### TRAIN MOVEMENT ACTIVITY THROUGH CITY OFreno
WEDNESDAY MARCH 25, 1998

**CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)**

<table>
<thead>
<tr>
<th>EASTWARD</th>
<th>WESTWARD</th>
</tr>
</thead>
<tbody>
<tr>
<td>TRAIN ID</td>
<td>RENO(EST)</td>
</tr>
<tr>
<td>1GTJUP-23</td>
<td>9:05 AM</td>
</tr>
<tr>
<td>1AOAKS-24</td>
<td>12:00 AM</td>
</tr>
<tr>
<td>1ZOACH-25</td>
<td>12:05 AM</td>
</tr>
<tr>
<td>1MRYRO-23</td>
<td>6:40 PM</td>
</tr>
<tr>
<td>1MSTNPB-22</td>
<td>6:50 AM</td>
</tr>
</tbody>
</table>

**EAST TRAINS:** 6
**WEST TRAINS:** 4

**TOTAL FREIGHT TRAINS:** 10

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

- **PSGR TRAINS: 95 RENO 0503 PM:** 1
- **PSGR TRAINS: 95 RENO 1114 AM:** 1
- **YARD ENGINES:** 0
- **HELPERS:** 0
- **LITE ENGINE:** 1
- **WORK TRAINS:** 0
- **SNOW EQUIPMENT:** 0
- **DETOUR TRAINS:** 0
- **SWITCH:** 2

**TOTAL:** 4
### CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

<table>
<thead>
<tr>
<th>EASTWARD</th>
<th>RENO(EST)</th>
<th>WESTWARD</th>
<th>RENO(EST)</th>
</tr>
</thead>
<tbody>
<tr>
<td>TRAIN ID</td>
<td></td>
<td>TRAIN ID</td>
<td></td>
</tr>
<tr>
<td>1MRVRO-24</td>
<td>9:20 AM</td>
<td>1GUPPY-18</td>
<td>1:50 AM</td>
</tr>
<tr>
<td>1AOAKS-25</td>
<td>12:20 PM</td>
<td>1MROSTB-23</td>
<td>7:25 AM</td>
</tr>
<tr>
<td>1MSTNPB-23</td>
<td>11:40 AM</td>
<td>2MROSTB-26</td>
<td>10:25 AM</td>
</tr>
<tr>
<td>1ZOACH-21</td>
<td>1:00 PM</td>
<td>1MSTNPB-24</td>
<td>1:00 PM</td>
</tr>
<tr>
<td>1MSTNPB-24</td>
<td>5:45 PM</td>
<td>1GT, JUP-25</td>
<td>7:05 PM</td>
</tr>
<tr>
<td>1MSTNPB-25</td>
<td>7:05 PM</td>
<td></td>
<td></td>
</tr>
<tr>
<td>1MSTNPB-26</td>
<td>11:40 PM</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>EAST TRAINS:</th>
<th>WEST TRAINS:</th>
</tr>
</thead>
<tbody>
<tr>
<td>TRAMS:</td>
<td>7</td>
</tr>
<tr>
<td>TOTAL FREIGHT TRAINS:</td>
<td>11</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>PSGR TRAINS: (RS RENO 0535 PM)</th>
<th>1</th>
</tr>
</thead>
<tbody>
<tr>
<td>PSGR TRAINS: (RS RENO 1137 AM)</td>
<td>1</td>
</tr>
<tr>
<td>YARD ENGINES:</td>
<td>0</td>
</tr>
<tr>
<td>HELPER:</td>
<td>0</td>
</tr>
<tr>
<td>LITE ENGINE:</td>
<td>0</td>
</tr>
<tr>
<td>WORK TRAINS:</td>
<td>0</td>
</tr>
<tr>
<td>SNOW EQUIPMENT:</td>
<td>0</td>
</tr>
<tr>
<td>DETOUR TRAINS:</td>
<td>0</td>
</tr>
<tr>
<td>SWITCH</td>
<td>2</td>
</tr>
</tbody>
</table>

TOTAL: 4
TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO
FRIDAY MARCH 27, 1988

CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

<table>
<thead>
<tr>
<th>EASTWARD</th>
<th>TRAIN ID</th>
<th>RENO(EST)</th>
<th>WESTWARD</th>
<th>TRAIN ID</th>
<th>RENO(EST)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1MOARO-26</td>
<td>5:50 AM</td>
<td>1ZG1OA-24</td>
<td>2:20 AM</td>
<td></td>
<td></td>
</tr>
<tr>
<td>1ZOACH-27</td>
<td>11:35 AM</td>
<td>1AKSBE-24</td>
<td>8:40 AM</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2MRVRO-26</td>
<td>4:40 PM</td>
<td>1MNPSB-23</td>
<td>10:25 AM</td>
<td></td>
<td></td>
</tr>
<tr>
<td>1MRVRO-26</td>
<td>8:00 PM</td>
<td>1ZG01OA-25</td>
<td>7:40 PM</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

EAST TRAINS: 4
TOTAL FREIGHT TRAINS: 8

WEST TRAINS: 4

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

PSGR TRAINS: (95 RENO 0532 PM) 1
PSGR TRAINS: (95 RENO 1215 PM) 1
YARD ENG: 0
HELPER: 0
LITE ENG: 0
WORK TRAINS: 0
SNOW EQUIPMENT: 0
DETOUR TRAINS: 0
SWITCH: 0

TOTAL: 2
### CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

**EASTWARD:**
- **Train ID:** PEMSK-27
  - **RENO(EST):** 10:20 AM
- **Train ID:** AOAKS-26
  - **RENO(EST):** 4:00 AM
- **Train ID:** AOAKS-08
  - **RENO(EST):** 1:18 PM
- **Train ID:** ZOACH-22
  - **RENO(EST):** 12:30 PM
- **Train ID:** MSTNPE-27
  - **RENO(EST):** 11:30 PM

**WESTWARD:**
- **Train ID:** ZGOA-25
  - **RENO(EST):** 7:40 AM
- **Train ID:** GUPTJ-18
  - **RENO(EST):** 1:00 AM
- **Train ID:** GOPN-24
  - **RENO(EST):** 5:50 AM
- **Train ID:** MROSTB-27
  - **RENO(EST):** 5:45 PM
- **Train ID:** AKSBE 25
  - **RENO(EST):** 4:45 PM

<table>
<thead>
<tr>
<th>EAST TRAINS:</th>
<th>5</th>
</tr>
</thead>
<tbody>
<tr>
<td>TOTAL FREIGHT TRAINS:</td>
<td>10</td>
</tr>
</tbody>
</table>

**WEST TRAINS:** | 5 |

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

- **PSGR TRAINS:** (95 RENO 0423 PM, SFCH-27) | 2 |
- **PSGR TRAINS:** (95 RENO 1047 AM) | 1 |
- **YARD ENGINES:** | 0 |
- **HELPERS:** | 0 |
- **LITE ENGINE:** | 0 |
- **WORK TRAINS:** | 0 |
- **SNOW EQUIPMENT:** | 0 |
- **DETOUR TRAINS:** | 0 |
- **SWITCH:** | 2 |

**TOTAL:** | 5 |
## CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

<table>
<thead>
<tr>
<th>EASTWARD:</th>
<th>TRAIN ID</th>
<th>RENO(EST)</th>
<th>WESTWARD:</th>
<th>TRAIN ID</th>
<th>RENO(EST)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>1MRVRO-27</td>
<td>12:28 AM</td>
<td>1AKSBE-25</td>
<td>4:45 PM</td>
<td></td>
</tr>
<tr>
<td></td>
<td>1GPYUP-27</td>
<td>5:10 AM</td>
<td>2MROSTB-27</td>
<td>5:45 PM</td>
<td></td>
</tr>
<tr>
<td></td>
<td>1AOAKS-28</td>
<td>6:20 AM</td>
<td>1ZGIOA-26</td>
<td>11:10 PM</td>
<td></td>
</tr>
<tr>
<td></td>
<td>1ZOACH-29</td>
<td>11:20 AM</td>
<td>1MNPSKB-25</td>
<td>5:05 AM</td>
<td></td>
</tr>
<tr>
<td></td>
<td>1AOAKSB-28</td>
<td>12:35 PM</td>
<td>1PSKEM-29</td>
<td>10:30 AM</td>
<td></td>
</tr>
<tr>
<td></td>
<td>1CRIGV-28</td>
<td>2:30 PM</td>
<td>1ZGIOA-27</td>
<td>4:00 PM</td>
<td></td>
</tr>
<tr>
<td></td>
<td>2MSTNPB-28</td>
<td>4:15 PM</td>
<td>1MNPSB-24</td>
<td>7:00 PM</td>
<td></td>
</tr>
</tbody>
</table>

