 18 and am not a party to this action. I am employed in the City of Brentwood, California; my business address is 708 Third Street, Brentwood, California 94513.

On the below date I serviced the attached document (s) entitled:

NOTICE OF INTENT TO PARTICIPATE

on all interested parties in said cause addressed as follows:

SEE ATTACHED SERVICE LIST

XX (BY MAIL) I caused such envelope to be deposited in the mail at Brentwood, California. The envelope was mailed with postage thereon fully prepaid.

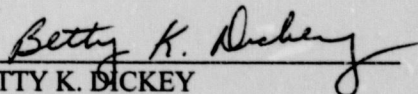
I am readily familiar with the firm's practice of collection and processing of correspondence for mailing. It is deposited with the U.S. Postal Service on the same day in the ordinary course of business. I am aware that on motion of party served, service is presume invalid if postal cancellation date on postage meter is more than 1 day after date of deposit for mailing in affidavit.

_____ (BY HAND) I caused each such envelope to be delivered by hand to the addressee(s) noted above.

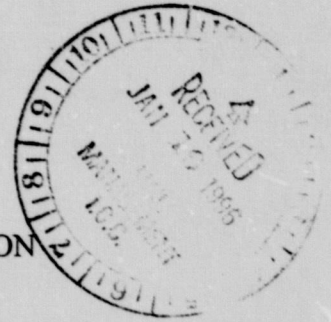
_____ (BY FEDERAL EXPRESS OR EXPRESS MAIL) By placing a true copy thereof enclosed in a sealed envelope for delivery via Federal Express or Express Mail to the addressee(s) noted above.

_____ (BY FACSIMILE) I caused a true copy to be transmitted via facsimile to the addressee(s) noted above at the FAX number noted after party's address.

I declare under penalty to perjury under the laws of the State of California that the foregoing is true and correct. This declaration is executed in Brentwood, California on **January 12, 1996.**


BETTY K. DICKEY

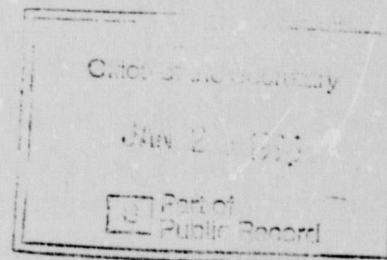
BEFORE THE
SURFACE TRANSPORTATION BOARD
UNITED STATES DEPARTMENT OF TRANSPORTATION



In the matter of the Application of)
Union Pacific Corporation, Union)
Pacific Railroad Company, Missouri)
Pacific Railroad Company, Southern)
Pacific Rail Corporation, Southern)
Pacific Transportation Company, St.)
Louis Southwestern Railway Company,)
SPCSL Corp., and the Denver and Rio)
Grande Western Railroad Company)

Finance Docket No. 32760

NOTICE OF INTENT TO PARTICIPATE
OF
THE CITY OF BRENTWOOD



Comes now the City of Brentwood, a California municipal corporation ("Brentwood") appearing by and through its attorney, McDonough, Holland & Allen, and give notice of its intent to formally participate in the subject proceeding as an interested party whose position of support or opposition has not yet been determined. The Application suggests that significant and adverse environmental and safety impacts arising out of increased rail traffic and blockage of a critical rail/highway and/or city street grade crossings will occur in Brentwood if the transaction for which the Applicants seek authority is consummated. Analysis of the Application by Brentwood is continuing, and its position will be determined by the results of that analysis. Brentwood reserves the right to conduct discovery concerning matters arising from its analysis in accordance with the Rules of Practice and Orders of the Board issued in this proceeding, and to request imposition of conditions upon any authority granted by the Board.

Brentwood requests that copies of all pleadings, orders, decisions and other papers filed in this proceeding be served upon it at the following address:

Paul C. Anderson
McDonough, Holland & Allen
1999 Harrison Street, Suite 1300
Oakland, CA 94612

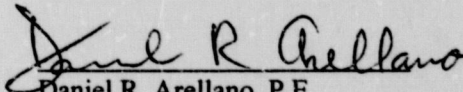
Phone No. (510) 273-8780
Fax No. (510) 839-9104
Voicemail (510) 273-8772
Direct Line (510) 273-8772
Car Phone (510) 701-7399

Dated: January 12, 1996

Respectfully submitted,

Jay M. Corey, City Manager

BY:


Daniel R. Arellano, P.E.
Transportation Manager

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PEPPER, HAMILTON & SCHEETZ

ATTORNEYS AT LAW

PHILADELPHIA, PENNSYLVANIA
DETROIT, MICHIGAN
NEW YORK, NEW YORK
PITTSBURGH, PENNSYLVANIA
HARRISBURG, PENNSYLVANIA

1300 NINETEENTH STREET, N.W.
WASHINGTON, D.C. 20036-1685
(202) 328-1200
TELEX CABLE ADDRESS: 440653 (ITT)
FAX: (202) 828-1665

WILMINGTON, DELAWARE
BERWYN, PENNSYLVANIA
WESTMONT, NEW JERSEY
LONDON, ENGLAND
MOSCOW, RUSSIA

WRITER'S DIRECT NUMBER

(202) 828-1415

January 16, 1996



VIA HAND-DELIVERY

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Room 2215
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

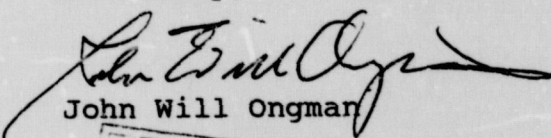
Re: Finance Docket No. 32760, Union Pacific Corp., et
al. -- Control and Merger -- Southern Pacific Rail
Corp., et al.

Dear Mr. Williams:

Enclosed herewith are one original and twenty-one
copies of the Notice of Intent to Participate submitted on behalf
of Geneva Steel Company.

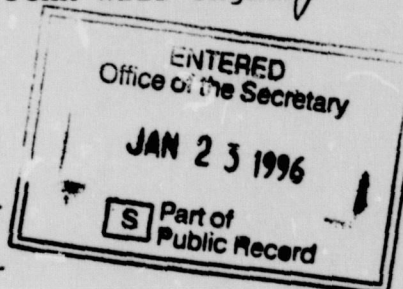
Please date-stamp one of the copies and return it to
the messenger for return to our offices.

Sincerely,


John Will Ongman

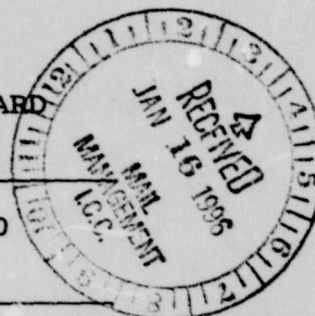
Enclosures
cc: Restricted Service List

Item No. _____
Page Count 3
Jan # 162



BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 32760



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

--CONTROL AND MERGER--

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

NOTICE OF INTENT TO PARTICIPATE

Pursuant to Decision No. 6 in this proceeding, Geneva
Steel Company ("GS") hereby submits its Notice of Intent to
Participate.

Respectfully submitted,

John Will Ongman

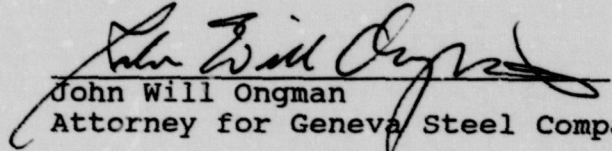
John Will Ongman
Pepper Hamilton & Scheetz
1300 Nineteenth Street, N.W.
Washington, D.C. 20036
Tel. (202) 828-1200
Fax. (202) 828-1665

Attorney for Geneva Steel Company

January 16, 1996

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing Notice of Intent to Participate was served this 16th day of January by facsimile on counsel for all known parties of record.


John Will Ongman
Attorney for Geneva Steel Company

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January 10, 1996

BY HAND

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



Re: Finance Docket No. 32760 (Union Pacific --
Control -- Southern Pacific):
Notification of Intent to Participate

Dear Sir or Madam:

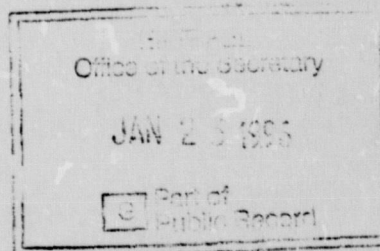
As directed by the Interstate Commerce Commission's order served on October 19, 1995, I am writing to advise you that the National Railroad Passenger Corporation (Amtrak) intends to participate in the above-captioned proceeding as a party of record, and to request that I be included on the service list.

