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v5
 TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
 FRIDAY JANUARY 30, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
2MRVRO-26	5:35 AM	1MROSTB-27	3:05 AM
1AOAKS-29	6:20 AM	1AKSBE-27	6:10 AM
1MEUNP-27	3:00 PM	12G10A-28	9:20 AM
1ZOACH-30	12:05 PM	1MNPSTB-27	12:55 PM
1MOARO-29	7:00 PM	1MROSTBK-27	10:00 PM
1MRVRO-27	7:10 PM		
1MEUNP-29	10:20 PM		

EAST TRAINS:	7	WEST TRAINS:	5
TOTAL FREIGHT TRAINS:	12		

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0500 PM)	1
PSGR TRAINS: (#5 RENO 1217 PM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	2
TOTAL:	4

v5
 TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
 SATURDAY JANUARY 31, 1998

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
2MRVRO-29	4:20 AM	1ZG1OA-29	11:55 AM
1AOAKS-30	6:20 AM	1MNPSTB-28	1:50 PM
1MSTNPB-30	8:25 AM	1MNPSTB-29	4:45 PM
1ZOACH-31	11:35 AM	1AKSBE-28	6:50 PM
1MSTNPB-29	4:00 PM	1UJOPTJ-28	8:55 PM
1GPYUP-28	2:07 PM		
1MRVRO-30	5:25 PM		
1MOARO-30	6:40 AM		

EAST TRAINS:	8	WEST TRAINS:	5
TOTAL FREIGHT TRAINS:	13		

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0520 PM)	1
PSGR TRAINS: (#5 RENO 1055 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

PROGRAM: FPAN127.FOCUS.EXEC(AEIHIST-WHTA-3) 02/02/98 07.24.32

TRANSPORTATION RESEARCH
 AEI SCANNER TRAIN HISTORY SUMMARY FOR SCANNER #359-SOUTH WICHITA
 FOR PERIOD 01/01/98-01/31/98

DATE	THRU TRAINS
01/01/98	4
01/02/98	3
01/03/98	4
01/04/98	5
01/05/98	4
01/06/98	6
01/07/98	3
01/08/98	3
01/09/98	5
01/10/98	4
01/11/98	4
01/12/98	6
01/13/98	3
01/14/98	6
01/15/98	4
01/16/98	4
01/17/98	1
01/18/98	5
01/19/98	3
01/20/98	5
01/21/98	4
01/22/98	7
01/23/98	4
01/24/98	6
01/25/98	3
01/26/98	5
01/27/98	5
01/28/98	2
01/29/98	6
01/30/98	4
01/31/98	6

*TOTAL 98

134

** AVG_THRU_TRN 4.32

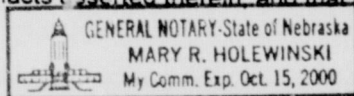
TOTAL

134

VERIFICATION

STATE OF NEBRASKA)
) ss.
 COUNTY OF DOUGLAS)

Clyde Anderson, being first duly sworn, deposes and says that he has read the foregoing document, knows the facts asserted therein, and that the same are true as stated.



Clyde Anderson
 Clyde Anderson

SUBSCRIBED AND SWORN to before me this 2nd day of February, 1997. 1998.

Mary R. Holewinski
 Notary Public

PROGRAM: FPN127.FOCUS.EXEC(AEIHIST-WHTA-4) 02/02/98 07.24.32

TRANSPORTATION RESEARCH
 AEI SCANNER TRAIN HISTORY DETAIL REPORT FOR SCANNER #359-SOUTH WICHITA
 FOR PERIOD 01/01/98-01/31/98

DATE	TIME	SEQ NUM	TRAIN	TRN CAT	TRAIN TYPE	D I R
01/01/98	0807	6547	GSNOS 27	G	THROUGH	N
01/01/98	2010	6548	MWTFW 01	T	THROUGH	S
01/01/98	2100	6549	MFWWT 31	T	THROUGH	N
01/01/98	2347	6550	GSNOSH 30	G	THROUGH	N
01/02/98	0316	6551	GSNOSI 29	G	THROUGH	N
01/02/98	0647	6552	LVB55 02	L	ARK CTY LOC	S
01/02/98	0833	6553	YWH55 02	Y	YARD/WORK	S
01/02/98	0944	6554	YWH55 02	Y	YARD/WORK	N
01/02/98	1014	6555	LVB55 02	L	ARK CTY LOC	N
01/02/98	1352	6556	MFWWT 01	T	THROUGH	N
01/02/98	1409	6557	YWH55 02	Y	YARD/WORK	S
01/02/98	1530	6558	YWH55 02	Y	YARD/WORK	N
01/02/98	1735	6559	MWTFW 02	T	THROUGH	S
01/03/98	0046	6560	LVO54 02	L	THROUGH	N
01/03/98	0723	6561	LVB55 03	L	ARK CTY LOC	S
01/03/98	1014	6562	YWH55 03	Y	YARD/WORK	S
01/03/98	1054	6563	YWH55 03	Y	YARD/WORK	N
01/03/98	1129	6564	LVO55 03	L	THROUGH	S
01/03/98	1231	6565	LVB55 03	L	ARK CTY LOC	N
01/03/98	1341	6566	YWH55 03	Y	YARD/WORK	S
01/03/98	1503	6567	YWH55 03	Y	YARD/WORK	N
01/03/98	1615	6568	MWTFW 03	T	THROUGH	S
01/03/98	2133	6569	EELWT 03	E	THROUGH	N
01/03/98	2209	6570	YWH62 03	Y	YARD/WORK	S
01/03/98	2253	6571	YWH62 03	Y	YARD/WORK	N
01/04/98	0009	6572	MFWWT 02	T	THROUGH	N
01/04/98	0537	6573	MFWWT 03	T	THROUGH	N
01/04/98	0638	6574	GSCWHO 29	G	THROUGH	S
01/04/98	1033	6575	YWH55 04	Y	YARD/WORK	S
01/04/98	1126	6576	YWH55 04	Y	YARD/WORK	N
01/04/98	1824	6577	MWTFW 04	T	THROUGH	S
01/04/98	2026	6578	GSSICC 03	G	THROUGH	S
01/04/98	2219	6579	YWH62 04	Y	YARD/WORK	S
01/04/98	2251	6580	YWH62 04	Y	YARD/WORK	N
01/05/98	0627	6581	GLSILD 03	G	THROUGH	S
01/05/98	0656	6582	MFWWT 04	T	THROUGH	N
01/05/98	0745	6583	LVB55 05	L	ARK CTY LOC	S
01/05/98	0918	6584	YWH55 05	Y	YARD/WORK	S
01/05/98	1028	6585	LVB55 05	L	ARK CTY LOC	N
01/05/98	1049	6586	YWH55 05	Y	YARD/WORK	N
01/05/98	1843	6587	MWTFW 05	T	THROUGH	S
01/05/98	2222	6588	LVO54 05	L	THROUGH	N
01/05/98	2351	6589	YWH62 05	Y	YARD/WORK	S
01/06/98	0032	6590	YWH62 05	Y	YARD/WORK	N
01/06/98	0428	6591	MFWWT 05	T	THROUGH	N

PROGRAM: FPA127.FOCUS.EXEC(AEIHIST-WHTA-4) 02/02/98 07.24.32

TRANSPORTATION RESEARCH
 AEI SCANNER TRAIN HISTORY DETAIL REPORT FOR SCANNER #359--SOUTH WICHITA
 FOR PERIOD 01/01/98-01/31/98

DATE	TIME	SEQ NUM	TRAIN	TRN CAT	TRAIN TYPE	D I R
01/06/98	0633	6592	LVB55 06	L	ARK CTY LOC	S
01/06/98	0828	6593	GDHUPI 03	G	THROUGH	S
01/06/98	1028	6594	YWH55 06	Y	YARD/WORK	S
01/06/98	1041	6595	LVB55 06	L	ARK CTY LOC	N
01/06/98	1144	6596	YWH55 06	Y	YARD/WORK	N
01/06/98	1154	6597	LVO55 06	L	THROUGH	S
01/06/98	1538	6598	GSGVOL 03	G	THROUGH	N
01/06/98	1814	6599	GSSIHO 04	G	THROUGH	S
01/06/98	1904	6600	MWTFW 06	T	THROUGH	S
01/07/98	0633	6601	LVB55 07	L	ARK CTY LOC	S
01/07/98	0950	6602	LVB55 07	L	ARK CTY LOC	N
01/07/98	1006	6603	YWH55 07	Y	YARD/WORK	S
01/07/98	1115	6604	YWH55 07	Y	YARD/WORK	N
01/07/98	1322	6605	YWH55 07	Y	YARD/WORK	S
01/07/98	1520	6606	YWH55 07	Y	YARD/WORK	N
01/07/98	1634	6607	MWTFW 07	T	THROUGH	S
01/07/98	1936	6608	M'WWT 06	T	THROUGH	N
01/07/98	2257	6609	GSSIGV 06	G	THROUGH	S
01/08/98	0008	6610	LVO54 07	L	THROUGH	N
01/08/98	0637	6611	LVB55 08	L	ARK CTY LOC	S
01/08/98	0959	6612	LVB55 08	L	ARK CTY LOC	N
01/08/98	1014	6613	YWH55 08	Y	YARD/WORK	S
01/08/98	1114	6614	LVO55 08	L	THROUGH	S
01/08/98	1147	6615	YWH55 08	Y	YARD/WORK	N
01/08/98	1419	6616	YWH55 08	Y	YARD/WORK	S
01/08/98	1641	6617	YWH55 08	Y	YARD/WORK	N
01/08/98	1709	6618	MWTFW 08	T	THROUGH	S
01/09/98	0638	6619	LVB55 09	L	ARK CTY LOC	S
01/09/98	0916	6620	MFWWT 07	T	THROUGH	N
01/09/98	1053	6621	YWH55 09	Y	YARD/WORK	S
01/09/98	1147	6622	LVB55 09	L	ARK CTY LOC	N
01/09/98	1206	6623	GDSINA 08	G	THROUGH	S
01/09/98	1223	6624	YWH55 09	Y	YARD/WORK	N
01/09/98	1242	6625	GSBECO 31	G	THROUGH	N
01/09/98	1922	6626	MWTFW 09	T	THROUGH	S
01/09/98	2303	6627	LVO54 09	L	THROUGH	N
01/10/98	0638	6628	LVB55 10	L	ARK CTY LOC	S
01/10/98	0912	6629	GLOCC 03	G	THROUGH	S
01/10/98	1029	6630	YWH55 10	Y	YARD/WORK	S
01/10/98	1132	6631	YWH55 10	Y	YARD/WORK	N
01/10/98	1148	6632	LVO55 10	L	THROUGH	S
01/10/98	1210	6633	MFWWT 09	T	THROUGH	N
01/10/98	1246	6634	LVB55 10	L	ARK CTY LOC	N
01/10/98	2041	6635	MWTFW 10	T	THROUGH	S
01/10/98	2217	6636	YWH62 10	Y	YARD/WORK	S

PROGRAM: FPN127.FOCUS.EXEC(AEIHIST-WHTA-4) 02/02/98 07.24.32

TRANSPORTATION RESEARCH
 AEI SCANNER TRAIN HISTORY DETAIL REPORT FOR SCANNER #359-SOUTH WICHITA
 FOR PERIOD 01/01/98-01/31/98

DATE	TIME	SEQ NUM	TRAIN	TRN CAT	TRAIN TYPE	D I R
01/10/98	2300	6637	YWH62 10	Y	YARD/WORK	N
01/11/98	1004	6638	YWH55 10	Y	YARD/WORK	S
01/11/98	1058	6639	YWH55 10	Y	YARD/WORK	N
01/11/98	1105	6640	MFWWT 10	T	THROUGH	N
01/11/98	1610	6641	GSSICC 08	G	THROUGH	S
01/11/98	1846	6642	MWTFW 11	T	THROUGH	S
01/11/98	2132	6643	YWH62 11	Y	YARD/WORK	S
01/11/98	2237	6644	YWH62 11	Y	YARD/WORK	N
01/11/98	2300	6645	GEPIWT 10	G	THROUGH	N
01/12/98	0306	6646	GSCCWA 10	G	THROUGH	N
01/12/98	0635	6647	LVB55 12	L	ARK CTY LOC	S
01/12/98	0909	6648	MFWWT 11	T	THROUGH	N
01/12/98	0936	6649	LVB55 12	L	ARK CTY LOC	N
01/12/98	0950	6650	YWH55 12	Y	YARD/WORK	S
01/12/98	1121	6651	YWH55 12	Y	YARD/WORK	N
01/12/98	1549	6652	EWTER 12	E	THROUGH	S
01/12/98	2019	6653	MWTFW 12	T	THROUGH	S
01/12/98	2120	6654	MFWWTX 11	T	THROUGH	N
01/12/98	2236	6655	LVO54 12	L	THROUGH	N
01/12/98	2309	6656	YWH62 12	Y	YARD/WORK	S
01/12/98	2340	6657	YWH62 12	Y	YARD/WORK	N
01/13/98	0658	6658	LVB55 13	L	ARK CTY LOC	S
01/13/98	0940	6659	YWH55 13	Y	YARD/WORK	S
01/13/98	1031	6660	LVB55 13	L	ARK CTY LOC	N
01/13/98	1056	6661	LVO55 13	L	THROUGH	S
01/13/98	1109	6662	YWH55 13	Y	YARD/WORK	N
01/13/98	1433	6663	YWH55 13	Y	YARD/WORK	S
01/13/98	1633	6664	YWH55 13	Y	YARD/WORK	N
01/13/98	1718	6665	MWTFW 13	T	THROUGH	S
01/13/98	2146	6666	MWTFWX 13	T	THROUGH	S
01/14/98	0411	6667	MFWWT 12	T	THROUGH	N
01/14/98	0517	6668	GSHOSI 11	G	THROUGH	N
01/14/98	0649	6669	LVB55 14	L	ARK CTY LOC	S
01/14/98	0916	6670	GSSIHO 13	G	THROUGH	S
01/14/98	1043	6671	LVB55 14	L	ARK CTY LOC	N
01/14/98	1059	6672	YWH55 14	Y	YARD/WORK	S
01/14/98	1219	6673	YWH55 14	Y	YARD/WORK	N
01/14/98	1450	6674	YWH55 14	Y	YARD/WORK	S
01/14/98	1532	6675	MFWWT 13	T	THROUGH	N
01/14/98	1602	6676	MWTFW 14	T	THROUGH	S
01/14/98	1655	6677	YWH55 14	Y	YARD/WORK	N
01/14/98	2231	6678	LVO54 14	L	THROUGH	N
01/15/98	0639	6679	LVB55 15	L	ARK CTY LOC	S
01/15/98	1003	6680	YWH55 15	Y	YARD/WORK	S
01/15/98	1123	6681	LVO55 15	L	THROUGH	S

PROGRAM: FPN127.FOCUS.EXEC(AEIHIST-WHTA-4) 02/02/98 07.24.32

TRANSPORTATION RESEARCH
 AEI SCANNER TRAIN HISTORY DETAIL REPORT FOR SCANNER #359-SOUTH WICHITA
 FOR PERIOD 01/01/98-01/31/98

DATE	TIME	SEQ NUM	TRAIN	TRN CAT	TRAIN TYPE	D I R
01/15/98	1136	6682	YWH55 15	Y	YARD/WORK	N
01/15/98	1224	6683	LVB55 15	L	ARK CTY LOC	N
01/15/98	1821	6684	MWTFW 15	T	THROUGH	S
01/15/98	1840	6685	MFWWT 14	T	THROUGH	N
01/15/98	2229	6686	GSWAHO 13	G	THROUGH	S
01/15/98	2241	6687	YWH62 15	Y	YARD/WORK	S
01/15/98	2309	6688	YWH62 15	Y	YARD/WORK	N
01/16/98	0550	6689	MFWWT 15	T	THROUGH	N
01/16/98	0645	6690	LVB55 16	L	ARK CTY LOC	S
01/16/98	1000	6691	LVB55 16	L	ARK CTY LOC	N
01/16/98	1013	6692	YWH55 16	Y	YARD/WORK	S
01/16/98	1132	6693	YWH55 16	Y	YARD/WORK	N
01/16/98	1355	6694	MWTFWX 16	T	THROUGH	S
01/16/98	1821	6695	MWTFW 16	T	THROUGH	S
01/16/98	1947	6696	GSUHO 15	G	THROUGH	S
01/17/98	0109	6697	YWH62 16	Y	YARD/WORK	S
01/17/98	0128	6698	YWH62 16	Y	YARD/WORK	N
01/17/98	0640	6699	LVB55 17	L	ARK CTY LOC	S
01/17/98	0916	6700	YWH55 17	Y	YARD/WORK	S
01/17/98	1017	6701	YWH55 17	Y	YARD/WORK	N
01/17/98	1201	6702	LVB55 17	L	ARK CTY LOC	N
01/17/98	1339	6703	YWH55 17	Y	YARD/WORK	S
01/17/98	1532	6704	YWH55 17	Y	YARD/WORK	N
01/17/98	1817	6705	MWTFW 17	T	THROUGH	S
01/17/98	2252	6706	YWH62 17	Y	YARD/WORK	S
01/17/98	2335	6707	YWH62 17	Y	YARD/WORK	N
01/18/98	0205	6708	MFWWT 16	T	THROUGH	N
01/18/98	0932	6709	YWH55 18	Y	YARD/WORK	S
01/18/98	1043	6710	YWH55 18	Y	YARD/WORK	N
01/18/98	1302	6711	MWTFW 18	T	THROUGH	S
01/18/98	1331	6712	MFWWT 17	T	THROUGH	N
01/18/98	1410	6713	YWH55 18	Y	YARD/WORK	S
01/18/98	1503	6714	GSOLGV 13	G	THROUGH	S
01/18/98	1547	6715	YWH55 18	Y	YARD/WORK	N
01/18/98	2135	6716	YWH62 18	Y	YARD/WORK	S
01/18/98	2220	6717	YWH62 18	Y	YARD/WORK	N
01/18/98	2234	6718	GLWILD 15	G	THROUGH	S
01/19/98	0247	6719	MFWWT 18	T	THROUGH	N
01/19/98	0642	6720	LVB55 19	L	ARK CTY LOC	S
01/19/98	0929	6721	LVB55 19	L	ARK CTY LOC	N
01/19/98	1004	6722	YWH55 19	Y	YARD/WORK	S
01/19/98	1124	6723	YWH55 19	Y	YARD/WORK	N
01/19/98	1847	6724	MWTFW 19	T	THROUGH	S
01/19/98	2311	6725	LVO54 19	L	THROUGH	N
01/20/98	0359	6726	GDHUPI 17	G	THROUGH	S

PROGRAM: FPA127.FOCUS.EXEC(AEIHIST-WHTA-4) 02/02/98 07.24.32

TRANSPORTATION RESEARCH
 AEI SCANNER TRAIN HISTORY DETAIL REPORT FOR SCANNER #359-SOUTH WICHITA
 FOR PERIOD 01/01/98-01/31/98

DATE	TIME	SEQ NUM	TRAIN	TRN CAT	TRAIN TYPE	D I R
01/20/98	0637	6727	LVB55 20	L	ARK CTY LOC	S
01/20/98	0938	6728	YWH55 20	Y	YARD/WORK	S
01/20/98	1040	6729	LVO55 20	L	THROUGH	S
01/20/98	1058	6730	YWH55 20	Y	YARD/WORK	N
01/20/98	1108	6731	LVB55 20	L	ARK CTY LOC	N
01/20/98	1309	6732	MFWWT 19	T	THROUGH	N
01/20/98	1440	6733	M OF W 20	W	YARD/WORK	N
01/20/98	1528	6734	GLSILD 16	G	THROUGH	S
01/20/98	1729	6735	GSHOSI 17	G	THROUGH	N
01/20/98	1934	6736	MWTFW 20	Y	YARD/WORK	S
01/21/98	0653	6737	LVB55 21	L	ARK CTY LOC	S
01/21/98	0800	6738	GLSILD 17	G	THROUGH	S
01/21/98	0953	6739	YWH55 21	Y	YARD/WORK	S
01/21/98	1125	6740	YWH55 21	Y	YARD/WORK	N
01/21/98	1131	6741	LVB55 21	L	ARK CTY LOC	N
01/21/98	1319	6742	YWH55 21	Y	YARD/WORK	S
01/21/98	1509	6743	YWH55 21	Y	YARD/WORK	N
01/21/98	2016	6744	GSOCISI 18	G	THROUGH	N
01/21/98	2232	6745	MFWWT 20	T	THROUGH	N
01/21/98	2323	6746	LVO54 21	L	THROUGH	N
01/21/98	2340	6747	YWH62 21	Y	YARD/WORK	S
01/22/98	0006	6748	YWH62 21	Y	YARD/WORK	N
01/22/98	0031	6749	GSHOSI 18	G	THROUGH	N
01/22/98	0147	6750	MWTFW 21	T	THROUGH	S
01/22/98	0615	6751	MFWWT 21	T	THROUGH	N
01/22/98	0640	6752	LVB55 22	L	ARK CTY LOC	S
01/22/98	0746	6753	GLHUCC 16	G	THROUGH	S
01/22/98	1011	6754	YWH55 22	Y	YARD/WORK	S
01/22/98	1052	6755	LVB55 22	L	ARK CTY LOC	N
01/22/98	1137	6756	YWH55 22	Y	YARD/WORK	N
01/22/98	1159	6757	LVO55 22	L	THROUGH	S
01/22/98	1339	6758	YWH55 22	Y	YARD/WORK	S
01/22/98	1532	6759	YWH55 22	Y	YARD/WORK	N
01/22/98	1719	6760	MWTFW 22	T	THROUGH	S
01/22/98	2244	6761	YWH62 22	Y	YARD/WORK	S
01/22/98	2319	6762	MHOKSX 17	T	THROUGH	N
01/22/98	2325	6763	YWH62 22	Y	YARD/WORK	N
01/23/98	0439	6764	MSIFWX 22	T	THROUGH	S
01/23/98	0559	6765	GEGBSI 19	G	THROUGH	N
01/23/98	0640	6766	LVB55 23	L	ARK CTY LOC	S
01/23/98	0939	6767	LVB55 23	L	ARK CTY LOC	N
01/23/98	1019	6768	YWH55 23	Y	YARD/WORK	S
01/23/98	1134	6769	YWH55 23	Y	YARD/WORK	N
01/23/98	1721	6770	MFWWT 22	T	THROUGH	N
01/23/98	1741	6771	MWTFW 23	T	THROUGH	S

PROGRAM: FPN127.FOCUS.EXEC(AEIHIST-WHTA-4) 02/02/98 07.24.32

TRANSPORTATION RESEARCH
 AEI SCANNER TRAIN HISTORY DETAIL REPORT FOR SCANNER #359-SOUTH WICHITA
 FOR PERIOD 01/01/98-01/31/98

DATE	TIME	SEQ NUM	TRAIN	TRN CAT	TRAIN TYPE	D I R
01/23/98	2257	6772	YWH62 23	Y	YARD/WORK	S
01/23/98	2337	6773	YWH62 23	Y	YARD/WORK	N
01/24/98	0034	6774	LVO54 23	L	THROUGH	N
01/24/98	0415	6775	MFWWT 23	T	THROUGH	N
01/24/98	0616	6776	GSHOSI 21	G	THROUGH	N
01/24/98	0643	6777	LVB55 24	L	ARK CTY LOC	S
01/24/98	0932	6778	YWH55 24	Y	YARD/WORK	S
01/24/98	1106	6779	YWH55 24	Y	YARD/WORK	N
01/24/98	1139	6780	LVB55 24	L	ARK CTY LOC	N
01/24/98	1256	6781	LVO55 24	L	THROUGH	S
01/24/98	1920	6782	MWTFW 24	T	THROUGH	S
01/24/98	1940	6783	GEPIHU 24	G	THROUGH	N
01/24/98	2210	6784	YWH62 24	Y	YARD/WORK	S
01/24/98	2313	6785	YWH62 24	Y	YARD/WORK	N
01/25/98	0824	6786	MFWWT 24	T	THROUGH	N
01/25/98	0932	6787	YWH55 25	Y	YARD/WORK	S
01/25/98	1037	6788	YWH55 25	Y	YARD/WORK	N
01/25/98	1348	6789	GSHOHU 21	G	THROUGH	N
01/25/98	1411	6790	YWH55 25	Y	YARD/WORK	S
01/25/98	1525	6791	YWH55 25	Y	YARD/WORK	N
01/25/98	1640	6792	MWTFW 25	T	THROUGH	S
01/25/98	2143	6793	YWH62 25	Y	YARD/WORK	S
01/25/98	2227	6794	YWH62 25	Y	YARD/WORK	N
01/26/98	0639	6795	LVB55 26	L	ARK CTY LOC	S
01/26/98	0859	6796	MFWWT 25	T	THROUGH	N
01/26/98	0941	6797	YWH55 26	Y	YARD/WORK	S
01/26/98	1054	6798	LVB55 26	L	ARK CTY LOC	N
01/26/98	1111	6799	YWH55 26	Y	YARD/WORK	N
01/26/98	1609	6800	OCKWT 26	O	THROUGH	N
01/26/98	1827	6801	MWTFW 26	T	THROUGH	S
01/26/98	2319	6802	LVO54 26	L	THROUGH	N
01/26/98	2336	6803	OWTCK 26	O	THROUGH	S
01/27/98	0642	6804	LVB55 27	L	ARK CTY LOC	S
01/27/98	0709	6805	GSHOSI 23	G	THROUGH	N
01/27/98	1013	6806	LVO55 27	L	THROUGH	S
01/27/98	1041	6807	YWH55 27	Y	YARD/WORK	S
01/27/98	1104	6808	LVB55 27	L	ARK CTY LOC	N
01/27/98	1147	6809	YWH55 27	Y	YARD/WORK	N
01/27/98	1244	6810	MFWWT 26	T	THROUGH	N
01/27/98	1341	6811	YWH55 27	Y	YARD/WORK	S
01/27/98	1529	6812	YWH55 27	Y	YARD/WORK	N
01/27/98	1652	6813	MWTFW 27	T	THROUGH	S
01/27/98	2102	6814	GEPISI 24	G	THROUGH	N
01/27/98	2246	6815	YWH62 27	Y	YARD/WORK	S
01/27/98	2308	6816	YWH62 27	Y	YARD/WORK	N

PROGRAM: FPAN127.FOCUS.EXEC(AEIHIST-WHTA-4) 02/02/98 07.24.32

TRANSPORTATION RESEARCH
 AEI SCANNER TRAIN HISTORY DETAIL REPORT FOR SCANNER #359-SOUTH WICHITA
 FOR PERIOD 01/01/98-01/31/98

DATE	TIME	SEQ NUM	TRAIN	TRN CAT	TRAIN TYPE	D I R	
01/28/98	0640	6817	LVB55	28	L	ARK CTY LOC	S
01/28/98	0818	6818	MFWWT	27	T	THROUGH	N
01/28/98	0943	6819	LVB55	28	L	ARK CTY LOC	N
01/28/98	1441	6820	YWH55	28	Y	YARD/WORK	S
01/28/98	1502	6821	YWH55	28	Y	YARD/WORK	N
01/28/98	1801	6822	MWTFW	28	T	THROUGH	S
01/29/98	0022	6823	LVO54	28	L	THROUGH	N
01/29/98	0637	6824	LVB55	29	L	ARK CTY LOC	S
01/29/98	1054	6825	LVO55	29	L	THROUGH	S
01/29/98	1128	6826	LVB55	29	L	ARK CTY LOC	N
01/29/98	1401	6827	YWH55	29	Y	YARD/WORK	S
01/29/98	1523	6828	YWH55	29	Y	YARD/WORK	N
01/29/98	1536	6829	OCKWT	29	O	THROUGH	N
01/29/98	2118	6830	OWTCK	29	O	THROUGH	S
01/29/98	2134	6831	MWTFW	29	T	THROUGH	S
01/29/98	2233	6832	YWH62	29	Y	YARD/WORK	S
01/29/98	2254	6833	YWH62	29	Y	YARD/WORK	N
01/29/98	2349	6834	MFWWT	28	T	THROUGH	N
01/30/98	0446	6835	GFMOR	27	G	THROUGH	S
01/30/98	0642	6836	LVB55	30	L	ARK CTY LOC	S
01/30/98	0949	6837	YWH55	30	Y	YARD/WORK	S
01/30/98	1105	6838	YWH55	30	Y	YARD/WORK	N
01/30/98	1121	6839	LVB55	30	L	ARK CTY LOC	N
01/30/98	1446	6840	GSGVSI	23	G	THROUGH	N
01/30/98	1720	6841	MWTFW	30	T	THROUGH	S
01/30/98	2150	6842	YWH62	30	Y	YARD/WORK	S
01/30/98	2243	6843	LVO54	30	L	THROUGH	N
01/30/98	2304	6844	YWH62	30	Y	YARD/WORK	N
01/31/98	0129	6845	GSSICC	29	G	THROUGH	S
01/31/98	0517	6846	GLHUSA	29	G	THROUGH	S
01/31/98	0608	6847	MFWWT	29	T	THROUGH	N
01/31/98	0637	6848	LVB55	31	L	ARK CTY LOC	S
01/31/98	1046	6849	YWH55	31	Y	YARD/WORK	S
01/31/98	1118	6850	LVB55	31	L	ARK CTY LOC	N
01/31/98	1151	6851	YWH55	31	Y	YARD/WORK	N
01/31/98	1210	6852	LVO55	31	L	THROUGH	S
01/31/98	1637	6853	MWTFW	31	T	THROUGH	S
01/31/98	2058	6854	MFWWT	30	T	THROUGH	N
01/31/98	2239	6855	YWH62	31	Y	YARD/WORK	S
01/31/98	2320	6856	YWH62	31	Y	YARD/WORK	N

STB

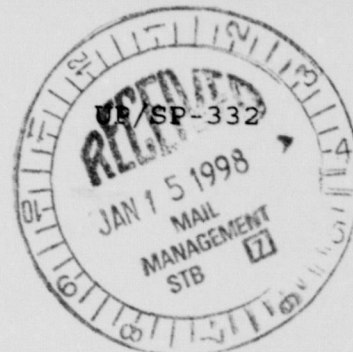
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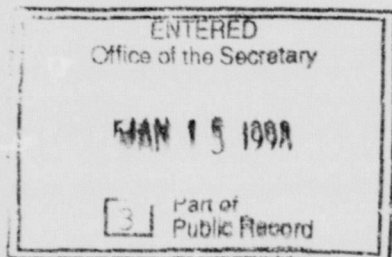


BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760

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

APPLICANTS' REPLY TO BNSF QUARTERLY REPORT



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January 15, 1998

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760

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

-- CONTROL AND MERGER --

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

APPLICANTS' REPLY TO BNSF QUARTERLY REPORT

Applicants UPC, UPRR, SPR and SPT^{1/} respectfully submit this reply to BNSF's "Quarterly Progress Report" filed on January 2, 1998 (BNSF-PR-6). The purpose of this short reply is to address several matters raised in BNSF's January 2 filing.

Traffic Volumes. In Applicants' "Reply to Comments" in the first annual oversight proceeding, filed August 20, 1997, we noted (p. 6 n.4) that Applicants' BNSF volume data were somewhat higher than the data BNSF had submitted, and Applicants expressed confidence in their numbers. In its Quarterly Progress Report, BNSF indicates (p. 14) that it has adopted "a new, more accurate measurement system for [BNSF] business moving over UP/SP lines." The revised BNSF data, while modestly higher or lower than Applicants' in certain

^{1/} Acronyms used herein are the same as those in Appendix B of Decision No. 44.

corridors, confirm the accuracy of Applicants' data and the rapid growth of BNSF trackage rights volumes.

BNSF Train Performance Data. BNSF's Quarterly Progress Report contains a series of charts contrasting BNSF's scheduled and actual running times, which BNSF claims (p. 22) show delays that are "impacting the competitiveness of BNSF's operations."

The data that BNSF presents are very different from the data that Applicants and BNSF have agreed are necessary to provide an accurate comparison of train performance, and they tell the Board nothing about competition between Applicants and BNSF. As Applicants explained in their progress report filed January 2, 1998 (p. 4), Applicants and BNSF have reached agreement on a set of measurements for performance of trackage rights trains, as required by the UP/SP-BNSF dispatching protocol. The agreed-upon methodology does not measure train performance against BNSF schedules. Rather, Applicants and BNSF agreed to a set of measures that compare how the railroads handle each other's trains of similar class or priority moving over the same segments of track within the same timeframe. This type of comparison allows the parties to determine whether either of the railroads suffers from a performance disadvantage when it uses trackage rights over the lines of the other. The parties have begun to implement this new measurement system.

By contrast to the agreed-upon performance measures, the charts in BNSF's progress report do not compare operations of the two railroads. They thus say nothing about BNSF's ability to compete with UP/SP -- which is clearly demonstrated by BNSF's growing traffic volumes.

"2-to-1" Customer Identification. The Board presently has before it competing UP/SP and BNSF proposals regarding a protocol for the identification of "2-to-1" facilities. BNSF claims in its Quarterly Progress Report (pp. 13, 16 n.11) that the handling of "2-to-1" facilities issues came to a "standstill" in recent months, that BNSF "is unable to confirm or deny requests from customers for service at '2-to-1' points," and that there are a large number of outstanding inquiries to which Applicants have not responded. These claims appear to be an effort to bolster BNSF's position in the pending dispute regarding the "2-to-1" protocol.

Contrary to BNSF's claims, Applicants did not stop their work on the "2-to-1" identification process. Applicants steadily processed BNSF's queries, and absolutely did not suspend this work, as BNSF asserts. Applicants have provided numerous responses, and continue to provide more. Applicants have recently provided BNSF with an updated "2-to-1" list that reflects this continued research.

Moreover, BNSF knows that if it needs a response with respect to any particular shipper in order to bid on

actual traffic, it can contact UP/SP and receive a quick response. When BNSF has indicated that a specific request is time-sensitive, UP has consistently answered it very quickly. (See UP/SP-311, p. 23 n.14.) It is very misleading for BNSF to suggest that the exchange of lengthy "kitchen sink" lists is the only way for BNSF to obtain a response from Applicants, or that BNSF can do nothing until Applicants work their way through BNSF's entire list. BNSF's ability to compete for actual traffic movements has not been impeded by the "2-to-1" identification process. In this respect, it is noteworthy that BNSF has not pointed to a single instance in which BNSF was unable to handle traffic because Applicants did not respond to a "2-to-1" inquiry.

With regard to BNSF's claims that there are 62 outstanding inquiries to which Applicants have not responded, Applicants are uncertain which inquiries BNSF is referencing. On October 31, 1997, BNSF sent Applicants a list of shipper facilities and asked Applicants to determine whether any of them was a "2-to-1" facility. This list was in addition to the long lists that BNSF had previously tendered and to which Applicants have previously responded. When BNSF submitted the list, it did not indicate any interest in serving any of the listed facilities immediately.

BNSF described many of the listed facilities as involving "rechallenges," but provided no additional

information indicating that Applicants' original response was inaccurate. With respect to a number of other listed facilities, BNSF's own list indicated that Applicants had already responded to BNSF prior to October 31. Moreover, upon reviewing the remaining listed facilities, it soon became clear that in many instances BNSF had simply failed to record Applicants' previous written and verbal responses to BNSF's inquiries. Applicants have, on a number of occasions, responded to BNSF's inquiries over the phone in order to provide BNSF with the fastest possible answer. In the future, Applicants will follow up all of their advice on every request in writing to avoid any misunderstandings.

Shipment Updates. BNSF's complaint (p. 5 n.2) that Applicants "rarely" provide BNSF with updates on shipments within 24 hours is unwarranted. When BNSF cars are moving in UP/SP haulage, BNSF has several ways to obtain immediate information on the status of shipments. BNSF can access information (as can its customers) through UP/SP's Internet tracing service, through UP/SP's auto-voice response telephone system, or by calling UP/SP's National Customer Service Center. In addition, BNSF's haulage team in Topeka, Kansas, can access haulage information through their access to the EDI-Star package.

When BNSF cars are moving over UP/SP lines using trackage rights, UP/SP is unable to provide updates, since

those movements are not in UP/SP's TCS system. Instead, UP/SP provides BNSF with train movement event reports, which BNSF feeds into its own system and combines with its own shipment data to provide its customers with updates on their shipments.

BNSF's complaint, though broadly worded, may be referring to the narrower issue of communications with UP/SP when a specific problem arises (e.g., a customer complaint that a car has not been moved for several days). When such incidents arise, BNSF communicates with personnel at UP/SP's National Customer Service Center, who in turn contact UP/SP field personnel to develop an action plan to resolve the problem. In such situations, UP/SP's goal is to provide BNSF with feedback -- either an action plan or, at least, confirmation that an effort is being made to contact the appropriate field personnel to develop a plan -- within four hours. BNSF's is simply wrong when it claims that it "rarely" receives a response within 24 hours. Over the past quarter, UP/SP personnel have responded to BNSF within this four-hour timeframe nearly 60% of the time and have taken more than 24 hours to respond only 5% of the time.

Dayton Operating Track. BNSF complains (p. 8) about Applicants' inappropriate use of two 9,000 foot sidings at Dayton. BNSF's inclusion of this incident in its Quarterly Progress Report obscures the parties' efforts to deal with this and similar minor issues without involving the Board. In

addition to regular Joint Service Committee meetings, Applicants and BNSF communicate on a regular basis to resolve minor issues as they arise. In fact, BNSF and Applicants had previously discussed this problem, and Applicants acknowledged that these tracks were used inappropriately in some particular instances, and explained to BNSF that they had taken steps to ensure that all relevant UP/SP operating personnel understand that these sidings are BNSF's property and cannot be used without its permission.

Supposed Salt Lake City-Provo Track Downgrade. BNSF states (pp. 18-19) that Applicants "downgraded" sections of the former SP mainline between Salt Lake City, UT, and Provo, UT, to yard track status and used it for storage. BNSF's assertion is incorrect. Applicants have not downgraded this line, which forms Applicants' primary route to Denver. At a recent meeting in Sacramento, BNSF's Buck Hord advised UP/SP's Steve Searle and George Sturm that the comments in BNSF's progress report apparently reflect a miscommunicated concern about congestion in the North Salt Lake City area. That congestion has been abating as the UP/SP system has become more fluid.

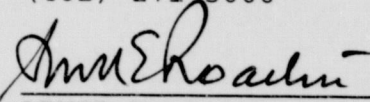
Elvas Line. BNSF says (p. 10) that it has had difficulty accessing its trackage rights lines in the Stockton area and that it has asked Applicants to provide it with access to the former SP line between Elvas (near Sacramento)

and Stockton until connections are established between the former SP and the BNSF at Stockton. Applicants believe that BNSF's access proposal would add to congestion on the SP line, but Applicants and BNSF have continued to work together to address these issues in their joint committee meetings. In fact, on January 9, 1998, Applicants and BNSF followed through on a commitment they had made in December and met in Stockton in order to discuss these issues, and the parties agreed to explore the installation of temporary connections at Stockton.

Respectfully submitted,

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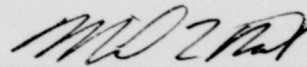
January 15, 1998

CERTIFICATE OF SERVICE

I, Michael L. Rosenthal, certify that, on this 15th day of January, 1998, I caused a copy of the foregoing document to be served by first-class mail, postage prepaid on all parties of record in Finance Docket No. 32760, and on

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

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



Michael L. Rosenthal

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Law Department

UNION PACIFIC RAILROAD COMPANY

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ROOM 830
OMAHA, NEBRASKA 68179-0001
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January 5, 1998



VIA UPS NEXT DAY AIR

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street NW, Suite 700
Washington, DC 20423

Re: Finance Docket 32760. UP - Control and Merger - SP

Dear Mr. Williams:

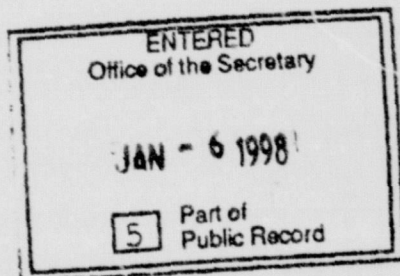
Pursuant to Decision No. 44, UP/SP submits station passing reports for the month of December, 1997 for the cities of Reno, Nevada and Wichita, Kansas. The reports indicate that UP/SP is in compliance with Condition 22.a and Condition 23.a of Exhibit G to Decision No. 44.

	<u>Reno</u>	<u>Wichita</u>
Cap	14.7	6.4
Average Through Freight Trains	9.8	3.84

The attached original and 20 copies of the verified reports include the details for both included and excluded trains for each day during December.

Very truly yours,

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



LAR:msw
Attachments

C: (With attachments)

PERSONAL (2 copies)
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Section of Environmental Analysis
Surface Transportation Board
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(With Wichita Report)
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Metropolitan Planning Department
City Hall
455 North Main Street
Wichita, KS 67202

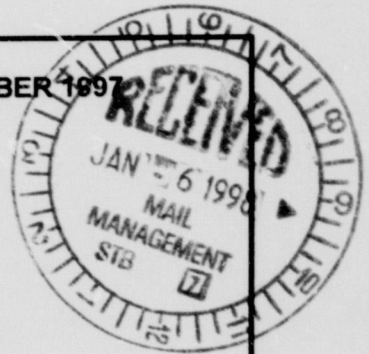
RECAP OF PASSING REPORTS FOR MONTH OF DECEMBER 1997

RENO, NEVADA

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

FREIGHT TRAIN MONTH TO DATE AVERAGE

9.8



AUTHENTICATION:

I certify under penalty of perjury that the foregoing record is true and correct and compiled from record maintained by SPT Company in the usual and ordinary course of business.