**EAST TRAINS:** 7  
**TOTAL FREIGHT TRAINS:** 14  
**WEST TRAINS:** 7

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

- **PSGR TRAMS:** (#6 RENO 044 PM) 1  
- **PSGR TRAMS:** (#5 RENO 0150 PM) 1  
- **YARD ENGINES:** 1  
- **HELPERS:** 0  
- **LITE ENGINE:** 0  
- **WORK TRAINS:** 0  
- **SNOW EQUIPMENT:** 0  
- **DETOUR TRAINS:** 0  
- **SWITCH:** 0  

**TOTAL:** 2
## TRAIN MOVEMENT ACTIVITY THROUGH CITY OF RENO

**MONDAY MARCH 30, 1998**

### CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)

<table>
<thead>
<tr>
<th>EASTWARD</th>
<th>WESTWARD</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>TRAIN ID</strong></td>
<td><strong>TRAIN ID</strong></td>
</tr>
<tr>
<td>AOAKS-29</td>
<td>2AKSBE-25</td>
</tr>
<tr>
<td>MRVRO-28</td>
<td>1MROSTBK-27</td>
</tr>
<tr>
<td></td>
<td>1GUPPY-24</td>
</tr>
<tr>
<td></td>
<td>1ZGIO-28</td>
</tr>
<tr>
<td></td>
<td>1MROSTB-25</td>
</tr>
</tbody>
</table>

**EAST TRAINS:** 2  
**WEST TRAINS:** 5  
**TOTAL FREIGHT TRAINS:** 7

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

<table>
<thead>
<tr>
<th>TYPE</th>
<th>QUANTITY</th>
</tr>
</thead>
<tbody>
<tr>
<td>PSGR TRAINS: (5 RENO 0653 PM)</td>
<td>1</td>
</tr>
<tr>
<td>PSGR TRAINS: (5 RENO 1041 AM)</td>
<td>1</td>
</tr>
<tr>
<td>YARD ENGINES:</td>
<td>0</td>
</tr>
<tr>
<td>HELPERS:</td>
<td>0</td>
</tr>
<tr>
<td>LITE ENGINE:</td>
<td>0</td>
</tr>
<tr>
<td>WORK TRAINS:</td>
<td>1 (WEKRV)</td>
</tr>
<tr>
<td>SNOW EQUIPMENT:</td>
<td>0</td>
</tr>
<tr>
<td>DETOUR TRAINS:</td>
<td>0</td>
</tr>
<tr>
<td>SWITCH</td>
<td>0</td>
</tr>
</tbody>
</table>

**TOTAL:** 3
## TRAIN MOVEMENT ACTIVITY THROUGH 07:00 OF RENO
### TUESDAY MARCH 31, 1988

**CATEGORY 1 (THROUGH FREIGHT TRAIN MOVEMENTS)**

<table>
<thead>
<tr>
<th>EASTWARD : TRAIN ID</th>
<th>RENO(EST)</th>
<th>WESTWARD : TRAIN ID</th>
<th>RENO(EST)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1AOAKS-30</td>
<td>4:20 AM</td>
<td>2MROOSTB-29</td>
<td>2:20 AM</td>
</tr>
<tr>
<td>1MOARD-30</td>
<td>7:40 AM</td>
<td>1MROSTB-28</td>
<td>6:20 AM</td>
</tr>
<tr>
<td>1MOAR-28</td>
<td>10:25 AM</td>
<td>1MNPSTB-26</td>
<td>10:40 AM</td>
</tr>
<tr>
<td>1ZOACH-31</td>
<td>11:00 AM</td>
<td>1AKSBE-27</td>
<td>3:45 PM</td>
</tr>
<tr>
<td>1GBKOG-29</td>
<td>4:35 PM</td>
<td>1ZG1OA-29</td>
<td>6:25 PM</td>
</tr>
<tr>
<td></td>
<td></td>
<td>1MPOSTB-29</td>
<td>9:20 PM</td>
</tr>
</tbody>
</table>

**EAST TRAINS:** 5  
**WEST TRAINS:** 6  
**TOTAL FREIGHT TRAINS:** 11

**CATEGORY 2: (LITE ENGINE, WORK TRAINS, YARD ENGINES, HELPERS, SNOW EQUIPMENT, LOCALS ETC):**

<p>| | | | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>PSGR TRAINS:</td>
<td>1</td>
<td>PSGR TRAINS:</td>
<td>1</td>
</tr>
<tr>
<td></td>
<td>(85 RENO 0515 PM)</td>
<td></td>
<td>(95 RENO 0533 AM)</td>
</tr>
<tr>
<td>YARD ENGINES:</td>
<td>0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>HELPERS:</td>
<td>0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>LITE ENGINE:</td>
<td>0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>WORK TRAINS:</td>
<td>0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>SNOW EQUIPMENT:</td>
<td>0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>DETOUR TRAINS:</td>
<td>0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>SWITCH</td>
<td>2</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**TOTAL:** 4
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' FIRST QUARTER 1998 PROGRESS
REPORT WITH RESPECT TO MERGER CONDITIONS

CARL W. VON BERNUTH
RICHARD J. RESSLER
Union Pacific Corporation
Suite 5900
1717 Main Street
Dallas, Texas 75201
(214) 743-5640

JAMES V. DOLAN
PAUL A. CONLEY, JR.
LAWRENCE E. WZOREK
Law Department
Union Pacific Railroad Company
1416 Dodge Street
Omaha, Nebraska 68179
(402) 271-5000

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

Attorneys for Union Pacific
Corporation, Union Pacific
Railroad Company and Southern
Pacific Rail Corporation

April 1, 1998
APPLICANTS' FIRST QUARTER 1998 PROGRESS REPORT WITH RESPECT TO MERGER CONDITIONS

Applicants UPC, UPRR and SPR\(^1\) hereby submit their first quarter 1998 progress report with respect to the conditions imposed on the Board's approval of the UP/SP merger in Decision No. 44, served August 12, 1996. Submission of this progress report was required by ordering paragraph 10 of Decision No. 44. See also id., p. 146 ("We require as a condition that applicants submit on or before October 1, 1996, a progress report and implementing plan regarding their compliance with the conditions to this merger, and further progress reports on a quarterly basis."); Finance Docket No. 32760 (Sub-No. 21), Decision served Oct. 27, 1997 ("Oversight Decision"), p. 19 ("UP and BNSF shall continue to report quarterly, with comprehensive summary presentations included in their progress reports due on July 1, 1998.").

\(^1\) Acronyms used herein are the same as those in Appendix B of Decision No. 44. UPRR and SPT merged on February 1, 1998.
As in our prior quarterly reports, items are included only if there have been developments since the prior report, and the information contained in this report is more abbreviated in nature than the more comprehensive presentation that Applicants will file on July 1, 1998. See Oversight Decision, p. 18. Applicants are not reporting on service issues, which have been addressed in separate reports and weekly data submissions in Ex Parte No. 573 and Service Order No. 1518.

I. BNSF, TEX MEX AND UTAH RAILWAY CONDITIONS

A. BNSF

BNSF Trackage Rights and Haulage. BNSF trackage rights traffic continued to grow over the past quarter. The most recent data reflect some seasonal fall-off, the effects of winter storms, and the effects of a short month in February, but the overall trend is clearly one of continued BNSF growth. As shown in Charts #1, #2 and #3 in Appendix A, BNSF averaged more than 605 through trackage rights trains in December, January and February, compared to 538 in the previous three months. The tonnage handled on those trains averaged 2.7 million tons in December, January and February,

2/ In previous quarterly reports, the number of BNSF through trains was underreported because Halsted-Temple and Caldwell-Elmendorf trains were not included in the total (data from these trains were, however, included in the figures for BNSF tonnage and carloads). The data being filed herewith reflect this correction for all periods.
compared to 2.5 million in the previous three months. And loaded and empty cars on BNSF through trackage rights trains averaged 33,640 in December, January and February, compared to 32,117 in the preceding three months. BNSF continued to operate at least daily through trackage rights train service in all major corridors. In addition, BNSF and its agent, Utah Railway, operated 496 local trains in December, January and February, handling over 12,248 loaded and empty cars and 972,580 tons of freight, down slightly from the previous three months’ totals of 579 trains, 12,870 cars, and 1,071,245 tons of freight.