Very truly yours,

Richard G. Slattery
Attorney for National Railroad
Passenger Corporation (Amtrak)

cc: Administrative Law Judge Jerome Nelson
Arvid E. Roach II
Paul A. Cunningham

Item No. _____
Page Count 2
Jan #161



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Office of the Attorney General
State of Texas

DAN MORALES
ATTORNEY GENERAL

January 11, 1996



Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1201 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:

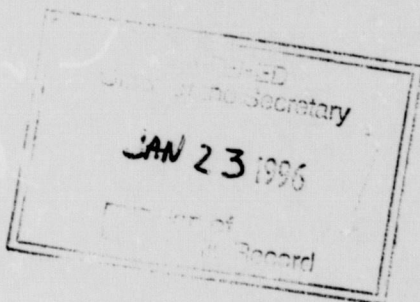
On behalf of the State of Texas, the Attorney General of the State of Texas hereby provides notice of intent to participate in the above proceedings as a party of record. As required, twenty copies of this letter are enclosed. Please place this office on the service list with the address noted below.

Thank you for your courtesies in this matter.

Sincerely,

DAN MORALES
Attorney General of Texas

MARK TOBEY
Deputy Chief for Antitrust
Consumer Protection Division
P. O. Box 12548
Austin, Texas 78711-2548
(512) 463-2185
(512) 463-1262 (Direct Line)
(512) 320-0075 (Facsimile No.)



cc: Administrative Law Judge Jerome Nelson
Arvid E. Roach, II
Paul A. Cunningham

Item No. _____
Page Count 1
160

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1-16-96

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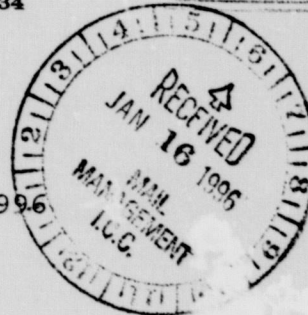
60883

LAW OFFICES
REA, CROSS & AUCHINCLOSS

SUITE 420
1920 N STREET, N.W.
WASHINGTON, D. C. 20036
(202) 785-3700
FACSIMILE: (202) 659-4934

THOMAS M. AUCHINCLOSS, JR.
LEO C. FRANEY
JOHN D. HEFFNER
WILLIAM E. KENWORTHY
KEITH G. O'BRIEN
BRYCE REA, JR.
BRIAN L. TROLANO
ROBERT A. WIMBISH

DONALD E. CROSS (1923-1986)



January 16, 1996

Office of the Secretary
Surface Transportation Board
1201 Constitution Ave., N.W.
Washington, D.C. 20423

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

**Brownsville and Rio Grande International Railroad:
Notice of Intent to Participate in Proceeding**

Dear Secretary Williams:

By this letter, the Brownsville and Rio Grande International Railroad ("BRG") submits notice to the Surface Transportation Board of its intent to participate in the above-captioned proceeding. While BRG is undertaking negotiations with the Primary Applicants as well as the Burlington Northern Railroad Company and the Santa Fe Railway Company, these negotiations have not yet resolved BRG's concerns with the proposed merger.

Among the issues of concern to BRG are the following:

1. Maintaining competitive multi-carrier rail access to BRG and the Port of Brownsville, TX;
2. Preserving the terms of a Memorandum of Understanding (dated August 6, 1982) between the Brownsville Navigation District, the Missouri Pacific Railroad Co., Southern Pacific Transportation Company, the State of Texas, and the City of Brownsville, involving a railroad relocation project near the Port of Brownsville;

Item No. _____
Page Count 3
159

Vernon A. Williams
January 16, 1996
Page Two

3. Obtaining acceptable switching charges for traffic handled by the Primary Applicants to and from other rail carriers, including service to and from the Mexican rail system; and

4. Obtaining, if necessary, trackage rights over Primary Applicants, consistent with items 1-3, above.

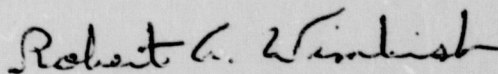
BRG hereby informs the Board that it currently intends to participate in the subject proceeding by way of submitting a responsive application at the appropriate time. Any or all of the topics enumerated above may become a portion of the prospective responsive application. Also, BRG expects that the Brownsville Navigation District (Port of Brownsville, Texas) -- which is affiliated with BRG -- may also participate separately in this proceeding as circumstances warrant.

BRG hereby requests that it be made a party to this proceeding, that it be added to the appropriate service lists, and that the Board furnish it with all relevant notices hereafter. Correspondence should be sent to BRG's counsel as follows:

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

Please contact the undersigned if we may be of any assistance.

Sincerely,



Robert A. Wimbish

Counsel for the Brownsville and Rio
Grande International Railroad

cc: Larry Cantu

CERTIFICATE OF SERVICE

I hereby certify that I have this 16th day of January, 1996 served a copy of the foregoing Notice of Intent to Participate in Merger Proceeding on Administrative Law Judge Jerome Nelson and all parties of record by means of U.S. Mail, first class postage prepaid, or by more expeditious means.

Robert A. Wimbish

Robert A. Wimbish

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1-16-96

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EADS CONSUMERS SUPPLY CO., INC.

FARM SUPPLY CENTER

P. O. BOX 98

EADS, COLORADO 81036

303-432-2201

HASWELL ELEVATOR

P. O. BOX 207

HASWELL, COLORADO 81045

303-436-2323

Certified
Return Receipt Requested
(# PS92535)

December 20 1995



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

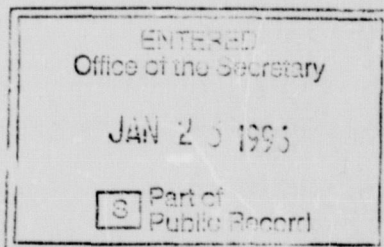
Subject: Docket No. 32760
NOTICE OF INTENT TO ABANDON AND DISCONTINUE SERVICE

Dear Secretary:

Pursuant to the Interstate Commerce Commission procedural schedule adopted by Decision No. 6 in the above outlined Docket, please accept this original and twenty (20) copies as our official "Notice of Intent to Participate" in the Subject Docket as listed above.

Please direct all future correspondence and/or telephone or FAX transmissions with respect to the Subject Dockets to:

Eads Consumers Supply Co. Inc.
P.O. Box 98
Eads, Co. 81036
ATTN: Mike Weirich
(719) 438-2201
Fax (719) 438-5334



Item No. _____
Page Count 2
#158



EADS CONSUMERS SUPPLY CO., INC.

FARM SUPPLY CENTER

P. O. BOX 98

EADS, COLORADO 81036

303-438-2201

HASWELL ELEVATOR

P. O. BOX 207

HASWELL, COLORADO 81045

303-436-2323

We are aware of the schedule dates applicable for the filing of subsequent "comments, protests, requests for conditions and any other opposition evidence and arguments due" and/or "Briefs due", and will meet those required deadlines.

Please advise if any questions or changes occur in these proceedings.

Thank you.

Sincerely, *Mike Weirich*

Mike Weirich

President

Eads Consumers Supply Co Inc.

CERTIFICATE OF SERVICE

I hereby certify that I have this day served the foregoing document upon Applicant's Representatives:

Robert T. Opal, General Attorney
Jeannna L. Regier, Reg. ICC Practitioner
Missouri Pacific Railroad Company
1416 Dodge Street, #830
Omaha, Nebraska 68179
Receipt # P573 575 508

Gary A. Laakso, General Attorney
The Denver & Rio Grande Western
Railroad Company
One Market Plaza, Room 846
San Francisco, CA 94105
Receipt # P573 575 570

Prepaid, First-Class, Certified Return Receipt Requested, United States Postal Service.

Dated at Eads, Colorado, this 9th day of Jan, 1996.

Mike Weirich

Signature

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1-16-96

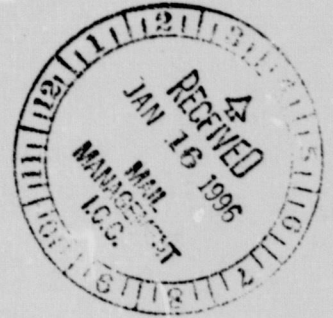
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BEFORE THE
SURFACE TRANSPORTATION BOARD

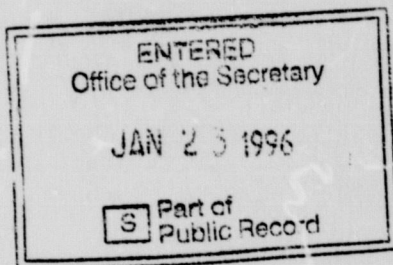
Finance Docket No. 32760



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

QUANTUM CHEMICAL COMPANY'S
NOTICE OF ITS INTENT TO
PARTICIPATE IN THIS PROCEEDING

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



Respectfully submitted,

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

January 16, 1996

Item No. _____

Page Count 1

#157

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1-16-96

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LAW OFFICES

REA, CROSS & AUCHINCLOSS

SUITE 420

1920 N STREET, N.W.

WASHINGTON, D. C. 20036

(202) 785 3700

FACSIMILE: (202) 659-4934

THOMAS M. AUCHINCLOSS, JR.

LEO C. FRANEY

JOHN D. HEFFNER

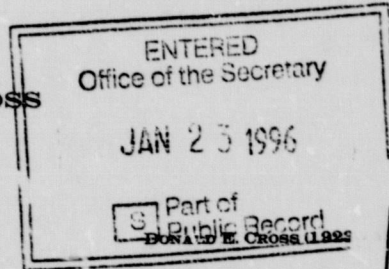
WILLIAM E. KENWORTHY

KEITH G. O'BRIEN

BYRCE REA, JR.