Dani K. Shackelford 1-2-98
 General Superintendent Date
 Western region - Harriman Dispatch Center

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
MONDAY DECEMBER 01, 1997

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1MSTNPBK-29	0120AM	1GUPBK-30	0245AM
2GBKOG-30	0140AM	1MNPSTB-26	0525AM
1AOAKS-30	0840AM	1MNPSTB-28	0140AM
1MSTNPB-30	1020AM	2GUPBK-30	1130AM
1MOAROK-01	1135PM	1MROSTB-29	0205PM
1GBKOG-01	0720PM	1CSKST-29	0440PM
		1ZG1OA-29	0900PM

EAST TRAINS: 6
TOTAL FREIGHT TRAINS: 13

WEST TRAINS: 7

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0440PM)	1
PSGR TRAINS: (#5 RENO 1035AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
TUESDAY DECEMBER 02, 1997

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1MSTNPB-01	0250AM	1GUPTZ-28	1030PM
2MSTNPB-01	0905AM	1CSKTA-30	640AM
1MRVRO-30	0930AM	1MROSTBK-30	0110PM
1CTASK-30	1100AM	1ZG1QA-30	0115PM
1ZOACH2-02	1255PM	1MROSTB-01	515
1ACAKS-01	1240PM	1MNPSTB-29	0915PM
3MRVROK-30	0925PM		

EAST TRAINS:	7	WEST TRAINS:	6
TOTAL FREIGHT TRAINS:	13		

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0445PM)	1
PSGR TRAINS: (#5 RENO 1035AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	2

TOTAL:	4
---------------	----------

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
WEDNESDAY DECEMBER 03, 1997

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1AOAKS-02	0620AM	2GUPPY-28	1230AM
2MRVRO-30	0635AM	2MROSTB-03	0610AM
2AOAKS-02	1210PM	1ZG1OA1-01	0330PM
1ZOACH-03	1115AM		

EAST TRAINS:	4	WEST TRAINS:	3
TOTAL FREIGHT TRAINS:	7		

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0540PM)	1
PSGR TRAINS: (#5 RENO 1043AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
THURSDAY DECEMBER 04, 1997

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1MSTNPBK-03	6 25 AM	1MNPSTBK-26	10 55 PM
1MOARO-03	6 40 AM	1MROSTBK-02	2 05 AM
1AOAKS-03	6 55 AM	1CSKWC-02	1 50 PM
1ZOACH-04	2 15 PM	1MNPSTBK-01	4 30 PM
1GBKOG-03	12 25 PM		
1GTZUP-03	5 10 PM		
1MRVRO-02	11 10 PM		

EAST TRAINS:	7	WEST TRAINS:	4
TOTAL FREIGHT TRAINS:	11		

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0430PM)	1
PSGR TRAINS: (#5 RENO 1035AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
FRIDAY DECEMBER 05, 1997

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD :		WESTWARD :	
TRAIN ID	RENO(EST)	TRAIN ID	RENO(EST)
1AOAKS-04	7:40 AM	1ZG10A2-02	11:20 PM
1MRVRO-03	11:45 AM	1CCPST-30	1:15 AM
1MSTNPB-04	12:30 PM	1CSKWC-03	12:55 PM
1ZOACH-05	6:55 PM	1ZG10A3-03	5:40 PM
		1MROSTB-03	8:40 PM

EAST TRAINS: 4
TOTAL FREIGHT TRAINS: 9

WEST TRAINS: 5

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0430525PM)	1
PSGR TRAINS: (#5 RENO 1110AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

v5
 TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
 SATURDAY DECEMBER 06, 1997

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
2MRVRO-03	12:25 AM	1MROSTB-03	8:40 PM
1GBKOG-04	12:10 AM	1MNPSTB-02	1:05 PM
1MRVRO-04	11:15 AM	1MNPSTB-03	4:20 AM
1AOAKS-05	12:45 AM	2MROSTB-04	12:25 PM
1ZOACH-06	1:15 PM	2MROSTB-03	12:10 PM
		1GUPBK-05	5:10 PM

EAST TRAINS: 5
 TOTAL FREIGHT TRAINS: 11

WEST TRAINS: 6

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0440PM)	1
PSGR TRAINS: (#5 RENO 1035AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
SUNDAY DECEMBER 07, 1997

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD :			WESTWARD :	
TRAIN ID	RENO(EST)		TRAIN ID	RENO(EST)
1MRVROK-05	1:15 AM		1GUPPK-05	5:10 PM
2MSTNPB-06	4:50 AM		1ZG10A-04	11:05 PM
1AOAKS-06	9:50 AM		1GUPBK-06	6:25 AM
1ZOACH-07	11:10 AM		1MNPSTB-04	7:55 AM
2MRVRC-05	4:40 PM		1WEKRV-04	11:25 AM
1MRVRO-06	8:30 PM		1MROSTB-04	2:50 PM
1MSTNPB-06	9:25 PM		1MNPSTB-05	10:00 PM

EAST TRAINS: 7
TOTAL FREIGHT TRAINS: 14

WEST TRAINS: 7

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0505PM)	1
PSGR TRAINS: (#5 RENO 1045AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
MONDAY DECEMBER 08, 1997

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD :		WESTWARD :	
TRAIN ID	RENO(EST)	TRAIN ID	RENO(EST)
1MOARO-06	12:50 AM	1ZO1OA-05	11:59 PM
1AOAKS-07	10:30 AM	1MROSTBK-06	3:40 AM
1MOARO-07	11:35 AM	1GUPPY-28	1:55 PM
2MRVRO-06	12:35 PM	1ZG1OA-08	4:08 PM
1GBKOG-07	9:15 PM	1GUPPY-26	11:05 PM

EAST TRAINS: 5
TOTAL FREIGHT TRAINS: 10

WEST TRAINS: 5

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0520FM)	1
PSGR TRAINS: (#5 RENO 1035AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
FRIDAY DECEMBER 09, 1997

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1CTASK-07	12:10 AM	2MNPSTB-05	3:10 AM
1MSTNPB-08	3:55 AM	1GUPBK-08	5:40 AM
1RVSW-08	9:40 AM	1MNPSTB-06	12:10 PM
1AOAKS-08	5:35 AM	1ZG1QA-07	6:50 PM
2AOAKS-08	8:20 AM		
1ZOACH2-09	12:40 PM		
1GBKOG-08	9:50 PM		

EAST TRAINS:	7	WEST TRAINS:	4
TOTAL FREIGHT TRAINS:	11		

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0425PM)	1
PSGR TRAINS: (#5 RENO 1045AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
WEDNESDAY DECEMBER 10, 1997

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD :		WESTWARD :	
TRAIN ID	RENO(EST)	TRAIN ID	RENO(EST)
2MRVRO-08	12 40 AM	1MROSTB-07	12 50 AM
2MRVROK-08	5 20 AM	1MROSTB-08	1 00 PM
1MOARO-09	7 45 AM	1ZG10A1-08	9 15 PM
1AOAKS-09	9 40 AM		
1MSTNPB-09	5 40 PM		
1ZOACH-10	11 20 AM		
1MRVRO-09	5 10 PM		

EAST TRAINS:	7	WEST TRAINS:	3
TOTAL FREIGHT TRAINS:	10		

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0454PM)	1
PSGR TRAINS: (#5 RENO 1035AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
THURSDAY DECEMBER 11, 1997

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD :		WESTWARD :	
TRAIN ID	RENO(EST)	TRAIN ID	RENO(EST)
2MRVRO-10	3:10 AM	1MNPSTB-07	7:05 AM
1ZOACH-11	12:00 AM	1MROSTB-09	9:10 AM
1MOARO-11	5:50 PM	1ZG1OA2-09	1:50 PM
1MRVRO-10	1:10 AM	1MNPSTB-08	5:00 PM
		1GUPTZ-07	5:10 PM

EAST TRAINS:	4	WEST TRAINS:	5
TOTAL FREIGHT TRAINS:	9		

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0530PM)	1
PSGR TRAINS: (#5 RENO 1035AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
FRIDAY DECEMBER 12, 1997

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD :		WESTWARD :	
TRAIN ID	RENO(EST)	TRAIN ID	RENO(EST)
1GPYUP-11	12:50 AM	1MNPSTB-09	5:25 AM
2MOARO-10	3:10 AM	1ZG1OA3-10	2:55 PM
1CRIGV-11	4:55 AM	1GUPTS-11	4:25 PM
1MEUNP-10	9:55 AM	1MROSTB-10	11:15 PM
1AOAKS-11	2:05 PM		
1ZOACH-12	12:20 PM		
1MRVRO-11	7:10 PM		

EAST TRAINS:	7	WEST TRAINS:	4
TOTAL FREIGHT TRAINS:	11		

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#5 RENO 0517 PM)	1
PSGR TRAINS: (#5 RENO 10:55 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
SATURDAY DECEMBER 13, 1997

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD :		WESTWARD :	
TRAIN ID	RENO(EST)	TRAIN ID	RENO(EST)
2MRVRO-11	12:50 AM	2MRSTB-10	12:10 PM
2MSTNPB-10	6:05 AM	1OGRWT-13	3:10 PM
1MOARO-12	4:15 AM		
1HNLPH-11	4:35 AM		
1GTJUP-12	12:50 PM		
1AOAKS-12	4:40 PM		
1ZOACH-13	2:15 PM		

EAST TRAINS:	7	WEST TRAINS:	2
TOTAL FREIGHT TRAINS:	9		

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0510PM)	1
PSGR TRAINS: (#5 RENO 1047AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
SUNDAY DECEMBER 14, 1997

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1MSTNPB-13	11.20 PM	1MSTNPB-10	9.15 PM
1AOAKS-13	8.30 AM	1ZG1OA-11	10.55 PM
1MRVRO-13	12.45 PM	2MNPSTB-11	7.10 AM
1GBKOG-13	6.35 PM	1MROSTBK-12	9.50 PM
1ZOACH-14	11.55 AM		
1CRIGB-12	5.35 PM		
1GTZUP-13	2.15 PM		

EAST TRAINS: 7
TOTAL FREIGHT TRAINS: 11

WEST TRAINS: 4

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0510PM)	1
PSGR TRAINS: (#5 RENO 1246PM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
MONDAY DECEMBER 15, 1997

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
2MRVRO-12	5.20 AM	1MROSTBK-12	9.50 PM
1MOARO-14	5.35 AM	1ZG1OA-12	2.00 AM
2MSTNPB-12	10.55 AM	1MROSTB-13	11.15 AM
1CTASK-14	8.50 PM	1CCPST-11	1.20 PM
1AOAKS-14	2.00 PM		
1GTJUP-14	5.35 PM		
1MSTNPB-14	9.00 PM		
1GBKOG-14	10.20 PM		

EAST TRAINS:	8	WEST TRAINS:	4
TOTAL FREIGHT TRAINS:	12		

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0455PM)	1
PSGR TRAINS: (#5 RENO 1035AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
TUESDAY DECEMBER 16, 1997

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1MEUNP-13	1:35 PM	1ZG1OA-13	12:40 AM
1MRVRO-14	3:50 PM	1MNPSTB-11	4:50 AM
1AOAKS-15	5:50 AM	1ZG1OA-15	2:25 PM
2MRVRO-14	8:35 PM		
1MOARO-15	10:35 AM		
1ZOACH-16	12:20 PM		

EAST TRAINS:	6	WEST TRAINS:	3
TOTAL FREIGHT TRAINS:	9		

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0430PM)	1
PSGR TRAINS: (#6 RENO 1035AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	2
TOTAL:	4

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
WEDNESDAY DECEMBER 17, 1997

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD :		WESTWARD :	
TRAIN ID	RENO(EST)	TRAIN ID	RENO(EST)
1AOAKS-16	5:50 AM	1GUPTJ-04	10:00 PM
2MRVRO-15	10:50 AM	1GUPPY-10	3:10 AM
1ZOACH-17	12:20 AM	1ZG1OA1-15	10:25 AM
1CRIGV-17	9:20 PM	1MSTNPBK-12	12:50 PM
		1MROSTB-14	1:35 PM
		1GUPBK-16	5:20 PM

EAST TRAINS: 4
TOTAL FREIGHT TRAINS: 10

WEST TRAINS: 6

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0440PM)	1
PSGR TRAINS: (#5 RENO 1035AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
THURSDAY DECEMBER 18, 1997

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1MSTNPB-16	6:35 AM	1GUPBK-16	5:20 PM
1AOAKS-17	5:20 AM	1MROSTB-15	7:30 AM
1MEUNP-15	11:35 AM	1MNPSTB-14	9:20 AM
2AOAKS-17	8:50 AM	1ZG10A2-16	2:45 PM
1MRVRO-16	10:40 AM	1MROSTB-16	4:45 PM
1ZOACH-18	1:15 PM		
3MSTNPB-17	5:15 PM		
2AOAKS-17	7:20 PM		

EAST TRAINS: 8
TOTAL FREIGHT TRAINS: 13

WEST TRAINS: 5

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0430PM)	1
PSGR TRAINS: (#5 RENO 1035AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
FRIDAY DECEMBER 19, 1997

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD :			WESTWARD :	
TRAIN ID	RENO(EST)		TRAIN ID	RENO(EST)
1MRVRO-17	7:10 AM		1MROSTB-16	4:45 PM
1MEUNP-17	5:00 AM		2MNPSTBK-14	12:11 AM
1CRIGV-18	9:30 AM		1MNPSTB-15	8:40 AM
1AOAKS-18	10:20 AM		1MROSTB-17	11:40 AM
1GBKOG-18	9:40 AM		1ZG1OA3-17	1:35 PM
1ZOACH-19	11:40 AM		1MNPSTBK-16	10:50 PM
2MRVRO-17	6:45 PM			
2MRVROK-18	8:15 PM			

EAST TRAINS:
TOTAL FREIGHT TRAINS:

8
14

WEST TRAINS: **6**

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0605PM)	1
PSGR TRAINS: (#5 RENO 1035AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
SATURDAY DECEMBER 20, 1997

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD :		WESTWARD :	
TRAIN ID	RENO(EST)	TRAIN ID	RENO(EST)
1MOARO-18	2:55 AM	1CCPST-15	1:15 AM
1MRVRK-18	5:25 PM	1CSKST-15	4:55 AM
1ZOACH-20	11:50 AM	2GUPBK-16	10:55 AM
1GUYUP-18	10:35 AM	1ZG1OA-18	1:30 PM
1AOAKS-19	8:20 AM	1MROSTB-18	3:00 PM
1MSTNPB-19	11:20 PM		
1MSTNPBK-18	11:35 PM		

EAST TRAINS: 7
TOTAL FREIGHT TRAINS: 12

WEST TRAINS: 5

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#5 RENO 0458PM)	1
PSGR TRAINS: (#5 RENO 1037AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	2
TOTAL:	4

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
SUNDAY DECEMBER 21, 1997

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD :		WESTWARD :	
TRAIN ID	RENO(EST)	TRAIN ID	RENO(EST)
2MRVRO-19	2 00 PM	1MNPSTBK-17	11 10 PM
1AOAKS-20	11 05 AM	1MNPSTBK-18	11 05 AM
1MSTNPB-20	8 35 PM	1ZG1OA-19	2 05 PM
2MSTNPB-20	10 35 PM	1MR0STBK-19	7 30 PM
1MOARO-21	12 00 AM		

EAST TRAINS:	5	WEST TRAINS:	4
TOTAL FREIGHT TRAINS:	9		

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0505 PM)	1
PSGR TRAINS: (#5 RENO 1046 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
MONDAY DECEMBER 22, 1997

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1MEUNP-20	7:50 PM	2MNPSTB-21	12:50 PM
1AOAKS-21	9:35 AM	1MNPSTB-19	2:05 PM
1MSTNPB-21	4:45 PM	1ZG1OA-20	6:00 PM
1MRVRO-20	4:55 PM		
2MSTNPB-21	10:35 PM		
1MRVRO-22	11:20 PM		

EAST TRAINS:	6	WEST TRAINS:	3
TOTAL FREIGHT TRAINS:	9		

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0615PM)	1
PSGR TRAINS: (#5 RENO 1042AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
TUESDAY DECEMBER 23, 1997

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1GBYOG-21	6:20 AM	1GUPTZ-19	2:00 AM
1MRVRO-21	10:15 AM	1GUPTJ-17	2:35 AM
1AOAKS-22	10:50 AM	1ZG1OA1-21	11:15 AM
1ZOACH-23	12:35 PM	1MROSTBK-20	6:20 PM
1MRVRO-23	10:45 PM		
1MEUNP-21	11:00 PM		

EAST TRAINS: 6
TOTAL FREIGHT TRAINS: 10

WEST TRAINS: 4

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (# RENO 0525PM)	1
PSGR TRAINS: (# RENO 0858AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
WEDNESDAY DECEMBER 24, 1997

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1METNPBK-23	5:35 AM	1MNPSTB-26	10:50 PM
1MOARO-22	2:35 AM	1GUPTJ-21	2:25 AM
1AOAKS-23	9:10 AM	1MROSTB-22	7:55 AM
1ZOACH-24	1:20 PM	1GUBPK-23	12:40 PM

EAST TRAINS:	4	WEST TRAINS:	4
TOTAL FREIGHT TRAINS:	8		

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC)

PSGR TRAINS: (#6 RENO 0535 PM)	1
PSGR TRAINS: (#5 RENO 1004 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
THURSDAY DECEMBER 25, 1997

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD :		WESTWARD :	
TRAIN ID	RENO(EST)	TRAIN ID	RENO(EST)

EAST TRAINS:	0	WEST TRAINS:	0
TOTAL FREIGHT TRAINS:	0		

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0515 AM)	1
PSGR TRAINS: (#5 RENO 0453 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
 TOTAL:	 2

v5
 TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
 FRIDAY DECEMBER 26, 1957

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1MRVRO-24	5 25 PM	1ZG10A1-22	10 25 AM
		1MROSTB-21	3 45 PM

EAST TRAINS:	1	WEST TRAINS:	2
TOTAL FREIGHT TRAINS:	3		

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#5 RENO 0510PM)	1
PSGR TRAINS: (#5 RENO 1035AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	4
TOTAL:	6

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
SATURDAY DECEMBER 27, 1997

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1MSTNPB-24	2:40 AM	1ZG10A-23	12:30 AM
1GTZUP-26	4:40 AM	1MNPSTB-22	1:00 PM
1MEUNP-23	11:35 AM	1MRGSTB-23	2:25 PM
1AOAKS-26	9:35 AM		
1ZOACH-27	12:05 PM		
1MRVRO-25	7:05 PM		
1MEUNP-24	9:50 PM		

EAST TRAINS:	7	WEST TRAINS:	3
TOTAL FREIGHT TRAINS:	10		

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0535PM)	1
PSGR TRAINS: (#5 RENO 1156AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
SUNDAY DECEMBER 28, 1997

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD :		WESTWARD :	
TRAIN ID	RENO(EST)	TRAIN ID	RENO(EST)
1MRVRO-26	4 20 AM	1ZG10A3-24	11 35 PM
1GPYUP-26	4 55 AM	1MRSTB-26	1 10 AM
1MOARO-27	10 00 AM	1MNPSTB-23	2 40 PM
1AOAKS-27	11 30 AM	1MNPSTB-24	6 50 AM
1MSTNPB-27	6 00 PM	1MNPSTB-26	8 30 PM
1GTJUP-26	2 10 PM		
1MEUNP-27	10 50 PM		

EAST TRAINS: 7
TOTAL FREIGHT TRAINS: 12

WEST TRAINS: 5

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0430PM)	1
PSGR TRAINS: (#5 RENO 1035AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
MONDAY DECEMBER 29, 1997

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD :		WESTWARD :	
TRAIN ID	RENO(EST)	TRAIN ID	RENO(EST)
1MOARO-28	8 40 AM	1GUPPY-23	5 00 PM
1MRVRO-28	10 50 AM	1ZG10A-27	4 50 PM
1GTZUP-28	11 20 AM		
1MRVRO-29	2 50 AM		

EAST TRAINS:	4	WEST TRAINS:	2
TOTAL FREIGHT TRAINS:	6		

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0525 PM)	1
PSGR TRAINS: (#5 RENO 1108 AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

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TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
TUESDAY DECEMBER 20, 1997

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD : TRAIN ID	RENO(EST)	WESTWARD : TRAIN ID	RENO(EST)
1MSTNPB-29	2:05 AM	1ZG10A1-28	9:00 AM
1MEUNPB-29	2:00 PM	1MROSTB-27	9:30 AM
1AOAKS-29	12:50 PM	1MNPSTB-27	7:35 PM
1ZOACH2-30	1:35 PM		
1MEUNP2B-28	9:20 PM		
2MRVRO-29	8:35 PM		
1MOARO-29	9:35 PM		
1GBKOG-29	10:50 PM		

EAST TRAINS:	8	WEST TRAINS:	3
TOTAL FREIGHT TRAINS:	11		

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0510 PM)	1
PSGR TRAINS: (#5 RENO 1206 PM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

v5
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
WEDNESDAY DECEMBER 31, 1997

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

EASTWARD :		WESTWARD :	
TRAIN ID	RENO(EST)	TRAIN ID	RENO(EST)
1CRIGV-30	2:30 AM	1MRVSTB-28	7:50 AM
1AOAKS-30	9:55 AM	1ZG1OA1-29	6:30 AM
1ZOACH-31	12:00 PM	1MNPSTBK-28	11:05 AM
		1MROSTB-30	7:30 PM

EAST TRAINS:	3	WEST TRAINS:	4
TOTAL FREIGHT TRAINS:	7		

CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENG, HELPER, SNOW EQUIPMENT, LOCALS ETC):

PSGR TRAINS: (#6 RENO 0505 PM)	1
PSGR TRAINS: (#6 RENO 1043AM)	1
YARD ENGINES:	0
HELPERS:	0
LITE ENGINE:	0
WORK TRAINS:	0
SNOW EQUIPMENT:	0
DETOUR TRAINS:	0
SWITCH	0
TOTAL:	2

PROGRAM: FPAN127.FOCUS.EXEC(AEIHIST-WHTA-3) 01/01/98 07.15.48

TRANSPORTATION RESEARCH
AEI SCANNER TRAIN HISTORY SUMMARY FOR SCANNER #359-SOUTH WICHITA
FOR PERIOD 12/01/97-12/31/97



DATE	THRU TRAINS
12/01/97	4
12/02/97	5
12/03/97	3
12/04/97	4
12/05/97	3
12/06/97	4
12/07/97	4
12/08/97	6
12/09/97	5
12/10/97	2
12/11/97	6
12/12/97	4
12/13/97	5
12/14/97	4
12/15/97	5
12/16/97	7
12/17/97	3
12/18/97	4
12/19/97	4
12/20/97	6
12/21/97	2
12/22/97	6
12/23/97	4
12/24/97	0
12/25/97	0
12/26/97	4
12/27/97	6
12/28/97	1
12/29/97	3
12/30/97	2
12/31/97	3

*TOTAL 97

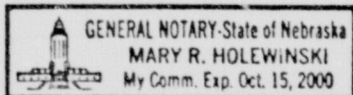
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** AVG_THRU_TRN 3.84

VERIFICATION

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

Clyde Anderson, being first duly sworn, deposes and says that he has read the foregoing document, knows the facts asserted therein, and that the same are true as stated.



Clyde Anderson
Clyde Anderson

SUBSCRIBED AND SWORN to before me this 2nd day of January, 1998

Mary R. Holewinski
Notary Public

PROGRAM: FPN127.FOCUS.EXEC(AEIHIST-WHTA-4) 01/01/98 07.15.48

TRANSPORTATION RESEARCH
 AEI SCANNER TRAIN HISTORY DETAIL REPORT FOR SCANNER #359-SOUTH WICHITA
 FOR PERIOD 12/01/97-12/31/97

DATE	TIME	SEQ NUM	TRAIN	TRN CAT	TRAIN TYPE	D I P
12/01/97	0552	6244	MFWWT	30 T	THROUGH	N
12/01/97	1005	6245	YWH55	01 Y	YARD/WORK	S
12/01/97	1137	6246	YWH55	01 Y	YARD/WORK	N
12/01/97	1453	6247	YWH55	01 Y	YARD/WORK	S
12/01/97	1632	6248	YWH55	01 Y	YARD/WORK	N
12/01/97	1713	6249	EWTER	01 E	THROUGH	S
12/01/97	1726	6250	LVB55	01 L	ARK CTY LOC	S
12/01/97	2023	6251	GSHOWA	29 G	THROUGH	N
12/01/97	2202	6252	LVO54	01 L	THROUGH	N
12/01/97	2227	6253	YWH62	01 Y	YARD/WORK	S
12/01/97	2256	6254	YWH62	01 Y	YARD/WORK	N
12/01/97	2305	6255	LVB55	01 L	ARK CTY LOC	N
12/02/97	0824	6256	GSWIWW	01 G	THROUGH	S
12/02/97	1003	6257	YWH55	02 Y	YARD/WORK	S
12/02/97	1047	6258	MFWWT	01 T	THROUGH	N
12/02/97	1119	6259	LVO55	02 L	THROUGH	S
12/02/97	1159	6260	YWH55	02 Y	YARD/WORK	N
12/02/97	1228	6261	GSGVOL	26 G	THROUGH	N
12/02/97	1716	6262	LVB55	02 L	ARK CTY LOC	S
12/02/97	2046	6263	LVB55	02 L	ARK CTY LOC	N
12/02/97	2321	6264	MWTFW	02 T	THROUGH	S
12/03/97	0638	6265	MFWWT	02 T	THROUGH	N
12/03/97	0955	6266	YWH55	03 Y	YARD/WORK	S
12/03/97	1124	6267	YWH55	03 Y	YARD/WORK	N
12/03/97	1423	6268	YWH55	03 Y	YARD/WORK	S
12/03/97	1558	6269	YWH55	03 Y	YARD/WORK	N
12/03/97	1616	6270	MWTFW	03 T	THROUGH	S
12/03/97	1719	6271	LVB55	03 L	ARK CTY LOC	S
12/03/97	2243	6272	LVO54	03 L	THROUGH	N
12/03/97	2305	6273	LVB55	03 L	ARK CTY LOC	N
12/04/97	0845	6274	MFWWTX	02 T	THROUGH	N
12/04/97	1103	6275	LVO55	04 L	THROUGH	S
12/04/97	1226	6276	MFWWT	03 T	THROUGH	N
12/04/97	1341	6277	YWH62	04 Y	YARD/WORK	S
12/04/97	1532	6278	YWH62	04 Y	YARD/WORK	N
12/04/97	1717	6279	LVB55	04 L	ARK CTY LOC	S
12/04/97	1923	6280	MWTFW	04 T	THROUGH	S
12/04/97	2126	6281	LVB55	04 L	ARK CTY LOC	N
12/04/97	2327	6282	YWH62	04 Y	YARD/WORK	S
12/05/97	0003	6283	YWH62	04 Y	YARD/WORK	N
12/05/97	1327	6284	MFWWT	04 T	THROUGH	N
12/05/97	1653	6285	MWTFW	05 T	THROUGH	S
12/05/97	1757	6286	LVB55	05 L	ARK CTY LOC	S
12/05/97	1853	6287	GEBESI	02 G	THROUGH	N
12/05/97	2256	6288	LVB55	05 L	ARK CTY LOC	N

PROGRAM: FPN127.FOCUS.EXEC(AETHIST-WHTA-4) 01/01/98 07.15.48

TRANSPORTATION RESEARCH
 AEI SCANNER TRAIN HISTORY DETAIL REPORT FOR SCANNER #359-SOUTH WICHITA
 FOR PERIOD 12/01/97-12/31/97

DATE	TIME	SEQ NUM	TRAIN	TRN CAT	TRAIN TYPE	D I R
12/06/97	0011	6289	LVO54 05	L	THROUGH	N
12/06/97	0830	6290	LVB55 06	L	ARK CTY LOC	S
12/06/97	0906	6291	YWH55 06	Y	YARD/WORK	S
12/06/97	0947	6292	YWH55 06	Y	YARD/WORK	N
12/06/97	1136	6293	LVO55 06	L	THROUGH	S
12/06/97	1402	6294	YWH52 06	Y	YARD/WORK	S
12/06/97	1441	6295	LVB55 06	L	ARK CTY LOC	N
12/06/97	1551	6296	YWH52 06	Y	YARD/WORK	N
12/06/97	1819	6297	MFWWT 05	T	THROUGH	N
12/06/97	2109	6298	MWTFW 06	T	THROUGH	S
12/06/97	2307	6299	YWH62 06	Y	YARD/WORK	S
12/07/97	0004	6300	YWH62 06	Y	YARD/WORK	N
12/07/97	0345	6301	GEFWHU 06	G	THROUGH	N
12/07/97	0718	6302	MFWWT 06	T	THROUGH	N
12/07/97	1023	6303	YWH55 07	Y	YARD/WORK	S
12/07/97	1124	6304	YWH55 07	Y	YARD/WORK	N
12/07/97	1520	6305	YWH55 07	Y	YARD/WORK	S
12/07/97	1705	6306	YWH55 07	Y	YARD/WORK	N
12/07/97	1714	6307	MWTFW 07	T	THROUGH	S
12/07/97	2054	6308	GSWAHO 03	G	THROUGH	S
12/07/97	2140	6309	YWH60 07	Y	YARD/WORK	S
12/07/97	2208	6310	YWH60 07	Y	YARD/WORK	N
12/08/97	0508	6311	MFWWT 07	T	THROUGH	N
12/08/97	1009	6312	YWH55 08	Y	YARD/WORK	S
12/08/97	1126	6313	YWH55 08	Y	YARD/WORK	N
12/08/97	1427	6314	M OF W 08	W	YARD/WORK	N
12/08/97	1640	6315	MWTFW 08	T	THROUGH	S
12/08/97	1735	6316	LVB55 08	L	ARK CTY LOC	S
12/08/97	2209	6317	OWICK 08	O	THROUGH	S
12/08/97	2237	6318	LVO54 08	L	THROUGH	N
12/08/97	2243	6319	OCKWT 08	O	THROUGH	N
12/08/97	2255	6320	GLHUFW 08	G	THROUGH	S
12/08/97	2359	6321	LVB55 08	L	ARK CTY LOC	N
12/09/97	0313	6322	MFWWT 08	T	THROUGH	N
12/09/97	1040	6323	YWH55 09	Y	YARD/WORK	S
12/09/97	1143	6324	LVO55 09	L	THROUGH	S
12/09/97	1154	6325	YWH55 09	Y	YARD/WORK	N
12/09/97	1303	6326	GLSIGV 07	G	THROUGH	S
12/09/97	1702	6327	MWTFW 09	T	THROUGH	S
12/09/97	1718	6328	LVB55 09	L	ARK CTY LOC	S
12/09/97	2045	6329	GSBESI 06	G	THROUGH	N
12/09/97	2130	6330	LVB55 09	L	ARK CTY LOC	N
12/09/97	2311	6331	YWH62 09	Y	YARD/WORK	S
12/10/97	0000	6332	YWH62 09	Y	YARD/WORK	N
12/10/97	1025	6333	YWH55 10	Y	YARD/WORK	S

PROGRAM: FPA127.FOCUS.EXEC(AEIHIST-WHTA-4) 01/01/98 07.15.48

TRANSPORTATION RESEARCH
 AEI SCANNER TRAIN HISTORY DETAIL REPORT FOR SCANNER #359-SOUTH WICHITA
 FOR PERIOD 12/01/97-12/31/97

DATE	TIME	SEQ NUM	TRAIN	TRN CAT	TRAIN TYPE	D I R
12/10/97	1141	6334	YWH55	10 Y	YARD/WORK	N
12/10/97	1342	6335	YWH55	10 Y	YARD/WORK	S
12/10/97	1514	6336	YWH55	10 Y	YARD/WORK	N
12/10/97	1627	6337	MWTFW	10 T	THROUGH	S
12/10/97	1716	6338	LVB55	10 L	ARK CTY LOC	S
12/10/97	2215	6339	LVO54	10 L	THROUGH	N
12/10/97	2231	6340	YWH62	10 Y	YARD/WORK	S
12/10/97	2317	6341	LVB55	10 L	ARK CTY LOC	N
12/10/97	2324	6342	YWH62	10 Y	YARD/WORK	N
12/11/97	0628	6343	GDHUPI	09 G	THROUGH	S
12/11/97	0922	6344	MFWWT	09 T	THROUGH	N
12/11/97	1015	6345	YWH55	11 Y	YARD/WORK	S
12/11/97	1057	6346	YWH55	11 Y	YARD/WORK	N
12/11/97	1155	6347	LVO55	11 L	THROUGH	S
12/11/97	1411	6348	YWH55	11 Y	YARD/WORK	S
12/11/97	1527	6349	MWTFW	11 T	THROUGH	S
12/11/97	1601	6350	MFWWT	10 T	THROUGH	N
12/11/97	1625	6351	YWH55	11 Y	YARD/WORK	N
12/11/97	1717	6352	LVB55	11 L	ARK CTY LOC	S
12/11/97	1854	6353	GSCWHO	08 G	THROUGH	S
12/11/97	2035	6354	LVB55	11 L	ARK CTY LOC	N
12/11/97	2243	6355	WOKWHB	08 W	YARD/WORK	S
12/11/97	2322	6356	YWH62	11 Y	YARD/WORK	S
12/12/97	0034	6357	YWH62	11 Y	YARD/WORK	N
12/12/97	0035	6358	WOKWHB	08 W	YARD/WORK	N
12/12/97	0111	6359	WOKWHB	08 W	YARD/WORK	S
12/12/97	0541	6360	MFWWT	11 T	THROUGH	N
12/12/97	0930	6361	YWH55	12 Y	YARD/WORK	S
12/12/97	1026	6362	YWH55	12 Y	YARD/WORK	N
12/12/97	1352	6363	YWH55	12 Y	YARD/WORK	S
12/12/97	1524	6364	YWH55	12 Y	YARD/WORK	N
12/12/97	1624	6365	MWTFW	12 T	THROUGH	S
12/12/97	1716	6366	LVB55	12 L	ARK CTY LOC	S
12/12/97	2221	6367	YWH62	12 Y	YARD/WORK	S
12/12/97	2253	6368	YWH62	12 Y	YARD/WORK	N
12/12/97	2303	6369	LVO54	12 L	THROUGH	N
12/12/97	2314	6370	LVB55	12 L	ARK CTY LOC	N
12/12/97	2331	6371	GSCOB	10 G	THROUGH	S
12/13/97	0536	6372	GENDSI	11 G	THROUGH	N
12/13/97	0829	6373	LVB55	13 L	ARK CTY LOC	S
12/13/97	0952	6374	YWH55	13 Y	YARD/WORK	S
12/13/97	1049	6375	YWH55	13 Y	YARD/WORK	N
12/13/97	1102	6376	LVO55	13 L	THROUGH	S
12/13/97	1210	6377	LVB55	13 L	ARK CTY LOC	N
12/13/97	1324	6378	MFWWT	12 T	THROUGH	N

PROGRAM: FPAN127.FOCUS.EXEC(AEIHIST-WHTA-4) 01/01/93 07.15.48

TRANSPORTATION RESEARCH
 AEI SCANNER TRAIN HISTORY DETAIL REPORT FOR SCANNER #359-SOUTH WICHITA
 FOR PERIOD 12/01/97-12/31/97

DATE	TIME	SEQ NUM	TRAIN	TRN CAT	TRAIN TYPE	D I R
12/13/97	1458	6379	GEMYER 07	G	THROUGH	N
12/13/97	1904	6380	MWTFW 13	T	THROUGH	S
12/13/97	2229	6381	YWH62 13	Y	YARD/WORK	S
12/13/97	2337	6382	YWH62 13	Y	YARD/WORK	N
12/14/97	0523	6383	MFWWT 13	T	THROUGH	N
12/14/97	1011	6384	GSOLGV 11	G	THROUGH	S
12/14/97	1020	6385	YWH55 14	Y	YARD/WORK	S
12/14/97	1114	6386	YWH55 14	Y	YARD/WORK	N
12/14/97	1738	6387	YWH55 14	Y	YARD/WORK	S
12/14/97	1821	6388	YWH55 14	Y	YARD/WORK	N
12/14/97	1844	6389	GSHOWA 11	G	THROUGH	N
12/14/97	1936	6390	MWTFW 14	T	THROUGH	S
12/15/97	0303	6391	MFWWT 14	T	THROUGH	N
12/15/97	0339	6392	GSHUHO 13	G	THROUGH	S
12/15/97	1011	6393	YWH55 15	Y	YARD/WORK	S
12/15/97	1209	6394	YWH55 15	Y	YARD/WORK	N
12/15/97	1444	6395	YWH55 15	Y	YARD/WORK	S
12/15/97	1702	6396	YWH55 15	Y	YARD/WORK	N
12/15/97	1732	6397	LVB55 15	L	ARK CTY LOC	S
12/15/97	2019	6398	GLHUGV 13	G	THROUGH	S
12/15/97	2133	6399	GSHOSI 12	G	THROUGH	N
12/15/97	2215	6400	GDSIND 15	G	THROUGH	S
12/15/97	2221	6401	YWH62 15	Y	YARD/WORK	S
12/15/97	2303	6402	YWH62 15	Y	YARD/WORK	N
12/16/97	0126	6403	YWH62 16	Y	YARD/WORK	N
12/16/97	0145	6404	GLSILD 14	G	THROUGH	S
12/16/97	0258	6405	GSHOSI 14	G	THROUGH	N
12/16/97	1049	6406	YWH55 16	Y	YARD/WORK	S
12/16/97	1122	6407	LVO55 16	L	THROUGH	S
12/16/97	1201	6408	YWH55 16	Y	YARD/WORK	N
12/16/97	1523	6409	OCKWT 16	O	THROUGH	N
12/16/97	1712	6410	MWTFW 16	T	THROUGH	S
12/16/97	1719	6411	LVB55 16	L	ARK CTY LOC	S
12/16/97	2004	6412	MFWWT 15	T	THROUGH	N
12/16/97	2059	6413	LVB55 16	L	ARK CTY LOC	N
12/16/97	2156	6414	OWICK 16	O	THROUGH	S
12/16/97	2324	6415	YWH62 16	Y	YARD/WORK	S
12/17/97	0035	6416	YWH62 16	Y	YARD/WORK	S
12/17/97	0112	6417	YWH62 16	Y	YARD/WORK	N
12/17/97	0440	6418	MFWWT 16	T	THROUGH	N
12/17/97	0933	6419	YWH55 17	Y	YARD/WORK	S
12/17/97	0950	6420	YWH55 17	Y	YARD/WORK	N
12/17/97	1330	6421	YWH55 17	Y	YARD/WORK	S
12/17/97	1519	6422	YWH55 17	Y	YARD/WORK	N
12/17/97	1704	6423	MWTFW 17	T	THROUGH	S

PROGRAM: FPAN127.FOCUS.EXEC(AEIHIST-WHTA-4) 01/01/98 07.15.48

TRANSPORTATION RESEARCH
 AEI SCANNER TRAIN HISTORY DETAIL REPORT FOR SCANNER #359-SOUTH WICHITA
 FOR PERIOD 12/01/97-12/31/97

DATE	TIME	SEQ NUM	TRAIN	TRN CAT	TRAIN TYPE	D I R
12/17/97	1717	6424	LVB55	17 L	ARK CTY LOC	S
12/17/97	1851	6425	GSHOSI	15 G	THROUGH	N
12/17/97	2228	6426	LVB55	17 L	ARK CTY LOC	N
12/17/97	2302	6427	YWH62	17 Y	YARD/WORK	S
12/17/97	2333	6428	YWH62	17 Y	YARD/WORK	N
12/18/97	0100	6429	LVO54	17 L	THROUGH	N
12/18/97	0939	6430	MFWWT	17 T	THROUGH	N
12/18/97	1103	6431	LVO55	18 L	THROUGH	S
12/18/97	1712	6432	LVB55	18 L	ARK CTY LOC	S
12/18/97	1729	6433	MWTFW	18 T	THROUGH	S
12/18/97	2029	6434	LVB55	18 L	ARK CTY LOC	N
12/18/97	2231	6435	YWH62	18 Y	YARD/WORK	S
12/18/97	2311	6436	YWH62	18 Y	YARD/WORK	N
12/19/97	0218	6437	GSSIHO	17 G	THROUGH	S
12/19/97	0320	6438	MFWWT	18 T	THROUGH	N
12/19/97	0649	6439	LVB55	19 L	ARK CTY LOC	S
12/19/97	0946	6440	YWH55	19 Y	YARD/WORK	S
12/19/97	1058	6441	YWH55	19 Y	YARD/WORK	N
12/19/97	1249	6442	LVB55	19 L	ARK CTY LOC	N
12/19/97	1304	6443	YWH55	19 Y	YARD/WORK	S
12/19/97	1515	6444	YWH55	19 Y	YARD/WORK	N
12/19/97	1600	6445	MWTFW	19 T	THROUGH	S
12/19/97	2215	6446	LVO54	19 L	THROUGH	N
12/19/97	2300	6447	YWH62	20 Y	YARD/WORK	S
12/19/97	2316	6448	YWH62	20 Y	YARD/WORK	N
12/20/97	0428	6449	MLDKC	16 T	THROUGH	N
12/20/97	0709	6450	MFWWT	19 T	THROUGH	N
12/20/97	0902	6451	YWH55	20 Y	YARD/WORK	S
12/20/97	0954	6452	YWH55	20 Y	YARD/WORK	N
12/20/97	1325	6453	LVO55	20 L	THROUGH	S
12/20/97	1456	6454	YWH55	19 Y	YARD/WORK	S
12/20/97	1542	6455	MFWWTX	19 T	THROUGH	N
12/20/97	1643	6456	MWTFW	20 T	THROUGH	S
12/20/97	1658	6457	YWH55	20 Y	YARD/WORK	N
12/20/97	1707	6458	LVB55	20 L	ARK CTY LOC	S
12/20/97	1851	6459	GSOLGV	17 G	THROUGH	S
12/20/97	2243	6460	YWH62	20 Y	YARD/WORK	S
12/20/97	2327	6461	YWH62	20 Y	YARD/WORK	N
12/21/97	0933	6462	YWH55	21 Y	YARD/WORK	S
12/21/97	1031	6463	YWH55	21 Y	YARD/WORK	N
12/21/97	1559	6464	MWTFW	21 T	THROUGH	S
12/21/97	2146	6465	YWH60	21 Y	YARD/WORK	S
12/21/97	2227	6466	YWH60	21 Y	YARD/WORK	N
12/21/97	2311	6467	MERWTX	21 T	THROUGH	N
12/22/97	0604	6468	GSSIGV	19 G	THROUGH	S

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TRANSPORTATION RESEARCH
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 FOR PERIOD 12/01/97-12/31/97