BNSF has continued to compete vigorously with UP/SP. BNSF continues to win substantial business from UP/SP in competition for "2-to-1" traffic. For example, BNSF has recently been handling the vast majority of crude barite shipments from a customer in Dunphy, Nevada, to West Lake Charles, Louisiana. BNSF was also the successful bidder on paper traffic from a customer in Pine Bluff, Arkansas, to points served by NS and IC.

UP/SP’s expenditures on the lines over which BNSF has trackage rights have continued to exceed substantially the fees received from BNSF. The latest available data in this regard, through December 31, 1997, is contained in Appendix B.

Implementation Steps. UP/SP commenced Houston-Beaumont and Houston-Memphis directional operations on
February 1. BNSF converted its Little Rock-Pine Bluff haulage to trackage rights on January 16. BNSF commenced local train operations to and from Sparks, Nevada, on January 27.

The UP/SP-BNSF Joint Service Committee held a teleconference on January 15, 1998, and met on January 29 and dealt with a range of issues including: implementation of the system for measurements for performance of trackage rights trains, as provided for in the UP/SP-BNSF dispatching protocol; use of common criteria to measure blocked sidings; joint dispatching on UP/SP and BNSF lines in the Gulf Coast area, which began on March 15 with the creation of a regional dispatching center in Spring, Texas; billing issues at Dayton and Lake Charles; maintenance-of-way detours; and plans for the connection at Stockton, California. The Joint Service Committee also discussed the creation of a regional dispatching center and the exchange of ownership interests in UP’s and BNSF’s portions of the former SP’s Houston-New Orleans line, both of which are described below.

Line Sales. All of the UP/SP line sales to BNSF provided for in the merger settlement agreement have closed. In December, UP/SP and BNSF agreed to settle their dispute relating to the sale to BNSF of SP’s line between Iowa Junction and Avondale, Louisiana, and the parties have signed a settlement agreement. As explained to the Board in a February 18 letter filed in Service Order No. 1518 (copy
attached hereto as Appendix C), BNSF and UP have entered into a Term Sheet agreement under which BNSF and UP will exchange 50% undivided interests in BNSF's Iowa Junction-Avondale line and UP's line between Iowa Junction and Dawes, Texas. The agreement also clarifies limitations on UP's liability for expenditures that have been and may in the future be made to upgrade the Iowa Junction-Avondale line. In addition, as described more fully in the letter, the agreement between BNSF and UP created a regional dispatching center for Houston and Gulf Coast traffic, created new UP trackage rights over BNSF's line between Navasota and Beaumont, and allowed BNSF new access to customers along the former-SP line between Houston and Iowa Junction.

Connections. Construction of the connection at Stockton, California, has begun. BNSF has begun constructing a new connection at Longview, Texas, to support directional operations in the Houston-Memphis corridor.

Definition of "2-to-1" Points. Pursuant to the Board's Decision No. 10 in Finance Docket No. 32760 (Sub-No. 21), served Oct. 27, 1997, pp. 7-8, UP/SP and BNSF attempted to reach an agreement on a protocol to govern the resolution of disputes as to the list of "2-to-1" facilities that BNSF is entitled to serve pursuant to the UP/SP-BNSF Settlement Agreement and the Board's decisions in the UP/SP merger proceeding. UP/SP and BNSF were able to reach agreement on
most provisions of a protocol and submitted the remaining issues to the Board for resolution on November 26, 1997. In Decision No. 11 in the same docket, served Jan. 28, 1998, the Board resolved those issues. BNSF and UP have been proceeding in accordance with the protocol to resolve questions concerning "2-to-1" shippers.

Opening 50% of Contract Traffic at "2-to-1" Points to BNSF. UP/SP is in compliance with this condition, as clarified in Decision No. 57, served Nov. 20, 1996.

New Facilities and Transloading Condition. UP/SP is in compliance with this condition. UP/SP is not aware of any disputes with respect to the new facilities or transloading conditions.


B. Tex Mex

Tex Mex has continued to use its trackage rights to handle significant volumes of traffic, as shown in the charts in Appendix A. As can be seen in Charts #4, #5 and #6 in Appendix A, Tex Mex traffic levels had increased sharply in November, and they remained elevated in December and January, as a result of the Board's decision in Service Order No. 1518, served Oct. 31, 1998. The Board order required UP/SP to
permit BNSF to use its Caldwell-Flatonia-Eagle Pass trackage rights to interchange Laredo runthrough traffic with Tex Mex at Flatonia. As a result, BNSF interchanged traffic with Tex Mex at Flatonia, rather than at Robstown, which had the effect of inflating the traffic levels moving on Tex Mex's trackage rights over UP/SP's Flatonia line. In December, to facilitate directional running, UP/SP agreed to allow BNSF to operate southbound from Caldwell through Flatonia to Bloomington, at which point BNSF uses its pre-existing trackage rights to reach the Tex Mex at Robstown. The return of Tex Mex trackage rights numbers to their pre-November levels in February reflects BNSF's discontinuance of its Flatonia interchange with Tex Mex. This "trade-off" between southbound traffic attributed to BNSF as compared to Tex Mex traffic can be observed in the change in the relative magnitudes of the red and green segments in the bars for January and February in Chart #8.

Although Tex Mex traffic figures reflect a dip in February as a result of the discontinuation of the BNSF-Tex Mex interchange that had been taking place in prior months, the overall picture demonstrates a continued upward trend in Tex Mex traffic. A March 12 joint letter from the chief executives of Transportacion Ferroviaria Mexicana, Tex Mex, and KCS to UP's Chairman stated: "BNSF, KCS and Tex-Mex are increasing market share in and out of Mexico each month."
because "all are aggressively competing for this important traffic."

In February, Tex Mex handled 55 trackage rights trains and 1,723 loaded cars of trackage rights traffic, compared with its 1997 average of 26 trackage rights trains and less than 950 loaded cars of trackage rights traffic per month. As Chart # 7 in Appendix A shows, Tex Mex’s Laredo traffic has continued its upward trend.

In UP/SP’s previous quarterly report, we noted that Tex Mex had asked to use UP/SP’s West Belt line in Houston for its trackage rights operations, and UP/SP had advised Tex Mex that it is prepared to agree to these rights on a permanent basis in lieu of Tex Mex’s present rights on the East Belt line, so long as Tex Mex or PTRA will arrange for the movement of cars between PTRA’s lines and a track designated by UP/SP on the West Belt line. Tex Mex has not responded to this offer.

C. Utah Railway

In December, January and February, Utah Railway used the rights it gained in the UP/SP merger to operate 34 loaded and empty coal trains under a contract among Utah Railway, BNSF and Sierra Pacific Power and Idaho Power, owners of the North Valmy Station at Valmy, Nevada, in Utah Railway-BNSF interline service from Utah Railway origins to Valmy.
II. ABANDONMENTS

Service over the Whittier Junction-Colima Junction, California, line (Docket No. AB-33 (Sub-No. 93X)) was discontinued on March 1, 1998.

III. LABOR PROTECTIVE CONDITIONS

During the past quarter, the successful negotiation and ratification of agreements with the BLE and UTU involving the Houston, Longview and North Little Rock/Pine Bluffs Hub allowed UP/SP to commence directional running between Houston and Dexter Junction, Missouri, on February 1, 1998. Agreements involving the Roseville Hub agreements have been ratified and are awaiting implementation. Negotiations are continuing for the St. Louis and Portland Hubs, and negotiations have begun for the Los Angeles and Kansas City Hubs.