BRIAN L. TROIANO

ROBERT A. WIMBISH



Item No. _____

Page Count 3

4/15/95

January 16, 1996

Office of the Secretary
 Surface Transportation Board
 1201 Constitution Ave., N.W.
 Washington, D.C. 20423

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

**Brownsville Navigation District (Port of
 Brownsville): Notice of Intent to Participate in
 Proceeding**

Dear Secretary Williams:

By this letter, the Brownsville Navigation District ("BND") submits notice to the Surface Transportation Board of its intent to participate in the above-captioned proceeding. While BND is (along with its affiliate, the Brownsville and Rio Grande International Railroad) undertaking negotiations with the Primary Applicants as well as the Burlington Northern Railroad Company and the Santa Fe Railway Company, these negotiations have not yet resolved BND's concerns with the proposed merger.

BND hereby informs the Board that it currently intends to participate in the subject proceeding either by way of submitting a responsive application, comments, or a request for protective conditions at the appropriate time. BND notes that the Brownsville and Rio Grande International Railroad has also submitted a separate notice of intent to participate in the subject merger proceeding.

BND hereby requests that it be made a party to this proceeding, that it be added to the appropriate service lists, and that the Board furnish it with all relevant notices

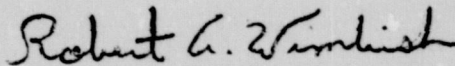
Vernon A. Williams
January 16, 1996
Page Two

hereafter. Correspondence should be sent to BND's counsel as follows:

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

Please contact the undersigned if we may be of any assistance.

Sincerely,



Robert A. Wimbish

Counsel for the Brownsville
Navigation District

cc: Jim Kruse
Larry Cantu

CERTIFICATE OF SERVICE

I hereby certify that I have this 16th day of January, 1996 served a copy of the foregoing Notice of Intent to Participate in Merger Proceeding on Administrative Law Judge Jerome Nelson and all parties of record by means of U.S. Mail, first class postage prepaid, or by more expeditious means.

Robert A. Wimbish

Robert A. Wimbish

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1-16-96

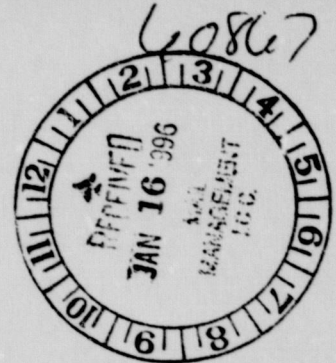
D

60867

WILLIAM L. SLOVER
C. MICHAEL LOFTUS
DONALD G. AVERY
JOHN H. LE SEUR
KELVIN J. DOWD
ROBERT D. ROSENBERG
CHRISTOPHER A. MILLS*
FRANK J. PERGOLIZZI
ANDREW B. KOLESAR III
PATRICIA E. DIETRICH

* ADMITTED IN ILLINOIS ONLY

SLOVER & LOFTUS
ATTORNEYS AT LAW
1224 SEVENTEENTH STREET, N. W.
WASHINGTON, D. C. 20036



202 347-7170

January 12, 1996

By Hand

Office of the Secretary
Case Control Branch
Attn: Finance Docket No. 32760
Surface Transportation Board
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

Office of the Secretary

JAN 23 1996

Part of
Public Record

Item No.	4
Page Count	14

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

Dear Sirs:

Enclosed for filing in the above-referenced proceeding are the original and twenty copies of the Notice of Intent to Participate of Commonwealth Edison Company.

Sincerely yours,

Christopher A. Mills

CAM:mfw
Enclosures

cc: Arvid E. Roach II, Esq. (via facsimile)
Paul A. Cunningham, Esq. (via facsimile)
Restricted Service List (via mail)

Office of the Secretary

JAN 25 1996

Part of
Public Record

BEFORE THE
SURFACE TRANSPORTATION BOARD

UNION PACIFIC CORPORATION, UNION)	
PACIFIC RAILROAD COMPANY, AND)	
MISSOURI PACIFIC RAILROAD COMPANY)	
-- CONTROL AND MERGER -- SOUTHERN)	
PACIFIC RAIL CORPORATION, SOUTHERN)	Finance Docket No. 32760
PACIFIC TRANSPORTATION COMPANY,)	
ST. LOUIS SOUTHWESTERN RAILWAY)	
COMPANY, SPCSL CORP., AND THE)	
DENVER AND RIO GRANDE WESTERN)	
RAILROAD COMPANY)	

NOTICE OF INTENT TO PARTICIPATE
BY
COMMONWEALTH EDISON COMPANY

Pursuant to Interstate Commerce Commission Decision No. 2 served on December 27, 1995, Commonwealth Edison Company ("ComEd"), by and through its undersigned counsel, hereby gives notice of its intent to participate in the above-referenced proceeding as an active party. In accordance with 49 C.F.R. §1180.4(a)(2), the acronym "CED" will be used for identifying all documents and pleadings filed by ComEd in this proceeding.

ComEd is an investor-owned electric utility headquartered in Chicago, IL. Its service territory covers most of northern Illinois including the Chicago metropolitan area. ComEd operates nine coal-fired power plants in Illinois that burn approximately 15 million tons annually of western coal trans-

ported by the Applicants and by Applicants' current competitors. ComEd has a direct interest in the consequences of the merger application and its potential adverse effect on the competition presently available for the transportation of coal to ComEd power plants.

ComEd requests that the following person be placed on the service list in this proceeding in addition to its undersigned counsel and that copies of all pleadings and decisions be furnished to such person:

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

Respectfully submitted,

COMMONWEALTH EDISON COMPANY

By: C. Michael Loftus
Christopher A. Mills
Slover & Loftus
1224 Seventeenth Street, N.W.
Washington D.C. 20036

Attorneys and Practitioners

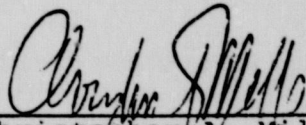
Dated: January 12, 1996

CERTIFICATE OF SERVICE

I hereby certify that, on this 12th day of January, 1996, I caused a copy of the foregoing Notice of Intent to Participate to be served by facsimile on the individuals listed below, and by first-class United States mail, postage prepaid, on all other persons on the Restricted Service List in this proceeding.

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

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



Christopher A. Mills

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Iowa Department of Transportation

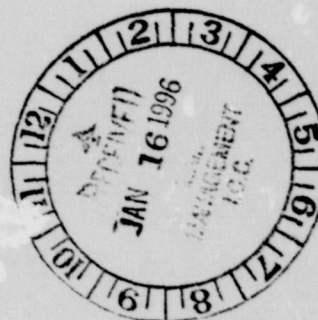
800 Lincoln Way, Ames, Iowa 50010

515-239-1454

Fax: 515-239-1975

January 10, 1996

Office of the Secretary
Case Control Branch
Attn: Finance Docket No. 32760
Surface Transportation Board
12th Street and Constitution Avenue
Washington, D. C. 20423

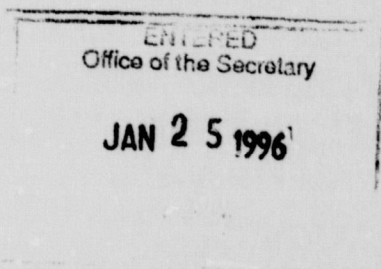


Re: Finance Docket No. 32760, Union Pacific Corp., et al. -- Control & Merger --
Southern Pacific Rail Corp., et al.

Dear Secretary :

The Iowa Department of Transportation is responsible for the planning, development, regulation and improvement of transportation in the state of Iowa [Code of Iowa 307.2], and as such hereby notifies the United States Department Of Transportation, Surface Transportation Board, as successor to the Interstate Commerce Commission, of its intent to participate in the above captioned proceedings.

All correspondence and copies of all filings regarding this matter should be sent to the undersigned.



Sincerely,

Thomas F. Jackson, Director
Office of Planning Services
Planning and Programming Division
Iowa Department of Transportation

cc: Arvid E. Roach, II, Esq.
Paul A. Cunningham, Esq.

Item No. _____
Page Count 1
Jan # 143

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ENTERED
Office of Secretary
JAN 26 1996



Representative Joe Driver Part of Public Record

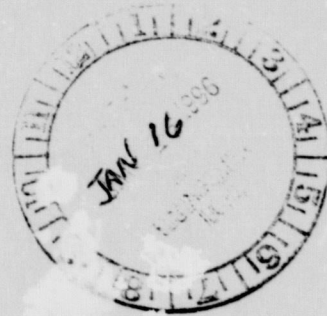
District 113 Office:
201 South Glenbrook
Garland Texas 75040
214-276-1556

Texas State Legislature
House of Representatives
Austin, Texas

Austin Office:
P.O. Box 2910
Austin, Texas 78768-2910
512-463-0574

January 9, 1996

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



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

Item No. _____
Page Count 1
Jan # 130

Dear Mr. Williams:

This letter is to convey my support for the proposed merger of the Union Pacific and Southern Pacific railroads. Union Pacific, Southern Pacific, Burlington Northern/Santa Fe and Kansas City Southern all serve the Dallas metroplex. The Union Pacific/Southern Pacific merger, will provide Texas with an outstanding freight thoroughfare to the West Coast while stimulating healthy competition between the merged roads and newly merged Burlington Northern/Santa Fe. This makes Dallas/Fort Worth a major hub for freight service in all directions.