DATE	TIME	SEQ NUM	TRAIN	TRN CAT	TRAIN TYPE	D I R
12/22/97	0724	6469	MFWWT	21 T	THROUGH	N
12/22/97	0954	6470	LVO55	22 L	THROUGH	S
12/22/97	1129	6471	OCKLW	22 O	THROUGH	N
12/22/97	1734	6472	LVB55	22 L	ARK CTY LOC	S
12/22/97	2035	6473	LVB55	22 L	ARK CTY LOC	N
12/22/97	2106	6474	GLSIFW	17 G	THROUGH	S
12/22/97	2224	6475	YWH62	22 Y	YARD/WORK	S
12/22/97	2318	6476	YWH62	22 Y	YARD/WORK	N
12/22/97	2333	6477	LVO54	22 L	THROUGH	N
12/23/97	0116	6478	MFWWT	22 T	THROUGH	N
12/23/97	0211	6479	GSWAHO	17 G	THROUGH	S
12/23/97	0637	6480	LVB55	23 L	ARK CTY LOC	S
12/23/97	0942	6481	YWH55	23 Y	YARD/WORK	S
12/23/97	1022	6482	YWH55	23 Y	YARD/WORK	N
12/23/97	1040	6483	LVO55	23 L	THROUGH	S
12/23/97	1314	6484	LVB55	23 L	ARK CTY LOC	N
12/23/97	1745	6485	MWTFW	23 T	THROUGH	S
12/23/97	2355	6486	YWH62	23 Y	YARD/WORK	S
12/24/97	0106	6487	YWH62	23 Y	YARD/WORK	N
12/24/97	0917	6488	YWH55	24 Y	YARD/WORK	S
12/24/97	0957	6489	YWH55	24 Y	YARD/WORK	N
12/24/97	1030	6490	YWH55	24 Y	YARD/WORK	S
12/24/97	1041	6491	YWH55	24 Y	YARD/WORK	N
12/26/97	0646	6492	LVB55	26 L	ARK CTY LOC	S
12/26/97	0904	6493	YWH55	26 Y	YARD/WORK	S
12/26/97	1045	6494	YWH55	26 Y	YARD/WORK	N
12/26/97	1115	6495	GEPTHU	23 G	THROUGH	N
12/26/97	1229	6496	LVB55	26 L	ARK CTY LOC	N
12/26/97	1317	6497	YWH55	26 Y	YARD/WORK	S
12/26/97	1519	6498	YWH55	26 Y	YARD/WORK	N
12/26/97	1537	6499	MFWWT	24 T	THROUGH	N
12/26/97	1756	6500	MWTFW	26 T	THROUGH	S
12/26/97	2122	6501	LVO54	26 L	THROUGH	N
12/26/97	2228	6502	YWH62	26 Y	YARD/WORK	S
12/26/97	2321	6503	YWH62	26 Y	YARD/WORK	N
12/27/97	0055	6504	MFWWT	26 T	THROUGH	N
12/27/97	0536	6505	MFWWT	23 T	THROUGH	N
12/27/97	0632	6506	LVB55	27 L	ARK CTY LOC	S
12/27/97	0947	6507	LVB55	27 L	ARK CTY LOC	N
12/27/97	1023	6508	YWH55	27 Y	YARD/WORK	S
12/27/97	1117	6509	YWH55	27 Y	YARD/WORK	N
12/27/97	1233	6510	LVO55	27 L	THROUGH	S
12/27/97	1450	6511	YWH55	27 Y	YARD/WORK	S
12/27/97	1617	6512	YWH55	27 Y	YARD/WORK	N
12/27/97	1656	6513	MWTFW	27 T	THROUGH	S

PROGRAM: FPAN127.FOCUS.EXEC(AEIHIST-WHTA-4) 01/01/98 07.15.48

TRANSPORTATION RESEARCH
 AEI SCANNER TRAIN HISTORY DETAIL REPORT FOR SCANNER #359-SOUTH WICHITA
 FOR PERIOD 12/01/97-12/31/97

DATE	TIME	SEQ NUM	TRAIN	TRN CAT	TRAIN TYPE	D I R
12/27/97	2034	6514	YWH60	27 Y	YARD/WORK	S
12/27/97	2048	6515	YWH60	27 Y	YARD/WORK	N
12/27/97	2233	6516	YWH62	27 Y	YARD/WORK	S
12/27/97	2243	6517	GDHUND	23 G	THROUGH	S
12/27/97	2258	6518	GSCOB	22 G	THROUGH	S
12/27/97	2320	6519	YWH62	27 Y	YARD/WORK	N
12/28/97	0918	6520	YWH55	28 Y	YARD/WORK	S
12/28/97	0955	6521	YWH55	28 Y	YARD/WORK	N
12/28/97	1604	6522	MFWWT	27 T	THROUGH	N
12/28/97	2118	6523	YWH60	28 Y	YARD/WORK	S
12/28/97	2148	6524	YWH60	28 Y	YARD/WORK	N
12/29/97	0009	6525	MWTFW	28 T	THROUGH	S
12/29/97	0329	6526	GSHOWT	21 G	THROUGH	N
12/29/97	0752	6527	LVB55	29 L	ARK CTY LOC	S
12/29/97	1039	6528	YWH55	29 Y	YARD/WORK	S
12/29/97	1118	6529	LVB55	29 L	ARK CTY LOC	N
12/29/97	1133	6530	MFWWT	28 T	THROUGH	N
12/29/97	1203	6531	YWH55	29 Y	YARD/WORK	N
12/29/97	2207	6532	YWH62	29 Y	YARD/WORK	S
12/29/97	2250	6533	YWH62	29 Y	YARD/WORK	N
12/30/97	0638	6534	LVB55	30 L	ARK CTY LOC	S
12/30/97	1145	6535	YWH55	30 Y	YARD/WORK	S
12/30/97	1217	6536	YWH55	30 Y	YARD/WORK	N
12/30/97	1228	6537	LVB55	30 L	ARK CTY LOC	N
12/30/97	1812	6538	GSWTWW	30 G	THROUGH	S
12/30/97	1932	6539	MWTFW	30 T	THROUGH	S
12/31/97	0010	6540	YWH62	30 Y	YARD/WORK	S
12/31/97	0051	6541	YWH62	30 Y	YARD/WORK	N
12/31/97	0918	6542	GSHOSI	28 G	THROUGH	N
12/31/97	0941	6543	YWH55	31 Y	YARD/WORK	S
12/31/97	1029	6544	YWH55	31 Y	YARD/WORK	N
12/31/97	1826	6545	MWTFW	31 T	THROUGH	S
12/31/97	1929	6546	MFWWT	30 T	THROUGH	N

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January 2, 1998

VIA HAND DELIVERY

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Room 711
Washington, DC 20423-0001



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

Dear Secretary Williams:

Enclosed for filing in the above-captioned proceeding are the original and twenty-five (25) copies of The Burlington Northern and Santa Fe Railway Company's Quarterly Progress Report (BNSF-PR-6). Also enclosed is a 3.5-inch disk containing the text of the Quarterly Progress Report in WordPerfect 6.1 format.

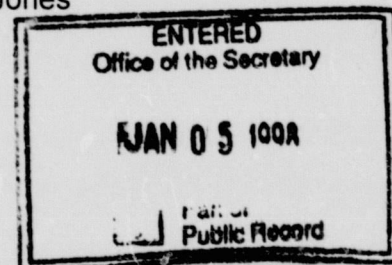
I would appreciate it if you would date-stamp the enclosed extra copy of this filing and return it to the messenger for our files.

Sincerely,

ERIKA Z. JONES/als

Erika Z. Jones

Enclosures





185002
BNSF-PR-6

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

THE BURLINGTON NORTHERN AND
SANTA FE RAILWAY COMPANY'S
QUARTERLY PROGRESS REPORT

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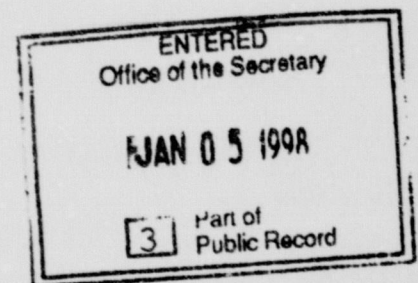
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January 2, 1998



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

THE BURLINGTON NORTHERN AND
SANTA FE RAILWAY COMPANY'S
QUARTERLY PROGRESS REPORT

Pursuant to the Surface Transportation Board's ("Board") Decision No. 44 in Finance Docket No. 32760 The Burlington Northern and Santa Fe Railway Company ("BNSF") hereby submits its sixth Quarterly Progress Report. Union Pacific Corp., et al. -- Control and Merger -- Southern Pacific Rail Corp., et al., Fin. Dkt. No. 32760, Decision No. 44 at 147 (served Aug. 12, 1996) (BNSF shall submit quarterly progress reports). This sixth Quarterly Progress Report follows BNSF's October 1, 1996 Progress Report and Operating Plan, and its January 2, April 1, July 1, and October 1, 1997 Quarterly Progress Reports.

In its October 1, 1997 Quarterly Progress Report, BNSF outlined the steps that it had undertaken during the twelve month period from October 1, 1996, through October

1, 1997, to implement the trackage rights and other rights it received as a consequence of the UP/SP merger, from both marketing and operating standpoints, and the marketplace results of those steps. This Progress Report will provide a summary of changes since October 1, 1997, in direct and local train service being provided by BNSF and in haulage service being provided by UP pursuant to those rights. Further, this Progress Report will describe dispatching, capital projects, and other coordination matters that have occurred since October 1, 1997. Additionally, this Progress Report discusses BNSF's fourth quarter marketing efforts and will summarize the results of those efforts. Finally, this Progress Report will outline issues that have affected implementation of its new rights from October 1, 1997, to January 1, 1998.

With respect to implementation of the merger conditions, the fourth quarter of 1997 continued to be dominated by the very serious congestion problems and other significant service deficiencies on UP lines in and around Houston, TX. While the Board's Service Order No. 1518 has resulted in improvement in some areas, service and operational problems still are significantly interfering with BNSF operations in south Texas. Because of the conditions under which BNSF conducts its operations on UP lines, BNSF has reservations about its ability long-term to fulfill the competitive role that BNSF and the Board anticipated pursuant to the trackage rights conditions imposed on the UP/SP merger. BNSF's operational experiences to date, in light of the cost and unreliability of service over the trackage rights lines, raise serious questions as to whether BNSF will be able to provide to rail customers viable long-term competitive service, particularly in south Texas and along the Gulf Coast.

Notwithstanding the impediments imposed by UP's service and operational problems, BNSF has aggressively continued its efforts to attempt to compete with UP on the UP lines over the past three months.

I. BNSF SERVICE IN THE FOURTH QUARTER

During the fourth quarter, BNSF has continued to work with "2-to-1" and other rail customers to provide a competitive alternative to UP in those areas to which it received access under the BNSF Settlement Agreement and the Board's conditions in the UP/SP merger. As reported to the Board in prior Quarterly Progress Reports, the traffic volumes over the lines to which BNSF received access continue to grow. The traffic volumes on those lines increased by approximately 29% up from approximately 44,537 units in the third quarter^{1/} to a projected 57,500 units in the fourth quarter of this year. Although BNSF has been challenged in providing customers with competitive service in the fourth quarter as UP service problems spread through the West, with major terminals, joint routes and trackage rights operations becoming congested, BNSF has maintained its commitment to improving its service over the UP/SP lines.

^{1/} As discussed below at page 14, the traffic volumes over BNSF's new lines have been restated to be 44,537 units for the third quarter of 1997 rather than 28,200 units as previously reported, principally reflecting the inclusion of traffic moving over the trackage rights lines on an overhead basis, as well as the originated and terminated business included in BNSF's prior reports.

II. UPDATE ON BNSF PROGRESS ON IMPLEMENTATION

This section updates the status of BNSF's progress towards implementation of service over the lines to which it has been granted access under the Board's Decision No. 44, including the specific implementation steps BNSF has taken during the period from October 1, 1997, to January 1, 1998.

As reported in the October 1, 1997 Quarterly Progress Report, BNSF reached agreement with UP in June, 1997, on a procedure for establishing a methodology for measuring train performance. Further, since the October 1, 1997 Report, BNSF and UP have implemented procedures to measure actual train performance against scheduled performance to determine if the trains of each party are treated with equal dispatch when operating over trackage rights on the other party's lines in order to address any problems that may be identified as required by the Dispatching Protocol.

The Joint Service Committee, composed of senior operating officers of BNSF and UP, met on December 12, 1997, to discuss various service issues, including, as described below at pages 19-21, those reported to the Board in BNSF's December 12 report on service issues. In addition, as a result of difficulties being experienced with equipment in BNSF trains becoming bad-ordered while in trackage rights operations, in October, 1997, BNSF and UP were able to agree upon a process for reporting cars placed in bad-order status and set out on UP for repairs to be made.

Further, during the fourth quarter, BNSF and UP customer service organizations continued discussions to determine how best to resolve shipment-specific movement

issues on BNSF shipments moving on UP through haulage or reciprocal switch. The haulage team in UP's national customer service center in St. Louis continues to act as a direct interface between BNSF's customers, BNSF's service resolution team, and UP's operating and transportation departments to resolve problems. Overall, communication and feedback have improved since the third quarter.^{2/}

Finally, as in prior quarters, progress was made by BNSF and UP on data exchange issues. With full implementation across BNSF of its Transportation Support System operations information system, including its UP/SP trackage rights lines, and as UP has continued to cut over the former SP operations information system (TOPS) to UP's operations information system (TCS), the number of systems requiring interface of messages and information to ensure proper shipment reporting and movement has declined. Progress in eliminating error messages involving trackage rights and haulage was made in a number of areas, including Utah and the Bay Area of California, as well as in the exchange of waybill information overall. A number of other projects remain to be completed, but regular and steady progress in eliminating the barriers to effective electronic data exchange is being made.

^{2/} However, problems directly impacting BNSF's ability to provide its customers with timely feedback on their shipments' status on UP/SP lines continue to arise. For instance, although BNSF and UP have agreed on goals and processes for improved feedback, BNSF rarely gets an update on shipments within 24 hours from UP, far beyond BNSF's goal of updating its customers on shipment status within four hours of their first contact to BNSF.

The following are highlights of BNSF's operational developments during the fourth quarter of 1997:^{3/}

A. Gulf Corridor

1. Fourth Quarter Service Update.

- On October 1, 1997, Louisiana & Delta Railroad, a "2-to-1" shortline, began operating sugar cane container trains between New Iberia, LA and Lake Charles, LA for M. A. Patout Sugar over trackage rights provided by BNSF on the Avondale-Iowa Junction line. This seasonal movement is a direct diversion from truck traffic, involves cooperation between the railroads, the customers, and various departments of the State of Louisiana, and offers considerable growth potential in future years. This seasonal movement ended December 10, 1997, for this year.
- On October 13, 1997, BNSF instituted daily train service in each direction between Temple and Lafayette via Silsbee in place of its prior operations between Temple and New Orleans. The Temple-Lafayette train combines at Lafayette with merchandise traffic from Houston, and operates as one train from Lafayette to New Orleans. On October 13, 1997, BNSF also began operating a Lafayette-Burston merchandise train via Silsbee and Temple.
- In early November, BNSF increased its Temple-Eagle Pass service from three days per week to five days per week due to increasing traffic volumes. In December, BNSF further increased that service to six days per week in each direction, as traffic continued to increase.
- As a result of the Board's Service Order No. 1518, BNSF and Tex Mex initiated interchange at Flatonia, TX, in lieu of routing via Alcoa, TX and interchange at Robstown, TX on November 10, 1997. On November 12, UP, Tex Mex and BNSF agreed to directional operations between Houston, Flatonia and Bloomington/Placedo to further improve service over this route, resulting in directional interchanges between BNSF and Tex Mex: southbound via Flatonia,

^{3/} A list of current trains running over the trackage rights lines is attached hereto as Attachment 1.

northbound via Algoa.^{4/} In concert with a BNSF embargo on Mexican-destined traffic moving via Brownsville and Laredo gateways placed in effect October 29, 1997,^{5/} the impact of the Service Order and UP's directional operations sufficiently reduced BNSF's southbound backlog of traffic to permit the embargo to be removed effective December 4, 1997. The attached chart, Attachment 2, shows southbound volume fluctuations during the fourth quarter over these gateways, illustrating that directional operations have prevented a reoccurrence of backlogs on BNSF which could require reimposition of the embargo. BNSF continues to monitor this situation closely, and to work with Tex Mex to ensure fluid operations in these corridors.

- BNSF now transfers haulage trains destined for Brownsville to UP at Flatonia four days per week, and the empties are returned by UP to BNSF at Algoa in keeping with UP's directional operations between Houston, Flatonia, and Corpus Christi.

2. Near Term 1998 Service Plans.

- BNSF and UP plan to begin directional flow operations between Houston and Memphis beginning in February, 1998. BNSF and UP traffic will move north along the UP line and south along the SP line.
- BNSF and UP are discussing an expansion of directional flow operations between Houston and Beaumont through the inclusion of BNSF in the directional movements. BNSF and UP traffic would move east along the UP line and west along the SP line.

^{4/} BNSF and UP have executed a trackage rights agreement that permits BNSF to operate southbound between Caldwell and Placedo via Flatonia as long as UP operates directionally in the corridor.

^{5/} Earlier in October, BNSF's system had become increasingly backlogged with southbound shipments destined to south Texas and Mexican points, due to congestion on UP trackage south of Algoa, TX. Accordingly, at the end of October, BNSF temporarily imposed a form of embargo on traffic moving into the affected South Texas area. Under the embargo, BNSF determined on a daily basis the capacity of lines into Brownsville and Laredo, and, through a permitting system, scheduled for entry onto those lines only the number of cars and trains that could have been realistically expected to move without undue delay.

- BNSF anticipates commencing service between Little Rock and Pine Bluff on January 13, 1998, on a six days per week basis. Pine Bluff-Little Rock traffic has been moving on a six days per week haulage basis over UP, connecting with BNSF through merchandise trains at Pine Bluff.

3. Capital Projects.

- During the first week of December, BNSF completed the construction of two 9,000 ft. operating tracks at Dayton. These two new tracks, designated Tracks 600 and 601, are located directly south of the Dayton Plastic Storage Facility ("SIT") and provide a point of interchange between UP and BNSF for business moving to and from customers on the Baytown Branch accessible to BNSF, potentially reducing main track congestion in this area. BNSF is discussing with UP the inappropriate use by UP of these sidings for purposes other than their intended use of interchanging traffic between BNSF and UP.
- During the fourth quarter, BNSF continued its program upgrading the condition of the main line between Iowa Junction and Avondale, LA.^{6/} In addition to continuing to work on the installation of 200,000 ties, other critical work was completed in 1997 on the line, including extensive repairs to numerous bridges, the repair of 10 sinkholes, the widening of banks in several areas, and the replacement of numerous switches, "frogs", and "diamonds". Everywhere ties have been installed, rail surfacing has also been completed, and there has been a substantial reduction in slow orders which has benefitted not only BNSF but also UP and Amtrak trains using the line. As a result of these efforts, the maximum train speed has been increased from 40 to 60 mph. In addition, seventeen yard tracks at Lafayette, LA have been rehabilitated to allow BNSF to switch long blocks of cars relieving other congestion. BNSF has offered to lease a

^{6/} As reported to the Board previously, BNSF and UP submitted to arbitration the issue of the line's condition prior to BNSF's acquisition of the line and the responsibility for the cost of line rehabilitation. BNSF and UP have now reached a basis for settling that dispute.

portion of that new trackage to UP for its use. UP has accepted that offer.

B. Central Corridor

1. Fourth Quarter Service Update.

- UP approved BNSF's use, beginning mid-December, of a siding at the east end of Keddie, CA, for traffic moving between points on the I-5 Corridor and points in Nevada and Utah along the Central Corridor to be set out or picked up at that siding.
- Beginning the first week of January, 1998, BNSF will operate train service three days per week between Winnemucca and Sparks, Nevada. This local train service will provide service to the transload facility at Sparks, Nevada, to which BNSF received access pursuant to the Board's Decision No. 75.^{2/}

2. Capital Projects.

- In November, BNSF and Utah Railway completed the construction of three tracks and a crossover between the Utah Railway and the former DRGW mainline at Provo, UT, over which BNSF has trackage rights. These new facilities are important to BNSF's growing Utah Railway origin and destination business, to its use of Utah Railway's Provo Yard as the hub of BNSF's Utah operations, and to provide public loading/ unloading (team) tracks for customers in the Provo area.

C. I-5 Corridor

1. Fourth Quarter Service Update.

- On October 6, 1997, BNSF changed its Klamath Falls-Barstow train to a Pasco-Barstow train. BNSF operates service between Pasco and Barstow seven days per week in each direction. BNSF

^{2/} Because of the limited rights BNSF received to serve the Reno/Sparks, NV area, BNSF initially requested UP to provide haulage service for BNSF between Salt Lake City and Sparks to serve the facility in order to assure that BNSF service could be cost effective. UP refused to provide such service, and BNSF will instead institute local service to the facility.

instituted this change in order to pick-up additional Barstow traffic at Klamath Falls from the Everett/Seattle area.

- On October 6, 1997, BNSF added a second train between Klamath Falls and Stockton/Riverbank. This train operates five days per week in each direction: Tuesday through Saturday.
- BNSF continues to face problems in accessing the trackage rights lines between Keddie and Stockton because of erratic operations and handling by UP. BNSF has asked UP to allow BNSF to use the former SP line between Elvas (near Sacramento) and Stockton. BNSF believes such use is necessary until a connection between the UP and SP line is established at El Pinal, and a new connection is established between the former SP line and BNSF at Stockton. These connections, which are expected to be completed by May, 1998, are necessary to eliminate the running around of mainline BNSF Central Corridor and I-5 trains at Stockton.

BNSF is now operating daily merchandise train service in all of the major trackage rights corridors except Corpus Christi-Brownsville. The following table details BNSF's current scheduled through daily service in major trackage rights lanes:

SCHEDULED THROUGH TRAIN OPERATIONS ON TRACKAGE RIGHTS

January 1, 1993

Line Segment	Train Service - Each Direction
Central Corridor	Daily merchandise service Daily intermodal service between Salt Lake City and Denver
I-5 Corridor	Daily merchandise service
Gulf East/Southern Corridor - Houston-Lafayette	Daily intermodal service Daily merchandise service
Gulf North Corridor - Houston-Memphis (including IC via Effingham)	Daily merchandise service

Line Segment	Train Service - Each Direction
Gulf South Corridor - Temple-Corpus Christi	Daily merchandise service
Eagle Pass Corridor	Six days/week merchandise service

III. EFFORTS TO MARKET BNSF's NEW SERVICE TO CUSTOMERS

A. Customer Communications

BNSF has continued its communications with its customers concerning its new access rights, both through personal contact with customers directly and through participation in and presentations to industry associations. BNSF believes that these contacts informing new customers of BNSF's competitive capabilities are critical to its success as an effective competitor to UP.

BNSF's October 1, 1997 Progress Report described its on-the-ground "blitz" survey of customers in eight major "2-to-1" markets. Pursuant to that effort, BNSF updated customer data and profiles for all shippers to whom BNSF potentially has access under the UP/SP merger conditions. Once BNSF marketing personnel had gathered the updated information, the data was provided to the individual business units which undertook to follow-up with potential customers.

During the fourth quarter of 1997, BNSF focused on contacting remaining customers in rural areas, as well as customers along "2-to-1" shortlines. Highlights of this focus included direct and detailed contacts with customers on the Acadiana Railway in Louisiana, and contacts with "2-to-1" customers between Brownsville and Corpus Christi, in Nevada on the UP/SP paired trackage, between Sierra Blanca and El Paso, TX, and in central and southern California. As a result of these efforts, while contacts

will continue, the initial "2-to-1" customers contact process is essentially complete, with a few isolated areas still requiring contact by BNSF.

In addition, the fourth quarter marked the first full quarter of BNSF's Mexico Group's operation, a unit planned to facilitate and grow BNSF's business to and from Mexico through direct contact and interface with Mexican carriers and present and potential rail customers. This group, with seven commercial representatives in Mexico and additional support functions at border crossing points and in BNSF's Fort Worth, TX headquarters, will become fully operational during the first quarter of 1998.

In addition to the follow-up on the third quarter marketing survey, BNSF had numerous additional communications with shippers and shipper organizations during the fourth quarter.^{8/} Each of these meetings and presentations addressed BNSF's implementation of the merger conditions.

^{8/} For example, Peter Rickershauser, Vice President, Marketing of UP/SP Lines for BNSF, met with and made presentations to numerous shippers and shipper organizations, including an October 6 presentation to the Southwest Area Rail Shippers Association in San Antonio, Texas; an October 9 presentation to the American Forest & Paper Association Rail Transportation Committee in Dallas, Texas; an October 16 meeting with the Glass Producers Transportation Council in Atlanta, Georgia; a November 3 meeting with the World Trade Council of the Port of New Orleans; a November 17 panel discussion before the National Industrial Transportation League; a December 2 meeting with Arkansas Midland and the International Paper Company in Ft. Worth, Texas; a December 4 meeting with Union Carbide in Danbury, Connecticut; a December 5 meeting with Matlack Bulk Intermodal Services in Wilmington, Delaware; a December 5 meeting with Chemical Leaman Truck Lines in Exton, Pennsylvania; and a December 11 meeting with the Little Rock Port Authority.

B. Customer Identification And Access Pursuant To Merger Conditions

BNSF has also continued its efforts to identify all UP/SP customer facilities to which it received access as a result of the UP/SP merger. These include: "2-to-1" and transload facilities on its trackage rights lines; facilities which can be served by the seventeen "2-to-1" shortlines to which it received access; and other facilities to which it gained access through reciprocal switch over carriers other than UP or the seventeen "2-to-1" shortlines. BNSF's efforts to identify these customer facilities have included direct customer contact both with customers located on the trackage rights lines as well as with customers throughout the nation which ship to or from "2-to-1" points and telephone surveys and on-the-ground site reviews of "2-to-1" points by BNSF teams. As a result of these efforts, BNSF now has access to almost 1,000 new customer facilities pursuant to the UP/SP merger conditions. BNSF is awaiting responses from UP on its requests for access to 62 additional facilities along trackage rights lines.

BNSF is continuing to review and update the list of customer facilities accessible to BNSF as a result of the merger to assure that the list is current and accurate. Current listings of all such "2-to-1" customer facilities, "2-to-1" shortline customer facilities, customers on purchased lines served directly by BNSF, and customer facilities opened via reciprocal switch are attached hereto as Attachment 3.

C. Traffic Volumes

As discussed earlier, and as the chart attached hereto as Attachment 4 reflects, BNSF traffic volumes over the lines to which BNSF received access as a result of the

merger have continued to grow. Attachment 5 shows the breakdown by general commodity groups of this traffic.

After considerable testing, and as mentioned in earlier Quarterly Progress Reports, BNSF initiated a new, more accurate measurement system for business moving over UP/SP lines to which BNSF gained access as a result of the merger conditions, which looks at settled historic reportings rather than waybill reporting. This data now includes the movement of traffic via the trackage rights on an overhead basis, in addition to traffic originating and terminating on those lines. This has required BNSF to restate prior months in 1997 to provide a complete picture of traffic growth over these lines during the year.

Overall, the traffic volumes on these lines will have increased by over 29%, from 44,537 units in the third quarter to a projected 57,500 units in the fourth quarter. These increases in traffic volume have led BNSF to increase service frequency in several traffic corridors, principally the Gulf Coast and I-5 Corridors. The charts attached hereto as Attachments 6 through 10 reflect the volumes of traffic in each of the major traffic lanes in which BNSF received access since the beginning of 1997.^{9/}

^{9/} It should be noted that Attachment 4, reflecting the total BNSF traffic volumes over all of the lines to which BNSF received access, includes traffic to and from Eagle Pass and Central Texas, in addition to the traffic in each of the major lanes reflected in Attachments 6 to 10.

D. Additional Access Rights

BNSF is continuing to investigate and pursue opportunities for build-ins/build-outs, new facilities, transloads and expansions of existing facilities at "2-to-1" points, and is currently engaged in discussions with a number of interested customers concerning such facilities and expansions. These projects, which, by their nature, are highly confidential and competitively sensitive, are in varying stages of progression, ranging from early discussions, to negotiations with UP regarding installation of necessary trackage, to the establishment of rail service plans.

With respect to the development of new facilities, BNSF is working with a number of customers and has achieved several major successes to date. For example, working with various parties including UP and implementing the "new facilities" condition of the merger conditions, BNSF has located Qualitech Steel, Inc. at a new site in Corpus Christi, TX, which, when operational during the third quarter of 1998, will have substantial shipments of iron oxide to new steel production points in the Midwest. BNSF secured this business in competitive bidding with UP earlier in 1997. Also, as a result of the Board's Decision No. 75, served October 27, 1997, enabling BNSF to establish a new transloading facility at Sparks, NV to serve an R.R. Donnelley printing plant in Reno, NV, BNSF is establishing a BNSF "Quality Distribution Center" (or "QDC") in Sparks, which will provide paper transloading for Donnelley. BNSF expects to begin service to Donnelley through this facility in January, 1998, which will mark BNSF's first direct service to the Reno area.

Pursuant to Decision No. 10 in the Board's Oversight Proceeding, BNSF had discussions with UP regarding a protocol for identifying "2-to-1" shipper facilities. A number of differences between BNSF and UP were resolved through discussions and the exchange of draft proposals. However, full agreement on a protocol could not be achieved,^{10/} and on November 26, 1997, both BNSF and UP submitted their proposals to the Board for decision.^{11/}

Finally, in a Petition filed on November 14, 1997, BNSF requested that the Board clarify the conditions imposed on the UP/SP merger to require UP to grant BNSF access

^{10/} Areas of agreement between the carriers include the process to be used by BNSF in submitting a facility to UP for review and concurrence as a "2-to-1" shipper facility, the information to be submitted by BNSF at the time a request to UP under the protocol is made, and the timeline requirements for UP's review and response back to BNSF. The areas of disagreement between BNSF and UP are (a) once BNSF makes a request for access to a prospective "2-to-1" facility in compliance with the protocol, whether BNSF should be allowed to serve the facility, and (b) whether UP should have the burden of proof in showing that a facility at a "2-to-1" point is not a "2-to-1" facility. Until the Board resolves these issues, the burden of establishing that the shipper facilities are accessible to BNSF at "2-to-1" points remains on BNSF.

^{11/} While the proposed "2-to-1" facilities protocols have been awaiting Board action, the handling of ongoing "2-to-1" facilities issues between BNSF and UP has come to a standstill. BNSF has attempted to live up to the principal information and data requirements set by UP and contained in the draft protocols when proposing customer locations be added to the "2-to-1" customer list. As a result, the number of outstanding requests to confirm customer-specific requests to be considered at "2-to-1" locations has increased during the quarter, and UP has not responded to any of these requests since November 5, 1997, when discussions began on the draft protocols which were subsequently submitted to the STB. In addition, and as a checklist, BNSF and UP regularly exchanged "2-to-1" customer spreadsheets; BNSF has requested UP, on several occasions, to furnish updated lists of "2-to-1" customers beyond the last received, dated July 11, 1997, and has provided UP with BNSF's spreadsheets on several occasions as well as in BNSF's October 1, 1997 Quarterly Report. As a result, BNSF is unable to confirm or deny requests from customers for service at "2-to-1" points, due to non-responsiveness from UP.

for traffic moving to and from the western United States (including Mexican traffic) to all shippers located on UP or SP lines pre-merger in the New Orleans, Louisiana switching district that were open to direct service or reciprocal switching by both UP and SP prior to the merger, but which have now been closed to BNSF by UP. As set forth in the Petition, such a clarification would restore to rail customers the competitive options available to them prior to the UP merger.^{12/}

IV. ISSUES AFFECTING BNSF'S IMPLEMENTATION OF TRackage RIGHTS

As described above, BNSF believes it is competing as vigorously as it can with UP for traffic over the rights it received as a result of the UP merger. Nevertheless, notwithstanding STB Service Order No. 1518, the congestion and service deficiencies on UP's lines in south Texas have prevented BNSF, as well as UP, from providing reliable and timely service to shippers. The following summarizes areas affecting BNSF's competitiveness on the trackage rights lines.

Since the end of the second quarter of this year, rail operations on the UP lines in and around Houston, Texas became increasingly congested, and those problems

^{12/} In fact, it should be noted that, in its reply to BNSF's Petition, UP acknowledged that a BNSF and KCS or IC interchange for traffic moving between the shippers at issue and competitive locations at points such as Lake Charles, Houston, and Mexico "might result in a circuitous routing." UP/SP-330, at 26. UP and SP were more forthcoming in this regard in their brief in the UP/SP merger proceeding where they explicitly stated that the routings in the New Orleans to Houston corridor on other carriers were "sufficiently circuitous and inferior that Applicants determined to treat the corridor[] as '2-to-1'." See UP/SP-260, at 23. In its reply to BNSF's Petition, UP sought to downplay this admittedly adverse competitive impact by asserting that only "a very small amount" of traffic is affected. There is, however, no de minimis rule applied by the Board in determining whether a shipper's pre-merger competitive options have been reduced, and for those shippers and any other shippers that might seek to move traffic to those areas in the future, the fact that their competitive options have been reduced is clear and undisputed.

impeded the ability of shippers to receive timely and reliable service from both UP and BNSF. The Board has recognized in Service Order No. 1518 that UP's service problems had created an emergency situation which required the Board to take steps to preserve rail service to shippers. Notwithstanding that order, as the Board's December 4, 1997 extension of the Service Order recognized, the service crisis continues,^{13/} and BNSF's ability to provide service competitive to UP is continuing to be adversely affected.

In prior quarters, BNSF has reported areas of concern with respect to its ability to implement, operationally, the merger conditions. Those service and operational problems continue, in some areas magnified by UP's congestion problems in the Gulf Coast and in other areas of the country.

While much focus has been placed on Gulf Coast congestion centered in the Houston, TX area, congestion on UP has impacted BNSF's ability to provide effective competitive service in other corridors, as well. In the Central Corridor, for example, BNSF's own operations as well as those provided by Utah Railway as BNSF's agent to service local customers continue to be impacted by UP trains parked on line, extensive delays in getting through key interlockers, and blocked sidings. UP's downgrading sections of the former SP mainline between Salt Lake and Provo, UT, for example, to yard track status has led UP to park trains on this trackage, impeding Utah Railway's ability to provide competitive switch service to local customers as well as, in conjunction

^{13/} Indeed, weekly reportings of key service measurements in late December reflect the continuing difficulties UP is experiencing.

with UP trains parked on UP (not SP) mainlines in the same area, to accomplish point-to-point runs on a consistent basis in this corridor.

In Nevada, where UP provides haulage and reciprocal switch service between Elko and Winnemucca to service "2-to-1" customers, BNSF traffic continues to experience erratic service and frequent delays which impact its ability to provide effective competition, and affects customers' ability to route their traffic around UP service problems. BNSF and UP are planning a "blitz" focus on service problems in Nevada during the first quarter to identify and resolve these issues. Similar problems continue to exist in the Sacramento, CA area.

In September, in response to customer concerns, BNSF began identifying areas where BNSF could improve its own operations along the Gulf Coast over UP/SP trackage rights lines, as well as increase capacity, permitting BNSF to handle traffic rerouted by customers around UP/SP congestion. While Service Order No. 1518 has addressed some of these issues, many issues with adverse impacts on BNSF and its customers remain:

- While for a period of time after Thanksgiving UP was doing a better job of keeping sidings open for bi-directional train movements by BNSF and UP on mainlines between Houston, Iowa Junction and Memphis, significant blockages on a daily basis still exist. At the December 12 UP/BNSF Joint Service Committee meeting, this matter was discussed, with the focus being placed on a common definition and measurements of "blocked sidings" between the railroads, as well as resolution plans. Key resolution plans include implementing a limited directional operation over UP/SP between Houston and Beaumont commencing December 16, 1997, and a more comprehensive directional operation between Houston and Memphis on February 1, 1998. While BNSF will participate in these directional operations as appropriate, it does not anticipate there will

BNSF has advised UP, any alternative interchange point must be as efficient as BNSF's proposed Strang interchange; otherwise, BNSF will pursue a Strang interchange with the Board.

To further ease congestion throughout the West, BNSF operated a full schedule of operations during the four days comprising the Thanksgiving weekend. While BNSF curtailed operations to achieve a more normal pattern across the year-end holidays, BNSF did continue to have operations above normal shutdown levels as necessary to ensure our system remained fluid and service levels could be maintained or improved for our customers.

There continue to be instances where BNSF operations along its trackage rights line are hindered by such actions as misdirected haulage loads or blocked sidings with parked locomotives, cars, and trains. For example, Attachments 11 to 24 show the average variances between scheduled and actual running times for BNSF trackage rights operations in each major lane in each direction since the first week of October, 1997.

Although BNSF was led to believe that UP would fully resolve the congestion problems soon after the Thanksgiving holiday, such problems remain, and congestion continues to hinder BNSF's operations. For example, between Houston and Lafayette, an average of over 9 sidings per day were blocked during the week of December 15, and an average of 13 sidings per day were blocked during the week of December 22. Further, between Houston and Memphis, an average of 11 sidings per day were blocked during the week of December 15, and an average of approximately 19 sidings per day were blocked during the week of December 22.

be significant relief in the key Houston-Memphis corridor until the latter portion of the first quarter of 1998.

- In an effort to facilitate fluid operations, BNSF made a proposal to UP that includes the operation of the major lines in the Houston area by UP and BNSF on a coordinated basis under neutral dispatching that BNSF believes would assure equal treatment and improved service for all.
- BNSF and its shippers continue to experience service problems and delays on the former SP Baytown Branch, both for direct movements and for movements involving Dayton Yard SIT. BNSF has placed in service, as reported earlier, its operational sidings at Dayton to provide a place for BNSF's Dayton-Houston local to originate and terminate, as well as a location to interchange traffic with UP for customers on the Baytown Branch. BNSF continues to experience delays to its local on this line caused by UP congestion,^{14/} as well as those associated with the systems cut over of TOPS to TCS by UP commencing December 1, 1997. Further, UP announced plans to impose a directional operation between Houston and Baytown involving UP and SP lines as well as between Houston and Beaumont, commencing December 16, 1997. UP has assured BNSF the Dayton local service will not be adversely impacted by these changes. BNSF will continue to monitor and review problems with UP to improve the quality of BNSF's service to customers in this area.
- Likewise, BNSF's customers in the Strang, TX area continue to experience unacceptable and erratic transit times over UP between the customers' facilities and interchange with BNSF, due to routing through Englewood Yard. Although BNSF's over-the-road transit times once shipments are in BNSF's possession meet customer expectations, UP's origin/destination switch service through Englewood Yard makes the BNSF routing option unacceptable overall. BNSF and UP are discussing alternative interchange points in the Strang area to reroute this traffic around Englewood Yard, providing customers viable routing alternatives on BNSF and removing unnecessary traffic from Englewood Yard (and Settegast Yard as UP's Houston Terminal consolidation is implemented). As

^{14/} Indeed, BNSF's ability to complete the 74 mile round-trip between Dayton and Houston became so poor during the fourth quarter that BNSF was forced to put a second crew on the daily Dayton-Houston local.

In addition, as the charts attached hereto as Attachments 11 to 24 show, BNSF continues to experience significant delays in moving traffic over major lines. BNSF's scheduled running time from Houston to Avondale is approximately 16.5 hours, but the average running time for the first week in December was over a day longer, and for the week of December 20, the average running time was approximately 18 hours longer. (Attachment 15). Similarly, BNSF's scheduled running time between Denver and Stockton is approximately 53 hours, but, during the second week of December, its average running time was over a day longer, and for the week of December 20, its average running time was almost 12 hours longer than the scheduled running time. (Attachment 13). Further, between Memphis and Tenaha (near Longview, TX), the scheduled running time is approximately 15 hours, whereas the actual running time for the week of December 13 was approximately 9 hours longer, and for the week of December 20 was approximately 11 hours -- or 66% -- higher than the scheduled running time. (Attachment 20).

The delays on the trackage rights lines are both impacting the competitiveness of BNSF's operations and significantly increasing BNSF's costs. With a good, reliable operation, BNSF can be competitive over these lines given the mills per ton mile trackage rights rate it pays and the expenses of operation it incurs, but the significant delays being experienced increase its per diem costs for equipment handled, increase crew expenses as additional crews are required, and result in the greater consumption of locomotive power. Accordingly, it is not clear that BNSF can continue to provide competitive service to rail customers given these delays and increased costs. Because

of extended transit times, BNSF is providing an inferior product; and, in the long-term, if this situation continues, BNSF will not be able to meet its representations regarding competitive service. As long as these service and operational impediments continue, BNSF will be unable to offer fully competitive service across the trackage rights lines as the Board intended.

From the rail customer's viewpoint, BNSF's alternative service will not be acceptable long-term if BNSF cannot meet the customer's expectations for reliable service and price competitiveness. Because BNSF already has a smaller presence in these markets than UP, the impediments BNSF faces have a greater impact on BNSF's competitiveness.

CONCLUSION

BNSF's efforts to be an effective competitor to UP have been substantial during the first fifteen months. While many commercial opportunities are already being realized by BNSF, it is continuing its vigorous marketing efforts to gain traffic using its rights and access under Decision No. 44.

However, UP's continuing service failures and problems, particularly in the Houston and Gulf Coast area, have impeded BNSF's ability to provide effective competitive service. While the Board's Service Order No. 1518 has resulted in improvement in some areas, service and operational problems still are significantly interfering with BNSF operations in south Texas. Because of the conditions under which BNSF conducts its operations on UP lines, BNSF has reservations about its ability long-term to fulfill the competitive role that BNSF and the Board anticipated pursuant to the

trackage rights conditions imposed on the UP/SP merger. BNSF believes that UP is fully aware of its operating problems, but, thus far, UP has been unable to remedy those problems. In light of the unanticipated increased costs and unreliability of service over the trackage rights lines, BNSF's experience with its operations to date raises serious questions as to whether it will be able to provide rail customers with viable long-term competitive service, particularly in south Texas and along the Gulf Coast.

Respectfully submitted,

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January 2, 1998

CERTIFICATE OF SERVICE

I hereby certify that copies of The Burlington Northern and Santa Fe Railway Company's Quarterly Progress Report (BNSF-PR-6) is being served, by first-class mail or hand-delivery, on all Parties of Record in Finance Docket No. 32760.