IV. ENVIRONMENTAL MITIGATION CONDITIONS

The following is a report on steps taken, and plans for future steps, in regard to the environmental mitigation conditions, which are addressed in the order they are listed in Appendix G to Decision No. 44:

A. Systemwide Mitigation

1. Track Inspection. This condition has been satisfied.

2. Tank Car Inspection. This condition has been satisfied.
3. **Signal Crossing Devices.** This condition has been satisfied.

4. **Emergency Response Phone Number.** This condition has been satisfied.

5. **TRANSCAER Participation.** This condition has been satisfied.

6. **Hazardous Materials Supervision.** This condition has been satisfied.

7. **Training Programs for Emergency Response Personnel.** This condition has been satisfied. The next tank car training program will be held in Pueblo in June 1998.

8. **UP Training and Operating Practices.** This condition has been satisfied.

9. **Closing Boxcar Doors.** This condition has been satisfied.

10. **Security Forces.** As previously reported, UP has extended to SP territory its policy of "zero-tolerance" of vagrancy and trespassing on railroad property. UP is participating in a new nationwide initiative by Operation Lifesaver to reduce trespassing on railroad property. UP met with the Reno Police Department regarding a "zero-tolerance" program in late June 1997; these discussions are on hold pending a City of Reno legal determination.

11. **Visible Smoke Reduction.** This condition has been satisfied.
12. **Use of Head-Hardened Rail on Mountain Curves.**
This condition has been satisfied.

13. **Compliance with FRA Rules and Regulations.**
This condition has been satisfied, and UP is working closely with FRA on a number of new safety initiatives.

**B. Corridor Mitigation**


15. **Consultations With Air Quality Officials.** UP has held discussions with officials in the states of Arizona, California, Colorado, Illinois, Nevada, Oregon, Texas, Washington, and Wyoming. UP is engaged in ongoing discussions in California.

16. **Noise Impacts.** UP has implemented a noise comment hotline and has advised each affected county and requested comments. UP monitors the noise hotline and will compile and analyze data to determine if a noise abatement plan is required.

17. **Use of Two-Way End-of-Train Devices.** This condition has been satisfied.
C. Rail Line Segment Mitigation

18. Priority List for Upgrading Grade Crossing Signals. UP provides train density information to states on a regular basis, which they use to reprioritize their grade crossing programs. In August/September 1997, UP sent train density information to the states of Arizona, California, Kansas, Nevada, Oregon, Texas, and Colorado. UP also furnished these states with anticipated train volumes following complete implementation of the merger.

19. East Bay Regional Park District MOU. The MOU is being implemented in accordance with its specifications. UP completed a lease agreement for Eckley Station, and is waiting to receive property descriptions and other documentation from the District in order to complete conveyance of additional properties. UP has installed one pedestrian crossing at Crockett, CA and is waiting for the District to process applications for the others.

20. Town of Truckee MOU. The MOU is being implemented in accordance with its specifications. UP has completed construction of its portion of the western undercrossing. The town expects to complete road construction this spring. The railroad continues to work with local and federal agencies in the development of a Truckee River hazardous material spill response plan.
21. **Placer County MOU.** The MOU is being implemented in accordance with its specifications. UP continues to meet with the City of Roseville on a regular basis to discuss the yard design and operations plan. UP has completed lease agreements for intercity rail service platforms in Auburn and Rocklin. UP has installed train control mechanisms to facilitate passenger operations. UP is in the process of conveying property and drafting leases for numerous properties as specified in the MOU. Several improvement projects specified in the MOU have been deferred or canceled at the request of the county and/or city involved.

22. **City of Reno.** UP is in compliance with the limit of 14.7 through freight trains per day through Reno. Pursuant to a Reno/UP request, the Board deferred its mitigation proceeding until November.

23. **City of Wichita/Sedgewick County.** UP is in compliance with the limit of 6.4 through freight trains per day on the Rock Island line through Wichita. Pursuant to a Wichita/UP request, the Board deferred its mitigation proceeding until further notice.

D. **Rail Yards and Intermodal Facilities**

24. **Noise Abatement Plans for Rail Yards.** Before UP undertakes any rail yard construction at the specified locations, UP will contact appropriate state and local officials and will report to SEA on the results of those
consultations. No construction is planned for these facilities at this time.

25. **Intermodal Facilities.** Before any changes are made at the specified intermodal facilities, UP will contact appropriate state and local air quality officials in the states of California and Illinois and will report to SEA on the results of those consultations. No construction or operating changes are planned for these facilities at this time.

E. **Abandonments**

26-61. As abandonments are carried out, UP will comply with all conditions. UP has developed a process to ensure that contractors and railroad personnel comply with all general conditions. Progress on specific abandonment conditions is reported below.

41. Gurden-Camden, AR. This condition has been satisfied as previously reported.

43. Gurden-Camden, AR. This condition has been satisfied as previously reported.

44. Magnolia Tower, Melrose CA. This condition has been satisfied as previously reported.

47. Towner-NA Junction, CO. This condition has been satisfied as previously reported.

48. Towner-NA Junction, CO. Confirm remediation complete. This condition has been satisfied.
49. Edwardsville-Madison, IL. Consult with agency. This condition has been satisfied.

52. Seabrook-San Leon, TX. This condition has been satisfied as previously reported.

55. Seabrook-San Leon, TX. This condition has been satisfied as previously reported.

57. Swan-Benchley, TX. Conduct survey and consult with agency. U.S. Fish & Wildlife staff have verbally agreed that salvage operations would not impact endangered species. UP is awaiting a formal reply.

59. Swan-Benchley, TX. Contact agency. This condition has been satisfied.

60. Sumann-Benchley, TX. This condition has been satisfied as previously reported.

61. Troup-Whitehouse, TX. Contact agency. This condition has been satisfied.

F. Construction Projects

62-108. As construction projects are carried out, UP will comply with all listed conditions. UP has developed a process to ensure that contractors and railroad personnel comply with all general conditions. A number of projects have been deferred to 1999 or beyond as a result of new priorities established during the service crisis. Progress on specific construction provisions is reported below.
78. Arkansas-Fair Oaks. This condition has been satisfied as previously reported.

79. Arkansas-Pine Bluff (east). This condition has been satisfied as previously reported.

80. Arkansas-Pine Bluff (west). This condition has been satisfied as previously reported.

81. Arkansas-Texarkana. This condition has been satisfied as previously reported.

84. Colorado-Denver. This condition has been satisfied as previously reported.

97. Missouri-Dexter. This condition has been satisfied as previously reported.

101. Missouri-Dexter. This condition has been satisfied as previously reported.
Respectfully submitted,

CARL W. VON BERNUTH
RICHARD J. RESSLER
Union Pacific Corporation
Suite 5900
1717 Main Street
Dallas, Texas 75201
(214) 743-5640

JAMES V. DOLAN
PAUL A. CONLEY, JR.
LAWRENCE E. WZOREK
Law Department
Union Pacific Railroad Company
1416 Dodge Street
Omaha, Nebraska 68179
(402) 271-5000

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

Attorneys for Union Pacific Corporation, Union Pacific Railroad Company and Southern Pacific Rail Corporation

April 1, 1998
CERTIFICATE OF SERVICE

I, Michael L. Rosenthal, certify that, on this 1st day of April, 1998, I caused a copy of the foregoing document to be served by first-class mail, postage prepaid, or by a more expeditious manner of delivery on all parties of record in Finance Docket No. 32760, and on

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

Premerger Notification Office
Bureau of Competition
Room 303
Federal Trade Commission
Washington, D.C. 20530

Michael L. Rosenthal
Chart #1
BNSF Trackage Rights
Number of Through Trains

Month/Year

Chart #3
BNSF Trackage Rights
Gross Tons (Through Trains)
Chart #4
Tex Mex Trackage Rights
Number of Through Trains