In my opinion, the Union Pacific/Southern Pacific merger will benefit Dallas and the businesses located in the Dallas area. Dallas shippers will have a highly efficient single-line route through New Mexico, Arizona, and California. The agreement will also provide Dallas shippers with significant new service options, as well as direct routes.

I also am of the opinion that the UP/SP merger will strengthen rail competition in the Dallas area. The Burlington Northern and Santa Fe railroads have created a large and efficient route system, with great competitive assets, as a result of their merger. There is no other railroad today large enough or efficient enough to provide real competition to BN/Santa Fe. If UP and SP merge, they would provide effective competition. Two strong competitors are better than having a large powerful rail carrier with smaller competitors that do not provide a realistic competitive alternative.

I urge the Commission's approval of the proposed merger.

Yours truly,

Joe Driver
State Representative

**ADVISE OF ALL
PROCEEDINGS**

Committees: Insurance, Public Safety, Local & Consent Calendars

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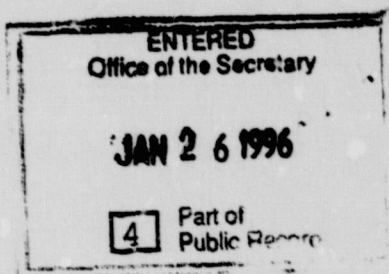
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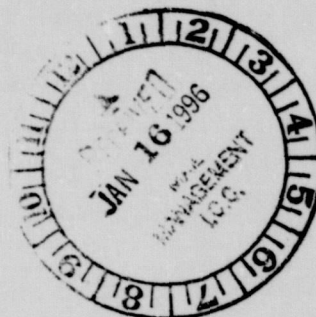
1-16-96

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• 60850



The Best of The Border



December 13, 1995

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

RE: Finance Docket 32760

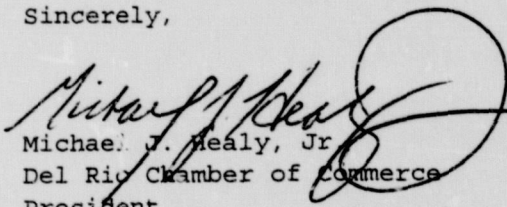
Dear Secretary Williams:

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

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. The Conrail proposal calls for ownership of the lines, whereas the UP-BNSF agreement primarily involves the granting of trackage rights.

The Del Rio Chamber of Commerce is interested in Conrail's proposal in that it would provide efficient service for area shippers, especially to northeast and midwest markets.

Sincerely,


Michael J. Healy, Jr.
Del Rio Chamber of Commerce
President

**ADVISE OF ALL
PROCEEDINGS**

cc: David M LeVan
President and Chief Executive Officer
Conrail

Item No. _____

Page Count 1

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ENTERED
Office of the Secretary

JAN 26 1996

4 Part of
Public Record

Ohio House of Representatives



HOME ADDRESS:
4567 Red Bank Road
Galena, OH 43021
Home: (614) 965-2820
Office: (614) 644-6711
FAX: (614) 644-9494
Toll Free: 1-800-282-0253

80TH HOUSE DISTRICT
DELAWARE, MORROW AND
RICHLAND (PART) COUNTIES

JOAN W. LAWRENCE
State Representative
80th House District

STANDING COMMITTEES:
Finance and Appropriations
Chair, Human Services
Sub-Committee
Energy and Environment
Health, Retirement and Aging
SPECIAL COMMITTEES:
Legislative Budget Committee
Capital Finance Oversight Committee
Joint Legislative Committee on
Federal Funds

January 3, 1995



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

Dear Secretary Williams:

The Interstate Commerce Commission will soon decide whether a merger between Union Pacific and Southern Pacific Railroads is in the best interest of benefactors who demand and rely on the vital services of rail transportation companies. A competitive atmosphere, that includes rail services provided to all areas, is necessary to maintain a viable economy. I don't believe that "merger mania" is in the best interest of maintaining a competitive market.

Therefore, I would appreciate serious consideration be given to the Conrail proposal which would ensure services are maintained in the State of Ohio and the communities that depend on this service. To remain competitive, Ohio needs to have access to Southern markets, as well as Mexico. I'm afraid that approval of the SP and UP railroads will hurt Ohio farmers and manufacturers, by increased rail and other transportation costs. This will not only hurt Ohio but the entire Country.

I urge the ICC to reject the SP - UP merger and pursue the Conrail southern rail purchase proposal.

Sincerely,

Joan W. Lawrence
State Representative
Ohio House of Representatives

JWL/tpv

**ADVISE OF ALL
PROCEEDINGS**

Item No. _____
Page Count 1
IN # 126

STB

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• 32760

1-16-96

D

• 60848

Ohio House of Representatives



ROSE VESPER

(614) 644-6034 - Office
(513) 553-4636 - Home
72nd House District
Brown, Clinton and
Clermont (Part) Counties

COMMITTEES:

Agriculture & Natural Resources
Vice Chair
Energy & Environment
Health, Retirement & Aging
Local Government & Townships

January 4, 1996

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

Dear Secretary Williams:

It has come to my attention that there is an issue pending before the Interstate Commerce Commission (ICC) that would have a significant impact on Ohio. Specifically the merger of several lines of the Southern Pacific Railroad with the Union Pacific Railroad. It is my understanding that this proposed acquisition will have hearings before the ICC very shortly.

I have learned, however, of the Conrail proposal and in my opinion this one is the better alternative. The Conrail plan will enhance competition and will be beneficial to shippers throughout the Gulf Coast, Mid-South, Mid-West and Eastern markets. Conrail's proposal would provide for one-line direct capacity, a fast-most direct and least complicated mode.

The Conrail plan is of particular value for Ohio as it will provide direct rail connection to the Southwest markets as well as put Ohio into a superb position to take full advantage of the NAFTA agreements as Ohio would be connected to Mexico and Canada via Conrail.

As the ICC considers the UP-SP merger, I hope that you will consider the Conrail alternative and agree with me that this is the more sensible solution.

Thank you for your kind attention to this letter.

Sincerely,

Rose Vesper
Rose Vesper
State Representative
72nd House District

**ADVISE OF ALL
PROCEEDINGS**

ENTERED	
Office of the Secretary	
JAN 26 1996	
4	Part of Public Record

77 South High Street, Columbus, OH 43266-0603

Item No. _____
Page Count 125

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32760

1-16-96

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ENTERED
Office of the Secretary

JAN 26 1996

4 Part of
Public Record

ROBERT L. SCHULER
State Representative

17 South High Street, 13th Floor
Columbus, Ohio 43266-0603
3648 Jeffrey Court
Cincinnati, Ohio 45236
Home (513) 891-6293
Office (614) 644-6023

36th House District
Hamilton County

Ohio House of Representatives



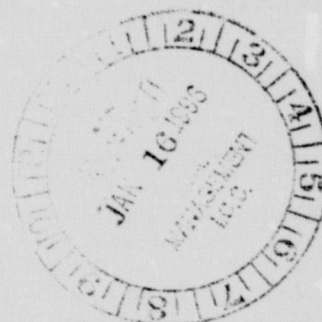
Columbus
43215

COMMITTEES

Financial Institutions
-Vice Chair
Economic Development
& Small Business
Local Government
& Townships
Veterans' Affairs

January 9, 1996

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



Dear Secretary Williams:

I have recently learned that one of the upcoming issues on your agenda is Conrail's initiative to acquire a portion of the Southern Pacific Railroad.

I am supportive of this merger because Conrail is a vital contributor to Ohio's economy and their proposal would benefit Ohio manufacturers, as well as giving Ohio access to a whole world of new markets.

It is my hope that you will look favorably on Conrail's alternative proposal to the Southern Pacific/Union Pacific acquisition.