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January 2, 1998

ATTACHMENT 1

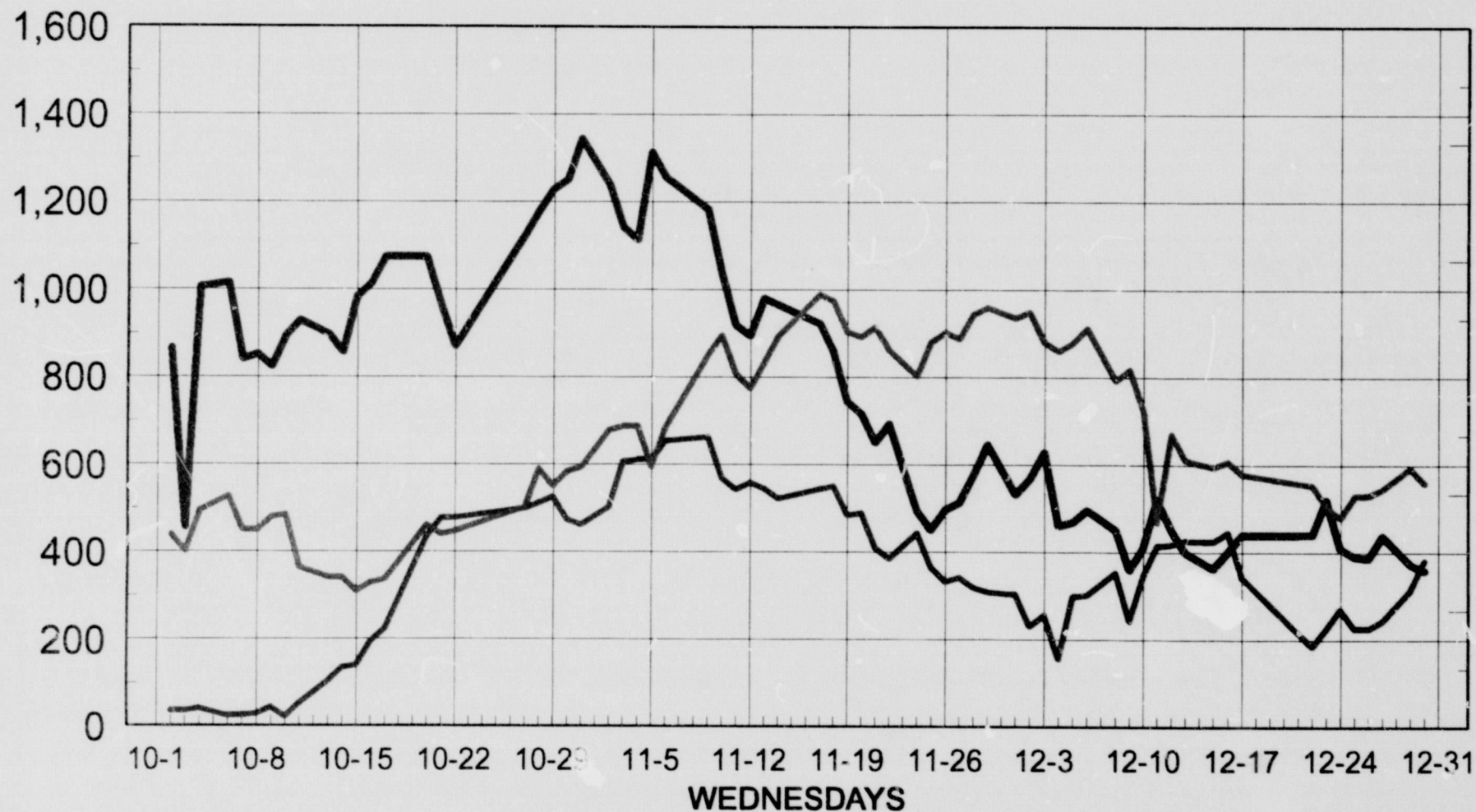
TRAIN SYMBOL	ORIGIN	DESTINATN	MTWTFSS	DESCRIPTION
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H AMAPTR1	A1	AMARILLO TX	HOUSTON TX	YYYYYYY	AMARILLO TO HOUSTON-PTRA MANIFEST
H BARPAS1	A1	BARSTOW CA	PASCO WA	YYYYYYY	BARSTOW TO PASCO MANIFEST TRAIN. DAILY (UP SYMBOL M BAPAJ)
H GALRRB1	A1	GALESBURGIL	RIVERBANKCA	YYYYYYY	GALESBURG TO RIVERBANK MANIFEST CONNECTION FROM IHB TRAIN H-IHBGAL(UP M GARBJ)
H HOULAL1	A1	HOUSTON TX	LAFAYETTELA	YYYYYYY	HOUSTON TO LAFAYETTE\CSX MANIFEST TRN VIA UP BETWEEN HOUSTON AND BEAUMONT
H HOUMEM1	A1	HOUSTON TX	MEMPHIS TN	YYYYYYY	HOUSTON TO MEMPHIS MANIFEST TRAIN OVER UP/SP TRACKAGE RIGHTS
H HOUMEM1	A1	HOUSTON TX	MEMPHIS TN	YYYYYYY	HOUSTON TO MEMPHIS MANIFEST TRAIN OVER UP/SP TRACKAGE RIGHTS
H HOUSSB1	A1	HOUSTON TX	SILSBEE TX	Y Y Y	HOUSTON TO SILSBEE VIA CLEVELAND
H KLFRRB1	A1	KLAFALLS OR	RIVERBANKCA	YYYYYYY	KLAMATH FALLS TO RIVERBANK MANIFEST TRAIN (UP SYMBOL M KFRBJ)
H LALBAR1	A1	LAFAYETTELA	BARSTOW CA	YYYYYYY	LAFAYETTE TO BARSTOW MANIFEST TRAIN VIA SILSBEE-LUBBOCK
H LALHOU1	A1	LAFAYETTELA	HOUSTON TX	YYYYYYY	LAFAYETTE TO HOUSTON MANIFEST TRAIN VIA UP BETWEEN BEAUMONT AND HOUSTON
H LALNWO1	A1	LAFAYETTELA	NEWORLEANLA	YYYYYYY	LAFAYETTE TO NEWORLEANS MANIFEST
H LGVME1	A1	LONGVIEW TX	MEMPHIS TN	YYYYYYY	LONGVIEW TO MEMPHIS MANIFEST TRAIN OVER UP/SP TRACKAGE RIGHTS
H MEMLGV1	A2	MEMPHIS TN	LONGVIEW TX	YYYYYYY	MEMPHIS TO LONGVIEW MANIFEST TRAIN OVER SP TRACKAGE RIGHTS
H MEMPTR1	A1	MEMPHIS TN	HOUSTON TX	YYYYYYY	MEMPHIS TO HOUSTON PTRA VIA UP/SP TRACKAGE FROM MEMPHIS
H NWOLAL1	A1	NEWORLEANLA	LAFAYETTELA	YYYYYYY	NEW ORLEANS\CSX TO LAFAYEETE TO SWITCH
H PASBAR1	A1	PASCO WA	BARSTOW CA	YYYYYYY	PASCO TO BARSTOW MANIFEST(UP SYMBOL M PABAJ)
H SSBHOU1	A1	SILSBEE TX	HOUSTON TX	Y Y Y	SILSBEE TO HOUSTON MANIFEST VIA CLEVELAND
H TPLFLM1	A1	TEMPLE TX	FLATONIA TX	YYYYYYY	TEMPLE TO FLATONIA, TX (UP) MANIFEST AND GRAIN SYMBOL
H TPLLAL1	A1	TEMPLE TX	LAFAYETTELA	YYYYYYY	TEMPLE TO LAFAYETTE MANIFEST
J GFC0211	A1	DAYPLASTOTX	HOUSTON TX	YYYYYYY	DAYTON PLASTIC STORAGE - DAYTON - HOUSTON LOCAL
L GFC0221	A1	HOUSTON TX	DAYPLASTOTX	YYYYYYY	DAYTON PLASTIC STORAGE - HOUSTON- DAYTON LOCAL
L NCA0121	A1	RICHMOND CA	RICHMOND CA	YYYYY	RICHMOND TO WARM SPRINGS LOCAL OVER UP/SP TRACKAGE RIGHTS
L TEX0301	A1	TEMPLE TX	TEMPLE TX	Y Y Y	TEMPLE TO WACO TRACKAGE RIGHTS LOCAL.
L TEX0302	A1	TEMPLE TX	TEMPLE TX	Y Y	TEMPLE TO ELGIN TRACKAGE RIGHTS LOCAL.
L TEX0303	A1	TEMPLE TX	TEMPLE TX	Y	TEMPLE TO ELGIN THEN TEMPLE TO WACO TRACKAGE RIGHTS LOCAL.
M ALGTPL1	A1	ALGOA TX	TEMPLE TX	YYYYYYY	ALGOA TO TEMPLE MANIFEST VIA UP/SP ALGOA
M DENPVO1	A1	DENVER CO	PROVO UT	YYYYYYY	DENVER TO PROVO MANIFEST-RUNNING OVER UP/SP TRACKAGE RIGHTS(UP SYMBOL M DVPVJ)
M EAPTPL1	A1	EAGPASS TX	TEMPLE TX	YYYYYYY	MANIFEST TRAIN - EAGLE PASS TO TEMPLE VIA SP
M PVDEN1	A1	PROVO UT	DENVER CO	YYYYYYY	PROVO TO DENVER MANIFEST TRAIN OVER UP/SP TRACKAGE RIGHTS (UP TRAIN M PVDVJ)
M RRBEN1	A1	RIVERBANKCA	DENVER CO	YYYYYYY	RIVERBANK TO DENVER MANIFEST TRAIN OVER UP/SP TRACKAGE RIGHTS (UP SYM M PVDVJ)
M TPLEAP1	A1	TEMPLE TX	EAGPASS TX	YYYYY Y	MANIFEST TRAIN - TEMPLE TO EAGLE PASS VIA SP CALDWELL
P LACNWO1	A1	LOSANGELECA	NEWORLEANLA	Y Y Y	LOS ANGELES TO NEWORLEANS PREMIUM INTERMODAL TRAIN UPSP TRAIN ILAAVJ
P NWOCLO1	A1	NEWORLEANLA	CLOVIS NM	Y Y Y	NEW ORLEANS - CLOVIS INTERMODALTRAIN UPSP TRAIN IAVHOJ
R COLO511	A1	OGDEN UT	OGDEN UT	YYYYYYY	OGDEN TO LITTLE MOUNTAIN, CLEARFIELD AND RETURN ROADSWITCHER OVER TRACKAGE.
R COLO612	A1	OGDEN UT	PROVO UT	YYYYYYY	OGDEN TO PROVO MANIFEST OVER TRACKAGE RIGHTS
R GFC0231	A1	LAFAYETTELA	LAFAYETTELA	YYYY Y	LAFAYETT RDSWR. LIMITS MP 122.1 TO 172.1 LAFAYETTE SUB.
R GFC0233	A1	AVONDALE LA	AVONDALE LA	YYYYYYY	AVONDALE LOCAL TO SPOT WEST WEGO FACILITY
R GFC0235	A1	LAFAYETTELA	LAFAYETTELA	YYYYYYY	LAFAYETT RDSWR. LIMITS MP 122.1 TO 172.1 LAFAYETTE SUB.
R GFC0237	A1	SCHRIEVERLA	SCHRIEVERLA	YYYYYYY	SHRIEVER-BERWICK-AVONDALE ROADSWITCHER
R NCA0211	A1	PROVO UT	PROVO UT	YYYYYYY	PROVO TO MIDVALE AND SPANISH FORK EXTRA ROADSWITCHER
R NCA0309	A1	MIDVALE UT	MIDVALE UT	YYYYY Y	MIDVALE TO WOODCROSS, PIONEER AND RETURN. FIRST JOB. INCLUDES PROVO SIDE TRIP
R NCA0311	A1	MIDVALE UT	MIDVALE UT	YYYYYYY	MIDVALE TO MAGNA, SALT LAKE/PIONEER/WOODCROSS
R NCA0312	A1	MIDVALE UT	MIDVALE UT	YYYYYYY	MIDVALE TO SALT LAKE/PIONEER/WOODCROSS AND RETURN
R NCA0611	A1	PROVO UT	OGDEN UT	YYYYYYY	PROVO TO OGDEN MANIFEST OVER TRACKAGE RIGHTS
R NCA0613	A1	MIDVALE UT	MIDVALE UT	Y Y Y	MIDVALE TO MAGNA & RETURN ROADSWITCHER OVER TRACKAGE
S LACNWO1	A2	LOSANGELECA	NEWORLEANLA	Y	LOS ANGELES TO MEMPHIS INTERMODAL TRAIN UPSP TRAIN IHOAVJ
U TPLTPL5	A1	TEMPLE TX	TEMPLE TX	Y	UNIT TRAIN - TEMPLE TO KERR AND RETURN OVER UP/SP TRACKAGE RIGHTS

ATTACHMENT 2

MEXICO PIPELINE 4TH QUARTER 1997

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CORPUS/LAREDO

BROWNSVILLE

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ATTACHMENT 3

ATTACHMENT 3

UP/SP Customer Facilities Accessed by BNSF at "2-to-1" Points

Customer Name	Station	State
Gilchrist Bag	Camden	AR
International Paper Bag Pak	Camden	AR
Intl Paper Southern Kraft	Camden	AR
Riceland Foods	Fair Oaks	AR
Cargill Inc	Forrest City	AR
3M Industrial Mineral Products (3M Arch Street)	Little Rock	AR
3M Industrial Mineral Products (3M Road)	Little Rock	AR
ADM Processing	Little Rock	AR
AFCO Steel Bond Street Plant	Little Rock	AR
AFCO Steel South Shop	Little Rock	AR
AFCO Steel Thomas Street Shop	Little Rock	AR
Alman, Sol Co	Little Rock	AR
Barrett Hamilton	Little Rock	AR
Choctaw Inc	Little Rock	AR
Georgia Pacific Corp. North Little Rock Division	Little Rock	AR
Goff Distribution Warehouse	Little Rock	AR
Northwest Hardwoods	Little Rock	AR
Smith Fiberglass Products Inc. (Smith, A O - Inland Steel Co)	Little Rock	AR
Sterling Paint Inc. (Stebbins & Roberts)	Little Rock	AR
Stone Container Corporation	Little Rock	AR
Thibault Milling	Little Rock	AR
Central Terminal Distributing Centers Inc	North Little Rock	AR
Central Terminal Distributing Centers Inc (Southern Compress & Warehouse)	North Little Rock	AR
Koppers Industries Inc.	North Little Rock	AR
Koppers Industries Inc.	North Little Rock	AR
Mid South Seeds	North Little Rock	AR
Oakley Bruce Inc	North Little Rock	AR
Onesource Home Building Center	North Little Rock	AR
Prime Quality Feeds	North Little Rock	AR
S F Services Inc	North Little Rock	AR
S F Services Inc (Cooperative Mills Inc)	North Little Rock	AR
S F Services Inc (S F Services Fertilizer Inc)	North Little Rock	AR
Southern Cotton Oil Co. Div of ADM	North Little Rock	AR
ACF Industries	Paragould	AR
Ameri Steel (Florida Steel)	Paragould	AR
Century Tube Corporation	Pine Bluff	AR
Gaylord Container Paper	Pine Bluff	AR
General Chemical Corp	Pine Bluff	AR
Hixson Lumber Sales	Pine Bluff	AR
Hixson Lumber Sales	Pine Bluff	AR
Hoover Treated Wood Products - Pine Bluff Plant	Pine Bluff	AR
International Paper Mill	Pine Bluff	AR
Johnson Metal Recyclers	Pine Bluff	AR
Mid America Packaging Inc. - Div of Gaylord	Pine Bluff	AR
Mid South Terminal Four	Pine Bluff	AR
Mid South Terminal Four (Pine Bluff Warehouse #4)	Pine Bluff	AR
Mid South Terminal One	Pine Bluff	AR
Mid South Terminal Two	Pine Bluff	AR
Pine Bluff Arsenal	Pine Bluff	AR
Planters Cotton Oil Mill Inc.	Pine Bluff	AR
Planters Cotton Oil Mill, Inc	Pine Bluff	AR
Southern Bag	Pine Bluff	AR
Southern Compress Warehouse	Pine Bluff	AR

Stronglite Products
Terra International Inc.
Tyson Foods Feedmill
Tyson Foods Protein Blend Plant
Viking Bag
California Cereal Products (Nabisco Brands)
Fleenor Packing
Fleischman's Yeast
Longview Fibre Company
Pacific America Warehouse
General Motors
New United Motor Manufacturing
Toyota Logistic Services
Toyota Logistics Services (Toyota Vehicle Processors)
Truck Rail Handling
United States Gypsum
Cargill
Lucky Food Stores
Chem Central
U S Army
Standard Iron And Metals Company
Sunshine Biscuit - Vacant Building
Christian Salveson
Ralphs Grocery
Defense Depot/U.S. Gov.
Brown Strauss Steel
G S Roofing Products
Gaylord Graphics
Livermore Warehouse
Salinas Reinforcing Inc
Mid Cities Iron & Metal Corp
Van Waters & Rogers
American Brass & Iron (aka. ABI)
Armour Equipment Sales
Mother Cake & Cookies
Nabisco Brands
Kruse Grain Milling Oh
Intermod Industries
Kaiser Sand Gravel
Capitol Plywood
Continental Chemical Co
Sacramento Bee (McClatchy Newspaper Inc.)
U S Cold Storage 9Th St.
Burke Flooring Products
Coors Brewing
Del Monte Foods
Ecolab
Floor Service Supply
Frank Lin Distillers Products
Frito Lay
International Paper
Key West Wire
Laidlaw Environmental Service (Solvent Service Company Inc.)
Markovits & Fox
Northern California Fertilizer
Red Wing
San Jose Distribution Services

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Sears Roebuck & Co
 Southwestern Electric Power Co
 Arco Chemical (Olin Corporation)
 Condea Vista Co
 Conoco Inc
 Holnam
 Jupiter Nash
 PPG Industries
 Tetra Chemical
 Alcoa Specialty Chemicals
 Baroid Drilling Fluids Inc
 Citgo Petroleum Corp
 Firestone Tire & Rubber
 Occidental Chemical
 Port of Lake Charles
 West Lake Polymers
 Ag Processing
 Cargill
 Hudson Foods
 Monarch Feed Mills
 Baker Hughes Inteq
 Atlas Towing Co
 M I Drilling Fluids
 Sierra Chemical NV
 Cortez Gold Mines
 Union Pacific Fuels Inc
 Anschutz Marketing Transport
 Continental Lime
 Kilborn International
 Baroid Drilling Fluids
 Koch Sulfur Products
 Alpark Petroleum
 Ash Grove Cement Company
 Blach Distributing
 Cashman Equipment
 Franklin Lumber
 Petro Source
 Petro Source Asphalt Terminal
 Tricon Metals
 Continental Lime
 Transwood Inc (west of Carlin NV)
 Transwood Inc (Near Golconda, NV)
 Coastal Chem
 Sierra Chemical Of Nevada
 Sierra Pacific Power
 Dupont
 Van Waters Rogers
 Mobil
 Exxon Chemical Americas
 Exxon Company USA
 Exxon Company USA
 Rhone Poulenc
 Saw Pipes USA Inc.
 Seapac Inc
 USS
 City Of Brownsville
 Milwhite

Shreveport	LA
Shreveport	LA
West Lake	LA
West Lake	LA
West Lake	LA
West Lake	LA
West Lake	LA
West Lake	LA
West Lake Charles	LA
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Dexter	MO
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Argenta	NV
Battle Mountain	NV
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Beowawe	NV
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Carlin	NV
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Dunphy	NV
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Elko	NV
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Golconda	NV
Jayhawk	NV
Redhouse	NV
Rennox	NV
Rennox	NV
Valmy	NV
Vivian	NV
Vivian	NV
Amelia	TX
Baytown	TX
Baytown	TX
Baytown	TX
Baytown	TX
Baytown	TX
Baytown	TX
Baytown	TX
Brownsville	TX
Brownsville	TX

Premier Services Corp
 Tex Mex Cold Storage
 Farstad Oil
 Elpaso Valley Cotton Assn
 T & R Chemicals
 Valley Feed Mills
 American Chrome Chemicals
 Citgo Petroleum East Plant
 Citgo Petroleum West Plant
 Coastal Refining & Marketing
 Encycle Texas Inc.
 Esco Distributors Inc
 Interstate Grain Corp
 Koch Industries
 Nueces Grain
 Zarsky Lumber
 84 Lumber
 Defense Distribution Depot
 Penreco
 Gulf States Asphalt
 Houston L&P #1
 Houston L&P #3
 South Houston Lumber
 General Tire
 Amoco
 Bayer
 Borden Chemical
 Chevron Chemical
 Miles Polysar (UP Bayer)
 City Public Service
 Richard Bills Feedlot
 Romney Implement
 Swig Cotton Compress
 Ashland Chemical
 Pioneer Concrete Texas
 Sunbelt Asphalt Materials
 D S Plastics
 DSC Logistics
 Ink
 Tenneco Packaging
 Tucker Housewares
 Weyerhaeuser
 Willamette Industries Bag
 Willamette Industries Corrug
 LCRA Plant
 Alamo Forest Products
 Brown and Joiner
 Cameron Wm & Co
 Georgia Pacific
 Harlingen Valley Compress
 Rio Grande Oil Mill
 Valley Compress Warehouse
 Valley Coop Oil Mill (Valco Chemical)
 Valley Morning Star
 M G Building Materials
 Wheelwright & Associates
 Exxon Chemical Americas

Brownsville	TX
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Buford	TX
Clint	TX
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Decker	TX
Defense	TX
Dickinson	TX
Dumont	TX
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East Waco	TX
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Elmendorf	TX
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Great Southwest	TX
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Halsted	TX
Harlingen	TX
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Heafer	TX
League City	TX
Mont Belvieu	TX

Allied Signal	Orange	TX
Chevron Chemical	Orange	TX
Dupont De Nemours Ei	Orange	TX
Equitable Bag	Orange	TX
Firestone Syn Rubber Latex	Orange	TX
Miles Polysar	Orange	TX
Orange City Of	Orange	TX
Orange City Of (West Orange City Of)	Orange	TX
Orange Port Of	Orange	TX
Precint One Orange County (Orange County)	Orange	TX
PrintPak (James River)	Orange	TX
Rescar	Orange	TX
Sabine Warehouse	Orange	TX
Schulman Plant	Orange	TX
Schulman Plant (Schulman A)	Orange	TX
Wilson Warehouse	Orange	TX
Alamo Iron Works	San Antonio	TX
Allen & Allen Co	San Antonio	TX
Big Tex Grain	San Antonio	TX
Block Distributing	San Antonio	TX
Browning Ferris Industries (BFI)	San Antonio	TX
California Fruit Co.	San Antonio	TX
Crystal Cold Storage	San Antonio	TX
Fiesta Warehousing Distribution	San Antonio	TX
Fite Distribution Services	San Antonio	TX
Georgia Pacific Corp	San Antonio	TX
GLI Distributing	San Antonio	TX
Halo Distributing	San Antonio	TX
Hart Lumber	San Antonio	TX
Imperial Bedding	San Antonio	TX
Lone Star Brewing	San Antonio	TX
Newell Industries, Inc.	San Antonio	TX
Newell Recycling of San Antonio, L.P.	San Antonio	TX
Pearl Brewing	San Antonio	TX
Pioneer Flour Mills	San Antonio	TX
Salt Exchange Inc	San Antonio	TX
South Texas Liquid Terminal	San Antonio	TX
Southern Merchandise Storage Co	San Antonio	TX
Star Seed And Grain	San Antonio	TX
Superior Tomato-Avocado Co Inc	San Antonio	TX
Trinity Industries Inc	San Antonio	TX
V R Hood Clays	San Antonio	TX
Westland Oil Company Inc	San Antonio	TX
Wright Oil	San Antonio	TX
Merco Joint Venture	Sierra Blanca	TX
San Patricio	Sinton	TX
A E Staley @ Imperial Holly facility	Sugar Land	TX
Imperial Holly	Sugar Land	TX
Nalco Exxon Energy Chemicals	Sugar Land	TX
Baroid Corp	Texarkana	TX
Commercial Storage & Distribution Co	Texarkana	TX
Cooper Tire & Rubber Co	Texarkana	TX
General Electric Railcar Repair	Texarkana	TX
J J S Distributing	Texarkana	TX
Kerr McGee Chemical Corp	Texarkana	TX
Miller Bowie County Farmers Assn	Texarkana	TX
Texarkana Milling Supply	Texarkana	TX

Tri State Iron & Metal Co
 American Plant Food Company
 Bonar Packaging
 Cameron Wholesale (Cameron Wm & Co)
 Jewell Concrete Products
 Kelly Springfield Tire
 Sunbelt Cement
 Transit Mix Concrete Material
 Kamin Furniture
 Cameron Wm & Co Inc
 Central Forwarding Co
 Central Texas Iron Works
 Central Warehouse Co
 Certainteed
 Continental General Tire
 Equalizer
 Exporters & Traders Compress & Whse. Co
 Fleetwood Homes
 Fleetwood Trailer Co (aka Fleetwood Homes)
 Gross Yowell Lumber
 Gulf States Paper
 Jarvis Paris Murphy
 Jewell Concrete Products
 M Lipsitz
 M M Mars
 Metro Lumber Industries
 Mid State Beverage Inc
 Owens Brockway
 Plantation Foods
 Tejas Warehouse System
 Terra Nitrogen Corporation (Terra International Incorporated)
 Vacant Facility (McCoys Building Supply Center)
 Veterans Administration U S Government Hospital
 McCoys Building Supply Center
 Sunbelt Asphalt Materials
 Featherlite
 International Paper
 Rhinehart Oil
 Alpine Transfer
 Americold
 Ashland Chemical
 Birmingham Bolt
 Del Monte Foods
 DSC Logistics
 Exxon Chemical
 Freeport Center
 Freeport Cold Storage
 Gatx Logistics
 Malnove
 Naptech Inc
 Oborn Transfer Storage
 Poli Twine
 Quintex
 Ryerson Son J T
 Tech Steel
 Thiokol
 Utah Power & Light

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American Fork	UT
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Gadsby	UT

Air Liquide America Corp
Geneva Steel
Laroche Industries
Western Pipe Coaters (c/o Geneva Steel)
Reilly Industries
Great Salt Lake Minerals
Westinghouse Electric Corp
Kennecott Utah Copper Corp
Red Man Pipe & Supply Co
American Nutrition
Atlas Steel
Cache Commodities Drwg
Cargill Flour Milling
Cargill Nutrena Feeds
Cereal Food Processors
David Grant Trucking Inc
Defense Depot
Durbano Metals
Dyce Chemical Industries
Great Salt Lake Minerals
Harsac
Kimberly Clark
Koch Agri Services West
L Bloom & Sons
McNabb Grain
Nutrena Feed
Wasatch Distributing
Western Gateway Storage
Pipe Fabricating
A Y Building Supply
Atlas Steel
Big Four Distributing
Pacific States Cast Iron Pipe
A K Railroad Materials
Alta industries
American Excelcor
Amoco Oil
Asphalt Systems Inc
Associated Food Stores
Atlas Steel Inc
Baker Hughes Inteq
Bee Hive Brick
Benergy dba Star Carbon Divn
Border Steel
Bruce Transfer & Storage
Capitol Lumber
Conex Land O Lakes
Cereal Food Processors
Certified Warehouse Transfer
Chevron Products
Chris & Dicks Lumber & Hardware
Church Of Jesus Christ LDS
Conoco Inc
Corporation Of The President (LDS Church)
Corporation Of The Presiding
Crawford Door Sales (aka Oscar E. Chytraus)
Crus Distributing

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Eaton Metal Products	Salt Lake City	UT
Eimco Process Equipment	Salt Lake City	UT
Engelhard	Salt Lake City	UT
Farwest Steel	Salt Lake City	UT
General Distributing	Salt Lake City	UT
General Felt Industries	Salt Lake City	UT
Great Western Chemical	Salt Lake City	UT
Harrington Trucking Inc	Salt Lake City	UT
Hill Brothers Chemical	Salt Lake City	UT
Holnam	Salt Lake City	UT
Hughes-Christensen - Div of Baker Hughes Inteq	Salt Lake City	UT
Liquid Sugars	Salt Lake City	UT
Mark Steel	Salt Lake City	UT
Marron Keystone	Salt Lake City	UT
May Laundry	Salt Lake City	UT
Metro Steel Recyclers Inc	Salt Lake City	UT
Mountain Cement	Salt Lake City	UT
Nalco Chemical	Salt Lake City	UT
Newspaper Agency	Salt Lake City	UT
Pacific Steel	Salt Lake City	UT
Pax	Salt Lake City	UT
Peerless Oil	Salt Lake City	UT
Petrolane	Salt Lake City	UT
Pioneer Wholesale Supply Inc	Salt Lake City	UT
Resource Net (aka Western Paper Company)	Salt Lake City	UT
Salt Lake Auto Auction	Salt Lake City	UT
Semling Menke	Salt Lake City	UT
Specialized Rail Service	Salt Lake City	UT
Steelco	Salt Lake City	UT
Stone Container	Salt Lake City	UT
Sutherland Lumber	Salt Lake City	UT
Tenneco Packaging Drgw	Salt Lake City	UT
Terminal Freight Handling	Salt Lake City	UT
Thatcher Company	Salt Lake City	UT
Transwood	Salt Lake City	UT
United States Postal Service	Salt Lake City	UT
United States Welding	Salt Lake City	UT
Utah Barrel	Salt Lake City	UT
Utah Metal Works	Salt Lake City	UT
Utah Paper Box	Salt Lake City	UT
Valley Steel Processing Inc	Salt Lake City	UT
Van Water Rogers	Salt Lake City	UT
Westinghouse Electric Co	Salt Lake City	UT
Weyerhaeuser	Salt Lake City	UT
Wholesale Stationers Corp	Salt Lake City	UT
Wholesale Transfer & Warehouse	Salt Lake City	UT
Conoco	Woods Cross	UT
Crysen Refining	Woods Cross	UT
Phillips 66W.	Woods Cross	UT

Customer Facilities Accessed by BNSF on "2-to-1" Shortlines

Customer Name	Station	State	Serving Carrier
Continental Grain Corporation	Danville	AR	LRWN
Wayne Poultry & Feed Div of Continental Grain	Danville	AR	LRWN
American Fiber Industries	Little Rock	AR	LRPA
Ben E Keith of Arkansas	Little Rock	AR	LRPA
Best Foods Division CPC International Inc.	Little Rock	AR	LRPA
Democrat Printing & Lithographing Co	Little Rock	AR	LRPA
G E Appliances	Little Rock	AR	LRPA
Interstate Highway Sign Co	Little Rock	AR	LRPA
Little Rock Distributing	Little Rock	AR	LRPA
Logistics Services Inc. (LSI) (Little Rock Terminal)	Little Rock	AR	LRPA
Logistics Services Inc. (LSI) (Ryan Walsh Inc)	Little Rock	AR	LRPA
National By Products	Little Rock	AR	LRPA
Oneal Steel Inc.	Little Rock	AR	LRPA
Pind Supply Inc	Little Rock	AR	LRPA
Recycle America	Little Rock	AR	LRPA
River Cement	Little Rock	AR	LRPA
Safety Kleen	Little Rock	AR	LRPA
Schick Steel	Little Rock	AR	LRPA
Schueck Steel	Little Rock	AR	LRPA
Sloane, George Fischer Manufacturing Co Inc	Little Rock	AR	LRPA
Southern Bldg Products	Little Rock	AR	LRPA
Southern Scrap	Little Rock	AR	LRPA
Southland Products	Little Rock	AR	LRPA
Vincent Metals Div Rio Algom Inc	Little Rock	AR	LRPA
Vinyl Building Products	Little Rock	AR	LRPA
Wheatland Tube - Omega Division	Little Rock	AR	LRPA
Deltic Farm & Timber	Ola	AR	LRWN
Greenbay Pkg Inc Arkansas Kraft Division	Perry	AR	LRWN
Greenbay Pkg Inc (Paper)	Perry	AR	LRWN
Collins Pine	Chester	CA	AL
Riviana Food Inc	Abbeville	LA	LDRR
Cargill Salt	Baldwin	LA	LDRR
Morton Salt	Baldwin	LA	LDRR
Twin Bros Marine	Baldwin	LA	LDRR
Cabot Corp	Bayou Sale	LA	LDRR
Columbian Chemicals Co	Bayou Sale	LA	LDRR
Enterprise Products	Breaux Bridge	LA	LDRR
G & H Seed	Crowley	LA	AKDN
Southwest Milling	Crowley	LA	AKDN
Miller Brands	Harahan	LA	NOPB
Liberty Rice	Kaplan	LA	LDRR
American Manufacturing	Lafayette	LA	LDRR
Branch Warehouse	Lafayette	LA	LDRR
Catalyst Recovery	Lafayette	LA	LDRR
Chastant Bros	Lafayette	LA	LDRR
Elks Concrete Products	Lafayette	LA	LDRR
Halliburton	Lafayette	LA	LDRR
Lafayette Distributors	Lafayette	LA	LDRR
Louisiana Sw Scrap & Salvage	Lafayette	LA	LDRR
Northpark Industrial Park	Lafayette	LA	LDRR
Oneal Steel Inc	Lafayette	LA	LDRR
OSCA Inc	Lafayette	LA	LDRR
Quality Brands Inc	Lafayette	LA	LDRR
Schilling Distributing Co Inc	Lafayette	LA	LDRR
Union Camp Corp	Lafayette	LA	LDRR
Lockport Thermostats	Lockport	LA	LDRR
Nicolas Paper	Lockport	LA	LDRR

Olin
Raceland Sugar
Allen Tank
Ambar
Bayou Pipe Coating
Carbo Ceramics
Coastal Chemical
Coastal Timbers
Creole Fermentation
Degussa Carbon Black Corp
Iberia Sugar
Iberia Threading
Liberty Connell
Olin
Premiere Casing
Cajun Distributing
Benhard Warehouse
Cal-Chlor Inc
FMC
Galennie Lumber
Lou Ana Foods
PMG Inc.
Prairie Construction Co
Southwest Feed Farm
Patout M A & Son Ltd
Dufrene Building Materials Inc
Krielow Brothers
Tri-State Delta Inc
National Beverage
Union Tank Car
BHP Copper
ABC Supply
Acco
Alar Distribution
Alliant Food Service
Austin Steam Train Ass'n
Boonesborough Inc
Brown Dist
Capital Beverage
Foxworth - Galbraith
Huntsman
Joe Pinelli
Kraft Food Service
Shiner
Warren Furniture
McCoy Lumber
Amfels Inc
Anbel Corporation
Best Group Marine
Brownsville Navigation
Brownsville Refining
Carl & Carol Meyer
Chem USA Corp
Columbia Western Clay
Comercializadora Lajunta
Dix Industries Inc
Duropaper Bag Mfg
Elgo Internacional
Frontier Services
Galbreath Inc
Garva Corp

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Brownsville	TX	BRG
Burnet	TX	LHRR
Burnet	TX	LHRR
Corpus Christi	TX	CCTR
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Elgin	TX	LHRR
Elgin	TX	LHRR
Elgin	TX	LHRR
Elgin	TX	LHRR

U S Brick
 Valcones Recycling
 Cal Lumber Co
 Strawn Explosives
 Team Track
 Austin Marble
 Hope Lumber Co
 McCoy Lumber
 Transit Mix Inc
 Ink
 Brennan & Co
 Caseo Guerra
 Chemical Leaman
 Continental Exim (G Bolano)
 Despachos del Norte
 Fernando Garcia Warehouse
 Flores, R L
 Galveston Paper Inc
 Gateway Transfer
 J O Alvarez CHB
 Laredo Moving Storage
 MB Forwarding
 Pasquel Hermanos
 Texas Intl Forwarding
 Cactus Canyon
 Capitol Aggregates, Ltd.
 Chemical Lime
 J M Huber
 Texas Granite - Cold Spring Granit - Texas Division
 Abbott Labs
 J H Supply
 Guthrie Lumber
 Anglo Iron & Metal
 Brownsville Gulfside Warehouse
 Duro Bag
 Garva Corp
 Gulf Facilities Inc
 Gulmar Inc
 Schaefer Stevedoring
 Texas International Railway
 Union Carbide
 Westway Terminal (Trading)
 Calcasiey Lbr Co
 Alar Distribution
 Capital Beverage
 Foxworth - Galbraith
 McCoy's
 Top Dollar Cement
 Boise Cascade
 Certified Warehouse
 Comstar International
 National Distribution
 Pacific Cold Storage
 Sauder Woodworking
 BMC West
 Infiltrator Systems
 Intermountain Grain
 Pioneer Door Sales
 Centennial Gas Liquids
 Larkin Cattle Co
 McFarland Cascade Corp

Elgin	TX	LHRR
Elgin	TX	LHRR
Feld	TX	GRR
Feld	TX	GRR
Feld	TX	GRR
Georgetown	TX	GRR
Georgetown	TX	GRR
Georgetown	TX	GRR
Georgetown	TX	GRR
Great Southwest	TX	UP
Laredo	TX	TM
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Laredo	TX	TM
Marble Falls	TX	LHRR
Marble Falls	TX	LHRR
Marble Falls	TX	LHRR
Marble Falls	TX	LHRR
Marble Falls	TX	GRR
Mcneil	TX	LHRR
Mcneil	TX	LHRR
McNeil	TX	LHRR
Port Of Brownsville	TX	BRG
Port Of Brownsville	TX	BRG
Port Of Brownsville	TX	BRG
Port Of Brownsville	TX	BRG
Port Of Brownsville	TX	BRG
Port Of Brownsville	TX	BRG
Port Of Brownsville	TX	BRG
Port Of Brownsville	TX	BRG
Port Of Brownsville	TX	BRG
Round Rock	TX	GRR
Scoobee	TX	LHRR
Scoobee	TX	LHRR
Scoobee	TX	LHRR
Scoobee	TX	LHRR
Weir	TX	GRR
City Limits	UT	SLGW
City Limits	UT	SLGW
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City Limits	UT	SLGW
Ogden	UT	UCRY
Ogden	UT	UCRY
Ogden	UT	UCRY
Ogden	UT	UCRY
Ogden Sugar Works	UT	UCRY
Ogden Sugar Works	UT	UCRY
Ogden Sugar Works	UT	UCRY

Northwest Trading Co
Round Butte Products
Trinity Industries Inc
Constar International
Dunn Oil Company
Georgia Pacific Corp.
Henderson Wheel & Whse Supply
Hudson Printing Blaire
Intermountain Furniture
Intermountain Lumber Company
Mountain Fuel Supply
Pacific Cold Storage
Pacificorp
Sears Roebuck
Standard Builders Supply
Utah State Board Education
Wasatch Metal Salvage
Wasatch Shippers

Ogden Sugar Works	UT	UCRY
Ogden Sugar Works	UT	UCRY
Ogden Sugar Works	UT	UCRY
Salt Lake City	UT	SLGW
Salt Lake City	UT	SL
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Salt Lake City	UT	SL
Salt Lake City	UT	SL

Customer Facilities Accessed By BNSF Direct on Purchased Lines

Customer Name	Station	State
Baroid Corp	Berwick	LA
Ico Tubular	Boeuf	LA
J Ray McDermott	Boeuf	LA
M I Drilling Fluids	Boeuf	LA
Pipe Distributors	Boeuf	LA
Tuboscope Vetco International	Boeuf	LA
Texaco	Boutte	LA
Anchor Drilling Fluids USA Inc	Cade	LA
Acadiana Scrap Salvage	Crowley	LA
Falcon Rice Mill	Crowley	LA
Francis Drilling Fluids Limited	Crowley	LA
G H Seed	Crowley	LA
Helena Chemical	Crowley	LA
Liq Quick Fertilizer	Crowley	LA
Rice'and Foods (ADM)	Crowley	LA
Southwest Rice Mill Co Inc	Crowley	LA
Supreme Rice Mill Inc	Crowley	LA
J & L Cameco Honiron Division	Jeanerette	LA
Monsanto Company Luling	Luling	LA
E.oussard Rice Mill Inc	Mermentau	LA
Patterson Truck Lines	Morgan City	LA
Port of Morgan City	Morgan City	LA
Tenneco	Morgan City	LA