<table>
<thead>
<tr>
<th>Month/Year</th>
<th>Trains</th>
</tr>
</thead>
<tbody>
<tr>
<td>Oct-96</td>
<td>10</td>
</tr>
<tr>
<td>Nov-96</td>
<td>15</td>
</tr>
<tr>
<td>Dec-96</td>
<td>20</td>
</tr>
<tr>
<td>Jan-97</td>
<td>25</td>
</tr>
<tr>
<td>Feb-97</td>
<td>30</td>
</tr>
<tr>
<td>Mar-97</td>
<td>35</td>
</tr>
<tr>
<td>Apr-97</td>
<td>40</td>
</tr>
<tr>
<td>May-97</td>
<td>45</td>
</tr>
<tr>
<td>Jun-97</td>
<td>50</td>
</tr>
<tr>
<td>Jul-97</td>
<td>55</td>
</tr>
<tr>
<td>Aug-97</td>
<td>60</td>
</tr>
<tr>
<td>Sep-97</td>
<td>65</td>
</tr>
<tr>
<td>Oct-97</td>
<td>70</td>
</tr>
<tr>
<td>Nov-97</td>
<td>80</td>
</tr>
<tr>
<td>Dec-97</td>
<td>85</td>
</tr>
<tr>
<td>Jan-98</td>
<td>90</td>
</tr>
<tr>
<td>Feb-98</td>
<td>90</td>
</tr>
</tbody>
</table>
Chart #5
Tex Mex Trackage Rights
Number of Cars (Through Trains)

<table>
<thead>
<tr>
<th>Month/Year</th>
<th>Loads</th>
<th>Empties</th>
</tr>
</thead>
<tbody>
<tr>
<td>Oct-96</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Nov-96</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Dec-96</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Jan-97</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Feb-97</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Mar-97</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Apr-97</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>May-97</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Jun-97</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Jul-97</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Aug-97</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Sep-97</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Oct-97</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Nov-97</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Dec-97</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Jan-98</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Feb-98</td>
<td>0</td>
<td>0</td>
</tr>
</tbody>
</table>

Number of Cars (Loads & Empties)
Chart #6
Tex Mex Trackage Rights
Gross Tons (Through Trains)
Chart #7
Tex Mex Laredo Traffic
(Loaded Cars)
Chart #8
Tex Mex and BNSF Trackage Rights Traffic to Corpus Christi/Robstown and UP/SP-Tex Mex Interline Traffic (Southbound)

- BNSF Trackage Rights
- Tex Mex Trackage Rights
- UP/SP-TM Non-Laredo
- UP/SP-TM Laredo
- Tex Mex Laredo Gateway Southbound Volumes

Loaded Cars

Month/Year

APPENDIX B
TRACKAGE RIGHTS FUNDS

In Section 6 of Applicants' settlement agreement with CMA, Applicants agreed to place trackage rights fees received under the BNSF settlement agreement into two dedicated funds, one with respect to the trackage rights lines in Texas, Louisiana, Arkansas, Missouri and Illinois and one with respect to the trackage rights lines in the Central Corridor and California. Applicants agreed that the money in those funds would be spent on (a) maintenance on those lines, (b) offsetting depreciation of those lines, (c) capital improvements on those lines, and (d) costs for accounting necessary to administer the two funds. The following table provides information regarding the two funds through the quarter ending December 31, 1997, the latest date for which the data has thus far been compiled.

<table>
<thead>
<tr>
<th></th>
<th>Texas, Louisiana, Arkansas, Missouri and Illinois</th>
<th>California and Central Corridor</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>REVENUE</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Trackage Rights Fees</td>
<td>$12,289,715</td>
<td>$13,214,793</td>
</tr>
<tr>
<td>Capacity Improvement Fees</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td><strong>Total Revenue</strong></td>
<td>$12,289,715</td>
<td>$13,214,793</td>
</tr>
<tr>
<td><strong>EXPENSES</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Maintenance</td>
<td>$41,043,691</td>
<td>$29,408,374</td>
</tr>
<tr>
<td>Depreciation</td>
<td>42,716,635</td>
<td>32,369,120</td>
</tr>
<tr>
<td>Capital Expenditures</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Accounting Expenses</td>
<td>23,784</td>
<td>23,784</td>
</tr>
<tr>
<td><strong>Total Expenses</strong></td>
<td>$83,784,110</td>
<td>$61,821,278</td>
</tr>
</tbody>
</table>
APPENDIX C
February 18, 1998

BY HAND

Hon. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Room 711  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

Re: Service Order No. 1518

Dear Secretary Williams:

Since late last year, Union Pacific has been discussing with Burlington Northern Santa Fe the importance of creating a true joint dispatching center for UP and BNSF lines in Houston and in the areas surrounding Houston -- including the lines between Houston and New Orleans -- with unified personnel, unified technology, and full access by the joint dispatchers to information about the movements of the trains of both railroads. Last Thursday, UP and BNSF reached agreement on the establishment of such a joint dispatching center. A copy of the parties' agreement is attached hereto.

The agreement involves a number of elements of mutual, agreed-upon consideration:

First, as noted, BNSF has agreed to enter into the joint dispatching center, encompassing all the BNSF and UP/SP rail lines highlighted on the map attached to the agreement. Tex Mex and KCS are also welcome to participate, and it would be very helpful if they would; UP has repeatedly urged them to do so, but thus far they have refused.

Second, BNSF will grant UP overhead trackage rights over the BNSF line between Beaumont and Navasota, Texas, with the additional right to enter and exit at Cleveland and Conroe, Texas. This will improve Houston-area rail operations by allowing UP to bypass the Houston terminal for trains moving between points north and east of Houston.

Third, the parties will "swap" 50% ownership interests in (a) BNSF's former-SP line between Iowa Junction and Avondale, Louisiana, which BNSF purchased in 1996 as part of the UP/SP-BNSF settlement agreement in the UP/SP merger.
case, and (b) UP/SP's adjoining former-SP line between Houston and Iowa Junction, and will manage and operate this overall through line in much the same fashion that they do with joint facilities in the Powder River Basin. This will, among other things, resolve problems of lack of coordination in the imposition of "maintenance windows" on this line, which, in UP's view, have contributed significantly to UP's service problems.

Fourth, as an incident to BNSF's acquisition of a half interest in the former-SP Houston-Iowa Junction segment, and appurtenant branches, shippers that had been exclusively served by UP will be opened to service by BNSF. This involves more than 70 shipper facilities and some $40 million in annual gross revenues.

Fifth, the agreement clarifies limitations on UP's liability for expenditures that have been and may in the future be made to upgrade the Iowa Junction-Avondale line to the standard that was agreed upon in the 1996 sale agreement. BNSF had contended that the sale-agreement standard had not been complied with, and UP had strongly disagreed with this contention. That dispute has now been fully resolved.

We are frank to say that UP entered into this agreement with reluctance. Granting BNSF the right to serve all shipper facilities on the Houston-Iowa Junction line and appurtenant branches (including the Dayton and Port Arthur branches) will be costly, and was absolutely not justified by any competitive impact of the UP/SP merger or any issue with regard to BNSF's clear competitiveness under its merger-case trackage rights. But UP concluded that this significant commercial concession was warranted by the overriding need to coordinate and improve BNSF and UP operations in the Houston area, including achieving optimally efficient operation of an integrated line between Houston and New Orleans.

The Houston/Gulf congestion problem has proven more severe and intractable than anyone imagined when it emerged last year. It is now clear that the railroad physical plant in the Houston/Gulf area -- and particularly the SP plant -- is taxed to its limit by the high traffic volumes and complex switching requirements of the chemical and other customers in this area. As the Board recognized in the Decision it served yesterday in this docket, much of the solution to this problem lies with the continuing attainment of the efficiencies of the UP/SP merger. UP has now completed the complex processes of (a) arriving at Houston-hub and associated labor implementing agreements, (b) implementing UP's TCS computer system on SP lines in the Houston/Gulf area, and (c) implementing directional running between Houston and Memphis. Each of
these transitions has been difficult and has caused interim disruptions -- indeed, the transition to smooth directional running is still underway -- but their ultimate result will unquestionably be a tremendous improvement in operations. There is also an urgent ongoing need for capital investments in the area, and UP has committed more than $570 million to that end during this year and next year. But in addition to all these essential steps, UP concluded that joint dispatching was also a critical element in reaching a clear assurance that the congestion problems in this area will be overcome.

Parts of the UP-BNSF agreement will go into effect without any need for Board action. These include the joint dispatching, which will be implemented as soon as the necessary technology can be put in place and the necessary training completed, and no later than 30 days from February 12; the opening of all industries on the Houston-Iowa Junction line and appurtenant branches to BNSF, which will go into effect as soon as practical, and, again, in all events within no more than 30 days from February 12; and the resolution of the dispute as to UP's liability for expenditures to upgrade the Iowa Junction-Avondale line, which is also effective immediately. The Beaumont-Navasota trackage rights will be the subject of a class exemption, to be filed shortly. Finally, the ownership "swap" will require Board action, and the parties expect to file an appropriate joint request for such action in the near future.