Sincerely,

Robert L. Schuler
State Representative
36th House District

RLS:hc

**ADVISE OF ALL
PROCEEDINGS**

Item No. _____

Page Count. 1

Jan # 124

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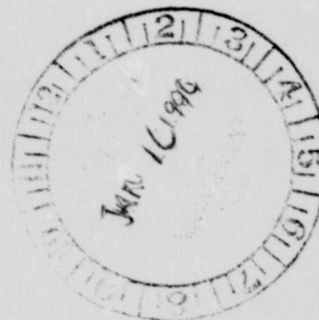
Item No. _____

Page Count 2

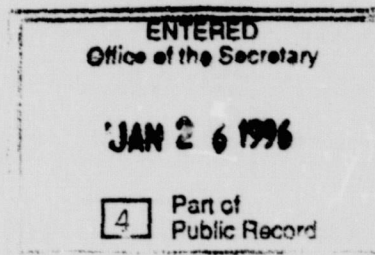
Jan # 123



Kalamazoo County
CHAMBER OF COMMERCE
PORTAGE DIVISION
128 North Kalamazoo Mall
P.O. Box 51169
Kalamazoo, Michigan 49005
616-381-4000
Fax 616-343-0430



January 11, 1996



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 Kalamazoo County Chamber of Commerce Transportation Committee 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 Transportation Committee 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 Chamber of Commerce 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 growth through the North American Free Trade Agreement (NAFTA).

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

ADVISE OF ALL

PROCEEDINGS



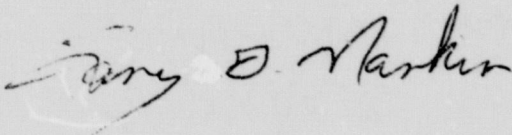
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For these reasons, The Kalamazoo County Chamber of Commerce Transportation Committee strongly supports Conrail's purchase of the Southern Pacific Eastern lines. Without the Conrail proposal being a part of the ICC's approval, the Union Pacific/Southern 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 agreement as proposed by Burlington Northern/Santa Fe.

Thank you for the opportunity to comment on this proposal.

Sincerely,

A handwritten signature in dark ink, appearing to read "Larry G. Mankin". The signature is fluid and cursive, with the first name "Larry" being more prominent than the last name "Mankin".

Larry G. Mankin
President
Kalamazoo County Chamber of Commerce

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

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CYNTHIA DIANNE STEEL
ASSEMBLYWOMAN
District 16

COMMITTEES:

Chairman
Economic Development and Tourism

Member
Judiciary
Health and Human Services



ENTERED
Office of the Secretary

JAN 26 1996

4 Part of
Public Record

DISTRICT OFFICE:

1256 E. Hacienda Avenue, No. C
Las Vegas, Nevada 89119
(702) 384-1013

LEGISLATIVE BUILDING:

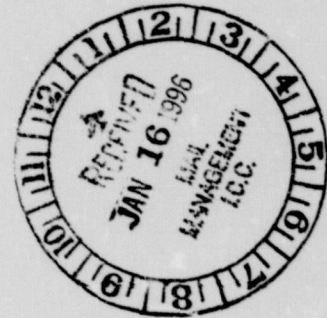
401 S. Carson Street
Carson City, Nevada 89710

Office: (702) 687-3578 or 687-5739
Fax No.: (702) 687-5962

State of Nevada
Assembly
Sixty-Eighth Session

December 21, 1995

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



Subject: Finance Docket No. 32760 -- Proposed Merger Between the Union Pacific and Southern Pacific Railroads.

Dear Secretary Williams:

I write in support of the proposed merger of the Union Pacific and the Southern Pacific Railroads.

The information provided to me points to a carefully considered business decision which will provide added services to my constituents in the State of Nevada. I have been assured that there will be meaningful opportunities for competition between the rail services currently located in Nevada and the BN/Santa Fe rail service which has currently merged.

Sometimes bigger is better, especially when you are trying to run a business with high overhead, expensive equipment and miles of maintenance. It is only fair to give a private company all the tools it needs to succeed. It is also good business to ensure that the companies that merge continue to be able to employ workers and to remain as productive members of Nevada's business community.

As Co-Chairman of the Economic Development and Tourism Committee, it is my belief that a merger between UP and SP would be in the best interest of my constituents and would provide quality transportation service needed in our expanding economy. I urge your support of this proposed merger.

Sincerely,

Dianne Steel

Dianne Steel
Assemblywoman, District 16

ADVISE OF ALL
PROCEEDINGS

Item No. _____
Page Count 1
121

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1-16-96

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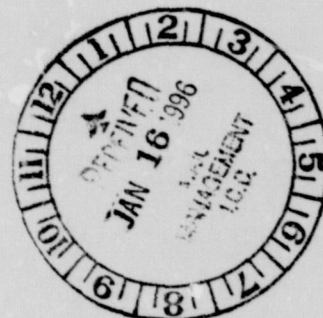
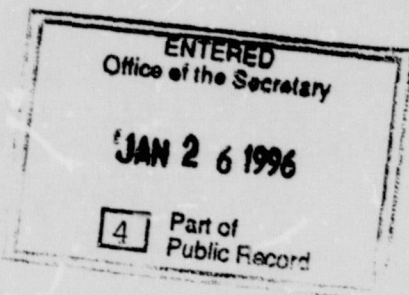
60843



M. Ben Gaeth
1st District
340 Sunset Drive
Defiance, Ohio 43512

MAILING ADDRESS:
Ohio Senate
Senate Building
Columbus, Ohio 43215
614/466-8150

Committees:
Agriculture, Chairman
Energy, Natural Resources
and Environment
Highways and Transportation
Rules, Vice Chairman



January 10, 1996

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

Dear Secretary Williams:

It has come to my attention that you are currently considering the proposed acquisition of Southern Pacific Railroad by Union Pacific. I am concerned about the creation of mega-railroads and the effect they have on competition. Conrail has proposed a much better alternative, in my opinion.

Conrail is an important contributor to our state's economy. By acquiring Southern Pacific's eastern lines, Conrail could enhance their importance by providing a direct rail connection to the Southwest markets. Their proposal would benefit Ohio manufacturers.

As you consider the Southern Pacific/Union Pacific Acquisition, please look favorably on Conrail's alternative proposal. It protects competition and would enhance rail service to our state.

Sincerely,

M. Ben Gaeth
State Senator

MBG:ma

**ADVISE OF ALL
PROCEEDINGS**

Item No. _____
Page Count 1
120

STB

FD

32760

1-16-96

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Ohio House of Representatives



Columbus

43266-0603

January 3, 1995

DARRELL OFFER
State Representative
53rd House District
Ottawa County
Lucas & Erie Counties (Parts)

77 S. High Street, 11th Floor
Columbus, Ohio 43266-0603

HOME: 419/398-3962
OFFICE: 614/644-6011
FAX: 614/644-9404

ENTERED
Office of the Secretary

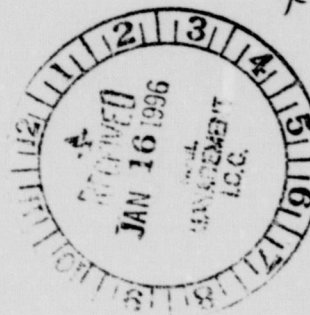
JAN 26 1996

4 Part of
Public Record

COMMITTEES:

Ways & Means
Agriculture & Natural Resources
Veterans Affairs
Local Government & Townships

FD-32760



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

Dear Mr. Williams:

The Interstate Commerce Commission is currently considering ownership of some of Southern Pacific Railroads eastern lines, specifically from Chicago to St. Louis, Arkansas, Texas and Louisiana. Speaking on behalf of my constituents and several major industries in my district which is east of Toledo, I urge you to support the acquisition request of Conrail.

The Conrail offer would enhance competition and benefit economic development for Ohio shippers interested in the Gulf Coast, Mexican, mid-south, mid-west and eastern markets.

Conrail has made a major investment in my district and Ohio (\$1.15 billion in track upgrades from 1976-1994) and has worked with local communities to modernize and expand terminals and other programs. Increased vertical clearance of 20 feet, 6 inches now allows double-stacked inter-modal rail transportation from Chicago to New York.

As our state proceeds with plans to emphasize inter-model transportation, a more competitive Conrail would enhance all of our transportation systems. Thank you for your attention and consideration of Conrail's request.

Sincerely,

Darrell Offer
DARRELL OFFER
State Representative
House District 53

**ADVISE OF ALL
PROCEEDINGS**

Item No. _____
Page Count 1

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1-16-96

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Ohio Senate
State House
Columbus, Ohio 43215-4276
614/466-8036

ENTERED
Office of the Secretary

Dick Schafrath
19th District

JAN 26 1996

4 Part of
Public Record

January 3, 1996

Committees:
State and Local Government
and Veterans' Affairs, Chairman
Education and Retirement,
Vice Chairman
Agriculture
Energy, Natural Resources
and Environment



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

•Dear Secretary Williams:

I am writing to express my support for Conrail's alternative to the proposed merger of the Union Pacific and Southern Pacific Railroads.

While I am concerned that the UP-SP merger would be anticompetitive, I am confident that Conrail's plan to acquire some of SP's Eastern Lines would enhance competition and be beneficial to shippers throughout the Gulf Coast, Mid-South, Mid-West and Eastern markets. This proposal would provide for one-line direct capacity, a fast, most direct and least complicated mode, that would ensure vigorous competition throughout our market.

Ohio, which is a leading producer of automobiles, auto parts, steel, cellular equipment and many other products, has benefitted greatly from its working relationship with Conrail. Conrail's proposed acquisition would enhance its current service and help our industries export numerous products to the South and to the new Mexican markets now available because of NAFTA.