Customer Facilities Open to Reciprocal Switch By BNSF on Other Carriers

Customer Name	Station	State	Serving Carrier
Bulk Materials Transfer	Arabi(Confirm Rail Sta)	LA	NOPB, NS
Dixie Produce & Packaging	Harahan	LA	IC
Ludwig Buildings Inc	Harahan	LA	IC
Ribelin Distribution Inc.	Harahan	LA	NOPB
Lincoln Big Three	Harvey	LA	NOPB
M I Drilling Fluids Co	Harvey	LA	NOPB
Distron	Jefferson	LA	NOPB
Elmwood Building Specialties	Jefferson	LA	IC
Lehleitner Geo H Inc	Kenner	LA	IC
Southern Quikrete Product Inc (Campbell Building Materials Inc)	New Orleans	LA	IC
A To Z Paper Co	New Orleans	LA	NOPB
A & P Food Stores	New Orleans	LA	IC
A & P Meat Warehouse Dist Ctr	New Orleans	LA	IC
Advnace Paper Co Janitorial	New Orleans	LA	NOPB
Alcoa Export Supply	New Orleans	LA	IC
Ameritrend	New Orleans	LA	NS
Amstar Corp	New Orleans	LA	NS
Arabi Terminal	New Orleans	LA	NS
Aristokraft (Kaye, Neal W)	New Orleans	LA	IC
Atlas Edco Inc	New Orleans	LA	IC
Baroid Sales Co (Ni Ind)	New Orleans	LA	NOPB
Barriere Construction Co	New Orleans	LA	NOPB
Better Boxing	New Orleans	LA	NOPB
Blue Circle Cement	New Orleans	LA	NS
Blue Plate Foods Inc	New Orleans	LA	IC
Bouïrg Wilson Lumber & Building Inc	New Orleans	LA	NOPB
Branton Insulation Industries Inc	New Orleans	LA	IC
Bridon Elm Inc	New Orleans	LA	IC
Bubbas Produce	New Orleans	LA	NOPB
Bulk Materials Transfer	New Orleans	LA	NS
Calciner Industries Inc Producer of Kaier Carbon	New Orleans	LA	NS
Cargill	New Orleans	LA	NOPB
Chalmette Slip	New Orleans	LA	NS
Citadel Cement/ Laforest Company	New Orleans	LA	NOPB
Coastal Engineering Corp	New Orleans	LA	IC
Coastal Enterprise of the Southeast	New Orleans	LA	IC
Conco Food Service	New Orleans	LA	IC
Crown Beverage	New Orleans	LA	NS
Crown Oil Chemical	New Orleans	LA	NOPB
Dbi R Equine Feed Supply	New Orleans	LA	NOPB
Deavo Lime Pelican Divn	New Orleans	LA	NOPB
Delta Beverage Group dba Miller Brands-Crescent Bev	New Orleans	LA	IC
Dependable Customer Bagging	New Orleans	LA	IC
Depuy Strg & Fwd	New Orleans	LA	NOPB
Dravo Basic Materials	New Orleans	LA	NOPB
Equitable Shipyards/ Halter Marine Trinity Yachts	New Orleans	LA	NOPB
Fine Papers Inc	New Orleans	LA	IC
Frank L & Co Inc	New Orleans	LA	IC
Gats Masonry	New Orleans	LA	NOPB
Georgian Furnishing	New Orleans	LA	IC
Glazer Steel and Aluminum	New Orleans	LA	NOPB
Glazer Wholesale Drug	New Orleans	LA	IC
Goodyear Tire & Rubber Co	New Orleans	LA	IC
Goodyear Truck Tire Center/ Baumer Foods Inc of Crystal International Corp	New Orleans	LA	IC
Gulf State Marine Terminal A Brasso American Co	New Orleans	LA	NS
Halter Marine	New Orleans	LA	NOPB
Hayes Dockside Inc	New Orleans	LA	IC
Hill - Behan Lumber Co	New Orleans	LA	IC
Holnam	New Orleans	LA	NOPB
Horizon Intl	New Orleans	LA	NOPB
Hug Condon & Mayflower Moving and Storing	New Orleans	LA	NOPB
Huttig Sash & Door	New Orleans	LA	IC
Intralox (Lehleitner Geo H Inc)	New Orleans	LA	IC

Intralox (was Neal W Kaye/Aristokraft)	New Orleans	LA	IC
Jackson-Kearney Group	New Orleans	LA	NS
Jackson-Kearney Group/ Dupuy Storage and Forwarding	New Orleans	LA	NS
Jefferson Feed And Garden Supply Co	New Orleans	LA	IC
Kaiser Aluminum & Chemical	New Orleans	LA	NS
Katz & Bestoff Inc	New Orleans	LA	IC/KCS
Kellett George & Sons	New Orleans	LA	NS
L H Hayward Co	New Orleans	LA	IC
Lane & Co	New Orleans	LA	NOPB
Lengsfeld Bros Inc/ Lengsfeld Packaging	New Orleans	LA	NOPB
Levitz Furniture	New Orleans	LA	NOPB
Levy Edward Metals	New Orleans	LA	IC
Liquid Sugars Inc	New Orleans	LA	NOPB
Lumber Importer's Service Corp	New Orleans	LA	NS
Magnolia Chemicals & Solvents	New Orleans	LA	IC
Magnolia Marketing Co	New Orleans	LA	IC
Magnolia Marketing Co	New Orleans	LA	IC
MariTrend	New Orleans	LA	NS
Marzoni & Associates	New Orleans	LA	NOPB
Masonary Products Inc	New Orleans	LA	NS
Mehaffey & Daigle Inc	New Orleans	LA	IC
Menard P A Co	New Orleans	LA	IC
Miller Brands	New Orleans	LA	IC
Missionary Expeditors Inc	New Orleans	LA	NOPB
Mobile Oil (Chemical) Corp Refinery	New Orleans	LA	NS
Murphy Oil Mureaux Refinery	New Orleans	LA	NS
Namasco	New Orleans	LA	NOPB
National Supermarkets	New Orleans	LA	IC
Neeb Kearney Inc	New Orleans	LA	NOPB
New Orleans Beverage Agency	New Orleans	LA	IC
New Orleans Cold Storage	New Orleans	LA	NOPB
New Orleans Distribution	New Orleans	LA	NOPB
New Orleans Marine Cont	New Orleans	LA	NOPB
New Orleans Metal Works	New Orleans	LA	NOPB
North Star Steel Co	New Orleans	LA	NOPB
Orleans Marble Inc	New Orleans	LA	IC
Orleans Materials Equipment Co	New Orleans	LA	NOPB
Oshsner Hospital (was Creole Cold Storage)	New Orleans	LA	IC
Patent Scaffolding	New Orleans	LA	NOPB
Paulsen-Weber	New Orleans	LA	NOPB
Pelican Paper	New Orleans	LA	NOPB
Pelican Tomato Co	New Orleans	LA	NOPB
Pennzoi Products	New Orleans	LA	NOPB
Plantation Marble/ /advanced Building Prod Sun Country Distributors of LA	New Orleans	LA	IC
Plymouth Cordage	New Orleans	LA	NOPB
Plywood Panels	New Orleans	LA	NOPB
Pontchartrain Matl Corp	New Orleans	LA	NOPB
Port Cargo Service	New Orleans	LA	NOPB
Port Of New Orleans	New Orleans	LA	IC
Public Bulk Terminal	New Orleans	LA	NOPB
Puerto Rican Marine Management	New Orleans	LA	NOPB
Reily Chemical Co	New Orleans	LA	NOPB
Reily Wm B Co Inc Blue Plate Fine Foods	New Orleans	LA	NOPB
Reily Wm B & Co Inc Blue Plate Fine Foods	New Orleans	LA	IC
Ribelen Sales Inc	New Orleans	LA	NOPB
Rippner Inc	New Orleans	LA	NOPB
Ryan Timber Co	New Orleans	LA	NOPB
Sazarac Co	New Orleans	LA	IC
Sazerac Co	New Orleans	LA	NS
Sealand	New Orleans	LA	NOPB
Sea-Mar Inc	New Orleans	LA	NS
Sea-Mar Inc	New Orleans	LA	NS
Second Harvester	New Orleans	LA	NOPB
Sequoia Supply Inc	New Orleans	LA	NOPB
Sewage & Water Board Of	New Orleans	LA	NS
Sewage & Water Board Of	New Orleans	LA	NS
Sewage & Water Board Of	New Orleans	LA	NS

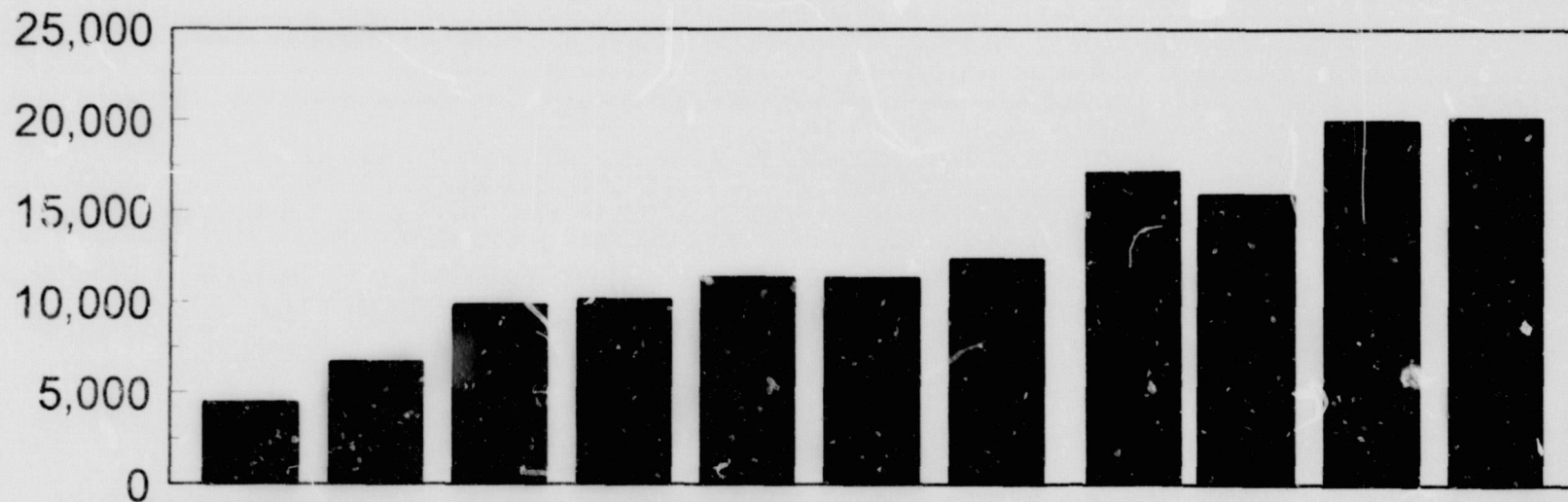
Sewerage & Water Board of New Orleans
 Sewerage & Water Board Of New Orleans
 Shell Oil Metairie Plant
 Southeast Recycling
 Southern Eagle
 Southern Quikrete Products Inc
 Southern Scrap Materials Co/ Westank Metals
 Southern Steel & Aluminum
 Standard Coffee
 Texas Industries, Louisiana Industries Inc
 Texberry Container Corp
 Times Picayune Publishing Co
 Transoceanic Shipping/ International Export Packers of Louisiana
 Tri Ro Pa Mills
 Triple E Transport Inc
 Turner Marine Bulk Inc
 United Parcel Service
 United Stationers Distributing
 Universal Machinery Co Inc
 US Army Corp of Engineering
 US General Services Admn
 US Gypsum Co
 W R Grace
 West Cash & Carry Co
 Weyerhaeuser Co, Wood Prod
 Winn Dixie of Louisiana
 Alford Refrigerated Warehouse
 Andrews Distributing
 Atlas Iron Metal
 Barnup & Simms of Texas Inc
 Big Three Welding Co
 Butt H E Bakery Co
 Butt H E Grocery
 Century Paper Co
 City of Delivery Service
 Coastal Storage Inc
 Coors Distributing Co of Corpus Christi
 Corpus Christi Produce Co
 Corpus Christi Wholesale Hardware
 Featherlite Co (Hopper cars only)
 Georgia Pacific Corp
 Gulf Concrete
 Gulf Iron Works
 Gulf Supply Co
 Industrial Salvage
 Naylor Farm & Ranch Supply
 Penland Distributing Co
 Ray West Warehouses
 Sears Roebuck & Co
 South Texas Recycling Co
 Southeastern Public Service Co
 Sterett Supply Co
 Suniland Furniture Co
 Swift Train Co
 Texas Industries Inc
 Thorpe Insulation Co
 Van Waters & Rogers
 Wallace Co Inc
 Western Steel Co
 Wholesalers
 Wuensche Grain & Elevator
 inland Orange

New Orleans	LA	NOPB
New Orleans	LA	IC
New Orleans	LA	IC/KCS
New Orleans	LA	NOPB
New Orleans	LA	IC
New Orleans	LA	IC
New Orleans	LA	NOPB
New Orleans	LA	NOPB
New Orleans	LA	NOPB
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New Orleans	LA	NOPB
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New Orleans	LA	NOPB
New Orleans	LA	NOPB
New Orleans	LA	IC
New Orleans	LA	IC
New Orleans	LA	IC
Corpus Christi	TX	TM
Corpus Christi	TX	TM
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Corpus Christi	TX	TM
Corpus Christi	TX	TM
Corpus Christi	TX	TM
Corpus Christi	TX	TM
Orange	TX	SRN

ATTACHMENT 4

Total 1997 BNSF Loaded Units On UPSP Merger Condition Lines

Loads



	Jan 97	Feb 97	Mar 97	Apr 97	May 97	Jun 97	Jul 97	Aug 97	Sept 97	Oct 97	Nov 97 *
Totals	4,449	6,685	9,831	10,136	11,370	11,324	12,341	16,271	15,925	19,990	20,142

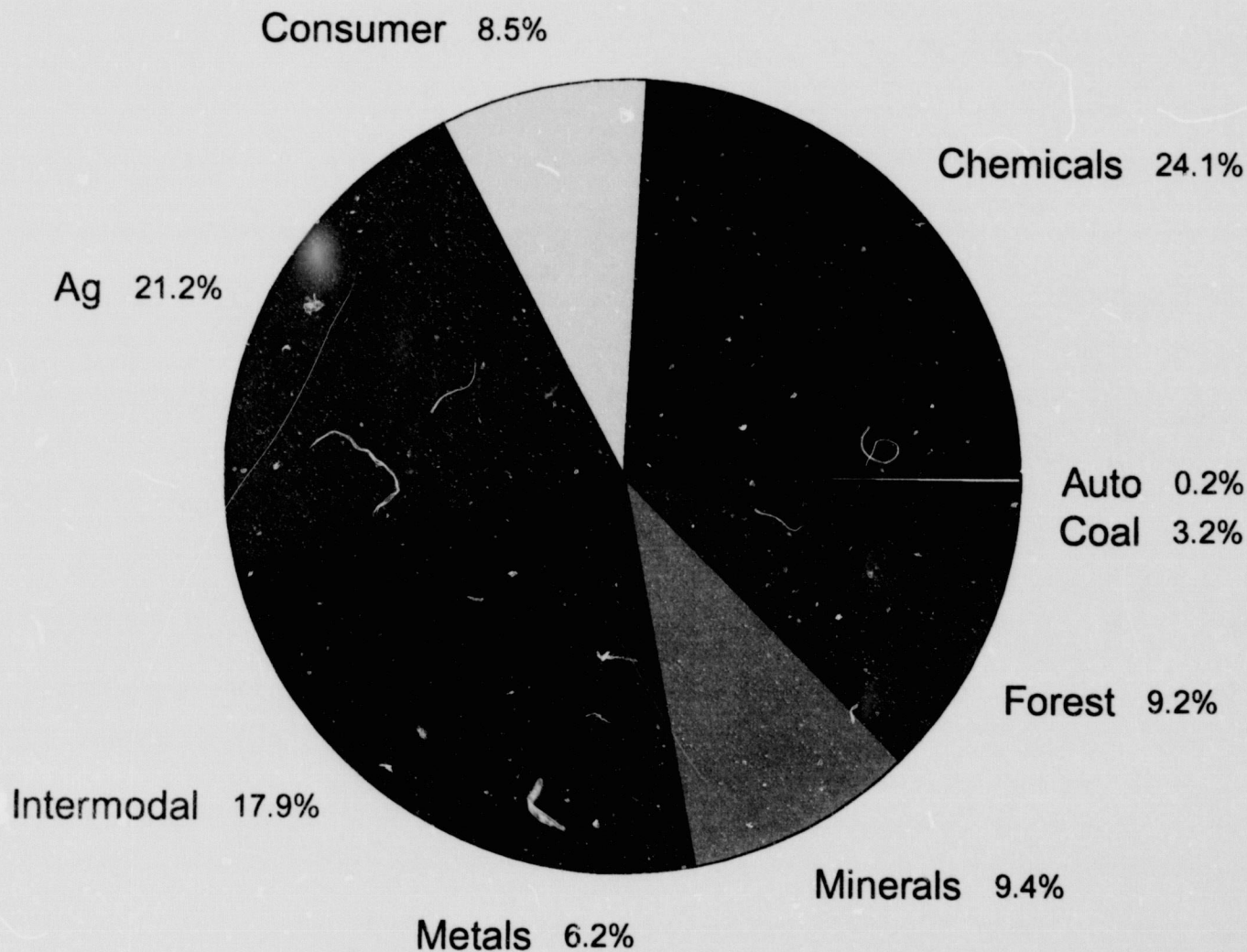
Nov 97 * = Preliminary

ATTACHMENT 5

Commodities Handled on UPSP Merger Condition Lines

All Traffic: 138,494 units

January 1997 - November 1997

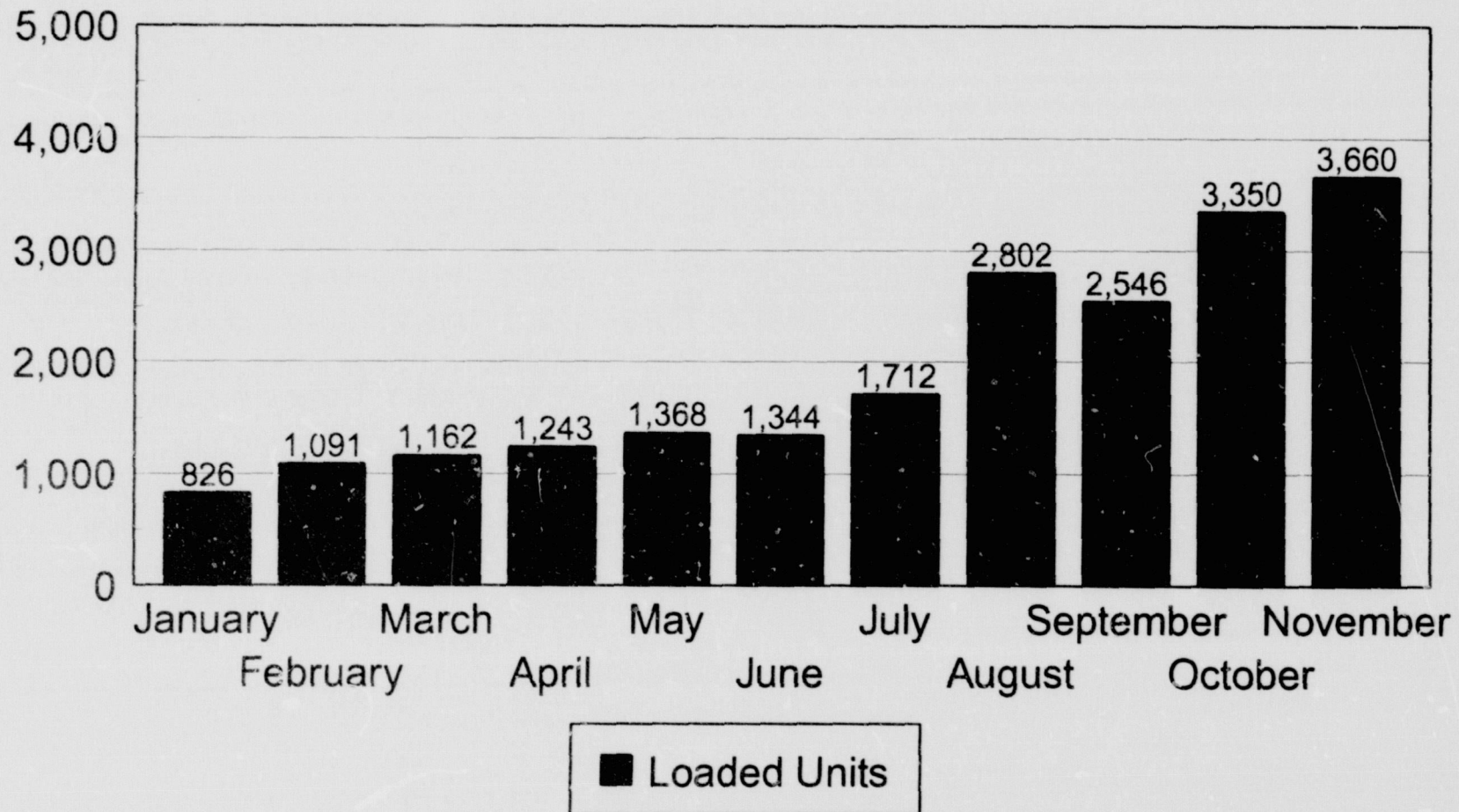


ATTACHMENT 6

1997 BNSF Loaded Units In Trackage Rights Corridors

Central Corridor

Between Denver, CO and Stockton, CA



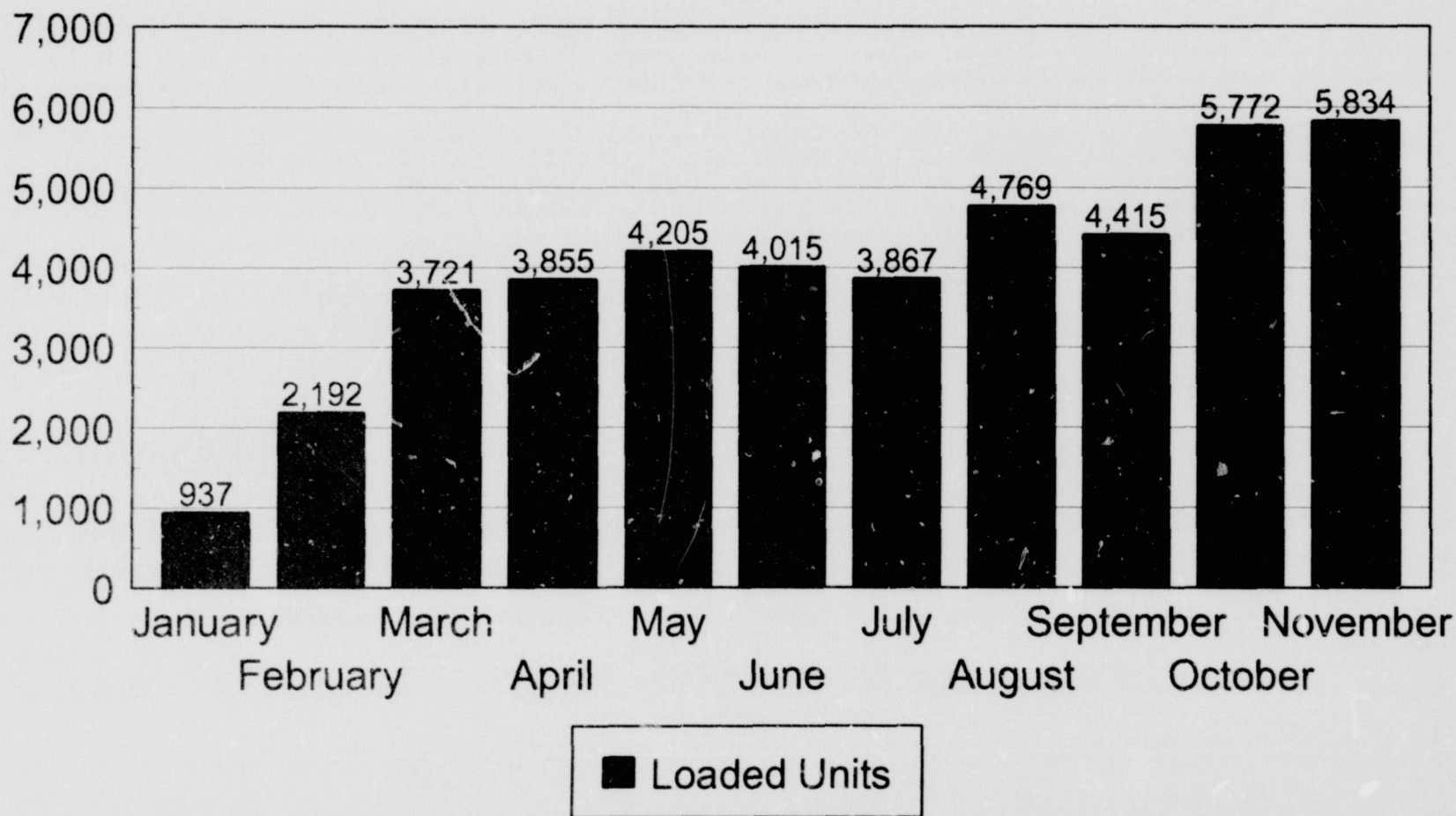
ATTACHMENT 6

ATTACHMENT 7

1997 BNSF Loaded Units In Trackage Rights Corridors

Gulf East Corridor

Between Houston, TX and New Orleans, LA



ATTACHMENT 7

ATTACHMENT 8

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D

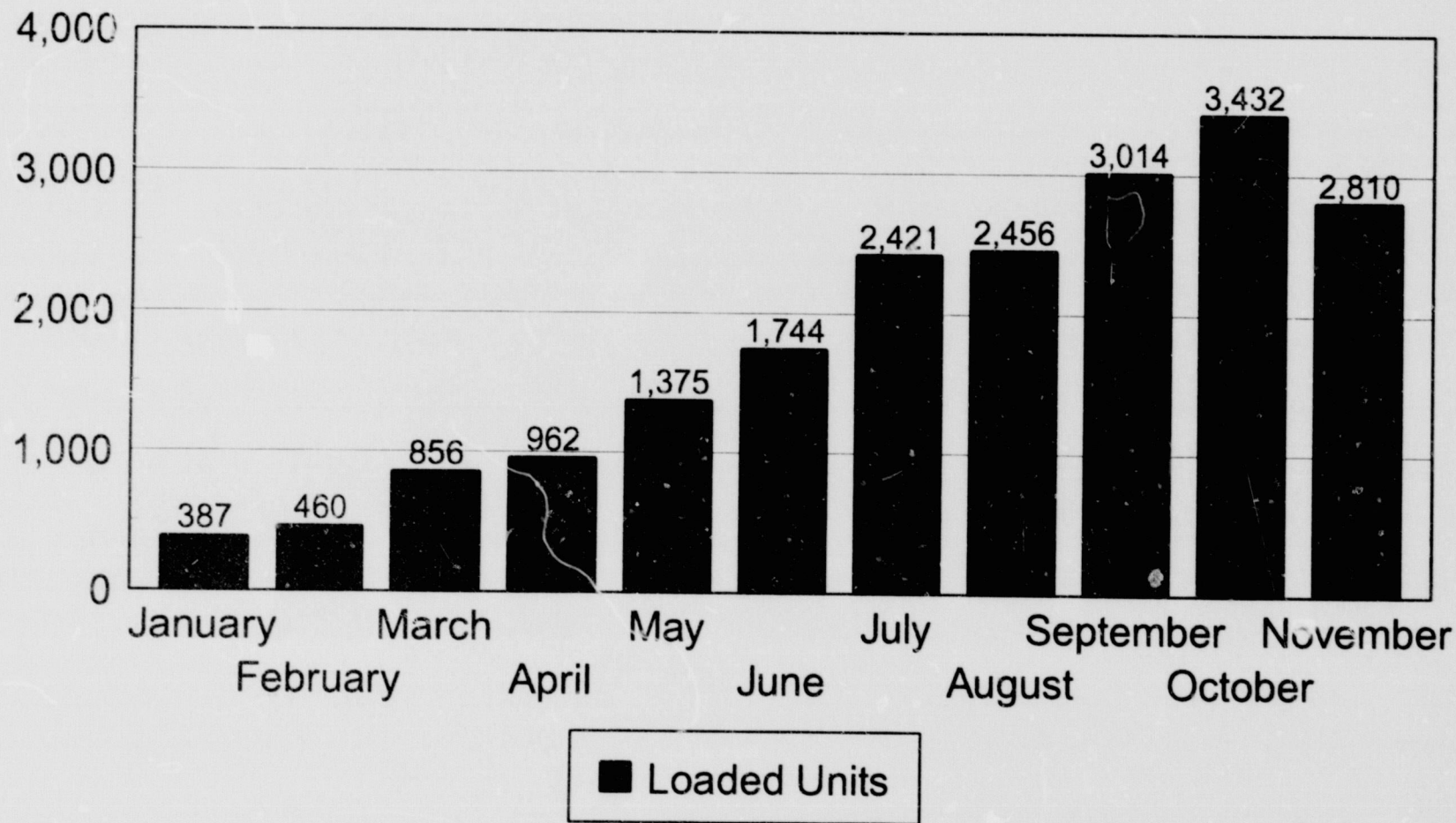
185062

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1997 BNSF Loaded Units In Trackage Rights Corridors

Gulf North Corridor

Between Houston, TX and Memphis, TN



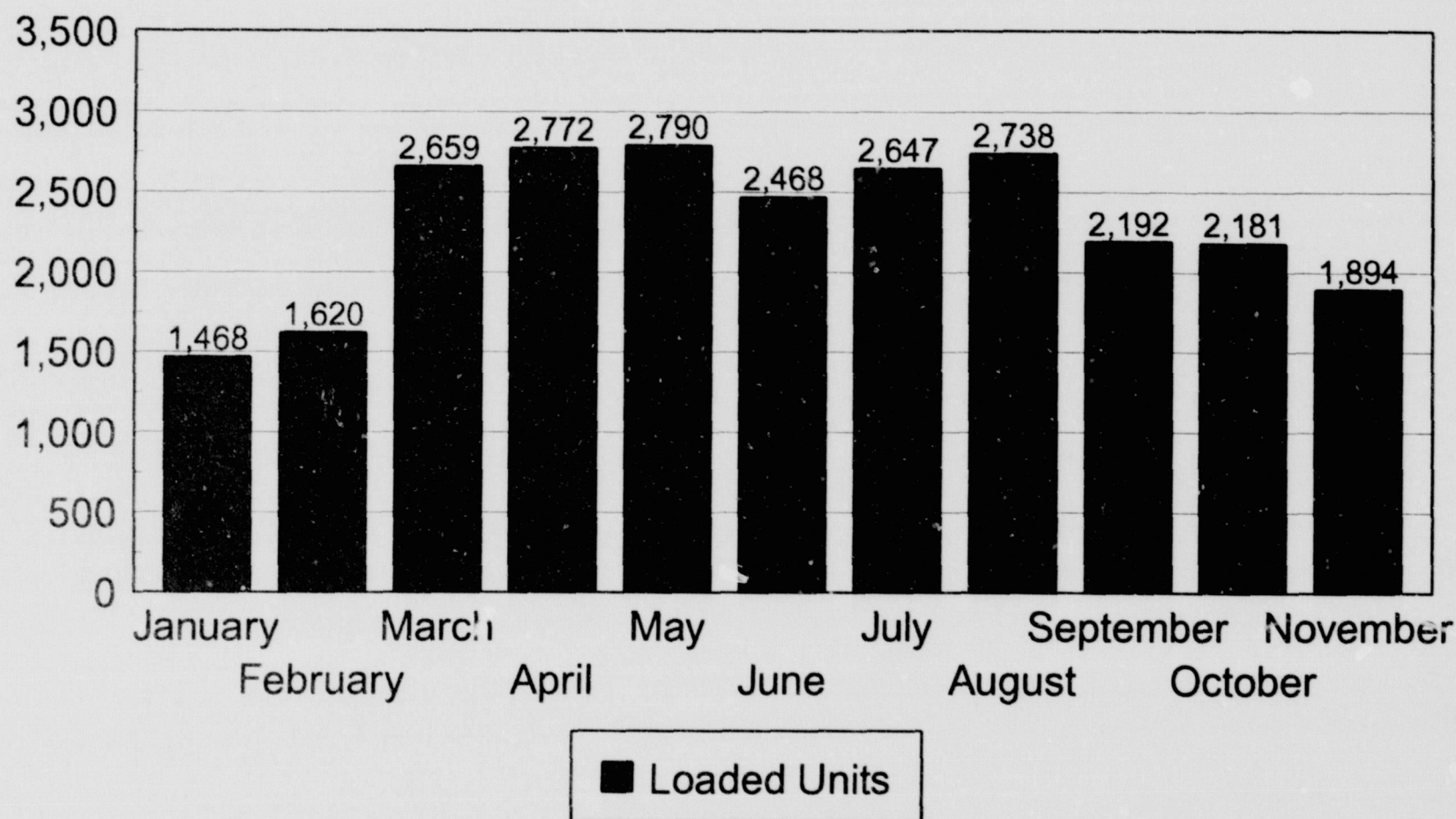
ATTACHMENT 8

ATTACHMENT 9

1997 BNSF Loaded Units In Trackage Rights Corridors

Gulf South Corridor

Between Temple, Corpus Christi and Brownsville, TX

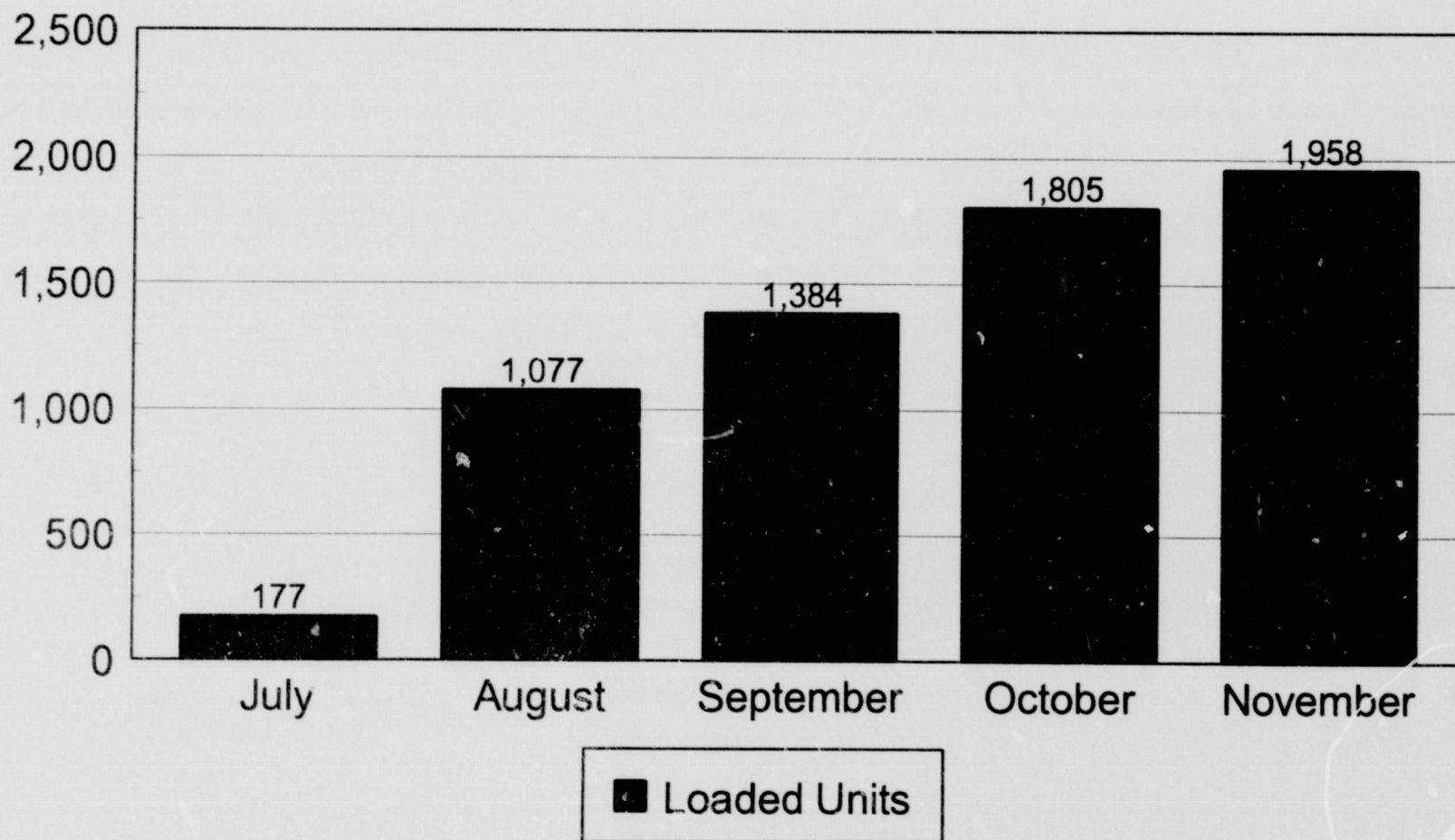


ATTACHMENT 10

1997 BNSF Loaded Units In Trackage Rights Corridors

I-5 Corridor

Between Stockton, CA and Klamath Falls, OR

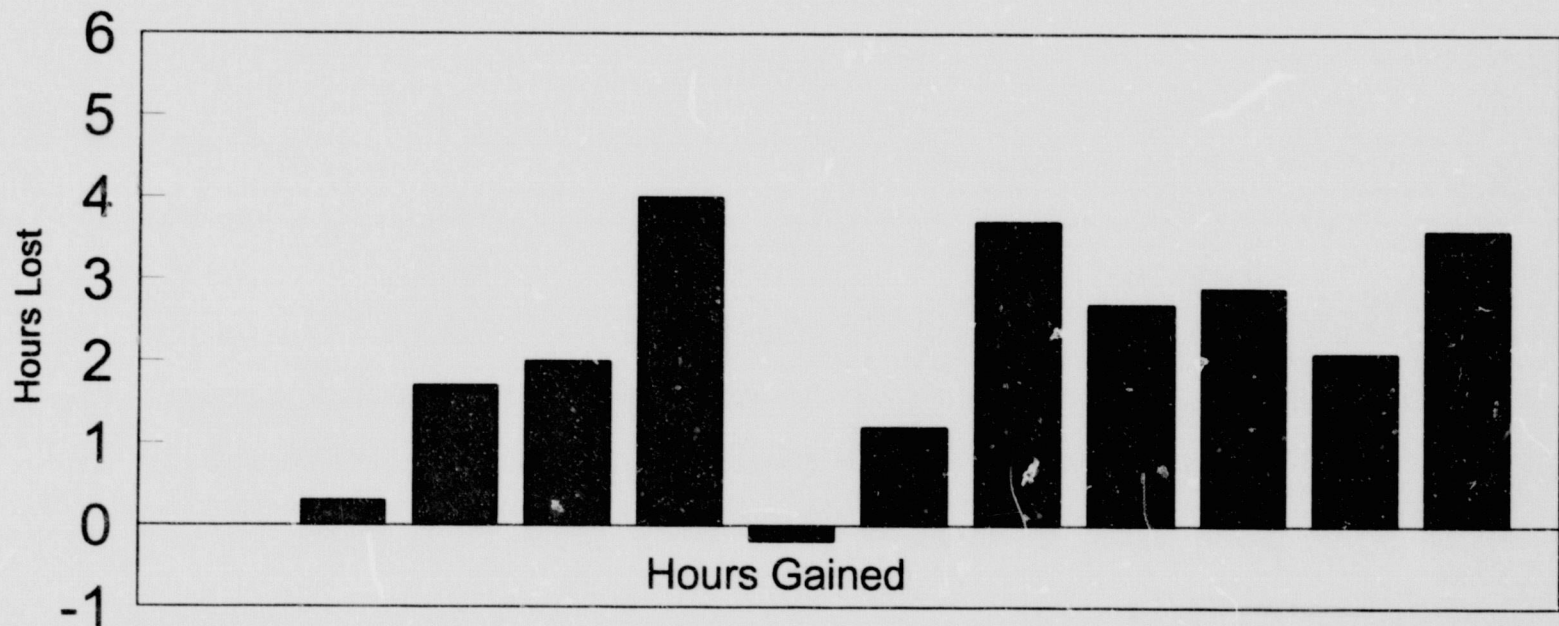


ATTACHMENT 10

ATTACHMENT 11

Average Variance to Scheduled Run Time

Denver - Provo October 1 - December 20, 1997



Week Ending	10/04	10/11	10/18	10/25	11/01	11/08	11/15	11/22	11/29	12/06	12/13	12/20
Average Hours	0.0	0.3	1.7	2.0	4.0	-0.2	1.2	3.7	2.7	2.9	2.1	3.6
Trains Counted	3.0	5.0	5.0	3.0	2.0	5.0	4.0	3.0	3.0	5.0	1.0	4.0

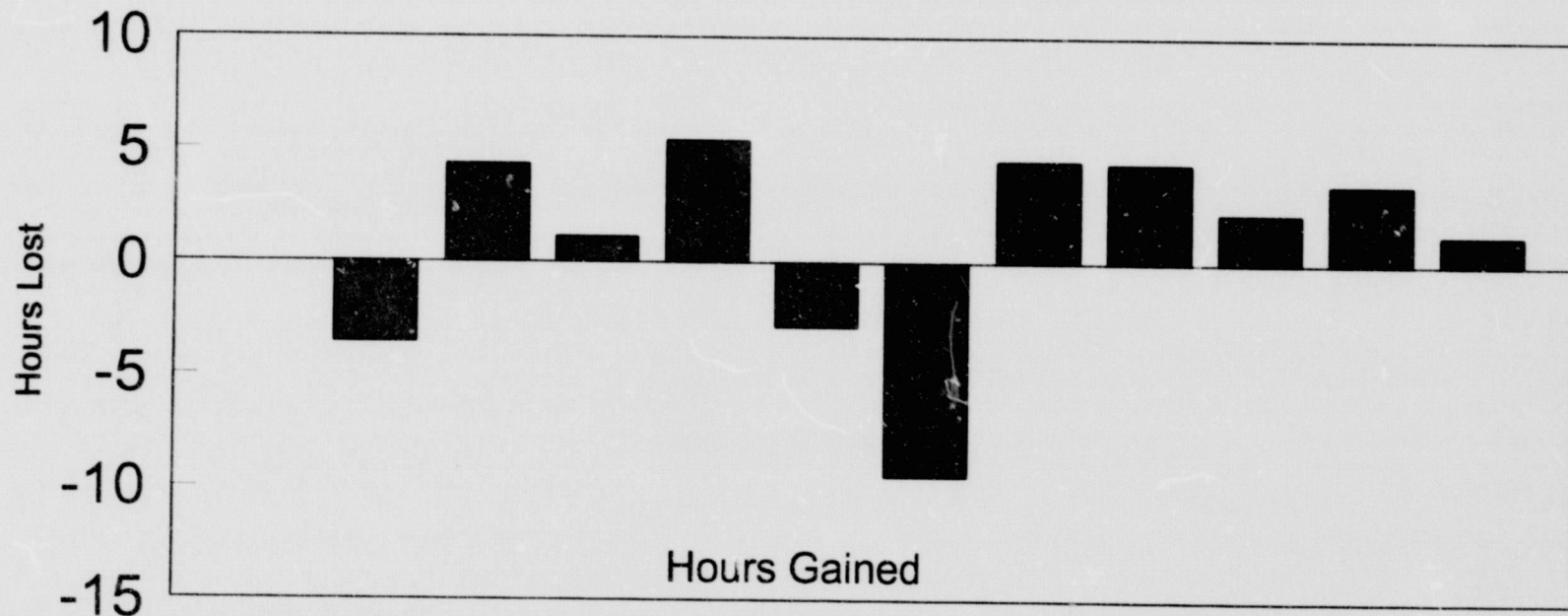
Scheduled Merchandise Trains

Symbols: MDENPVO, MDENSLC

ATTACHMENT 12

Average Variance to Scheduled Run Time

Provo - Denver October 1 - December 20, 1997



Week Ending	10/04	10/11	10/18	10/25	11/01	11/08	11/15	11/22	11/29	12/06	12/13	12/20
Average Hours	0.0	-3.6	4.3	1.1	5.4	-2.9	-9.5	4.5	4.4	2.2	3.5	1.3
Trains Counted	2.0	2.0	3.0	3.0	1.0	4.0	2.0	2.0	4.0	4.0	2.0	4.0