UP's entry into this agreement demonstrates its profound commitment to do whatever is necessary to overcome the service crisis which, since last fall, has affected the Houston-area rail system -- and indeed, for parts of the period, much of the West. We are confident that we are now on track to completely overcoming that unprecedented and extraordinarily persistent and difficult crisis.

Sincerely,

Arvid E. Roach II

Attorney for Union Pacific Railroad Company

cc: Hon. Linda J. Morgan (courtesy copy)
Hon. Gus A. Owen (courtesy copy)
Melvin F. Clemens, Jr., Director, Office of Compliance and Enforcement (courtesy copy)
All Parties of Record
April 1, 1998

VIA HAND DELIVERY

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


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-7). 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,

[Signature]

Enclosures
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, SP CSL CORP. AND THE DENVER AND
RIO GRANDE WESTERN RAILROAD COMPANY

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

Jeffrey R. Moreland
Richard E. Weicher
Michael E. Roper
Sidney L. Strickland, Jr.

The Burlington Northern
and Santa Fe Railway Company
3017 Lou Menk Drive
P.O. Box 961039
Ft. Worth, Texas 76161-0039
(817) 352-2353

and

1700 East Golf Road
Schaumburg, Illinois 60173
(847) 995-6887

Erika Z. Jones
Adrian L. Steel, Jr.
Kathryn A. Kusske
Kelley E. O’Brien

Mayer, Brown & Platt
2000 Pennsylvania Ave., NW
Washington, DC 20006
(202) 463-2000

Attorneys for The Burlington Northern and Santa Fe Railway Company

April 1, 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 seventh 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).

In its last Quarterly Progress Report filed on January 2, 1998, BNSF provided a
summary of the operational 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 the trackage and other rights on the lines of UP and SP (the "UP/SP lines") BNSF
received access to as a consequence of the UP/SP merger and a summary of its
marketing activities on those lines during the fourth quarter of 1997. This Progress Report will discuss the operational changes that have occurred since January 2, 1998, as well as provide an update on BNSF’s first quarter marketing efforts. Included in this Report is a discussion of the various operational changes and marketing efforts initiated during the first quarter of 1998 as a result of the February 12, 1998 Agreement ("Term Sheet Agreement") between UP and BNSF. These include (i) the establishment of a regional dispatching center at Spring, Texas for Houston and Gulf Coast train operations, and (ii) the operations that BNSF has implemented to serve all present and future industries and other shipper facilities located on the former SP Lafayette Subdivision between Dawes, Texas and Avondale, Louisiana.\(^1\)

As documented by this Progress Report, BNSF has aggressively continued its efforts over the past three months to compete with UP on the UP/SP lines.

I. BNSF SERVICE IN THE FIRST QUARTER OF 1998

As was previously announced, on February 12, 1998, UP and BNSF entered into the Term Sheet Agreement to allow greater coordination between railroads along the Gulf Coast and to improve operations and reduce congestion. The Term Sheet Agreement will allow BNSF to improve service options for rail shippers using BNSF into and out of the Houston area by permitting BNSF to restore its scheduled train operations

\(^1\) The exchange of 50% ownership interests by BNSF and UP in their respective main lines (including operating sidings) which constituted the former Southern Pacific 342-mile Houston-New Orleans line (the "50/50 line") is the subject of a Petition for Exemption which will be filed in the near future. In the statements that will be filed in support of the Exemption Petition, BNSF will detail both its operational and marketing activities related to the Term Sheet Agreement.
to meet those customers' transportation expectations of competitive service by BNSF in the place of SP following the UP/SP merger. It will also increase competitive alternatives for rail shippers along the 50/50 line and its branches and spurs by providing those shippers with access to BNSF as well as UP for their line haul rail transportation needs. Finally, the additional assets, such as crews, locomotives, and cars, which have been required because of the Gulf Coast congestion could be redeployed to other areas of need, increasing rail capacity in the region and across the nation overall.

The Term Sheet Agreement provides for the establishment of a regional dispatching center at UP's command center in Spring, Texas which became operational on March 15, 1998. The dispatching center will allow UP and BNSF to minimize train and service delays and congestion in the Houston terminal area and between Houston and New Orleans, and rail customers and the general public will benefit from better train flows along this critical Gulf Coast corridor. In addition, full implementation of the center's functions should also improve Gulf Coast trackage rights operations for the Texas Mexican Railway Company ("Tex Mex").

Under the Term Sheet Agreement, BNSF has also agreed to grant UP overhead trackage rights over the BNSF line between Beaumont and Navasota, Texas, with the additional right to enter and exit the line at Cleveland and Conroe, Texas. This will improve Houston area rail operations by allowing UP to bypass the Houston terminal for trains containing traffic neither originating or terminating in the Houston area, moving through the region between the north, east and west of Houston. This "bypass" option
gives UP something it and its customers have heretofore not had -- i.e., the ability to route regional and transcontinental traffic around, not through, the Houston terminal.

A key provision of the Term Sheet Agreement provides BNSF with access to all present and future industries and other shipper facilities, including team tracks and transloads, located on the 50/50 line and on all former Southern Pacific branches and spurs, and on any new branches and spurs, appurtenant to the 50/50 line.

In addition, during the first quarter of 1998, 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 proceeding. 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 10% from approximately 62,445 units in the fourth quarter of 1997 to a projected 68,668 units in the first quarter of this year. The first quarter 1998 volumes are more than triple the volumes for the first quarter of 1997.

Throughout the first quarter of 1998, BNSF has maintained its commitment to improving its service over the UP/SP lines and believes that the greater coordination between UP and BNSF as evidenced by the Term Sheet Agreement will result in continued improvements in operations and reductions in congestion in the Houston area and along the Gulf Coast. Nonetheless, as UP has advised the Board in its recent weekly service reports, the congestion and other service problems on UP's lines in the Houston terminal area have reached critical proportions again, and therefore it was
appropriate for the Board to extend the Service Order until August 2, 1998, in order to allow additional time for the problems to be resolved.

II. UPDATE ON BNSF PROGRESS ON IMPLEMENTATION

This section updates the status of BNSF's progress in implementing service over the lines to which it was granted access under the Board's Decision No. 44, including the specific implementation steps BNSF has taken during the period from January 1, 1998, through March 31, 1998.

BNSF and UP continue to improve the systems and processes for handling haulage and UP switched shipments. However, systems deficiencies remain an obstacle for BNSF in its efforts to provide a fully competitive service at "2-to-1" points. As example, shipments originating at "2-to-1" points which the shipper intends to be handled at the origin by BNSF but which are destined for final delivery by UP via either line haul or reciprocal switch are frequently not being billed as BNSF movements at all. Even though customers are providing accurate billing information, UP's information systems are not able to recognize the BNSF haulage route; rather, UP is billing the movement as if it handled the shipment directly from origin to destination entirely for its own account.

To address this problem, BNSF is in the process of developing systems that will measure and monitor haulage services provided by UP. These systems are designed to enable BNSF to quickly identify UP failures and to permit BNSF to take immediate corrective action. It is BNSF's intent to use these systems to ensure that its customers
receive the BNSF service they have requested in a manner consistent with their expectations.

A major project that the BNSF and UP information services teams have been working on will permit, when implemented, tracking and reporting of trains over trackage rights lines by both carriers. This project, the "161 Project", has been a high priority of both carriers during the first quarter. Reporting is now being tested, and implementation of this reporting system is expected during the second quarter.

Other BNSF information system team projects include resolving joint information exchange problems with the team's UP counterpart. The number of open problems has dropped from the high-fourties last summer to the mid-teens presently. Further, the percentage of BNSF waybills transmitted to the UP systems for UP haulage accepted by UP without manual intervention has risen over the same period from 70% to 98%.

A major effort is now underway by both carriers to develop processes for information systems and customer service support where industries are jointly served by BNSF and UP, which would include nearly all Utah customers and all customers along the 50/50 line and branches between Dawes, Texas and Avondale, Louisiana. Information exchange integrity remains a major issue, with focus by both BNSF and UP, on providing customers with competitive service along trackage rights lines and at "2-to-1" points.