Therefore, I encourage the ICC to strongly consider the viability of Conrail's proposal. In the interest of open competition, I do think the Conrail proposal makes good sense and would be good for our state.

Sincerely,

Dick Schafrath

Dick Schafrath
State Senator

ds/e
confer

ADVISE OF ALL

PROCEEDINGS

Item No. _____

Page Count. 1

Jan 4 118

STB

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• 32760

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Ohio House of Representatives



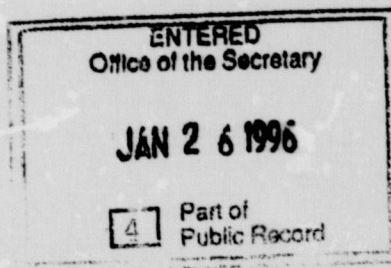
77 S. High St.
Columbus, OH 43266-0603
(614) 466-3506 - Office
(513) 549-2342 - Home
88th House District
Adams, Fayette,
Highland, Pike Counties

DOUG WHITE
State Representative

COMMITTEES:
Finance & Appropriations
Agriculture and Development,
Chairman
Financial Institutions
Public Utilities
Veterans' Affairs

January 3, 1996

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



Dear Secretary Williams:

Recently, I learned of the Interstate Commerce Commission's upcoming hearings on the possible merger of the Union Pacific-Southern Pacific Railroads. It is my understanding that this proposed deal may not be in the best interest of the citizens of Ohio, therefore, I felt it were my obligation as a state official to contact you with my concerns.

As you know, Conrail has expressed an interest in acquiring the eastern routes of Southern Pacific. I feel as though this plan would be in the best interest of Ohio, especially since this would give Ohio direct rail access to the growing Gulf Coast and Mexican markets, which would better assist the automobile, glass, paper and steel manufacturing industries. This proposal would also place Ohio in a position to take full advantage of the NAFTA agreements, which would be very beneficial.

As you and the members of the Commission begin hearing this issue, I would encourage further investigation into UP-SP's plan before making any decisions, as well as take into consideration the alternative proposal Conrail has developed.

Sincerely,

Doug White
State Representative
88th House District

**ADVISE OF ALL
PROCEEDINGS**

Item No. _____
Page Count 1
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ENTERED
Office of the Secretary

JAN 26 1995

4 Part of
Public Hearing



January 4, 1995



Item No. _____
Page Count 2
7/15

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

Dear Secretary Williams:

The Greater Cleveland Growth Association has been monitoring the proposed Union Pacific/Southern Pacific [UP/SP] Railroad merger and is concerned over such a merger's negative economic impact on Northeast Ohio. We write to ask that the merger not be allowed as currently planned.

Even with the provision that the Burlington Northern-Santa Fe [BNSF] would obtain trackage rights on the eastern end of the old SP trackage, the proposal is anti-competitive. Better alternatives exist. The merger may work well for the railroads who are parties, but it is disadvantageous to Northeast Ohio.

Conrail, however, has proposed something that does serve the public interest: namely, acquiring a large portion of the SP's eastern lines. Conrail ownership of these lines would give Ohio direct, efficient rail access to growing Gulf Coast, Mid-South, and Mexican markets, especially for our local auto plants. Its proposed one-line direct capacity would be the fastest and most direct mode of transportation. Its plan would help our region grow, help our companies compete, and ensure vigorous rail competition from the Midwest to the Mid-South and Gulf Coast. Furthermore, BNSF's proposed rented trackage rights from UP give limited benefits which can easily be lost if the two disagree over traffic priority or operational authority.

Conrail's service has greatly benefitted Ohio's manufacturers and shippers. The proposed acquisition of SP's Eastern Lines by Conrail will enhance its current service, and help businesses and industries in our state expand. For example, with direct shipments of midwestern products to new markets in the Mid-South and Gulf Coast regions and Mexico, new markets for these products could open.

Greater Cleveland Growth Association
200 Tower City Center • 50 Public Square • Cleveland, Ohio 44113-2291
(216) 621-3300 • FAX (216) 621-6013

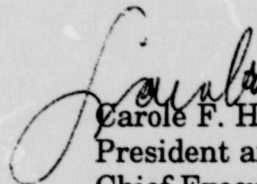
THE CHAMBER OF COMMERCE FOR GREATER CLEVELAND

ADVISE OF ALL
PROCEEDINGS

The Honorable Vernon A. Williams
January 4, 1995
Page 2

We strongly support Conrail's purchase of the SP's Eastern lines. Without the Conrail proposal included, the Union Pacific/Southern Pacific merger should be disallowed. Conrail ownership of SP-East makes good business sense, brings more corporate responsibility than the proposed trackage rights agreements, and serves the public interest. Your consideration of our thoughts on this matter is appreciated.

Sincerely,

A handwritten signature in cursive script, appearing to read "Carole F. Hoover", is written over the typed name.

Carole F. Hoover
President and
Chief Executive Officer

CFH/DNG/jem

STB

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Ohio House of Representatives



Holmes-Coshocton-Muskingum
871 Walnut Street
Coshocton, Ohio 43812
Home (614) 622-1527
Office (614) 466-1494
Toll Free 1-800-282-0253

Joy Padgett
95th House District

COMMITTEES:
Rules and Reference
Energy and Environment
Vice Chair
Agriculture and Nat. Resources
Veterans' Affairs
Vice Chair
Coal Technical Advisory Board
Sunset Review for Boards and
Commissions

January 9, 1996

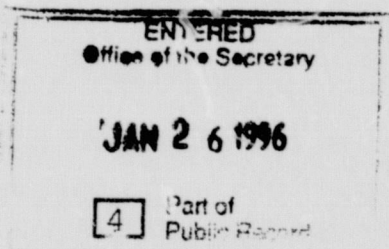
Mr. Vernon A. Williams, Secretary
Interstate Commerce Commission
12th Street & Constitution Avenue
Washington, D. C. 20423

Dear Secretary Williams:

I have recently learned of your agency's upcoming hearings on the possible merger of Union Pacific and Southern Pacific Railroads. Public officials in Ohio are very interested in this merger. However, we are aware of an alternative that would be far more beneficial to our state.

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 from NAFTA.

It is my hope that the ICC will look favorably on Conrail's alternative.



Sincerely,

Joy Padgett
State Representative
95th District, Ohio House

JP/rjr

**ADVISE OF ALL
PROCEEDINGS**

Item No. _____
Page Count 1
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1-16-96

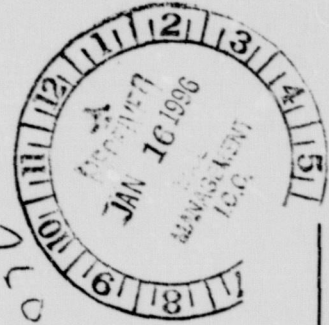
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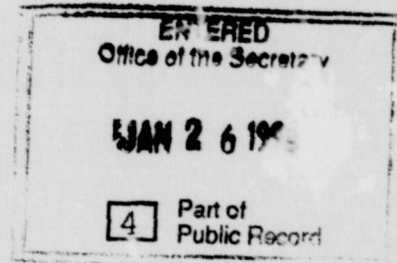


Ohio Senate
Statehouse
Columbus, Ohio 43215

January 9, 1996



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



Item No. _____
Page Count 2106

Dear Secretary Williams:

With the Union Pacific and Southern Pacific Railroads attempting to make the nation's largest railroad even larger, I am concerned about Ohio's economy and public interest. The UP-SP proposes to "rent" 3,000-4,000 miles of track to their prime competitor, the Burlington Northern-Santa Fe. The track runs from the Gulf of Mexico through St. Louis and Chicago. This merger will weaken Northern Ohio's competitiveness, lessen jobs for its employers, and its manufacturing and industrial workers. In fact it could lead to a monopoly.

Conrail, one of the major carriers serving Northern Ohio has made an offer to the UP-SP to buy much of the same track UP-SP wants to rent to BN-SF. If the ICC would accept Conrail's offer to UP-SP as part of its merger approval process, the public here would be served much better.

But without the Conrail proposal, the UP-SP merger is harmful to the public interest. Here's why:

1. If huge western railroads are allowed to gobble up Eastern and Midwestern tracks and smaller railroads, it costs our region jobs. Conrail's proposal strengthens the position of our region's railroads and helps preserve jobs.
2. Conrail would provide our region with the best service from Northern Ohio to the Gulf Coast and Mexico, tying their petrochemical, raw material and manufacturing strengths with Ohio business.
3. In a rented track rights situation, neither the renter nor the owner have the same level of motivation to help businesses and communities grow along routes, as Conrail's ownership would provide.