Scheduled Merchandise Trains

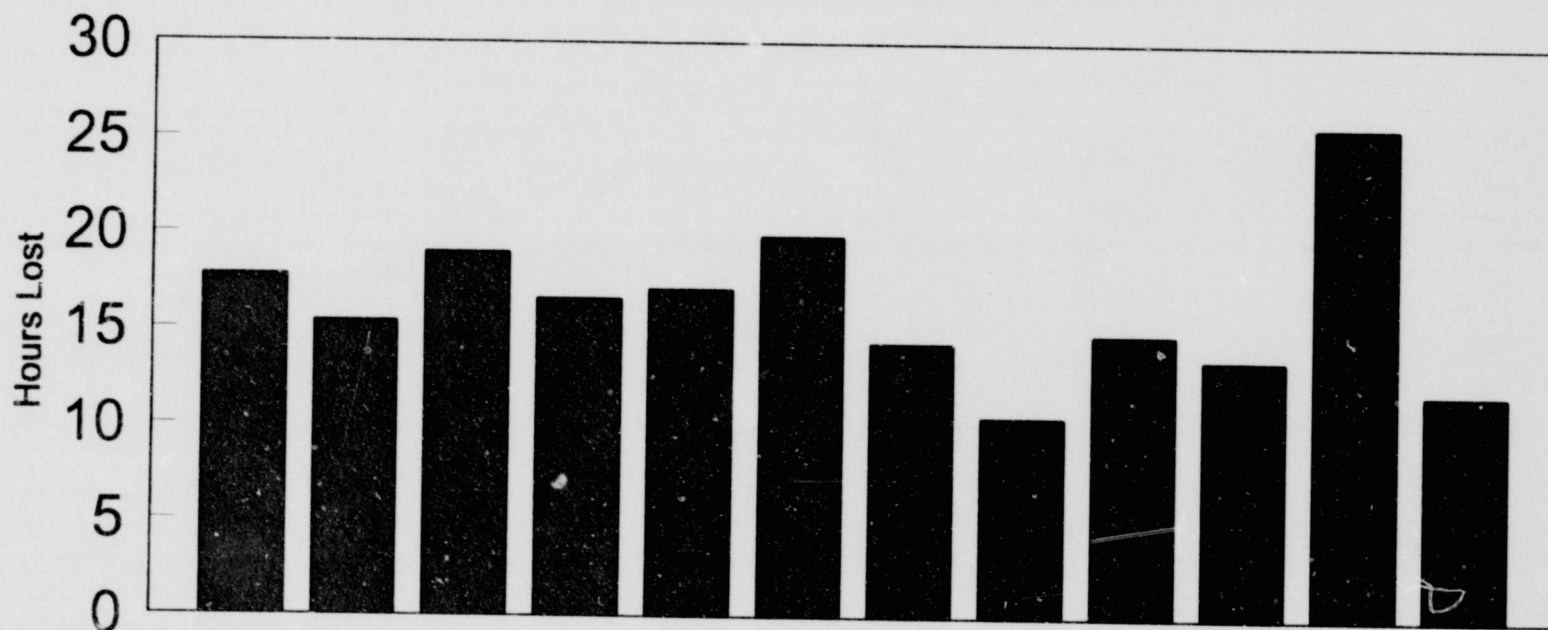
Symbols: MPVODEN, MSLCDEN

ATTACHMENT 12

ATTACHMENT 13

Average Variance to Scheduled Run Time

Denver - Stockton October 1 - December 20, 1997



Week Ending	10/04	10/11	10/18	10/25	11/01	11/08	11/15	11/22	11/29	12/06	12/13	12/20
Average Hours	17.8	15.4	19.0	16.6	17.1	19.9	14.3	10.5	14.8	13.5	25.7	11.8
Trains Counted	5.0	3.0	6.0	4.0	3.0	5.0	4.0	3.0	4.0	5.0	3.0	3.0

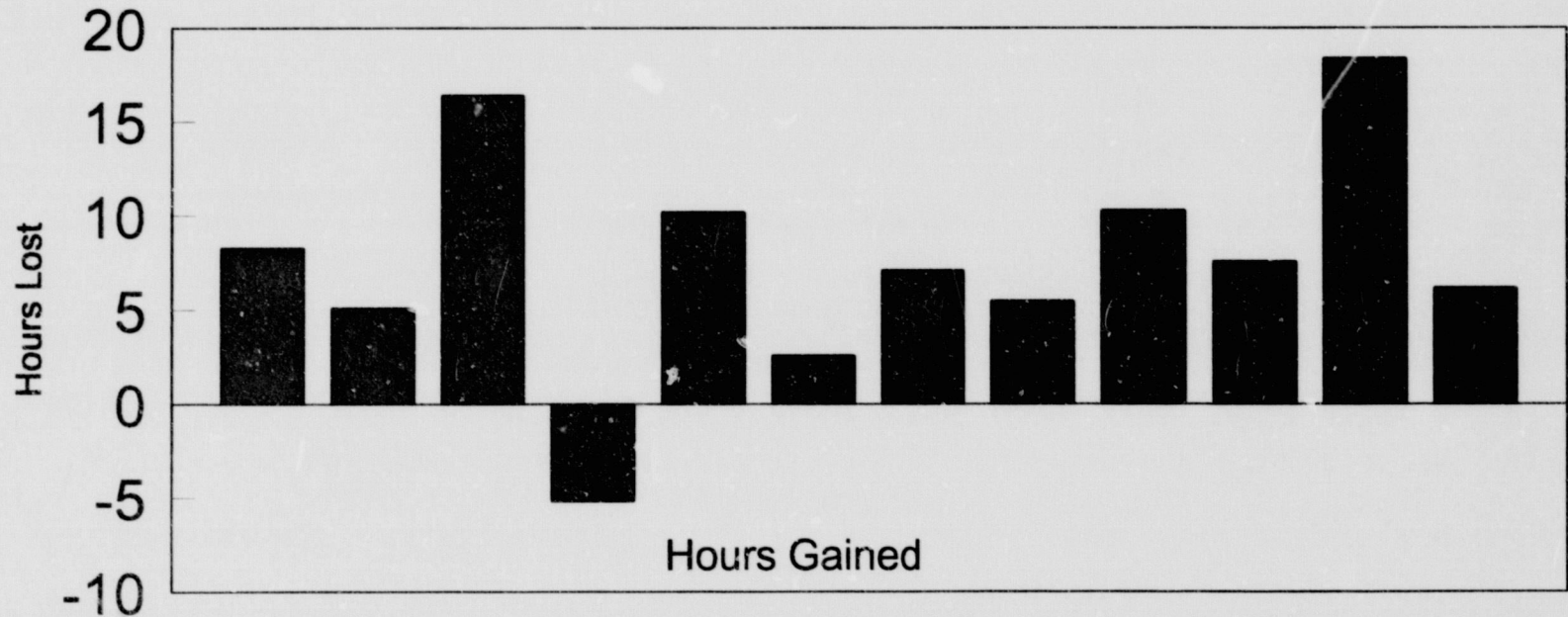
Scheduled Merchandise Trains

Symbols: HDENRRB, HGALRRB

ATTACHMENT 14

Average Variance to Scheduled Run Time

Stockton - Denver October 1 - December 20, 1997



Week Ending	10/04	10/11	10/18	10/25	11/01	11/08	11/15	11/22	11/29	12/06	12/13	12/20
Average Hours	8.3	5.1	16.4	-5.2	10.2	2.6	7.1	5.5	10.3	7.6	18.4	6.2
Trains Counted	4.0	4.0	4.0	3.0	6.0	7.0	6.0	5.0	3.0	5.0	3.0	6.0

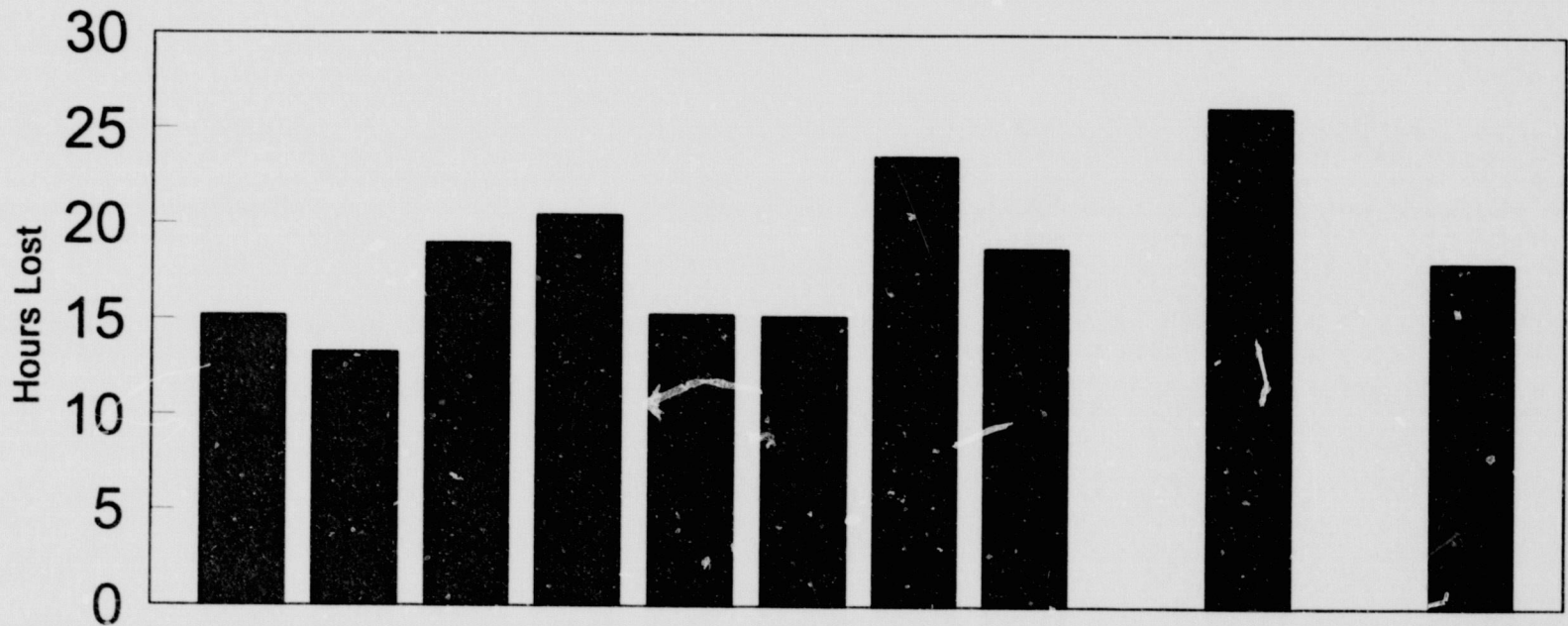
Scheduled Merchandise Trains


Symbols: MRRBDEN

ATTACHMENT 15

Average Variance to Scheduled Run Time

Houston - Avondale October 1 - December 20, 1997



Week Ending	10/04	10/11	10/18	10/25	11/01	11/08	11/15	11/22	11/29	12/06	12/13	12/20
Average Hours 	15.2	13.3	19.0	20.5	15.3	15.2	23.6	18.8	0.0	26.2	0.0	18.1
Trains Counted	4.0	4.0	2.0	4.0	3.0	2.0	3.0	3.0	0.0	1.0	0.0	2.0

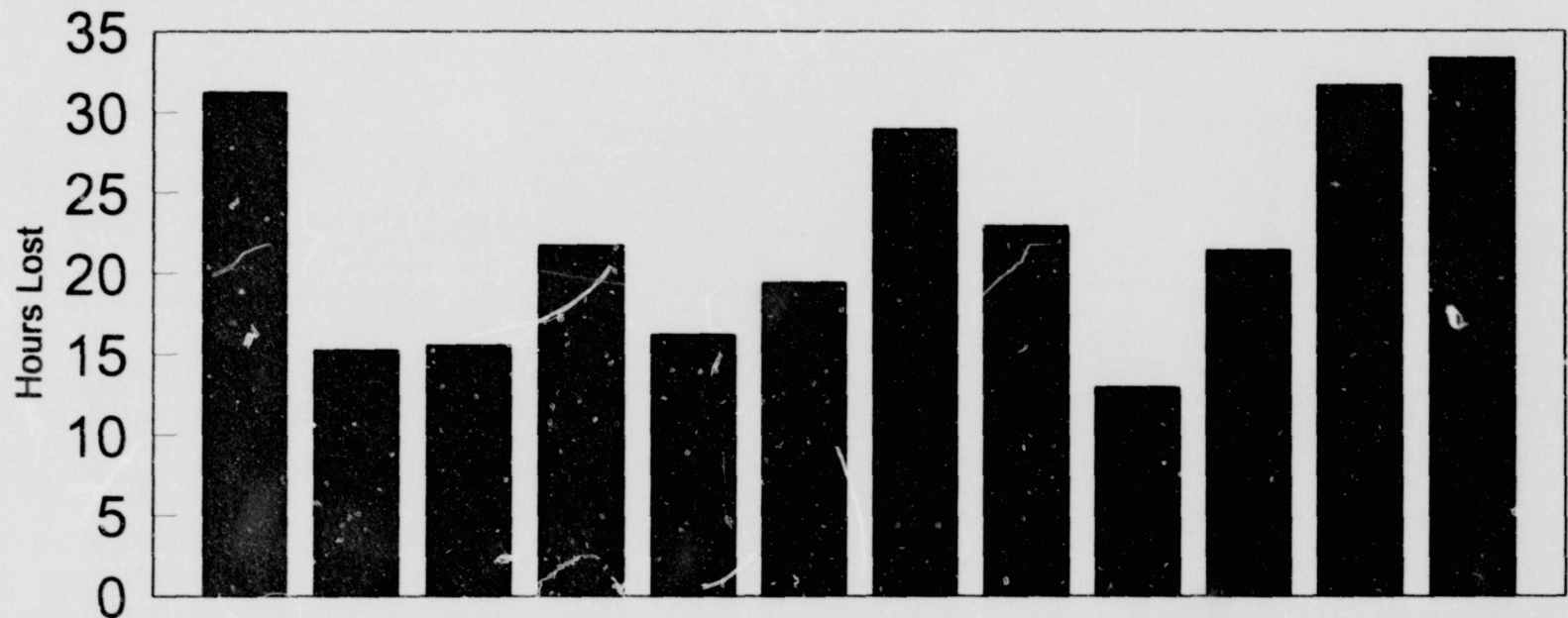
Scheduled Intermodal Trains

Symbols: PLACNWO, SCLONWO, SLACNWO

ATTACHMENT 16

Average Variance to Scheduled Run Time

Avondale - Houston October 1 - December 20, 1997



Week Ending	10/04	10/11	10/18	10/25	11/01	11/08	11/15	11/22	11/29	12/06	12/13	12/20
Average Hours	31.2	15.2	15.5	21.7	16.2	19.4	28.9	22.9	12.9	21.4	31.6	33.3
Trains Counted	5.0	5.0	4.0	5.0	5.0	5.0	5.0	4.0	3.0	4.0	2.0	3.0

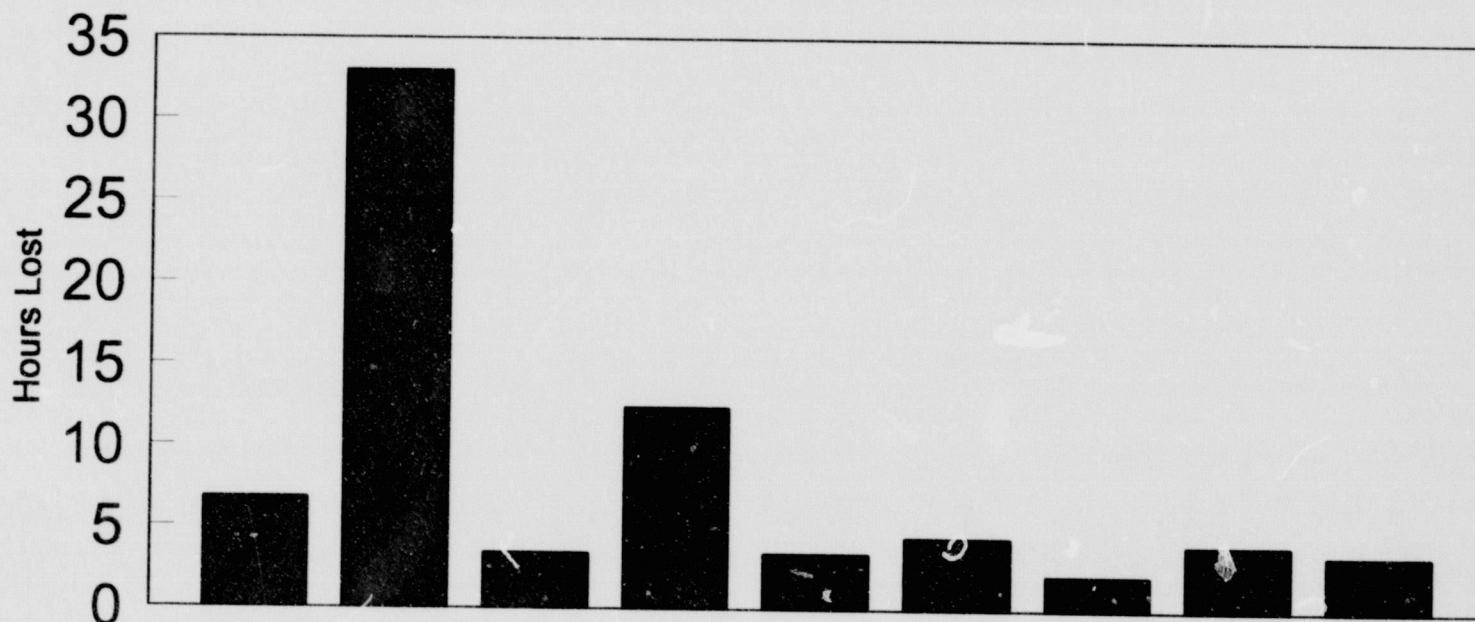
Scheduled Intermodal Trains

Symbol: PNWOCLO

ATTACHMENT 17

Average Variance to Scheduled Run Time

Houston - Memphis October 1 - December 20, 1997



Week Ending	10/04	10/11	11/08	11/15	11/22	11/29	12/06	12/13	12/20
Average Hours	6.8	33.0	3.4	12.4	3.4	4.4	2.1	4.0	3.4
Trains Counted	2.0	1.0	3.0	6.0	7.0	7.0	7.0	8.0	6.0

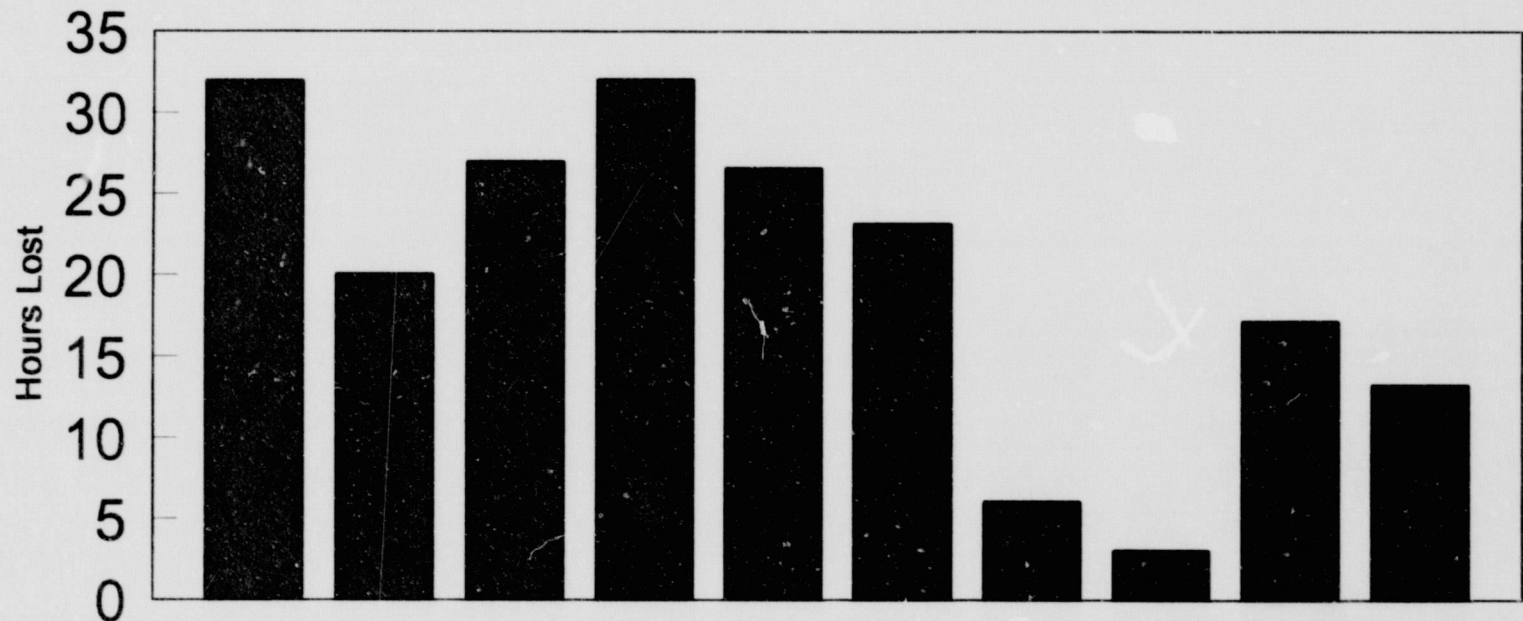
Scheduled Merchandise Trains

Symbols: HHOUMEM

ATTACHMENT 18

Average Variance to Scheduled Run Time

Memphis - Houston October 1 - December 20, 1997



Week Ending	10/04	10/11	10/18	10/25	11/15	11/22	11/29	12/06	12/13	12/20
Average Hours	32.0	20.1	27.0	32.1	26.6	23.2	6.1	3.1	17.2	13.3
Trains Counted	4.0	5.0	4.0	2.0	1.0	5.0	5.0	5.0	6.0	6.0

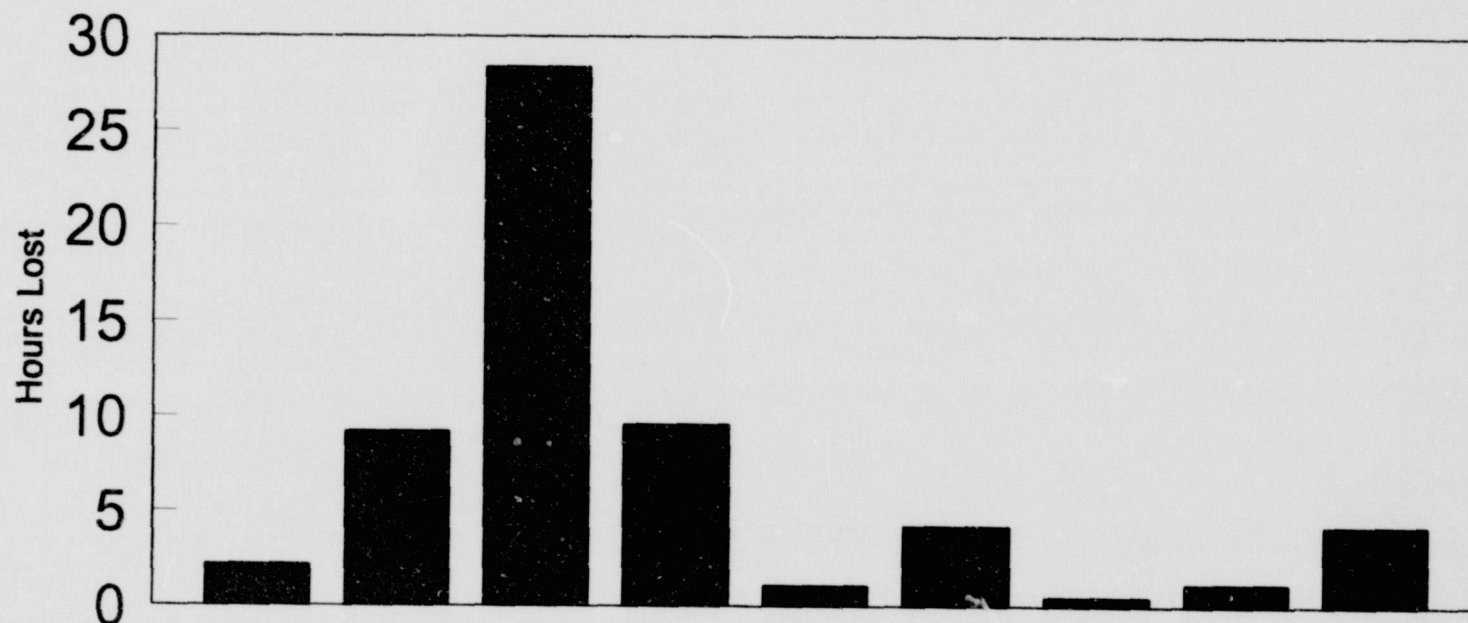
Scheduled Merchandise Trains

Symbols: HGALHOU, HGALPTR, HMEMPTR

ATTACHMENT 19

Average Variance to Scheduled Run Time

Tenaha - Memphis October 1 - December 20, 1997



Week Ending	10/04	10/11	11/08	11/15	11/22	11/29	12/06	12/13	12/20
Average Hours	2.2	9.2	28.4	9.6	1.1	4.2	0.5	1.2	4.2
Trains Counted	1.0	1.0	5.0	5.0	7.0	8.0	7.0	5.0	5.0

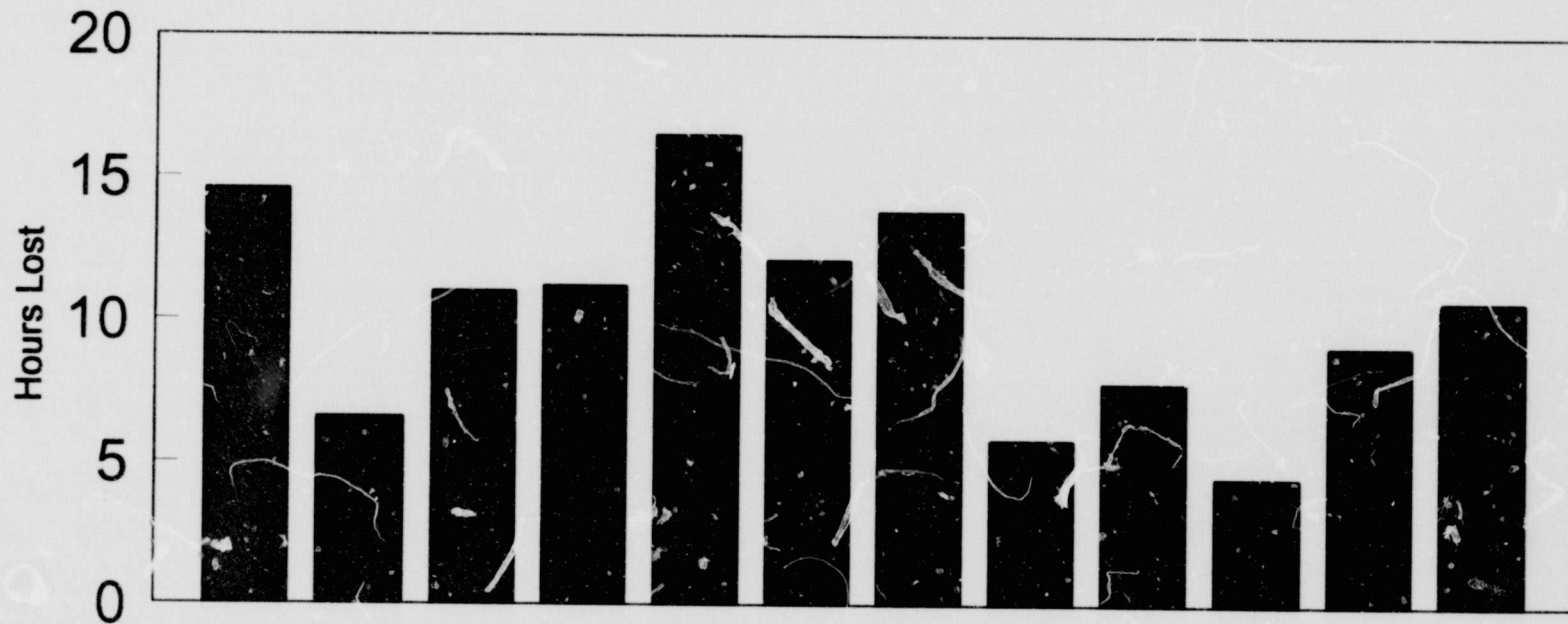
Scheduled Merchandise Trains

Symbols: HLGVMEM

ATTACHMENT 20

Average Variance to Scheduled Run Time

Memphis - Tenaha October 1 - December 20, 1997



Week Ending	10/04	10/11	10/18	10/25	11/01	11/08	11/15	11/22	11/29	12/06	12/13	12/20
Average Hours	14.6	6.6	11.0	11.2	16.5	12.1	13.8	5.8	7.8	4.5	9.1	10.7
Trains Counted	7.0	7.0	7.0	6.0	6.0	4.0	5.0	5.0	6.0	8.0	6.0	7.0

Scheduled Merchandise Trains

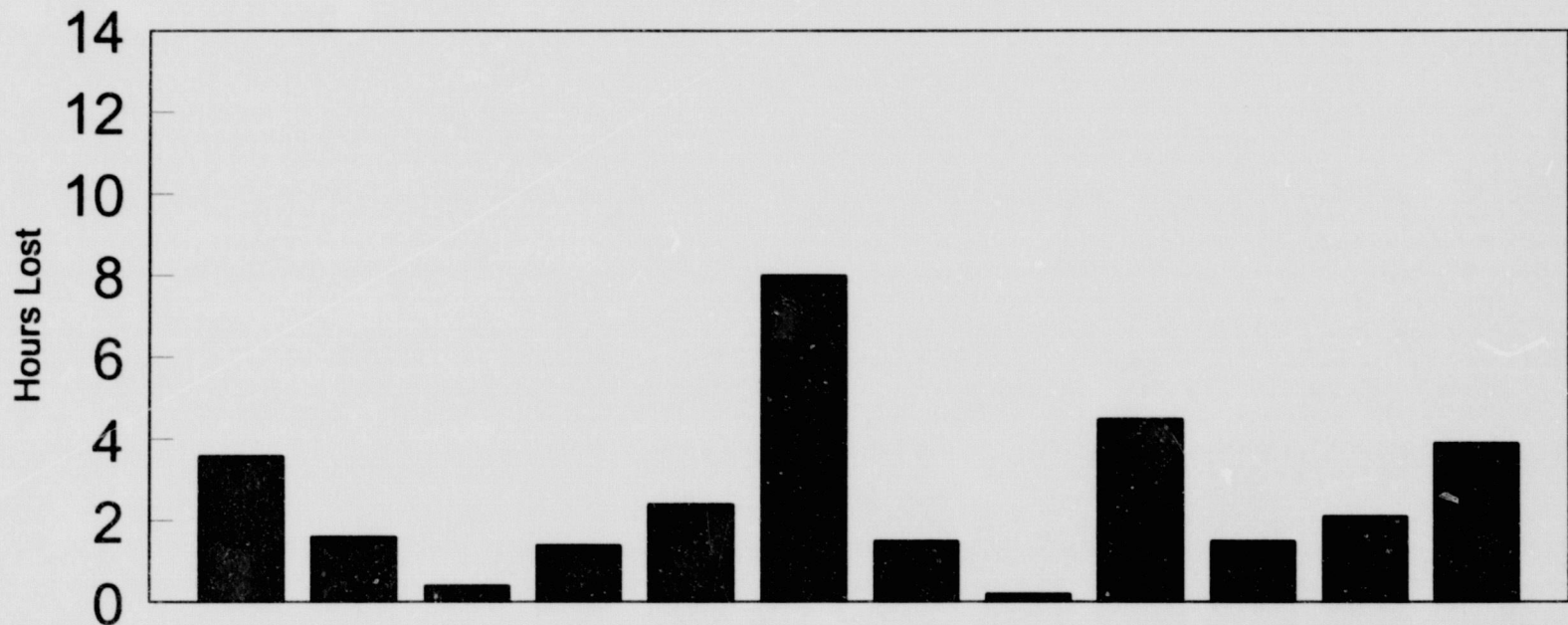
Symbols: HMEMLGV

ATTACHMENT 20

ATTACHMENT 21

Average Variance to Scheduled Run Time

Keddie - Stockton October 1 - December 20, 1997



Week Ending	10/04	10/11	10/18	10/25	11/01	11/08	11/15	11/22	11/29	12/06	12/13	12/20
Average Hours	3.6	1.6	0.4	1.4	2.4	8.0	1.5	0.2	4.5	1.5	2.1	3.9
Trains Counted	9.0	12.0	8.0	10.0	9.0	11.0	10.0	13.0	8.0	11.0	9.0	11.0

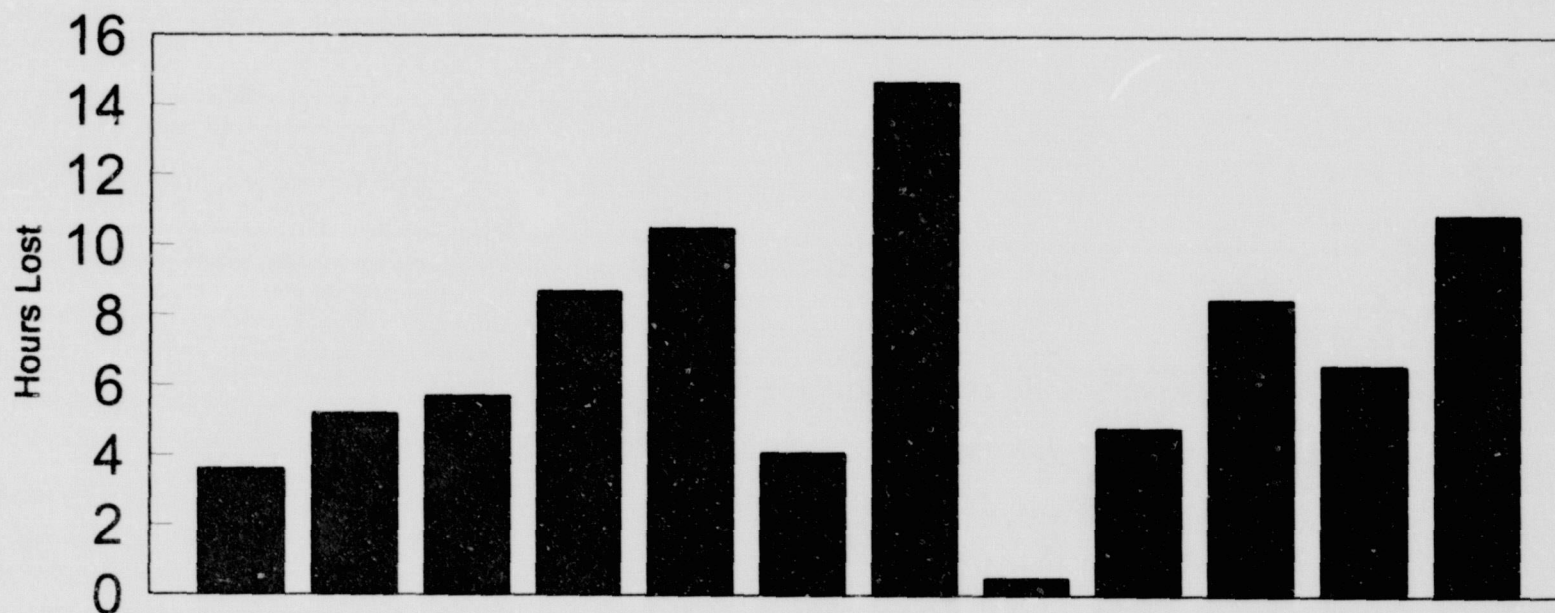
Scheduled Merchandise Trains

Symbols: HKLFBAR, HKLFRRB, HPASBAR

ATTACHMENT 22

Average Variance to Scheduled Run Time

Stockton - Keddie October 1 - December 20, 1997



Week Ending	10/04	10/11	10/18	10/25	11/01	11/08	11/15	11/22	11/29	12/06	12/13	12/20
Average Hours	3.6	5.2	5.7	8.7	10.5	4.1	14.7	0.5	4.8	8.5	6.6	10.9
Trains Counted	7.0	9.0	7.0	9.0	5.0	8.0	8.0	6.0	7.0	11.0	8.0	11.0

Scheduled Merchandise Trains

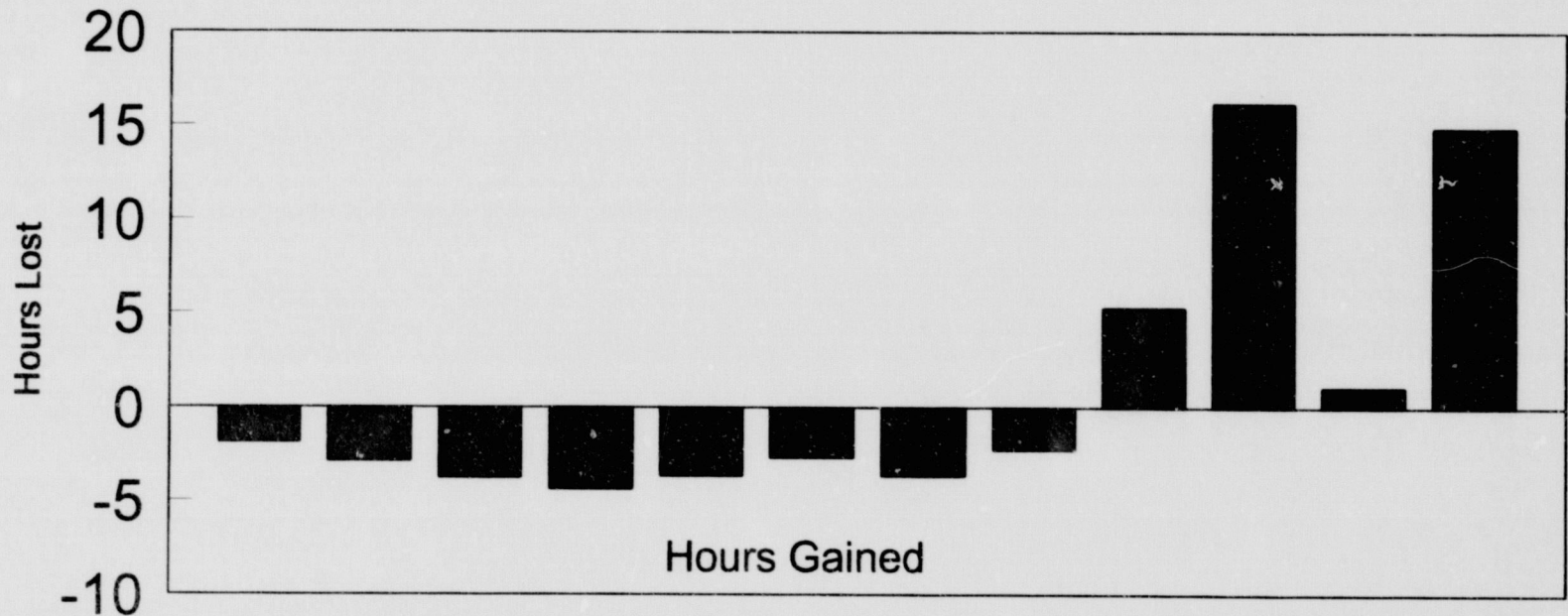
Symbols: HBARKLF, HBARPAS, HRRBKLF, HRRBPAS

ATTACHMENT 22

ATTACHMENT 23

Average Variance to Scheduled Run Time

Temple - Eagle Pass October 1 - December 20, 1997



Week Ending	10/04	10/11	10/18	10/25	11/01	11/08	11/15	11/22	11/29	12/06	12/13	12/20
Average Hours	-1.9	-2.9	-3.8	-4.4	-3.7	-2.7	-3.7	-2.3	5.3	16.2	1.1	14.9
Trains Counted	3.0	4.0	3.0	3.0	4.0	3.0	6.0	4.0	3.0	4.0	5.0	3.0

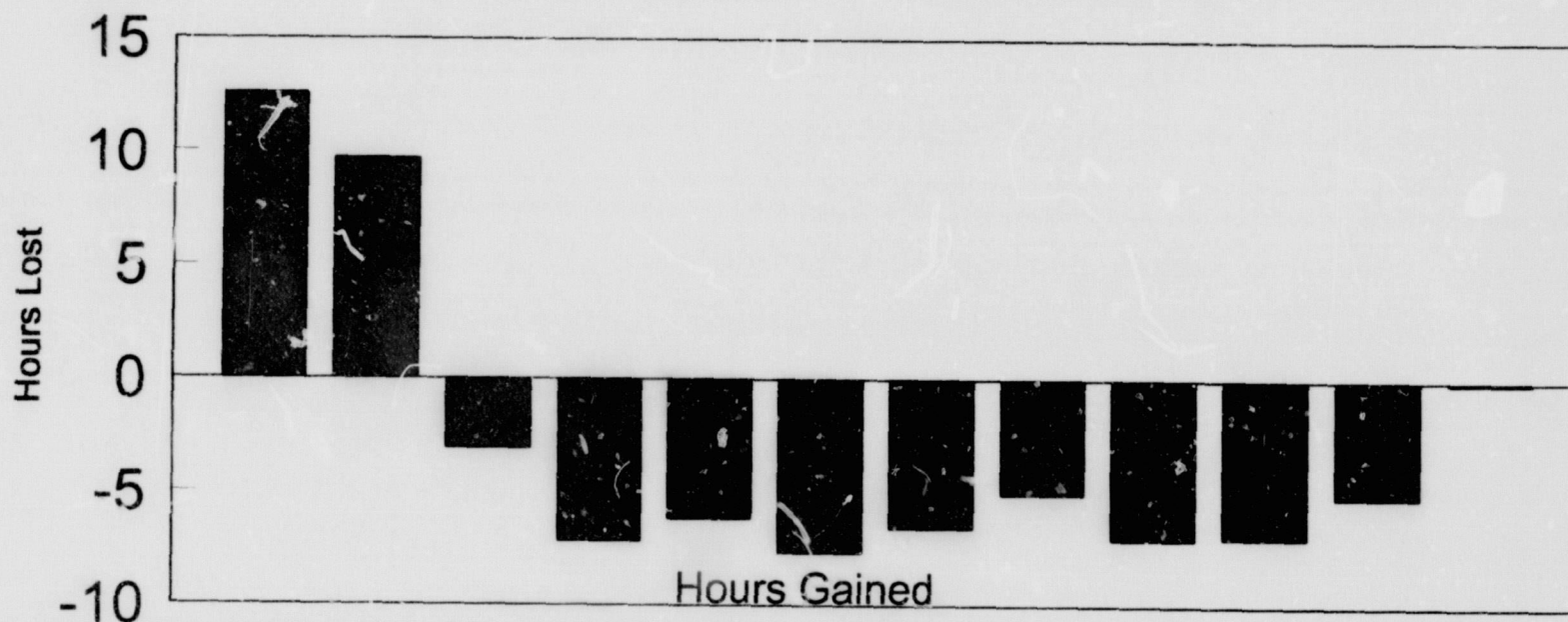
Scheduled Merchandise Trains

Symbols: MTPLEAP

ATTACHMENT 24

Average Variance to Scheduled Run Time

Eagle Pass - Temple October 1 - December 20, 1997



Week Ending	10/04	10/11	10/18	10/25	11/01	11/08	11/15	11/22	11/29	12/06	12/13	12/20
Average Hours	12.6	9.7	-3.1	-7.2	-6.2	-7.7	-6.6	-5.1	-7.1	-7.0	-5.2	-0.1
Trains Counted	3.0	3.0	4.0	3.0	4.0	4.0	3.0	5.0	3.0	3.0	4.0	3.0

Scheduled Merchandise Trains

Symbols. MEAPTPL

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62454

FAX OR MAIL THIS LETTER TODAY

(The deadline for public comments is March 29.)