The following are highlights of BNSF's operational developments during the first quarter of 1998:
A. Gulf Corridor

1. First Quarter Service Update

With excellent cooperation from elected officials in Little Rock, Arkansas as well as the hard work of the Little Rock Port Authority Railroad ("LRPA"), BNSF commenced local Little Rock-Pine Bluff service on January 15, 1998, to serve BNSF customers in Little Rock, including those switched by UP and those on two "2-to-1" shortlines, the LRPA and the Little Rock & Western ("LRWN"). This service start-up was required because of repeated service failures experienced by BNSF and its customers using UP haulage service via either the UP or SP route between Pine Bluff and Little Rock. Though initially commenced as a six day/week local service, because of the directional flow on the line between Houston and Memphis, BNSF's trains currently operate three days per week from Little Rock to Memphis and three days per from Memphis to Little Rock.

On January 29, 1998, BNSF and Tex Mex eliminated the temporary Flatonia, Texas interchange initiated on November 10, 1997, pursuant to STB Service Order No. 1518 and restored the Robstown, Texas interchange for traffic moving to and from Mexico via Laredo, Texas, as well as for traffic to and from Laredo itself. BNSF is operating its own trains from Temple, Texas, south via Flatonia to Corpus Christi and Robstown, and north from Corpus Christi and Robstown via Algoa, Texas, to Temple. The directional operations on BNSF are made possible by trackage rights over UP granted to BNSF southbound between Flatonia and Placedo, Texas. The rights, granted in December 1997, remain in effect as long as UP continues similar directional operations between Houston, Flatonia and Placedo, to ease congestion and improve service to local customers. Since February 1998, BNSF's Brownsville traffic has been interchanged to UP at Flatonia for haulage to Brownsville, rather than at Houston, thereby keeping that traffic out of the Houston terminal and resulting in a service improvement for customers and flows involved.

BNSF and UP began directional flow operations between Houston and Memphis beginning on February 1, 1998. BNSF traffic originating or terminating in Houston as well as UP traffic is moving north along the UP line and south along the SP line. BNSF's daily merchandise trains between Longview, Texas and Memphis are moving both northbound, against the current of traffic, and southbound on the former SP line. This operation "against the flow" will continue until installation of a new track connection is completed in May, 1998, permitting BNSF to join the northbound flow over the UP directional line from Longview, Texas.
On February 1, 1998, BNSF and UP began directional flow operations between Houston and Beaumont. BNSF and UP traffic moves east along the UP line and west along the SP line.

During the first week in February, 1998, BNSF, UP and the Port Terminal Railroad Association ("PTRA") agreed to establish an interchange at Pasadena, Texas for the movement of cars originating on the former SP trackage in the Sinco-Strang area. UP now interchanges cars at Pasadena through PTRA for BNSF movement to South Yard, eliminating the circuitous and time-consuming movement of interchange traffic through Englewood Yard between UP and BNSF. By implementing this change, BNSF and UP have improved service transit times and consistency for customers, and have kept unnecessary carload traffic out of Englewood Yard thereby reducing congestion.

On February 18, 1998, Ferrocarril Mexicano ("FXE") commenced operations on the trackage connecting with BNSF at Eagle Pass (and El Paso), Texas. Start-up of this privatized carrier is expected to bring renewed commercial focus to customers south of the Eagle Pass gateway, and should further strengthen BNSF operations and plans to provide competitive service through this gateway.

Direct BNSF service to International Paper and General Chemical at Pine Bluff, Arkansas began during the first part of March 1998. BNSF's Memphis-Little Rock train sets out and picks up cars directly with the contract switcher providing plant switching services to International Paper and General Chemical for connections with BNSF's Memphis-Little Rock local.

A regional UP/BNSF dispatching center at UP's command center in Spring, Texas became operational on March 15, 1998. The center has responsibility for jointly dispatching traffic on the 50/50 line as well as UP's Houston to Beaumont line, lines of the Houston Belt & Terminal Railway Company ("HB&T"), and the trackage in the Houston terminal area that was jointly owned and dispatched by SP and PTRA between Sinco and Deer Park Junction. The lines are dispatched in accordance with the dispatching protocol adopted pursuant to the Chemical Manufacturers Association Agreement dated April 18, 1996 ("CMA Agreement"), in the UP/SP merger proceeding. That protocol provides that trains of the same class will be treated equally so that all carriers in Houston and along the Gulf Coast will be able to provide the same quality of service to shippers. The dispatching center will also coordinate operations of routes in and out of Houston to regulate flows and avoid route and terminal congestion by better planning and coordination. Tex Mex involvement in the center, in
the form of an assigned representative, began during the week of March 16, 1998.

As a result of gaining access to over 100 additional customers on the former SP main line, branches and spurs between Dawes (Houston), Texas and Iowa Junction, Louisiana, pursuant to the Term Sheet Agreement, BNSF commenced direct service to several customers, including North Star Steel, Korf, Texas and North Star Steel of Texas and other pipe receivers on the Sheldon, Texas team track during the week of March 16, 1998.

2. Status of Houston Area and Gulf Coast Operations

While various steps have been taken to improve operations in the Houston and Gulf Coast areas during the first quarter of 1998, the results of those efforts have so far not been adequate to meet customers' needs. BNSF still is unable to provide the competitive service that it desires in the Gulf Coast area, and its current service in the area is not up to the standard BNSF would like it to be because of the continuing operational problems in Houston and along the Gulf Coast. In recent weeks, in part due to implementation of the regional dispatching center at the Spring, Texas, BNSF has noted some improvement in operations through the Houston terminal and along lines to New Orleans and Memphis. We are hopeful this progress can be sustained and built upon.

However, in the most recent week, extreme congestion on the former SP “Sunset Route” east and west of San Antonio, as well as along the former SP route between Caldwell and Placedo, Texas, has negatively impacted BNSF service in these areas, specifically to and from south Texas, Laredo and Eagle Pass. BNSF’s operations remain fluid to these points. However, these problems, coupled with the threat of congestion as a result of UP’s embargo of the Laredo gateway for all but intermodal and automotive
traffic as of midnight, March 27, 1998, forced BNSF to adopt a permit system for metering traffic destined for Corpus Christi, Laredo, and Eagle Pass on Monday, March 30, 1998. This permit system, which BNSF hopes will be short-term in nature, will be accompanied by an embargo of traffic without a permit, which will allow BNSF to match volumes to these gateways with available capacity along the trackage rights lines. BNSF will also be better able to match the capacity of the two Mexican carriers, Transportation Ferroviaria Mexicana ("TFM") and TEX, to accept traffic on a timely basis at Laredo and Eagle Pass, respectively. BNSF is in regular communication with the Mexican carriers and with Tex Mex on a daily basis to ensure that the maximum amount of traffic which can be accommodated over these routes and through these gateways can be handled. BNSF is hopeful of handling up to three trains daily to the Laredo gateway, and two trains six days/week to the Eagle Pass gateway during the term of the L'P embargo.

3. Near Term 1998 Service Plans

BNSF will continue its current through and local train operations on the portion of the 50/50 line from Iowa Junction to Avondale. On the portion of the line between Dawes and Iowa Junction, operations to provide service to the shipper facilities to which BNSF has gained access under the Term Sheet Agreement are planned as follows:

- The local switcher currently operating between Houston and Dayton will provide service six days per week with one crew from Houston to Dayton and one crew from Dayton to Houston for shippers located between Dawes and Dayton. As mentioned above, this switcher service commenced serving new customers located on the Sheldon, Texas spur during the week of March 16, 1998.

- On the Baytown and Cedar Bayou Branches, BNSF will establish a local commencing in April 1998, and serve all industries with the exception of those shippers who specify otherwise. As traffic is increased and
agreements are made with shippers for BNSF to switch their facilities, an additional local may be added.

- Between Dayton and China, Texas, BNSF’s existing Silsbee train will provide direct service to shippers on that line segment six days per week.

- On the Sabine Branch and Chaison Spur, BNSF plans to use UP haulage between Beaumont and Port Arthur, Texas in the near term. Traffic from that branch will be added to existing BNSF train service from Beaumont.