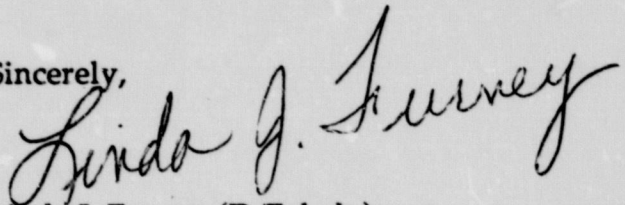
**ADVISE OF ALL
PROCEEDINGS**

Secretary Williams
Page Two
January 9, 1996

4. Preserving the strength of Eastern-Great Lakes railroads strengthens price and service competition in the transportation industry for manufacturers, and ultimately for consumers.

A region with strong transportation alternatives is attractive to new industry. Conrail's proposal to the UP-SP is clearly superior to the UP-SP/NB-SF track rights rental. To strengthen our region's economy, in the public interest I ask for your help.

Sincerely,

A handwritten signature in cursive script, reading "Linda J. Furney". The signature is written in dark ink and is positioned above the printed name and title.

Linda J. Furney (D-Toledo)
Minority Whip
Ohio Senate

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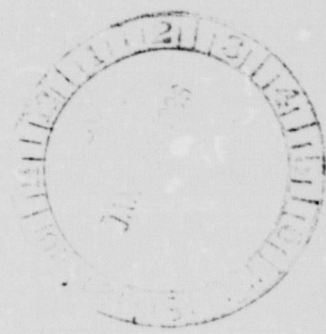
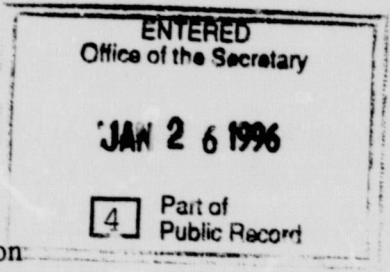
60528



COOPERATIVE ELEVATOR COMPANY

605 12th Street • P.O. Box 209 • Aurora, Nebraska 68813
Telephone: 402-694-2106 • Facsimile: 402-694-2060

January 10, 1996



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 general manager of Aurora Co-op, a large grain and farm supply cooperative in South Central Nebraska. We presently handle nearly 30 million bushels of corn annually and much of our corn goes by rail to markets in a good portion of the United States, as well as Mexico. Aurora Co-op supports the Union Pacific/Southern Pacific merger because we feel it will allow us to gain access more efficiently to additional markets to the south and west.

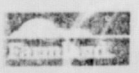
We will look for Mexico to become a larger market for us in the years ahead. For this reason, we believe it is very important to preserve effective competition for rail service to Mexico. We understand that several railroads have requested trackage rights as a result of this merger activity. Aurora Co-op urges the commissioners to seriously consider these requests to maintain competition within the United States and to Mexico by conditioning the UP/SP merger. Economical access to domestic and international trade routes should not be jeopardized.

Sincerely,

Rodney Schroeder
Rodney Schroeder
General Manager

Item No. _____
Page Count 1
4105

ADVISE OF ALL
PROCEEDINGS



A member of the Farmland System.

STB

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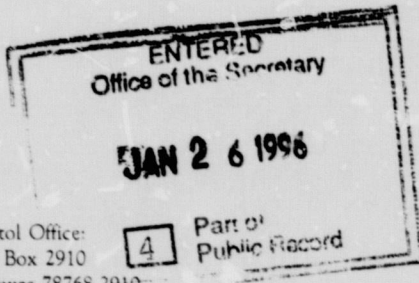
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AD 32760



Capitol Office:
P.O. Box 2910
Austin, Texas 78768-2910
(512) 463-0610

Homer Dear
Texas House of Representatives
District 89

District Office:
201 A. Meadow Park Dr.
White Settlement, Texas 76108
(817) 246-6890



January 3, 1996

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

Dear Mr. Williams:

I would like to take this opportunity to express my support for the proposed merger of Union Pacific and Southern Pacific railroads.

The merger would dramatically improve service and strengthen competition in the state of Texas. Both companies have deep roots in the state and their 8,400 employees contribute time and resources to civic, community and charitable activities.

I believe this merger will create extraordinary advantages in Texas for rail users, such as shorter routes and new expanded marketing opportunities. I am happy to endorse this proposal and would greatly appreciate your sincere consideration.

Respectfully,

Homer Dear

Homer P. Dear

cc: J.M. Ryle, III

**ADVISE OF ALL
PROCEEDINGS**

Item No. _____
Page Count 1
 H 104

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1-16-96

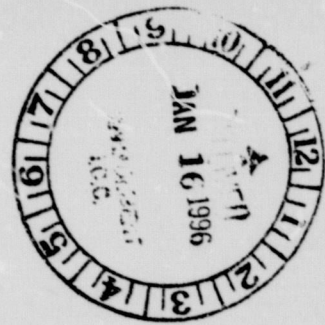
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Ohio House of Representatives

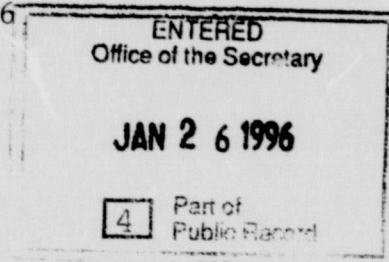


1st District
4960 Defiance Trail
Delphos, Ohio 45833
Home: 419-692-7356
Fax: 419-632-3915
Office: 614-466-9624
Fax: 614-644-9494

WILLIAM E. THOMPSON
MEMBER

COMMITTEES:
Commerce and Labor, Chair
Finance and Appropriations
Ag. and Dev. Sub. Comm., Vice-Chair
Public Utilities
Rules and Reference

January 3, 1996



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

Dear Secretary Williams:

Please accept my support of Conrail's proposed acquisition of Southern Pacific Eastern Lines from Chicago to St. Louis and then into Arkansas, Texas and Louisiana.

This acquisition will afford Ohio a direct rail connection to the Southwest markets as well as putting our state in an excellent position to take full advantage of the NAFTA agreements as we would be connected to Mexico and Canada via Conrail.

This proposal would also provide for one-line direct capacity, a fast-most direct and least complicated mode.

Again please accept my support of this proposal, and feel free to contact me in my Columbus office if you wish to speak to me personally.

Sincerely,

Bill

William E. Thompson
State Representative
1st District
(614) 466-9624

WET:jll

**ADVISE OF ALL
PROCEEDINGS**

Item No. _____
Page Count 1
163

STB

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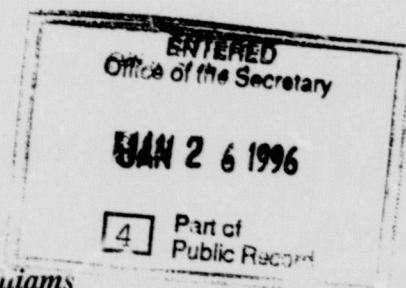


SHELBY COUNTY BOARD OF COMMISSIONERS

SUITE 619 • 160 N. MAIN STREET • MEMPHIS, TENNESSEE 38103

SHEP WILBUN, JR.
Commissioner

December 15, 1995



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

Re: Finance Docket 32760

Item No. _____
Page Count 2
4102

Dear Secretary Williams:

As a member of the Shelby County Commission in Shelby County, Tennessee, I am extremely concerned about the competitive affects on Memphis and Shelby County businesses relative to the proposed acquisition of the Southern Pacific (SP) Railroad by the Union Pacific (UP). While I am somewhat 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 in Memphis, Tennessee.

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

Another reason I favor Conrail's proposal is that it would provide efficient service for area shippers, especially to the Northeast and Midwest markets. Presently, the Port of Memphis averages 3600 loaded rail cars a month and Conrail's service to the Northeast would be the fastest and most direct and involve the fewest car handlings.

ADVISE OF ALL
PROCEEDINGS

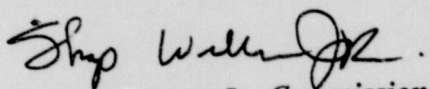
Page 2

Letter/Honorable Vernon A. Williams

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.

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

Sincerely,



*Shap Wilkin, Jr. Commissioner
Shelby County
Board of Commissioners*

SW/gfr

*cc: David Levan, President
Consolidated Rail Corp.*

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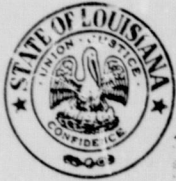
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1-16-96

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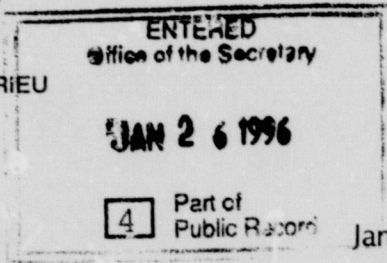
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STATE OF LOUISIANA
HOUSE OF REPRESENTATIVES

MITCHELL J. LANDRIEU
DISTRICT 89



January 3, 1996

1100 POYDRAS STREET
SUITE 2900
NEW ORLEANS, LOUISIANA 70133
(504) 568-5750
(504) 582-2320
FAX (504) 582-2422

WAYS AND MEANS
CAPITAL OUTLAY
INSURANCE
CHAIRMAN, SUB COMMITTEE
ON HEALTH CARE REFORM

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



RE: Union Pacific Merger
Finance Docket 32760

Dear Secretary Williams:

I am extremely concerned about the competitive affects on area businesses of the proposed acquisition of the Southern Pacific Railroad by the Union Pacific.