The Honorable Vernon A. Williams
Secretary

Surface Transportation Board
12th Street and Constitution Avenue
Washington, D.C. 20423
RE: Finance Docket 2761



FAX TO: (501) 734-4061

MAIL TO: P.O. Box 552
Brinkley, AR 72721

Arkansas For
Competitive Rail Service
James B. Sharp, Treasurer

ADVISE OF ALL
PROCEEDINGS

I believe that the UP/SP merger will result in a more efficient railroad
that an owning railroad is the best choice for Arkansas and for the U.S.

Signature

James B. Sharp

City

PO Box 214 Bay Ark 72411



Item No. _____
Page Count 1
Apr 1996

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Item No. _____

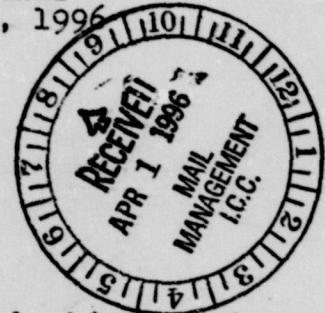
Page Count 1

Apr #80

62452

Tyler, Texas
March 26, 1996

The Honorable Vernon A. Williams
Secretary, Surface Transportation Board
12th St. and Constitution Avenue
Washington, D.C. 20423



Dear Sir:

The old adage, "He who does not learn by his mistakes in our nation's history is destined to see them repeated", is still true today.

The days of the Railroad Robber Barons should never be repeated, but the spirit of competition should be with us always. The merger of the MP - SP Railroads will create a monopoly in the state of Texas that in all likelihood cannot be controlled. A monopoly of the rail transportation system in our State will surely cripple us in being competitive in the markets of the state, nation and of the world; and jobs will also be lost.

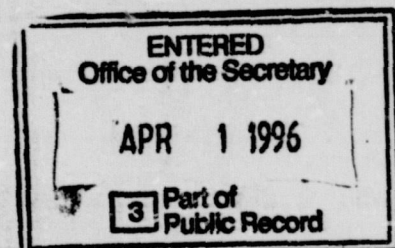
This merger should be denied because of the monopoly it would create, and I am certain it would not be a controlled monopoly, but rather a monopoly out of control.

Respectfully yours,

David R. Allard

David R. Allard
1073 C. R. 313-E
Tyler, TX 75706

cc - Railroad Commission of Texas
P. O. Box 12967
Austin, TX 78711-2967



ADVISE OF ALL
PROCEEDINGS

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62451

Item No. _____

Page Count _____

Apr # 79

OF REPRESENTATIVES
STATE OF UTAH

REPRESENTATIVE TOM HATCH

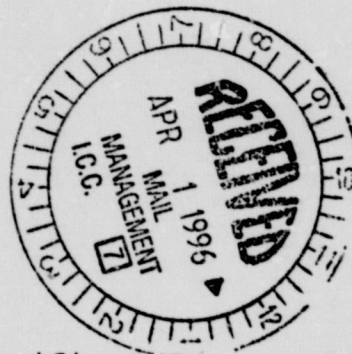
73RD DISTRICT
(BEAVER, GARFIELD, KANE, PIUTE, SEVIER,
WASHINGTON AND WAYNE COUNTIES)
P.O. BOX 391
PANGUITCH, UTAH 84759
RES. 676-2214 / BUS. 676-8806



STANDING COMMITTEES: ENERGY, NATURAL RESOURCES
AND AGRICULTURE; STATE AND LOCAL AFFAIRS
APPROPRIATIONS: NATURAL RESOURCES AND ENERGY

March 25, 1996

Vernon A. Williams, Secretary
Surface Transportation Board
Room 1324
Twelfth St. & Constitution Ave. N.W.
Washington, D.C. 20423



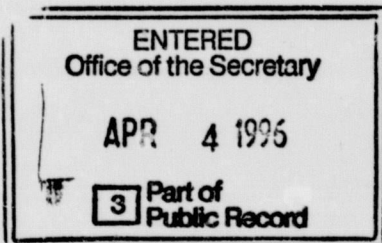
Re: Finance Docket No. 32760, Union Pacific Corp., et al-
Control and Merger - Southern Pacific Rail Corp., et al

Dear Secretary Williams:

As a member of the Utah Legislature, I want to express my strong support for the proposed merger of Union Pacific Railroad Company and Southern Pacific Transportation Company which is presently pending before the Surface transportation Board.

Union Pacific has had a long and rich history intertwined with the State of Utah since completion of the first transcontinental railroad commemorated by the driving of the golden spike in 1869 at Promontory Point, Utah. Southern Pacific, which now included the Denver and Rio Grande Western Railroad Company, has also provided rail services in the State of Utah. Both railroads have competed vigorously for rail traffic to and from the state of Utah.

The proposed merger will benefit Utah shippers by improving railroad services from Utah to other areas of our nation. It will also assure that Utah shippers continue to have access to high quality rail service in our State. In light of these and other advantages to shippers within Utah, I urge your support of the Union Pacific / Southern Pacific merger.



Sincerely,

Tom Hatch
Tom Hatch

State Representative

**ADVISE OF AL
PROCEEDING.**

STB

FD

32760

4-1-96

D

62450

62450

FAX OR MAIL THIS LETTER TODAY

(The deadline for public comments is March 29.)

The Honorable Vernon A. Williams

Secretary

Surface Transportation Board

12th Street and Constitution Avenue

Washington, D.C. 20423

RE: Finance Docket 32760

FAX TO: (501) 734-4061

MAIL TO: P.O. Box 552

Brinkley, AR 72721

Arkansans For

Competitive Rail Service

James B. Sharp, Treasurer

ADVISE OF ALL PROCEEDINGS

I believe that the UP/SP merger will reduce competition, and believe that an owning railroad is the best choice for Arkansas and for the U.S.

Signature *J. K. Kimberling*

City *Jonesboro, Ark.*



Item No. _____

Page Count _____

Apr #78

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62449

Mem No. _____

Page Count 2
Apr # 77

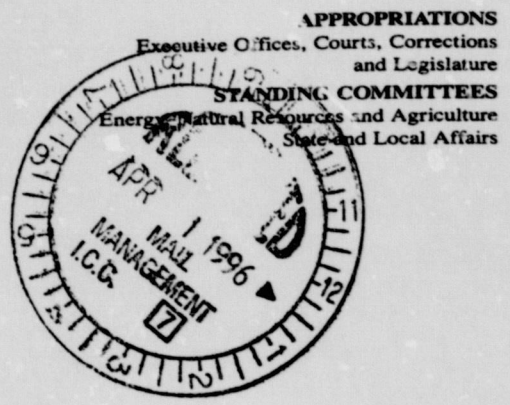
UTAH STATE SENATE

SENATOR
ELDON A. MONEY

SEVENTEENTH DISTRICT
UTAH COUNTY

1450 WEST 5348 SOUTH
SPANISH FORK, UTAH 84160
H-(801) 798-3668

ENTERED
Office of the Secretary
APR 4 1996
3 Part of Public Record



March 25, 1996

Vernon A. Williams, Secretary
Surface Transportation Board
Room 1324
Twelfth Street & Constitution Avenue N.W.
Washington, D.C. 20423

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

Dear Secretary Williams:

As State Senator of the Utah Legislature, I want to express my strong support for the proposed merger of Union Pacific Railroad Company and Southern Pacific Transportation Company which is presently pending before the Surface Transportation Board.

The UP/SP merger will benefit Utah shippers by improving railroad services from Utah to the Bay area, Denver, Texas, and the Gulf coast. In particular, Utah shippers will obtain faster routes to cement and trona plants in the Mojave Desert and to Los Angeles/Long Beach port facilities. Utah shippers will enjoy extensive new single line service between SP points in Utah and UP points in Washington, Idaho, Montana, Oregon, and California, the Midwest and upper Midwest, Southwest and Gulf Coast, and points throughout the SP system.

The merger of the Union Pacific and Southern Pacific will also provide other benefits to Utah:

- It will result in less rail congestion along the Wasatch Front (Provo, Salt Lake and Ogden), thus benefiting the motoring public; and
- It will enhance the opportunities for mass transit in the metropolitan Salt Lake area.

A coalition of western shippers raised concerns that the BNSF may not intend to commit the resources and effort necessary to compete for Utah rail transportation to the same extent that

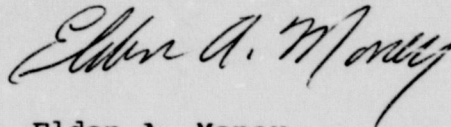
ADVISE OF ALL PROCEEDINGS

Vernon A. William
Page 2

Southern Pacific competed and arranged for introduction of a proposed Senate Concurrent Resolution (SCR 5) during the 1996 Legislature to make those concerns known. Officials of Union Pacific, Southern Pacific and BNSF met repeatedly with the Western Shippers Coalition, as well as with individual shippers and the Governor's Task Force, to explain the need for the merger and to address competition issues. The Railroads are continuing that dialogue on a group and individual basis. As a result of those discussions, the Legislature withdrew support for SCR 5 and it failed.

The UP/SP merger will assure that Utah Shippers continue to have access to high quality rail service in the State. In light of these advantages to shippers within the State of Utah, I urge your support of the Union Pacific/Southern Pacific merger.

Very truly yours,



Eldon A. Money
Utah State Senator

EAM/dj

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32760

4-1-96

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Item No. _____

Page Count 2Apr # 76

62448

APR 4 1996

March 1996

3 Part of
Public Record. Williams, Secretary
Surface Transportation Board
Room 1324
Twelfth Street & Constitution Avenue N.W.
Washington, D.C. 20423



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

Dear Secretary Williams:

As Representative of the Utah Legislature, I want to express my strong support for the proposed merger of Union Pacific Railroad Company and Southern Pacific Transportation Company which is presently pending before the Surface Transportation Board.

Union Pacific has had a long and rich history intertwined with the State of Utah since completion of the first transcontinental railroad commemorated by the driving of the golden spike in 1869 at Promontory Point, Utah. Southern Pacific, which now includes the Denver and Rio Grande Western Railroad Company, has also provided rail services in the State of Utah. Both Railroads have competed vigorously for rail traffic to and from the state of Utah.

The recent merger of the Burlington Northern and Santa Fe Railroads ("BNSF") has raised serious concerns regarding Southern Pacific's continuing economic viability as a competitive rail line. SP's Chairman, Phil Anschutz, has stated that SP cannot survive financially in the wake of the BNSF merger. Moreover, Union Pacific's competitive position in the West has been jeopardized by the BNSF merger. The UP/SP merger will create a competitor that is fully equal with the BNSF.

Although the merger of Union Pacific and Southern Pacific will remove Southern Pacific as a rail competitor within the State of Utah, Union Pacific has taken significant steps to eliminate the potential loss of rail competition for Utah shippers. Union Pacific has entered into a track agreement with the BNSF to ensure that shippers currently served by two railroads will still have access to two strong class one railroads. The Union Pacific and Southern Pacific have also entered an agreement granting Utah Railway Company the right to operate over an expanded service area to preserve rail competition for Utah's coal industry and to help assure the long term viability of the Utah Railway.

The UP/SP merger will benefit Utah shippers by improving railroad services from Utah to the Bay area, Denver, Texas, and the Gulf coast. In particular, Utah shippers will obtain faster routes to cement and trona plants in the Mojave Desert and to Los Angeles/Long Beach port facilities. Utah shippers will enjoy extensive new single line service between SP

**ADVISE OF ALL
PROCEEDINGS**

points in Utah and UP points in Washington, Idaho, Montana, Oregon, and California, the Midwest and upper Midwest, Southwest and Gulf Coast, and points throughout the SP system.

The merger of the Union Pacific and Southern Pacific will also provide other benefits to Utah:

- It will result in less rail congestion along the Wasatch Front (Provo, Salt Lake and Ogden), thus benefitting the motoring public; and
- It will enhance the opportunities for mass transit in the metropolitan Salt Lake area.

A coalition of western shippers raised concerns that the BNSF may not intend to commit the resources and effort necessary to compete for Utah rail transportation to the same extent that Southern Pacific competed and arranged for introduction of a proposed Senate Concurrent Resolution (SCR 5) during the 1996 Legislature to make those concerns known. Officials of Union Pacific, Southern Pacific and BNSF met repeatedly with the Western Shippers Coalition, as well as with individual shippers and the Governor's Task Force, to explain the need for the merger and to address competition issues. The Railroads are continuing that dialogue on a group and individual basis. As a result of those discussions, the Legislature withdrew support for SCR 5 and it failed.

The UP/SP merger will assure that Utah shippers continue to have access to high quality rail service in the State. In light of these advantages to shippers within the State of Utah, I urge your support of the Union Pacific/Southern Pacific merger.

Very truly yours,

Jim Moran

(Name)

(Address)

390 South 300 East
Spanish Fork Utah
84660

STB

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32760

4-1-96

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62447

Item No. _____

Page Count 1for 138F REPRESENTATIVES
STATE OF UTAH*Supports*

REP. GRANT D. PROTZMAN

Assistant Minority Whip

7th DISTRICT

WEBER COUNTY

375 EAST 3070 NORTH

NORTH OGDEN, UTAH 84404

RES 782-4416 / BUS 626-6886

COMMITTEES: EDUCATION EXECUTIVE APPROPRIATIONS,
GENERAL GOVERNMENT AND CAPITAL FACILITIES
APPROPRIATIONS

March 27, 1996

ENTERED
Office of the Secretary

APR 4 1996

☒ Part of
Public RecordVernon A. Williams, Secretary
Surface Transportation Board
Room 1324
Twelfth Street & Constitution Avenue NW
Washington, DC 20423

Re: UP/SP pending merger

Dear Secretary Williams:

Thank you for this opportunity to comment on the above merger. As you know this process has taken years and originally there were many objections to the proposal. Here in Utah those objections were voiced most strongly by Utah shippers fearful of being left with only one class I railroad. There were fears of an inability to negotiate favorable pricing which could so negatively impact our coal export industry and as a result our state's economy.

I feel that there has been a genuine effort to address these vital concerns and that the agreements which emerged subsequent to long negotiations should satisfy most of those involved. As a result of these understandings I now strongly support the proposed merger.

It is important to protect jobs and true competition but it is also vital to acknowledge that many of the changes we are seeing in the railroad industry are necessary to keep it viable in the long run. I believe this merger offers the potential for improvement in Utah's railroad service picture and even offers a potential for enhancement of the mass transit options in our metropolitan area.

Sincerely,

Grant D. Protzman

ADVISE OF ALL

PROCEEDINGS

STB

FD

32760

4-1-96

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62445

Item No. _____

Page Count _____

Apr #73

62445

UNION STOCK MARKETING COOPERATIVE
(NEBRASKA-IOWA-KANSAS)

P.O. Box 1023 — Kearney, Nebraska 68848
(308) 236-6410

March 27, 1996

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

FD 32760



My name is William J. (Bill) Sebree, General Manager of NIK (NE., IA., KS.,) located at 125 West 25th Street, Kearney, NE 68847. A position I have held for ten (10) years. Prior to that I had my own transportation company for five (5) years and sixteen (16) years with Chicago & Northwestern Transportation Company.

NIK is a service unit for thirty (30) cooperative associations in Nebraska, Iowa and Minnesota located on the Union Pacific and Burlington Northern Railroads. We assist our members in finding new markets for their grain and in handling all their transportation needs, such as rate negotiations, leased cars, fertilizer purchases, etc.

The NIK group ships over 45,000 cars of grain and receives over 150,000 tons of fertilizer by rail annually on the Union Pacific and Burlington Northern Railroad. A large portion of NIK originated grain on the Union Pacific Railroad moves from Nebraska to California, Arizona and Texas destinations.

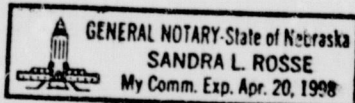
The NIK marketing group supports the Union Pacific merger, however, we are concerned about certain competitive problems, and we feel the BN- Santa Fe is the railroad with the expertise to handle these problems, set forth in Finance Docket 32760. Therefore, we support Finance Docket NO. 32760 Union Pacific Corporation and Southern Pacific Rail Corporation merger.

I declare (or certify, verify or state) under penalty of perjury that the foregoing is true and correct.
Executed this 27 day of March, 1996.

**ADVISE OF ALL
PROCEEDINGS**

W. J. Sebree
Shippers Signature

Sandra L. Rosse
Witness



ENTERED	
Office of the Secretary	
APR 3 1996	
5	Part of Public Record

STB

FD

32760

4-1-96

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62444

62444

Item No.

Page Count

Apr #72

FAX OR MAIL THIS LETTER TODAY

(The deadline for the 1992 election is March 2, 1992)

The Honorable Senator William

Strom

Surface II Department

12th Street and Constitution Avenue

Washington, D.C. 20540

RE: Finance Dept. 12/30

FAX TO (501) 734-4000

AIR 727

Believe that the CRAP will make sense

that an owning railroad is the best choice for Arkansas and for the
the trucking agreement with the

Signature

City

PARAGUAY, D. J. R. R.

STB

FD

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4-1-96

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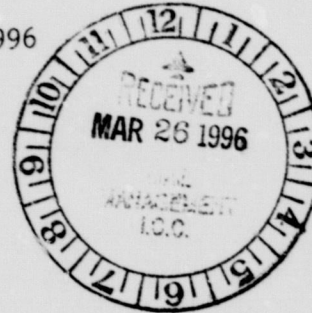
Item No. _____

Page Count 1

MAR #502

P. O. Box 185
Goodrich, TX 77335

March 20, 1996



The Honorable Vernon A. Williams, Secretary
Surface Transportation Board
12th Street & Constitution Avenue
Washington, DC 20423

RE: Finance Docket 32760

Dear Sir:

I want to voice firm opposition to the proposed Union Pacific Railroad/Southern Pacific Railroad merger.

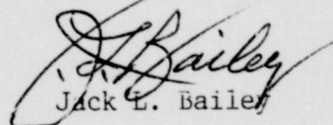
A competitive rail market is the life-blood of a progressive economy, the maintenance of a healthy employment environment and the enhancement of commercial and industrial development. Please consider the negative effect a merger of these two railroad giants would have on all the above.

In days past I worked for two major rail carriers - the Erie Railroad in the East and the Missouri Pacific Railroad in the Southwest - both of which have completely lost their identity and the positive economic contribution to their respective service areas because of merger activity.

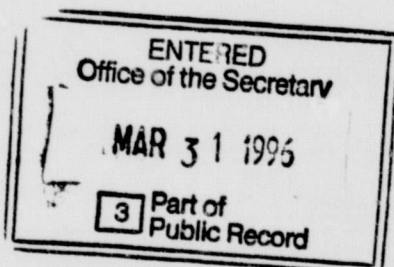
Please exert every effort to disallow the proposed Union Pacific Railroad/Southern Pacific Railroad merger.

Thank you very much.

Sincerely,


Jack L. Bailey

copy to: Railroad Commission of Texas
P. O. Box 12967
Austin, TX 78711-2967



**ADVISE OF ALL
PROCEEDINGS**

STB

FD

32760

4-1-96

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62442

Item No. _____

Page Count 1

Apr #68

FAX OR MAIL THIS LETTER TODAY

(The deadline for public comments is March 29.)

The Honorable Vernon A. Williams
Secretary

Surface Transportation Board
12th Street and Constitution Avenue
Washington, D.C. 20423
RE: Finance Docket 32760

FAX TO: (501) 734-4061

MAIL TO: P.O. Box 552
Brinkley, AR 72721

Arkansans For
Competitive Rail Service
James B. Sharp, Treasurer

ADVISE OF A PROCEEDING

I believe that the UP/SP merger will reduce competition, and believe
that an owning railroad is the best choice for Arkansas and for the nation.

Signature

William P. Kratochuk

City

400 Memphis Ln Blytheville, AR

ENTERED
Office of the Secretary

APR 11 1996

3 Part of
Public Record



STB

FD

32760

4-1-96

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Item No. _____

Page Count 1

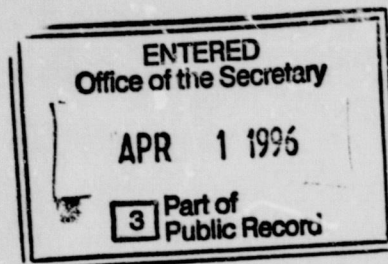
APR #167

Hinton
&
Oyens

HINTON 712-947-4212 • OYENS 712-546-4585 • FAX 712-947-4210

March 25, 1996

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



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

Dear Mr. Williams:

I am writing this letter in support of the BN/Santa Fe agreement with the Union Pacific/Southern Pacific Railroad. Farmers Cooperative Company was founded in 1912 and has always been served by the Burlington Northern Railroad or its predecessor the Great Northern Railroad.

Our facility handles nearly nine million bushels of corn and soybeans a year, most of it shipped by rail. The Burlington Northern/Santa Fe handles the majority of that. If the agreement between the BN/Santa Fe and UP/SP is approved it would result in improved access for us to markets from Canada to Mexico and all points west. Our centralized location in the mid-west makes us a perfect origin for all these markets, and this agreement assures us of that service.

In conclusion, I would like to express my full support of the proposed agreement between the BN/Santa Fe and the UP/SP Railroads.

Sincerely,

James A. Carlson
James A. Carlson
General Manager

**ADVISE OF ALL
PROCEEDINGS**

I declare under penalty of perjury that the foregoing is true and correct. Executed on this 25th day of March 1996.

James A. Carlson

P.O. BOX 1046 • HINTON, IOWA • 51024-1046

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32760

4-1-96

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Item No. _____

Page Count 2

Apr #66

Office of the _____

APR 4 1996

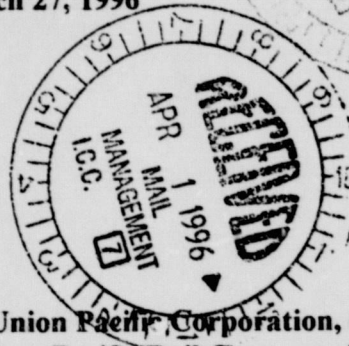
3 Part of Public Record

**HOUSE OF REPRESENTATIVES
STATE OF UTAH**

Representative Kurt E. Oscarson
District 48
9504 South Mumford Drive
Sandy, UT 84094

March 27, 1996

Vernon A. Williams, Secretary
Surface Transportation Board
Room 1324
Twelfth Street & Constitution Avenue N.W.
Washington, D.C. 20423



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

Dear Secretary Williams:

As a member of the Utah House of Representatives representing District 48 of the Utah Legislature, I want to express my strong support for the proposed merger of Union Pacific Railroad Company and Southern Pacific Transportation Company which is presently pending before the Surface Transportation Board.

Union Pacific has had a long and rich history intertwined with the State of Utah since completion of the first transcontinental railroad commemorated by the driving of the golden spike in 1869 at Promontory Point, Utah. Southern Pacific, which now includes the Denver and Rio Grande Western Railroad Company, has also provided rail services in the State of Utah. Both Railroads have competed vigorously for rail traffic to and from the state of Utah.

The recent merger of the Burlington Northern and Santa Fe Railroads ("BNSF") has raised serious concerns regarding Southern Pacific's continuing economic viability as a competitive rail line. SP's Chairman, Phil Anschutz, has stated that SP cannot survive financially in the wake of the BNSF merger. Moreover, Union Pacific's competitive position in the West has been jeopardized by the BNSF merger. The UP/SP merger will create a competitor that is fully equal with the BNSF.

Although the merger of Union Pacific and Southern Pacific will remove Southern Pacific as a rail competitor within the State of Utah, Union Pacific has taken significant steps to eliminate the potential loss of rail competition for Utah shippers. Union Pacific has entered

**ADVISE OF ALL
PROCEEDINGS**

into a track agreement with the BNSF to ensure that shippers currently served by two railroads will still have access to two strong class one railroads. The Union Pacific and Southern Pacific have also entered an agreement granting Utah Railway Company the right to operate over an expanded service area to preserve rail competition for Utah's coal industry and to help assure the long term viability of the Utah Railway.

The UP/SP merger will benefit Utah shippers by improving railroad services from Utah to the Bay area, Denver, Texas, and the Gulf coast. In particular, Utah shippers will obtain faster routes to cement and iron plants in the Mojave Desert and to Los Angeles/Long Beach port facilities. Utah shippers will enjoy extensive new single line service between SP points in Utah and UP points in Washington, Idaho, Montana, Oregon, and California, the Midwest and upper Midwest, Southwest and Gulf Coast, and points throughout the SP system.

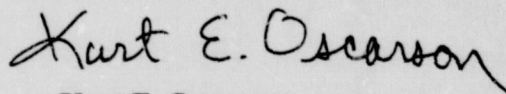
The merger of the Union Pacific and Southern Pacific will also provide other benefits to Utah:

- It will result in less rail congestion along the Wasatch Front (Provo, Salt Lake and Ogden), thus benefitting the motoring public; and
- It will enhance the opportunities for mass transit in the metropolitan Salt Lake area.

A coalition of western shippers raised concerns that the BNSF may not intend to commit the resources and effort necessary to compete for Utah rail transportation to the same extent that Southern Pacific competed and arranged for introduction of a proposed Senate Concurrent Resolution (SCR 5) during the 1996 Legislature to make those concerns known. Officials of Union Pacific, Southern Pacific and BNSF met repeatedly with the Western Shippers Coalition, as well as with individual shippers and the Governor's Task Force, to explain the need for the merger and to address competition issues. The Railroads are continuing that dialogue on a group and individual basis. As a result of those discussions, the Legislature withdrew support for SCR 5 and it failed.

The UP/SP merger will assure that Utah shippers continue to have access to high quality rail service in the State. In light of these advantages to shippers within the State of Utah, I urge your support of the Union Pacific/Southern Pacific merger.

Very truly yours,



Kurt E. Oscarson

9504 South Mumford Drive
Sandy, UT 84094
Utah House of Representatives
District 48

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32760

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62439

Item No. _____

62439

Page Count 1

Apr # 65

HOUSE OF REPRESENTATIVES STATE OF UTAH

REPRESENTATIVE DARLENE GUBLER

41ST DISTRICT
(SALT LAKE COUNTY)
1000 PLANNED DRIVE
SALT LAKE CITY UTAH 84117
RES. 327-7888 / FAX. 327-4000
CELL 327-4700

Vernon A. Williams, Secretary
Surface Transportation Board, Room 1324
Twelfth Street & Constitution Avenue N.W.
Washington, D.C. 20423



STANDING COMMITTEES: EDUCATION, JUDICIARY
APPROPRIATIONS, COMMUNITY AND ECONOMIC
DEVELOPMENT

ENTERED
Office of the Secretary

APR 4 1996

March 26, 1996

3 Part of
Public Record



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

Dear Secretary Williams:

Please know of my support for the proposed merger of Union Pacific Railroad Company and Southern Pacific Transportation Company. I understand this proposal is pending before the Surface Transportation Board. I have been educated on the issue by constituents. They feel this proposal was carefully forged to be mutually beneficial to businesses and the State of Utah.

A Senate Concurrent Resolution (introduced during the 1996 Legislative session) peaked interest in this issue. The introduction of this resolution focused community and legislative interest in the meetings of Union Pacific, Southern Pacific and Burlington Northern and Santa Fe Railroads with the Western Shippers Coalition, individual shippers and the Governor's Task Force. These meetings addressed the need for the merger and competition issues. This dialogue continues. The success of the Senate Concurrent Resolution was reached without its passage.

We, in Utah, consider Union Pacific an integral part of our heritage. As we celebrate our state's centennial this year, the golden spike at Promontory Point has been recalled in many centennial festivities. Even though it preceded our statehood, we celebrate it as a significant milestone on that route. I feel a personal alliance with Union Pacific because of a strong partnership between Union Pacific and Salt Lake Community College where I serve as an administrator. They have served as a model partnership and we anticipate that partnership will be strengthened by this merger.

Southern Pacific will strengthen Union Pacific's position throughout the West. There is wisdom in two competitors joining to provide the healthy business climate in Utah with improved railroad services to Denver, the Gulf coast, Texas and the Bay area.

We anticipate many continued benefits from this merger. Among those benefits is less rail congestion in the Salt Lake Metropolitan area (my constituents) and improved mass transit possibilities. I trust we will receive your support for this merger.

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Sincerely,

PROCEEDINGS

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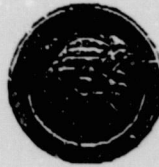
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62438

HOUSE OF REPRESENTATIVES
STATE OF UTAH*Supports*

MR. FRANK R. PIGNANELLI
MINORITY LEADER
24TH DISTRICT
(SALT LAKE COUNTY)
808 WEST CAPITOL STREET
SALT LAKE CITY, UTAH 84108
APR. 320-1200 / 800. 481-6000



Item No. _____

Page Count 1April 6, 1996

March 26, 1996

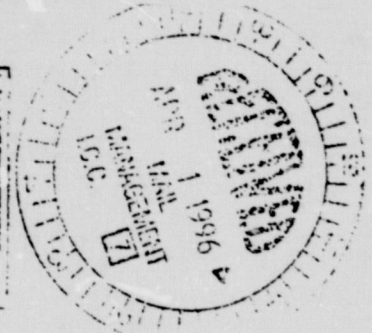
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Office of the Secretary

APR 4 1996

Part of
Public Record

Vernon A. Williams, Secretary
Surface Transportation Board
Room 1324

Twelfth Street & Constitution Avenue NW [3]
Washington, DC 20423



Re: UP/SP pending merger

Dear Secretary Williams:

Through hard work and compromise the many concerns associated with this potential merger have been addressed to the satisfaction of most of the interests involved. As a member of the Business, Labor and Economic Development Committee in the Utah House of Representatives, I have closely watched as competition issues were satisfactorily resolved through negotiation and new agreements.

Over the last several weeks opposition to this merger from several key unions, which had been of concern to me, was withdrawn and members were urged to support the proposal. I now feel comfortable giving my strong support to this merger. I believe that Utah has been assured that our state will not lack for competition on those rail lines which have traditionally had access to multiple shippers. Naturally, in a state with a viable coal industry the threat of a single rail transport provider was a chilling concept.

Utah has a long, productive and satisfying history with railroading. I can't help but think that with all parties cooperating and competition assured that this merger will continue the tradition into the next millennium. I urge your support of the Union Pacific/Southern Pacific merger.

Sincerely,

[Signature]
Frank R. Pignanelli
Minority Leader

ADVISE OF ALL
PROCEEDINGS

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32760

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62437

Item No. _____

Page Count 1

Apr #63



March 25, 1996

Office of the Secretary
Surface Transportation Board
12th Street and Constitution Ave. NW
Washington, D.C. 20423

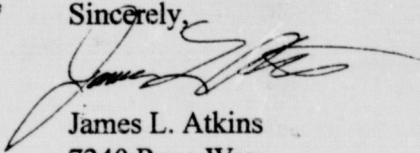
Dear Mr. Secretary,

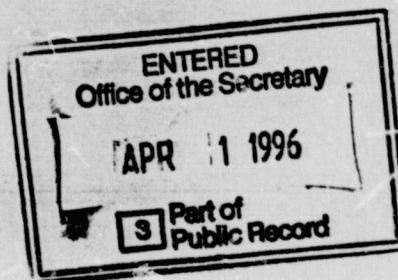
I urge the Surface Transportation Board to reject the merger of the Union Pacific and Southern Pacific Railroads. It is far more anti-competitive than the Santa Fe-Southern Pacific merger rejected in 1988. A hundred years ago America cracked down on railroads that ripped off families, small businesses and consumers. Don't bring those monopolies back again!

As a worker whose job is threatened by this merger, I can tell you thousands of communities, consumers and shippers will be abused by corporate giants once rail competition is destroyed. Don't decimate jobs so that greedy owners can get richer. This merger is bad for our country. It should be rejected.

Thank you.

Sincerely,


James L. Atkins
7240 Roca Way
Sacramento, Calif. 95842



Employee of Union Pacific Railroad.

**ADVISE OF ALL
PROCEEDINGS**

STB

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32760

4-1-96

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Item No. _____

Page Count 2

APR #61

62436

UTAH STATE SENATE

SENATOR
AL MANSELL

TENTH DISTRICT
SALT LAKE COUNTY

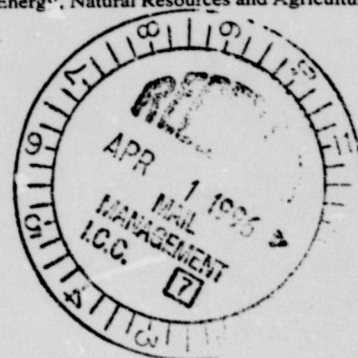
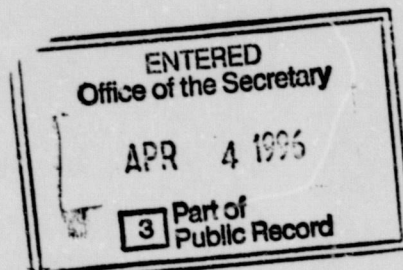
9015 SOUTH CANYONGATE CIRCLE
SANDY, UTAH 84093
O-(801) 567-4000 / 567-4150
H-(801) 942-6019



APPROPRIATIONS
Business, Labor and Agriculture
STANDING COMMITTEES
Business, Labor and Economic Development
Energy, Natural Resources and Agriculture

March 26, 1996

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



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

Dear Secretary Williams:

As a Senator in the Utah Legislature, I want to express my support and concerns regarding the proposed merger of Union Pacific Corp. and Southern Pacific Rail Corp.

Over the years Union Pacific has been a good corporate citizen for the state of Utah and has provided excellent and cost efficient service to our state and its citizens.

I am aware that the recent merger between Burlington Northern and Santa Fe ("BNSF") has created serious concerns about the financial survival of SP. I believe that the merger between UP and SP will create a competitor that is fully capable of competing with BNSF.

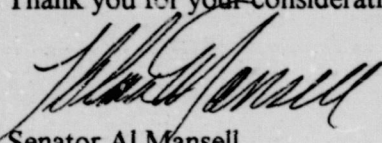
I have received assurances from Union Pacific that with the merger they have entered into a track agreement with BNSF that will allow BNSF to compete in the Utah market. I am also aware that Union Pacific has entered into long term agreements with many of the large shippers in the state. My main concern at this point is if BNSF will in fact find it profitable enough to extend their service into the state and will the small shipper receive competitive pricing as in the past.

If the merger of UP and SP is completed and BNSF does not provide adequate competition, it would be my intent to readdress this issue with some kind of regulation, assuring small users competitive rates.

**ADVISE OF ALL
PROCEEDINGS**

The proposed UP and SP merger has a number of positives as well as a few negatives. In recognition of this, I would urge your support of the merger. I believe that in the long term Utah will be better served by insuring that we have a first class, full service railroad serving the state.

Thank you for your consideration,



Senator Al Mansell

LAM:kj

STB

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32760

4-1-96

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62434

Item No. _____

Page Count 1

Apr #59

UTAH STATE SENATE

9 STATE CAPITOL • SALT LAKE CITY, UTAH 84114
(801) 538-1035 • FAX (801) 538-1414

SENATOR
MIKE DMITRICH

TWENTY-SEVENTH DISTRICT
SAN JUAN, GRAND, EMERY, KANE, WASH-
INGTON, CARBON COUNTIES

566 NORTH DOVER CIRCLE
PRICE, UTAH 84501
O-(801) 637-2875
H-(801) 637-0426

APPROPRIATIONS SUBCOMMITTEE
General Government and Capital Facilities
STANDING COMMITTEES
Judiciary
Revenue and Taxation



Monday, 25 March 1996

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
Room 1324

12th Street & Constitution Ave. N.W.
Washington, D.C. 20423

Re: Finance Docket No 32760 (UP & SP merger)

Dear Secretary Williams:

My Senate district includes the town of Helper which grew up with the rich railroading tradition of Utah. In fact, the Utah Railway (which is affected by this action) has its headquarters in Helper. I also am the only legislator associated with coal mining (or any other kind of mining). As such I have a rather unique outlook. My industry lives and dies by surface transportation rates and unlike many who will write you, I know this subject intimately and believe me; I wouldn't support this merger unless I was sure about it.

I had reservations about the original proposal. I now fully support the merger. Utah Railway will be allowed to remain economically viable and competition for haulage of coal has thus been assured. For the general health of the rail industry in Utah and the West, UP&SP must be able to compete with the new ENSF or a monopoly will be the ultimate outcome.

Gratefully yours,

Mike Dmitrich

Mike Dmitrich,
Utah Senate—District 27

**ADVISE OF ALL
PROCEEDINGS**

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32760

4-1-96

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86524

Item No. _____

Page Count 2

April 1988



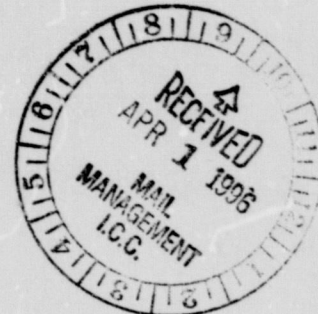
UNIVERSAL FOREST PRODUCTS, INC.

86524

Entered 10/3/96

March 29, 1996

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



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

Dear Secretary Williams:

Universal Forest Products, Inc., based in Grand Rapids, Michigan, would like to inform you that we support the BNSF agreement with UP/SP.

My name is Marge Volk. I have been with Universal for four years and currently serve as the Transportation Manager.

Universal Forest Products has 42 plants in 19 states. Our sales for 1995 were in excess of \$700 million. We are a lumber supplier to home centers and the manufactured housing industry.

Currently, we are captive to the SP at four of our locations on the west coast. If the merger is approved, the UP will control these plants. We are confident that we will be in a much better position to negotiate rates and obtain service with the UP which would be a great benefit to our company.

The BNSF agreement with UP/SP and resulting merger would give Universal more options. Currently, having the SP as our only option limits us. This agreement would address many issues we have in this area.

Giving parts of this agreement to short lines, other Class 1's, does not, in my opinion, change the competition issue. You still end up with one carrier against the other. Competitors need to be equal in size and revenue, otherwise, the competition may not be able to compete with the rates and the service.

Corporate Headquarters

2801 East Beltline, NE Grand Rapids, MI 49505-9736 Tel: (616) 364-6161 Fax: (616) 361-7534



Page 2

Mr. Vernon A. Williams

March 29, 1996

Let the giants in the industry work for their customers. It keeps both of them strong. Don't they deserve it? They are where they are today in size not because of chance. Let them have the opportunity to continue to grow their business. What gives us the right to deny this growth?

Conclusion: Universal Forest Products, Inc. supports the BNSF agreement pertaining to the UP/SP merger.

Verification: "I declare under penalty of perjury that the foregoing is true and correct. Executed on this 29th date of March 1996."

Respectfully,

Marge A. Volk
Transportation Manager
Universal Forest Products, Inc.,

MAV/ksr

cc: Ms. Roberta R. Lund, Special Project Coordinator, Law & Gov't Affairs Dept.
Mr. John Hovis, Vice President, Burlington Northern Sante Fe
Mr. Jim Hayes, National Account Manager, Burlington Northern Sante Fe
Mr. Frank Meidl, Product Manager, Union Pacific Railroad
Mr. William Currie, President and CEO, Universal Forest Products, Inc.
Mr. Douglas Honholt, Vice President, Universal Forest Products, Inc.

STB

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• 32760

4-1-96

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• 62408

Item No. _____

Page Count 2

Apr #33

UTAH STATE SENATE

319 STATE CAPITOL • SALT LAKE CITY, UTAH 84114
(801) 538-1035 • FAX (801) 538-1414

SENATOR
CRAIG A. PETERSON

MAJORITY LEADER

FOURTEENTH DISTRICT
UTAH COUNTY

1687 NORTH 200 WEST
OREM, UTAH 84057
O-(801) 756-8888
H-(801) 226-3236

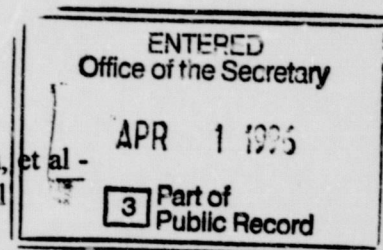


EXECUTIVE APPROPRIATIONS COMMITTEE
LEGISLATIVE MANAGEMENT COMMITTEE
APPROPRIATIONS SUBCOMMITTEE
General Government and Capital Facilities
STANDING COMMITTEES
Human Services
Judiciary
Retirement

March 26, 1996

Vernon A. Williams, Secretary
Surface Transportation Board
Room 1324 Twelfth Street & Constitution Avenue NW
Washington, D. C. 20423

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



Dear Secretary Williams:

As Majority Leader of the Utah State Senate, I want to express my opinion on the proposed merger of Union Pacific Railroad Company and Southern Pacific Transportation Company which is presently pending before the Surface Transportation Board.

Union Pacific has had a long and rich history intertwined with the state of Utah since completion of the first transcontinental railroad commemorated by the driving of the Golden Spike in 1869 at Promontory Point, Utah. Southern Pacific, which now includes the Denver and Rio Grande Western Railroad Company, has also provided rail services in the state of Utah. Both railroads have competed vigorously for rail traffic to and from the state of Utah.

The recent merger of the Burlington Northern and Santa Fe Railroads ("BNSF") has raised serious concerns regarding Southern Pacific's continuing economic viability as a competitive rail line. SP's Chairman, Phil Anschutz, has stated that SP cannot survive financially in the wake of the BNSF merger. The UP/SP merger will create a competitor that is fully equal with the BNSF.

Although the merger of Union Pacific and Southern Pacific will remove Southern Pacific as a rail competitor within the state of Utah, Union Pacific has taken significant steps to eliminate the potential loss of rail competition for Utah shippers. Union Pacific has entered into a track agreement with the BNSF to ensure that shippers currently served by two railroads will still have access to two strong class one railroads. The Union Pacific and Southern Pacific have also entered an agreement granting Utah Railway Company the right to operate over an expanded service area to preserve rail competition for Utah's coal industry and to help assure the long term viability of the Utah Railway.

If BNSF does not become an active player in the Utah market, action would be required to bring

**ADVISE OF ALL
PROCEEDINGS**

Vernon A. Williams

Page 2

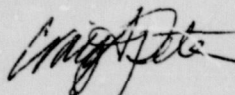
competition back into the market place. In the other regulated industries, means to create competition are being imposed by law and may be necessary in the railroad sector if competition commitments are not kept.

The legislature is concerned that we maintain a healthy transportation system for Utah companies. A viable and competitive rail system is an important element to our future success.

A coalition of western shippers raised concerns that the BNSF may not intend to commit the resources and effort necessary to compete for Utah rail transportation to the same extent that Southern Pacific competed and arranged for introduction of a proposed official Senate Concurrent Resolution (SCR5) during the 1996 Legislature to make those concerns known. Officials of Union Pacific, Southern Pacific and BNSF met repeatedly with the Western Shippers Coalition, as well as with individual shippers and the Governor's Task Force, to explain the need for the merger and to address competition issues. The Railroads are continuing that dialogue on a group and individual basis. As a result of those discussions, the Legislature withdrew support for SCR 5 and let the resolution die.

The UP/SP merger will assure that Utah shippers continue to have access to high quality rail service in the State. In light of these advantages to shippers within the state of Utah, and assuming BNSF competition will exist, I urge your support of the Union Pacific/Southern Pacific merger.

Sincerely,



Craig A. Peterson
Majority Leader
Utah State Senate

STB

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Item No. _____

Page Count 2

UTAH STATE SENATE

U.S. CAPITOL • SALT LAKE CITY, UTAH 84114
(801) 538-1035 • FAX (801) 538-1114

SENATOR
JOHN P. HOLMGREN

TWENTY-FOURTH DISTRICT
BOX ELDER, CACHE COUNTIES

4570 WEST 1400 NORTH
P.O. BOX 204
BEAR RIVER CITY, UTAH 84302
H-(801) 279-8679
F-(801) 279-8749

ENTERED
Office of the Secretary

APR 4 1996

3 Part of Public Record



March 26, 1996

APPROPRIATIONS SUBCOMMITTEE
Transportation and Public Safety, Chair
STANDING COMMITTEES
Health and Environment
Rules, Chair
Transportation and Public Safety



Vernon A. Williams, Secretary
Surface Transportation Board
Room 1324
Twelfth Street & Constitution Avenue N.W.
Washington, D.C. 20423

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

Dear Secretary Williams:

As a member of the Utah State Senate representing District 24 of the Utah Legislature, I want to express my strong support for the proposed merger of Union Pacific Railroad Company and Southern Pacific Transportation Company which is presently pending before the Surface Transportation Board.

Union Pacific has had a long and rich history intertwined with the State of Utah since completion of the first transcontinental railroad commemorated by the driving of the golden spike in 1869 at Promontory Point, Utah. Southern Pacific, which now includes the Denver and Rio Grande Western Railroad Company, has also provided rail services in the State of Utah. Both Railroads have competed vigorously for rail traffic to and from the state of Utah.

The recent merger of the Burlington Northern and Santa Fe Railroads ("BNSF") has raised serious concerns regarding Southern Pacific's continuing economic viability as a competitive rail line. SP's Chairman, Phil Anschutz, has stated that SP cannot survive financially in the wake of the BNSF merger. Moreover, Union Pacific's competitive position in the West has been jeopardized by the BNSF merger. The UP/SP merger will create a competitor that is fully equal with the BNSF.

Although the merger of Union Pacific and Southern Pacific will remove Southern Pacific as a rail competitor within the State of Utah, Union Pacific has taken significant steps to eliminate the potential loss of rail competition for Utah shippers. Union Pacific has entered into a track agreement with the BNSF to ensure that shippers currently served by two railroads will still have access to two strong transportation railroads. The Union

**ADVISE OF ALL
PROCEEDINGS**

Pacific and Southern Pacific have also entered an agreement granting Utah Railway Company the right to operate over an expanded service area to preserve rail competition for Utah's coal industry and to help assure the long term viability of the Utah Railway.

The UP/SP merger will benefit Utah shippers by improving railroad services from Utah to the Bay area, Denver, Texas, and the Gulf coast. In particular, Utah shippers will obtain faster routes to cement and trona plants in the Mojave Desert and to Los Angeles/Long Beach port facilities. Utah shippers will enjoy extensive new single line service between SP points in Utah and UP points in Washington, Idaho, Montana, Oregon, and California, the Midwest and upper Midwest, Southwest and Gulf Coast, and points throughout the SP system.

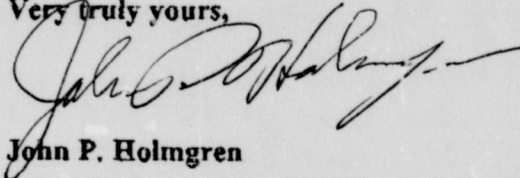
The merger of the Union Pacific and Southern Pacific will also provide other benefits to Utah:

- It will result in less rail congestion along the Wasatch Front (Provo, Salt Lake and Ogden), thus benefitting the motoring public; and
- It will enhance the opportunities for mass transit in the metropolitan Salt Lake area.

A coalition of western shippers raised concerns that the BNSF may not intend to commit the resources and effort necessary to compete for Utah rail transportation to the same extent that Southern Pacific competed and arranged for introduction of a proposed Senate Concurrent Resolution (SCR 5) during the 1996 Legislature to make those concerns known. Officials of Union Pacific, Southern Pacific and BNSF met repeatedly with the Western Shippers Coalition, as well as with individual shippers and the Governor's Task Force, to explain the need for the merger and to address competition issues. The Railroads are continuing that dialogue on a group and individual basis. As a result of those discussions, the Legislature withdrew support for SCR 5 and it failed.

The UP/SP merger will assure that Utah shippers continue to have access to high quality rail service in the State. In light of these advantages to shippers within the State of Utah, I urge your support of the Union Pacific/Southern Pacific merger.

Very truly yours,



John P. Holmgren

4570 West 5400 North
P. O. Box 208
Bear River City, UT 84301
Utah State Senate
District 24

STB

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32760

4-1-96

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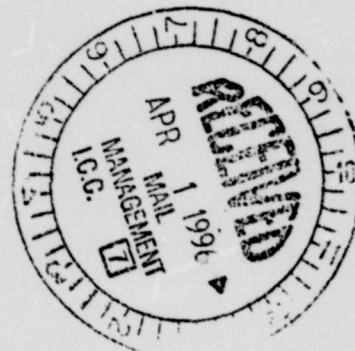
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HOUSE OF REPRESENTATIVES
STATE OF UTAHREPRESENTATIVE MARDA DILLREE
ASSISTANT SPEAKER OF THE THIRD HOUSE17TH DISTRICT
(DAVIS COUNTY)
379 SHEPARD RIDGE ROAD
FARMINGTON, UTAH 84023
RES. 481-2773 / BUS. 260-4433ENTERED
Office of the Secretary

APR 4 1996

3 Part of
Public Record

March 27, 1996

STANDING COMMITTEES: TRANSPORTATION AND PUBLIC
SAFETY VICE CHAIR: EDUCATION
APPROPRIATIONS: TRANSPORTATION AND PUBLIC SAFETYVenion A. Williams, Secretary
Surface Transportation Board, Room 1324
Twelfth Street & Constitution Avenue N.W.
Washington, D.C. 20423Re: Finance Docket No. 32760, Union Pacific Corporation, et al
Control and Merger - Southern Pacific Rail Corp, et al

Dear Secretary Williams:

As chair and member of several transportation committees, I would like to voice my opinion and express my support for the proposed merger between the Union Pacific Railroad and the Southern Pacific Railroad. I am a State Representative representing the 17th District in Davis County. I have worked with transportation issues in Davis County for many years. While I am aware that the merger may have negative impacts for some, the immediate benefits for the public in my area are very apparent.

1. There are many rail crossings, and the merger would reduce by nearly half the number of trains going through the area, thus reducing the potential for crossing accidents.
2. We are facing tremendous growth in the Salt Lake Valley, and the geography in our area is forcing more development towards the existing UP and D&RG tracks. This encroaching development is creating incompatible land uses.
3. I am the Chair of a steering committee which is undertaking a Major Investment Study between Salt Lake and Ogden to select an alignment for a new transportation facility. This Study includes the analysis of rail relocation and consolidation. Our study efforts would be simplified by working with one rail company instead of two.
4. With the merger, there is a potential abandonment for one of the rail corridors in the study area. With encroaching development, finding a new corridor for transportation is very difficult. So the abandoned corridor which could be used for a different transportation mode is a great opportunity.

I have greatly enjoyed working with the all rail industry representatives in Utah, and would be happy to assist you further in this matter. If you have any questions, please call me at 801-451-2773.

Sincerely,

Rep. Marda Dillree

ADVISE OF ALL
PROCEEDINGS

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**Office of the Attorney General
State of Texas**

DAN MORALES
ATTORNEY GENERAL

March 28, 1996



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

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

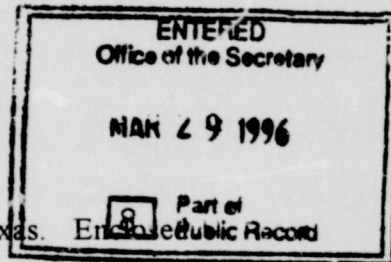
Dear Honorable Williams:

By oversight Texas did not previously designate an acronym for use in this proceeding. In accordance with 49 C.F.R. Sec. 1180.49(a)(2), we ask that STTX now serve as acronym for the State of Texas, by and through Dan Morales, Attorney General of Texas. Prior pleadings should be designated at STTX 1 through 3. They include:

- STTX-1 Letter of intent to participate as a Party of Record Filed 1-11-96
- STTX-2 State of Texas Reply in Support of Motion of Western Shippers' Coalition for Enlargement of the Procedural Schedule Filed 1-25-96
- STTX-3 State of Texas' Certificate of Service Pursuant to Decision No. 16 listing all pleadings filed in this proceeding by the Attorney General Dan Morales on behalf of the State of Texas Filed 2-26-96

We are enclosing for filing:

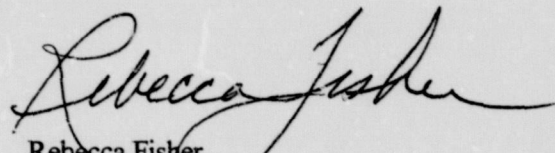
- STTX 4 Comments of Office of the Attorney General of Texas. Enclosed are the original and 20 copies.
- STTX-5 Verified Statement of Dr. Henry B. McFarland. Enclosed are the original and 20 copies of the Redacted Public Version.



Also enclosed are:

- Two 3 1/2 inch diskettes in WordPerfect 5.1 format One diskette contains the text of the Comments of Office of the Attorney General of Texas and one diskette contains the Redacted Public Version of the Verified Statement of Dr. Henry B. McFarland.
- One extra copy each of STTX-4 and STTX-5 which we request you file stamp and return to us in the enclosed self-addressed postage-paid envelope.

Sincerely,

A handwritten signature in cursive script, reading "Rebecca Fisher".

Rebecca Fisher
Assistant Attorney General
Antitrust Section
Consumer Protection Division
P. O. Box 12548
Austin, Texas 78711-2548
(512) 463-2185
(512) 320-0975 (Facsimile No.)

Enclosures

cc: Parties of Record List

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

COMMENTS OF OFFICE OF THE ATTORNEY GENERAL OF TEXAS

DAN MORALES
Attorney General of Texas

JORGE VEGA
First Assistant Attorney General

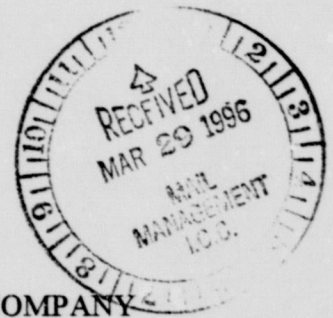
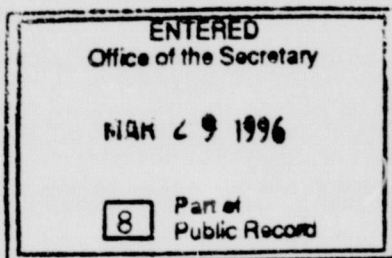
LAQUITA A. HAMILTON
Deputy Attorney General for Litigation

Communications with respect to this document should be addressed to:

THOMAS P. PERKINS, JR.
Assistant Attorney General
Chief, Consumer Protection Division

MARK TOBEY
Assistant Attorney General
Deputy Chief for Antitrust

REBECCA FISHER
AMY KRASNER
WESLEY OLIVER
Assistant Attorneys General
Antitrust Section
P.O. Box 12548
Austin, TX 78711-2548
(512) 463-2185
(512) 320-0975 [FAX]



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

COMMENTS OF OFFICE OF
ATTORNEY GENERAL OF TEXAS

The Union Pacific Corporation, the Union Pacific Railroad Company, and the Missouri Pacific Railroad Company (collectively 'UP') and the Southern Pacific Rail Corporation and its subsidiaries (collectively 'SP') have applied to the Surface Transportation Board for authorization of the merger of Southern Pacific Rail into Union Pacific Railroad Company and the consolidation of the rail operations of UP and SP (collectively 'UP/SP'). Acknowledging that such a consolidation would have anticompetitive effects, the Applicants have requested the merger be conditioned upon a settlement agreement they have entered into with Burlington Northern Railroad Company and The Atchinson, Topeka and Santa Fe Railway Company (collectively 'BNSF').

The State of Texas, by and through Dan Morales, Attorney General of Texas, hereby submits comments regarding competitive issues affecting Texas that are raised by the UP/SP merger as proposed. Under separate cover, the State of Texas files the Verified Statement of Dr. Henry B. McFarland which is incorporated herein for all purposes.

A. POSITION OF THE STATE OF TEXAS

As more fully explained below, the State of Texas has concluded that the UP/SP merger as proposed would reduce competition for a significant volume of rail traffic involving origins and destinations in Texas and the Texas-Mexican gateways. This merger will reduce the number of Class I

taken as a whole, emphasizes the need for reliance on competitive forces to modernize the railroad industry and to promote efficiency.⁹

This point is accentuated by the fact that the Staggers Act codified the requirement that the Board must determine and weigh effects on competition when conducting any merger analysis. Although such consideration had generally been a matter of practice, it was not included in the obligatory criteria for consideration prior to enactment of the Act. Congress acknowledged the importance and necessity of understanding the competitive impact of a merger by adding Section (b)(1)(E) to the list of matters that must be considered. This provision instructs the Board to consider whether the proposed merger "would have an adverse effect on competition among rail carriers in the affected region."¹⁰

2. ANTITRUST ANALYSIS

Although the Board does not sit as an antitrust court determining compliance with the antitrust laws, it is imperative that it heed the precedent of the ICC by beginning its review of this merger with antitrust analysis. Antitrust analysis provides a structure that illuminates the meaning of the above-noted concepts of "effective competition" and "concentration of market power". The policies embodied in antitrust laws provide guidance for implementing the purpose of the Rail Transportation Policy and determining what is the public interest in a control proceeding.¹¹

Both the Department of Justice and the National Association of Attorneys General have promulgated guidelines for reviewing proposed mergers. The guidelines explain antitrust policies and the appropriate analytical approach to use in a merger analysis.¹² As noted in the guidelines and applied by the Commission in previous proceedings, the threshold for any meaningful merger analysis is to define the markets that will be affected. Antitrust analysis requires the defining of both a relevant product and relevant geographic market and the Commission has previously followed this approach.

⁹ Union Pacific Corporation, Union Pacific Railroad Company and Missouri Pacific Railroad Company--Control--Chicago and North Western Transportation Company and Chicago and North Western Railway Company, Finance Docket No. 32133 (ICC Decision No. 25, served March 7, 1995) at 49. (UP/CNW hereinafter)

¹⁰ "(T)he Commission shall consider at least the following:

- (A) the effect of the proposed transaction on the adequacy of transportation to the public.
- (B) the effect on the public interest of including, or failing to include, other rail carriers in the area involved in the proposed transaction.
- (C) the total fixed charges that result from the proposed transaction.
- (D) the interest of carrier employees affected by the proposed transaction.
- (E) whether the proposed transaction would have an adverse effect on competition among rail carriers in the affected region." 49 U.S.C.A. §11344(b)(1).

¹¹ *McLean Trucking v. United States*, 321 U.S. 67, 87 (1944); *FMC v. Aktiebolaget Svenska Amerika Linien*, 390 U.S. 238, 244 (1968).

¹² Department of Justice and Federal Trade Commission Horizontal Merger Guidelines, released April 2, 1992; and National Association of Attorneys General Horizontal Merger Guidelines, adopted March 30, 1993.

railroads currently competing for this traffic; in some situations from three to two and in many locations from two to one. Further, the significant number of Texas shippers currently served exclusively by UP or SP will be combined, decreasing the ability of these shippers to leverage potential competition.

The adversely affected markets include various commodity movements into and out of Texas through the Mexican gateways, rail service to chemical plants located along the Gulf Coast of Texas, and service for shippers and receivers in Harris County, Texas, which includes the Port of Houston. Dr. McFarland has specifically identified Texas rail traffic of nearly \$200 million annually that would be subject to a loss of competition upon a consolidation of UP and SP.

The State of Texas does not believe that the settlement agreement with BNSF will provide an adequate remedy for the anticipated competitive harm that will result from the merger. Therefore, the State of Texas opposes the merger as currently proposed.

B. BACKGROUND FACTS REGARDING CURRENT AND PROPOSED RAIL SERVICE IN TEXAS

To clearly understand why harmful effects of the proposed merger may have a disproportionate impact on the State of Texas, it is important to realize that, in regard to current rail service and with respect to the proposed merger, Texas is unique in many ways. The expanse, location and natural resources of Texas set it apart from most other states in the volume and types of commodities transported by rail. With respect to several of these commodities, Texas is the largest producer in the U.S. For example, Texas ranks first in the nation in the production of industrial organic chemicals, plastics, and synthetics.¹

Texas also is situated in a unique position regarding international rail shipment. More than ninety percent of all U.S. rail traffic into Mexico in 1995 crossed over Texas-Mexican gateways. Laredo, Texas (served primarily by UP) has consistently been the primary U.S. gateway for rail access to Mexico, accounting for 71% all railcars traveling from Texas to Mexico in 1994.² Texas anticipates the passage of the North American Free Trade Agreement ('NAFTA') will lead to an increased demand for rail traffic to and from Mexico.

¹ "Texas leads in production capacity for the 24 major commodity chemicals...Texas has an infrastructure consisting of the largest chemical and petroleum refining complexes in the world which makes it attractive for future expansions of the commodity chemical industry...This infrastructure makes Texas one of the best places to locate a new chemical plant, because a new plant may tie into a pipeline network, purchase new materials from and sell products to other plants within the network or ship them by pipeline, rail, ship or barge to other destinations."

The Chemical Industry of Texas, by Dr. M.A.M. Anari and Dr. Jared E. Hazelton, November 1992, pg. 1. See also *The Texas Chemical Industry: Our Heritage and Our Future*, pg.3-4, 7.

² *Border Business Indicators*, December 1995, Published by the Institute for International Trade (IIT), a division of the College of Business Administration at Texas A&M International University.

Rail service in Texas is also unique. Although Texas has the most operated railroad mileage of any state in the United States³, only three Class I railroads presently serve the majority of the State.⁴ Texas, as the largest producer of chemical products in the U.S., has more shippers "captive to rail" than any other state affected by the proposed merger. In addition, Texas has more shippers served exclusively by either the UP or SP. Further, as defined by Applicants, Texas has more shippers presently served by only UP and SP ("2-to-1 customers") than any other state.⁵

The fact that this merger will have a significant impact on Texas is apparent by looking at maps provided by the Applicants. This visual review confirms that UP and SP, who own most of the rail tracks in Texas, have several lengthy parallel lines. Furthermore, one third of all the proposed trackage over which BNSF is proposed to have trackage rights fall within Texas borders.

C. FRAMEWORK FOR ANALYSIS

1. THE PUBLIC INTEREST

The Surface Transportation Board must approve the proposed UP/SP merger only if it determines that to do so would be consistent with the "public interest". To give meaning to this standard it is imperative to understand the purpose and precedent of the Board and its predecessor, the Interstate Commerce Commission.

The Rail Transportation Policy ("Policy"), promulgated by the Staggers Act⁶ and codified at 49 U.S.C.A. § 10101, reflects Congress' intent to revolutionize the railroad industry from one characterized by complete government regulation to one governed, in large measure, by a competitive marketplace. The enacting legislation is replete with principles which codify this purpose and vision. The Policy directs the government "to foster sound economic conditions in transportation and to ensure effective competition and coordination between rail carriers and other modes."⁷ Through the Policy, the government seeks "to minimize the need for Federal regulatory control," "to avoid undue concentration of market power," and "to ensure the development and continuation of a sound rail transportation system with effective competition among rail carriers."⁸ The Rail Transportation Policy,

³ Statistics from 1994 show that Texas has 10,413 miles out of a total 122,492 in the US. The Texas total represents nearly twice the mileage as California, with 5,435, and over 3,000 more miles than Illinois, which is the second ranking in railroad miles with 6,986. Association of American Railroads, *Railroad Mileage Operated in Each State -- 1994*, RAILROAD FACTS 1995 EDITION, Sept. 1995, at 45.

⁴ UP, SP, and BNSF own the vast majority of track in the state. Kansas City Southern Railway Company ("KCS") owns limited track which is part of its routes from Dallas/Fort Worth to Shreveport, Louisiana and from Beaumont, Texas to Shreveport.

⁵ This definition was made by Applicants in the settlement agreement with BNSF on which they have asked the Board to condition this merger. The number of 2-to-1 customers as therein defined can be determined by reviewing Settlement Agreement and Exhibit A, dated September 25, 1995, and the Supplement Agreement, dated November 18, 1995. ("BNSF Agreement")

⁶ The Staggers Act of 1980, Pub. L. No. 96-448.

⁷ 49 U.S.C.A. § 10101(5).

⁸ 49 U.S.C.A. § 10101(2), (12), and (4).

The Commission has previously defined the product market as rail transportation of freight.¹³ The Commission has included other modes of transportation in the relevant product market only where there is sufficient evidence that the other modes are actual rail competitors. In defining geographic markets, the Commission has often focused on whether the merger primarily affected parallel lines or end-to-end lines.¹⁴ It has determined that analysis of actual lines provides a clearer approach to identifying competitive problems.¹⁵

After having determined the relevant markets, the Board must evaluate the anticompetitive impact of the merger in these markets. As stated in the guidelines, such impact would include a lessening of competition through coordinated interaction or a lessening of competition through unilateral effects.¹⁶ The decrease in competition, however accomplished, can negatively influence shippers' choices for price, service, potential competition, or expansion.¹⁷ Decreased competition can also concentrate sufficient market power in the hands of one carrier for it to behave more like a monopolist than a competitor.

The obvious fact that negative competitive impact is more likely to be found in a parallel merger is codified in the regulations governing control proceedings.¹⁸ This fact also caused the Commission to require a more careful examination of the competitive options remaining after a "parallel merger" than it would in a purely "end-to-end merger".¹⁹

The emphasis and evaluation of anticompetitive effects has, by necessity, changed in the last decade. The Commission has recognized that the "extensive deregulation of the rail industry brought about by the Staggers Act, other reform legislation, and numerous administrative actions undertaken by the Commission to reduce regulations, require that the anticompetitive effects of a consolidation be examined more carefully than in the past because the ability of the railroads to take various actions free

¹³ Union Pacific Corporation, Union Pacific Railroad Company and Missouri Pacific Railroad Company--Control--Chicago and North Western Transportation Company and Chicago and North Western Railway Company. Finance Docket No. 32133 (ICC Decision No. 25, March February 21, 1995) at 51. (UP/CNW hereafter)

¹⁴ "Parallel effects may arise where the merging railroads run between common origin/destination pairs or corridors and generally involve the question of whether there is reduction in the number of rail competitors serving transportation markets. End-to-end effects may exist where the merging railroads serve common destination points from different origins, or originate from common origins to different destinations. These effects relate primarily to whether there will be a reduction in source competition or a vertical foreclosure of competition at commonly served gateways." UP/CNW at 52.

¹⁵ UP/MP/WP at 33.

¹⁶ DOJ Merger Guidelines, Section 2.

¹⁷ Industries with high transportation costs must take into consideration their transport options, as well as the presence or absence of rail competition, when deciding if and where to expand or locate new plants.

¹⁸ "If two carriers serving the same market consolidate, the result would be the elimination of competition between the two... While the reduction in the number of competitors serving a market is not in itself harmful, a lessening of competition resulting from the elimination of a competitor may be contrary to the public interest." 49 C.F.R. S1180.1(c)(2)(i).

¹⁹ Union Pacific Corporation, Union Pacific Railroad Company and Missouri Pacific Railroad Company--Control--Missouri-Kansas-Texas Railroad Company, et al. Finance Docket No. 30800 (ICC Decision No. 37, May 13, 1988) at 19. (UP/M-K-T hereafter).

of regulatory restraints will make it easier to exert or abuse market power gained as a result of consolidation."²⁰

The need for more careful consideration of any anticompetitive effects is clearly illustrated by numbers alone. In 1980, the U.S. had a total of forty Class I railroads. If the proposed merger is approved, there will be nine Class I railroads remaining, with only two of those serving approximately ninety percent of the entire United States west of the Mississippi River. The concentration of market power for many of the existing rails is, therefore, very significant. Further consolidation will only exacerbate the situation, increasing the potential for economic harm through monopolistic practices.

3. BALANCING TEST

Once the initial antitrust analysis is complete, the Board is obligated, under its regulations, to proceed with a balancing test. It must, after reviewing at least the five statutory criteria,²¹ weigh the potential benefits to applicants and the public against the potential harm to the public.²²

The Commission has found that efficiency gains can be a public benefit.²³ For example, public benefits can be realized through single-line service and a consolidated rail system's ability to reach new markets.²⁴ To the extent that cost reductions are passed on to shippers through reduced rates or deferral of rate increases, they benefit the public directly and reflect the amount of resources freed for other productive uses.²⁵ Efficiency gains can promote a healthy national rail system, allowing competition to determine prices, service and innovation.

However, if the Board has found potential public harm by identifying the likelihood of anticompetitive effects, it must give the touted consolidation efficiencies critical scrutiny. When a merger results in increased market power and decreased competition, the likelihood diminishes that any benefit from efficiencies will inure to the public. Through increased market power, the merged carrier may be able to increase prices and either keep service levels static or decrease them with little or no fear of losing business. At the very least, a competitor with sufficient market power loses incentive to improve prices and service.

²⁰ Santa Fe Southern Pacific Corporation--Control--Southern Pacific Transportation Company, Finance Docket No. 30400 (I.C.C., Decided July 24, 1986) at 13. (SF/SP hereafter).

²¹ See footnote 10, above.

²² 49 C.F.R. S 1180.1(c).

²³ Burlington Northern Inc. and Burlington Northern Railroad Company--Control and Merger--Santa Fe Pacific Corporation and the Atchison, Topeka, and Santa Fe Railway Company. Finance Docket No. 32549 (I.C.C. Decision No. 38, served Aug. 23, 1995) at 43. (BN/SF hereafter)

²⁴ BN/SF at 54.

²⁵ UP/M-K-T at 13.

Consolidations generating efficiencies, while stifling competition, may lead to purely private benefit. The public and the industry are ill-served when the market and its driving force--competition--are preempted by anticompetitive market power ceded in the name of efficiencies.²⁶

D. COMPETITIVE CONCERNS OF THE STATE OF TEXAS

1. COMPETITIVE ISSUES

For both an explanation of its analysis of market definitions and an analytical study of some areas of potential anticompetitive harm that may result in Texas because of this merger, the State commends the Board to the Verified Statement of Dr. Henry B. McFarland. Dr. McFarland's statement is filed in this proceeding and is incorporated herein for all purposes. Dr. McFarland's conclusion is that "the UP/SP merger would seriously reduce competition for a significant volume of rail traffic involving origins and destinations in Texas." McFarland Verified Statement at page 24.

The BNSF Agreement is clear evidence Applicants understand that competition for customers now served only by UP and SP (the '2-to-1 customer') will be lost when UP and SP consolidate.²⁷ Identifying the potential for competitive harm in this way is unduly restrictive. The State of Texas believes the shippers subject to competitive harm from the proposed merger are much more numerous. Applicants identify the need to preserve competition only at specific points. As set forth in his Verified Statement, Dr. McFarland believes a more appropriate approach is to define origins and destinations by areas, not by specific points as the Applicants have done. The State asserts that Dr. McFarland's broader definition and analysis more accurately reflects the actual and true potential competition Texas shippers are presently experiencing.

Applicants acknowledge potential harm only to the 2-to-1 customers. Dr. McFarland identifies economic studies that conclude competitive harm exists in markets where the number of competitors is reduced from three to two. This economic analysis is pertinent to a review of the industry at large and this merger in particular given that the railroad industry has been in the process of consolidating over the last decade and the market power for many current Class I rail carriers is significant.²⁸

Another group of shippers who may be harmed are shippers presently served exclusively by UP or SP. Not only are Applicants not concerned about any competitive harm to these captive shippers, Applicants have suggested that, at least as to the SP customers, these shippers will enjoy more competition. But combining the monopoly customers of SP with those of UP eliminates the potential competition that often exists between nearby railroads, which may be the most effective leverage

²⁶ In scrutinizing claimed efficiencies, the Board must determine if the claimed efficiencies could be "realized by means other than the proposed consolidation that would result in less potential harm to the public" 49 C.F.R. S1180.1(c).

²⁷ It is noteworthy that the BNSF Agreement identified many 2-to-1 customers (several located in Texas) who will not be able to avail themselves of the trackage rights service to be provided by BNSF under the agreement. See BNSF Agreement, Section 8(I).

²⁸ See discussion in C.2., above.

captive shippers have in negotiating. This is born out by information from shippers themselves, as noted in Dr. McFarland's Verified Statement. The increase of market power in regard to this group of shippers is not benign, as Applicants would suggest.

2. LIMITATIONS OF UP/SP AGREEMENT WITH BNSF

In recognition of potential anticompetitive effects of this merger, Applicants submitted the proposed agreement with BNSF as the remedy. As the Board independently identifies all the anticompetitive harm from this merger, it must closely scrutinize and review the proposed agreement to determine if it will eliminate or acceptably reduce this harm. The proposed agreement has raised a significant number of questions and concerns. The State of Texas believes these questions and concerns have not been sufficiently addressed to assure the Board that the proposed remedy cures the anticipated competitive harm of the proposed merger.

The effectiveness of BNSF as a competitor in Texas by use of the agreed trackage rights is doubtful at best. This agreement, like all trackage rights agreements, leaves BNSF, as lessee, at a competitive disadvantage to UP/SP, the owning rail carrier. The oft quoted phrase by Gerald Grinstein, former CEO of BNSF, seems to sum up this truism. He stated that trackage rights provide "service with some disability".²⁹ Such disabilities include whether the compensation to be paid by BNSF will negatively impact its ability to set competitive rates over the lines in question. And BNSF's ability to compete on service may be limited by UP/SP's control of dispatch and other operational factors.

Additional operational issues may further undercut BNSF's competitive abilities. For example, BNSF presently lacks adequate storage-in-transit facilities needed to competitively serve the plastics industry in the Texas Gulf Coast. Another concern is that BNSF presently is slated to use the SP line to move its northbound traffic from Houston to Memphis, even though UP/SP intends, as one of the proposed efficiencies of the merger, to make this line generally a unidirectional southbound line.³⁰ The fact that BN and SF have not yet fully integrated their operations, makes it impossible to know if, or to what extent, BNSF can or will use its trackage rights to compete effectively.

The fact that these trackage rights are only "bridge" or "overhead" trackage rights creates additional concern. BNSF will only be able to serve customers on these lines that are presently at "2 to 1" points. Because of this, BNSF is foreclosed for 99 years from serving shippers who are presently captive to UP or SP and from serving new shippers who locate at points anywhere other than what Applicants define as a "2 to 1" point. This presents two different problems. First, due to the piecemeal nature of the traffic BNSF can serve, BNSF will have difficulty achieving the traffic density necessary to justify serving various Texas lines. The dominant position of a "full service" UP/SP will further discourage a strong BNSF presence in affected areas.

²⁹ Christopher Palmeri and Ann Marsh *Can Drew Lewis drive the golden nail?* FORBES, Dec. 18, 1995, at 64.

³⁰ Applicants Operating Plan, Volume III, pp. 41-46.

A less obvious issue with the restricted nature of the bridge trackage rights revolves around the importance of potential competition. At best, the BNSF agreement might address competitive concerns at 2 to 1 points. But it does nothing to address the loss of potential competition at points that are presently served only by UP or SP. Applicants' rationale is that since the captive shippers have no other choice today, this restriction on BNSF's future service is not a decrease in competition. But this rationale only makes sense if both the railroad industry and the various shipper industries remain static. It is possible that the situation for either UP or SP could change and either company could decide that allowing BNSF to serve a particular shipper or group of shippers that are presently captive would be in its best interest. Under the proposed agreement, this potential competition is eliminated.

Likewise, the Applicants' narrow concept of decreased competition ignores the possibility of presently unforeseen innovation by either the shippers or transportation industries that would provide a more economical method for rails who do not have current access to the captive shippers to serve these customers. The agreement, as proposed, would foreclose such service by BNSF.

CONCLUSION

The State of Texas believes that the elimination of actual and potential competition, as a result of the merger, will affect significant amounts of Texas rail shipments involving some of the most important commodities to the national economy. This negative impact far outweighs the net public benefits of any efficiencies gained and renders this merger inconsistent with the public interest. Thus, the State of Texas requests the Board deny this merger as proposed.

DATED this 29th day of January, 1996.

Respectfully submitted,

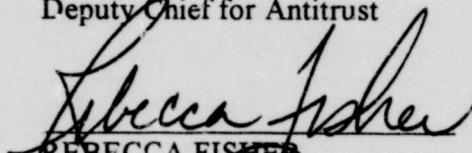
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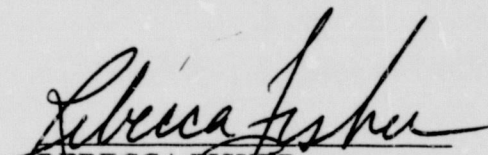
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Certificate of Service

I hereby certify that a true and correct copy of the foregoing instrument has sent via Airborn Express to Honorable Vernon A. Williams, Secretary of the Surface Transportation Board and by First Class Mail to all parties on the Parties of Record List.



REBECCA FISHER
Assistant Attorney General

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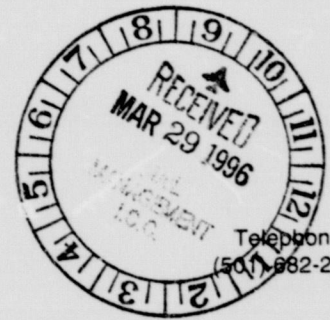


STATE OF ARKANSAS

Office of the Attorney General

Winston Bryant
Attorney General

March 28, 1996



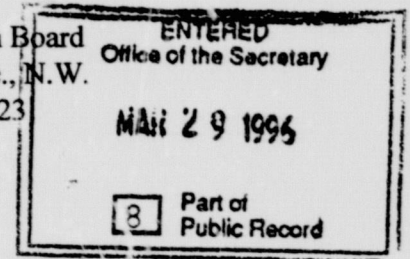
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BY FEDERAL EXPRESS

Ms. Linda T. Morgan
Chairman, Surface Transportation Board
1201 Constitution Ave., N.W.
Washington, DC 20423

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1201 Constitution Ave., N.W.
Washington, DC 20423

Re: Finance Docket No. 32760



Dear Ms. Morgan, Members of the Board, and Secretary Williams:

The Attorney General of the State of Arkansas hereby submits his Public Comments in regard to the proposed merger in the referenced proceeding.

The Attorney General of the State of Arkansas (ARAG) is charged by the Constitution and Code of the State of Arkansas with certain duties and obligations. These duties include, *inter alia*, representing the interests of the State of Arkansas in federal courts (Ark. Code Ann. § 4-75-307), as well as representing the interest of state consumers (under Ark. Code Ann. §§ 4-88-101, *et seq.*), cities and counties, (Ark. Code Ann. § 21-9-304), state boards and commissions (Ark. Code Ann. § 21-2-101), and state agencies and officers (Ark. Code Ann. § 25-16-702). The ARAG is also charged with enforcement of Arkansas statutes regulating and/or prohibiting monopolies and restraint of trade (Ark. Code Ann. § 4-75-307). In these respects, the Attorney General represents the State of Arkansas' interest in protecting its economy and its tax revenues, and in assuring beneficial competition to the extent possible.

The vast majority of the State of Arkansas is currently serviced by only two railroads, the Union Pacific (UP) and the Southern Pacific (SP), the two railroads which are seeking to merge in this docket. Many of the SP and UP lines run parallel to each other in the state. Unless certain conditions are imposed upon the merging railroads, the interests of three discrete groups in Arkansas stand to be adversely affected.

First, if the merger proceeds as requested, there will undoubtedly be some SP lines that will become redundant, as they parallel UP lines. UP will shut down many of these lines and reduce the number of daily or weekly trips through Arkansas on the remaining lines. Arkansas railroad

Ms. Linda T. Morgan
Chair, Surface Transportation Board

March 28, 1996

workers' jobs are therefore at risk. UP's own submission to the Board has projected a net loss of more than 170 Arkansas employees as a consequence of the merger.

In addition to these jobs on the railroads themselves, there are approximately 900 Arkansas citizens who work at SP's machine shop in Pine Bluff. Others work at Yard, Car and Locomotive facilities operated by UP in North Little Rock. These people, too, may lose their livelihood if UP closes down those facilities as redundant.

Finally, the merger as proposed raises anti-competitive concerns to Arkansas' shippers. The ARAG, on behalf of his constituents, is vitally concerned with the preservation and enhancement of competitive rail rates and services. Allowing the merger to go forward without requiring UP/SP to divest themselves of some lines, or at least reach some other arrangement to guarantee that competing Class 1 railroads have access to operate on those lines, will leave Arkansas shippers of freight by rail with only one railroad option. This poses a risk of increased rates and decreased service which would not benefit the citizens of Arkansas.

UP has acknowledged that the proposed merger can reduce competition. It has responded by coming up with a trackage rights agreement with the Burlington Northern- Santa Fe Railroad (BN Santa Fe). However, this is not the same as separate railroad lines owned and operated by competitors. BN Santa Fe's retiring chairman acknowledged in a magazine interview that trackage rights in general are "service with some disability." In this instance, there are specific handicaps to the BN Santa Fe alternative. Most dramatically, in Arkansas, BN Santa Fe trains moving north to carry freight will be forced to run against UP/SP's planned southbound traffic flow for the line. This virtually guarantees delays. Many of the lines are subject to weather and other delays. Finally, under the trackage agreement, BN Santa Fe does not even have to provide service by trackage rights. It can provide service by switching, haulage or via a third carrier. In fact, it does not have to provide alternative service at all. The ARAG submits that this is not a viable alternative for Arkansas shippers.

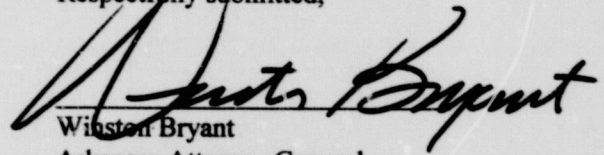
There is a potential for loss of jobs for Arkansas workers, and a potential loss of competitive options for Arkansas shippers, if the merger is allowed as requested. Therefore, the ARAG urges the Board to give serious consideration to these issues in deciding this docket. Specifically, the ARAG requests that the Board consider allowing UP to purchase the SP only if it divests itself of at least a substantial part of the Cotton Belt Line between Chicago and Texas. This would allow interested railroads such as Consolidated Rail Corporation (Conrail) to purchase those lines to compete with UP/SP. Alternatively, the Board could require that UP/SP guarantee competing Class 1 railroads access to the Cotton Belt Lines on an equal footing with UP/SP. Either solution would protect many Arkansas jobs by keeping more lines open, and would assure Arkansas shippers of a truly competitive option for shipping by rail.

Ms. Linda T. Morgan
Chair, Surface Transportation Board

March 28, 1996

The ARAG is enclosing ten (10) copies of this letter, in order that all appropriate individuals and entities may be apprised of the position of the Arkansas Attorney General.

Respectfully submitted,

A handwritten signature in dark ink, appearing to read "Winston Bryant", is written over a horizontal line.

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