I am extremely concerned about the recent merger trend that could lead to only a few giant railroads serving the nation's business. Clearly, mega-railroads will only further limit competition and reduce productivity.

Therefore I actively oppose the Union Pacific-Southern Pacific merger at the Interstate Commerce Commission.

With kind regards, I am

Sincerely yours,

Mitchell J. Landrieu

**ADVISE OF ALL
PROCEEDINGS**

MJL:lbh

Item No. _____

Page Count 1

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ILLINOIS INTERNATIONAL
PORT DISTRICT

3600 E. 95th Street
95th & the Lakefront
Chicago, IL 60617-5193
312.646.4400
312.221.7678 (FAX)

ENTERED
Office of the Secretary

JAN 26 1996

4 Part of
Public Record



January 2, 1996

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

RE: Finance Docket No. 32760;
Union Pacific Corporation Control and Merger-Union Pacific
Corporation

Dear Mr. Secretary;

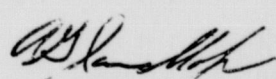
I am the Executive Director of the Illinois International Port District. The Port is America's largest inland port, serving business and industry in the Midwest, including Chicago and Northwestern Indiana. A great many of the users of the Port facilities transport goods and commodities to or from the Gulf Coast.

This letter is written in support of the efforts of the Consolidated Rail Corporation (Conrail) to acquire certain rail routes to the Gulf Coast now owned by the Southern Pacific Railroad and sought to be acquired by the Union Pacific Corporation. I believe that economic competition would be encouraged by Conrail's acquiring such routes. Cheaper, more customer-oriented and more efficient rail service would result from the competition provided by Conrail's acquisition of these routes. Conrail's access to the gulf coast through Chicago and Northwestern Indiana, with through connections to the East coast, would substantially benefit this area.

I hope that the Interstate Commerce Commission will not approve the Union Pacific application unless it provides for Conrail's acquisition of the routes to the Gulf Coast.

If myself or my staff can be of further assistance, please feel free to call.

Sincerely,


Anthony G. Ianello
Executive Director


**ADVISE OF ALL
PROCEEDINGS**

Item No. _____

Page Count 1

Jan #102

AGL/j


Port of Chicago
Foreign Trade Zone No. 22

STB

FD

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60819

Office of the

JAN 17 1996

Part of

O. KENT MAHER
ATTORNEY AT LAW

33 WEST FOURTH STREET
P. O. BOX 351
WINNEMUCCA, NEVADA 89446

TEL: (702) 623-5277 FAX: (702) 623-2468



VIA EXPRESS MAIL

January 12, 1996

Vernon A. Williams, Secretary
Case Control Branch, Attn: Finance Docket 32760
Surface Transportation Board
United States Department of Transportation
1201 Constitution Ave., N.W.
Washington, D.C. 20423

Re: Application of Union Pacific Corporation, et al.,
Finance Docket 32760

Dear Mr. Secretary:

Transmitted herewith for filing and the attention of the Commission are an original and twenty (20) copies of the Notice of Intent to Participate in the subject proceeding, filed on behalf of the City of Winnemucca, a Nevada municipal corporation, and the County of Humboldt, a political subdivision of the State of Nevada. A Certificate of Service confirming service by mail upon the appointed Administrative Law Judge and counsel for the Applicants is attached to the original.

Please confirm your receipt and acceptance of this filing by returning the attached copy of this letter and the Notice of Intent, endorsed with your "Filed" stamp, in the enclosed postage prepaid, self addressed envelope.

If you have any questions or comments concerning this filing, please contact me at the address or telephone number set forth above. Thank you.

Sincerely,

O. Kent Maher
O. Kent Maher
Winnemucca City Attorney

OKM:rap
Encs.

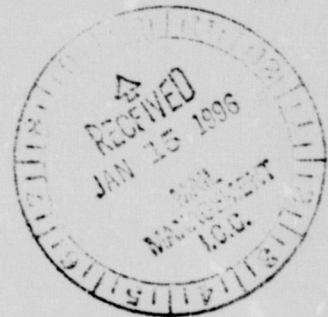
xc: City
County

Item No. _____
Page Count 34
96

BEFORE THE
SURFACE TRANSPORTATION BOARD
UNITED STATES DEPARTMENT OF TRANSPORTATION

In the matter of the Application of)
Union Pacific Corporation, Union)
Pacific Railroad Company, Missouri)
Pacific Railroad Company, Southern)
Pacific Rail Corporation, Southern)
Pacific Transportation Company, St.)
Louis Southwestern Railway Company,)
SPCSL Corp., and the Denver and Rio)
Grande Western Railroad Company)

Finance Docket No. 32760



NOTICE OF INTENT TO PARTICIPATE
OF

Office of the Secretary

JAN 17 1996

THE CITY OF WINNEMUCCA

AND

THE COUNTY OF HUMBOLDT

Item No. _____

Page Count

R. Michael McCormick, Esq.
Humboldt County District Attorney
County of Humboldt
50 West Fifth Street
P.O. Box 909
Winnemucca, Nevada 89446
Tel. (702) 623-6363
Fax. (702) 623-6365

O. Kent Maher, Esq.
City Attorney
City of Winnemucca
33 West Fourth Street
P.O. Box 351
Winnemucca, Nevada 89446
Tel. (702) 623-5277
Fax. (702) 623-2468

COMES NOW the City of Winnemucca, a Nevada municipal corporation ("Winnemucca"), and the County of Humboldt, a political subdivision of the State of Nevada ("Humboldt"), appearing by and through their respective attorneys, O. Kent Maher, Esq., Winnemucca City Attorney, and R. Michael McCormick, Esq., Humboldt County District Attorney, and give notice of their intent to formally participate in the subject proceeding as interested parties whose position of support or opposition has not yet been determined. The Application suggests that significant and adverse environmental and safety impacts arising out of increased rail traffic and blockage of a critical rail/highway and/or city street grade crossing will occur in Winnemucca and Humboldt if the transaction for which the Applicants seek authority is consummated. Analysis of the Application by Winnemucca and Humboldt is continuing, and their position will be determined by the results of that analysis. Winnemucca and Humboldt each reserve the right to conduct discovery concerning matters arising from their analysis in accordance with the Rules of Practice and Orders of the Board issued in this proceeding, and to request imposition of conditions upon any authority granted by the Board.

Winnemucca and Humboldt request that copies of all pleadings, orders, decisions and other papers filed in this proceeding be served upon them at the following address:

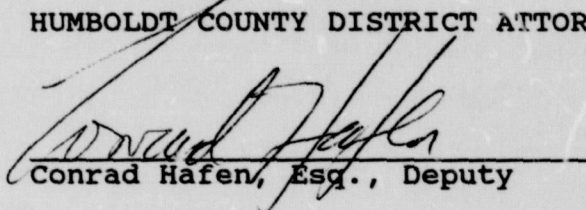
R. Michael McCormick, Esq.
Humboldt County District Attorney
County of Humboldt
50 West Fifth Street
P.O. Box 909
Winnemucca, Nevada 89446
Tel. (702) 623-6363
Fax. (702) 623-6365

O. Kent Maher, Esq.
City Attorney
City of Winnemucca
33 West Fourth Street
P.O. Box 351
Winnemucca, Nevada 89446
Tel. (702) 623-5277
Fax. (702) 623-2468

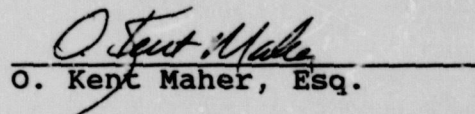
DATED: January 12, 1996

Respectfully submitted,

HUMBOLDT COUNTY DISTRICT ATTORNEY


Conrad Hafen, Esq., Deputy

WINNEMUCCA CITY ATTORNEY


O. Kent Maher, Esq.

CERTIFICATE OF SERVICE BY MAILING

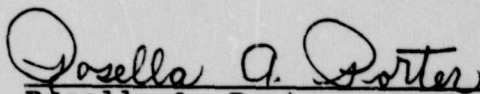
I, the undersigned, hereby certify that I am employed in the Office of O. KENT MAHER, Attorney at Law, and that on January 12, 1996, I served the attached "NOTICE OF INTENT TO PARTICIPATE OF THE CITY OF WINNEMUCCA AND THE COUNTY OF HUMBOLDT" by depositing for mailing in a regularly maintained receptacle for mailing at Winnemucca, Nevada, true and correct copies thereof in envelopes with postage fully prepaid thereon addressed to:

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

Paul A. Cunningham, Esq.
Harkins Cunningham
1300 Nineteenth Street, N.W.
Washington, DC 20036

Administrative Law Judge Jerome Nelson, FERC
825 North Capitol Street, N.E.
Washington, DC 20426

DATED: January 12, 1996


Rosella A. Porter