- Between Amelia and Korf, Texas, BNSF’s existing Beaumont switcher will serve shippers accessed. As mentioned above, BNSF commenced service to shippers at Korf, Texas with the spotting or empties for loading at North Star Steel.

- For shippers between Korf and West Lake Charles, except for Orange, Texas, BNSF plans to provide service on existing through trains unless the volume of traffic grows to necessitate adding dedicated local service. This would include service to and from the Sabine River & Northern Railway Company at Echo, Texas, where BNSF plans to seek authority to establish an interchange.

- At Orange, Texas, BNSF plans to continue to use UP’s haulage services for BNSF traffic for the foreseeable future.

- In the Lake Charles area, while BNSF expects to continue to use UP’s haulage services for BNSF traffic that area, it is continuing to study the feasibility of providing direct service to facilities there.

- Service to shippers on the Lake Arthur Branch will continue to be provided service using UP haulage via Lake Charles.

4. **Capital Projects**

- BNSF is continuing its capital projects program in the Gulf Coast area. It has completed its upgrade of the portion of the line between Avondale and Lafayette and is now beginning to upgrade the Avondale yard.

B. **Central Corridor**

1. **First Quarter Service Update**

- On January 27, 1998, BNSF began local train operations via UP trackage rights between Sparks and Winnemucca, Nevada, with service to a BNSF
transload facility at Sparks, to which BNSF received access pursuant to the Board’s Decision No. 75. The new train service operates three times a week.

- A new BNSF director has been assigned to oversee BNSF operations in the Central Corridor and specifically in the Provo-Salt Lake-Ogden area.

2. **Capital Projects**

- BNSF is working with Utah Railway to add an additional 84 car track at Provo, Utah.

- BNSF has obtained approval from UP to establish a long-term lease of property at Midvale, Utah where BNSF intends to build six tracks in addition to the two tracks currently leased to BNSF by UP.

- BNSF is seeking to lease additional track from UP at Ogden, Utah to handle increases in BNSF’s traffic. So far, UP has been unable or unwilling to enter into such lease. BNSF also has requested UP to agree to a lease of property suitable for building trackage adjacent to BNSF’s existing leased track in Ogden and expects an answer from UP shortly.

- BNSF is seeking to lease sufficient track from UP at Grand Junction, Colorado to support the start-up of local operations in that area. UP has agreed to lease such track to BNSF, but the exact track has not been identified.

C. **I-5 Corridor**

1. **First Quarter Service Update**

- BNSF continues to face problems in operations over the trackage rights lines between Keddie and Stockton because of erratic operations by UP. This situation will be greatly improved with the installation of the agreed-upon connections at El Pinal and Stockton. To expedite the process, BNSF and UP have agreed to install temporary connections until permanent connections are in place. It was anticipated that the temporary connections would be in place by early April, but due to complications involving signaling, installation of those connections has been delayed for some period of time.
D. Southern California

1. Capital Projects

A new track connection between BNSF and UP was installed during March, and placed in service on March 27, 1998, at Basta (Fullerton), California. Establishment of this connection permits BNSF to directly serve the Cargill Refinery, a "2-to-1" customer facility, and Buildings 18, 22, and 28 in the Hunt-Wesson Fullerton, California complex.

BNSF is now operating daily merchandise train service in all of the major trackage rights corridors except between Corpus Christi and Brownsville. As previously mentioned, since February 1998, BNSF's traffic for Harlingen and Brownsville, Texas as well as to and from the Brownsville & Rio Grande International Railroad Co. ("BRGI") connection at Brownsville and the TFM connection at Matamoros has been interchanged to UP at Flatonia for haulage, thereby keeping that traffic out of the Houston terminal and reducing congestion in the Houston area.

III. BNSF's MARKETING PLANS AND EFFORTS

A. Recent Activities

During the first quarter of 1998, BNSF has been involved in marketing activities with respect to (i) its new service to customers under the Term Sheet Agreement; (ii) expansion of its business to and from Mexico; and (iii) continued communications with customers concerning its new access rights.

Under the Term Sheet Agreement, UP's and BNSF's exchange of ownership interests in the 50/50 line will increase competition in the Gulf Coast area. Prior to the Agreement, BNSF had access to "2-to-1" customers and new facilities along the Dawes-Iowa Junction main line and on the former SP Baytown Branch. BNSF also had
access pursuant to the CMA Agreement to customers in the Lake Charles, Louisiana area. The Term Sheet Agreement, however, will allow BNSF to access at least 100 additional customers and facilities which are locally-served by UP and, in some cases, other carriers on portions of the 50/50 line, as well as on branches and spurs to the line formerly owned by the Southern Pacific and on any future branches and spurs to the 50/50 line. A list of the customers and facilities that BNSF has identified to date will gain access to BNSF for the first time under the Term Sheet Agreement is attached hereto as Attachment 1.

In addition to gaining access to the 100 customers and facilities presently located on the 50/50 line and its branches and spurs as identified in Attachment 1, BNSF will gain access to customers and facilities that locate along the 50/50 line and its branches and spurs in the future, or on branches and spurs which may be built off of any of this trackage by UP or any other party, including, but not limited to, new customers and facilities located on the Cedar Bayou Branch, Lake Arthur Branch, the Sabine Branch, the West Lake Charles (Louisiana) Branch, and the Chaison and Sheldon (also known as Channelview) spurs, in addition to access to new customer facilities provided for in the BNSF Settlement Agreement along the Houston-Iowa Junction trackage rights line and the Baytown Branch.

For example, BNSF will gain access to:

- The large number of iron and steel pipe, and other receivers which use the Sheldon, Texas team track facilities located at the end of the Sheldon (or Channelview) Spur;

- Facilities jointly and directly served by both UP (formerly SP) and KCS, including industries at Chaison and Korf and in the Port Arthur, Texas area;
* Access to the Southern Gulf Railway Company build-out spur from the Roy S. Nelson Generating Station near Mossville, Louisiana (Nelson) to a point on the 50/50 line at Sulphur, Louisiana;

* Access to the Sabine River & Northern Railway Company, a shortline connecting with the 50/50 line at Echo, Texas; and

BNSF is currently preparing detailed information on the access to BNSF service for distribution to customers on the 50/50 line between Houston and Lake Charles, including main lines, spurs and associated branch lines.

Further, on February 23, 1998, BNSF marketing personnel began contacting the customers to which BNSF will gain access, acquainting them with their ability to access BNSF as well as UP for meeting their transportation requirements, and determining, from them, where BNSF could provide transportation services in response to their transportation needs. As with any survey, each contact reveals additional contacts which need to be made, as well as questions and concerns which need to be addressed. While this will be an ongoing process, all initial, in person or telephone contact with these customers had been made by March 6, 1998. Our dialogue with these new BNSF customers will continue to insure we can meet their rail transportation expectations before commencing service to them.

Facilitating in this contact process, as well as with contacts made to or from other customers BNSF gained access to as a result of UP/SP merger conditions, is our newly formed system-wide Direct Account Resource Team ("DART") account management group. This group, contained in the Merchandise Business Unit in Fort Worth, began operation on March 2, 1998, and is charged with contacting small and inactive BNSF accounts not otherwise covered by our commercial organization. DART will report to a
managing director and, at full staffing, will consist of two sales directors and eight account managers. It is commencing a process of follow-up with a number of our smaller “2-to-1” customers to establish and maintain contact, ensure they remain aware of BNSF service availability to meet their transportation needs, help them build their businesses, and increase rail shipments for BNSF.

With regard to Mexican traffic, 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, became fully operational during the first quarter of 1998. This group, with seven commercial representatives in Mexico City and Monterrey, Mexico and additional border crossing support functions and US/Mexico operational coordination at BNSF’s Fort Worth, Texas headquarters, in concert with other commercial groups at BNSF, increased Mexico units handled by BNSF 34% during the first quarter of 1998, compared with the same time period in 1997. In addition, representatives of this group spent considerable time becoming acquainted with their counterparts on TFM and FXE, as well as acquainting representatives of those carriers with the system capabilities of BNSF. Those activities will continue in the months ahead.

During the first quarter of 1998, BNSF continued its communications with shippers and shipper organizations. Each of these meetings and presentations addressed BNSF’s implementation of the merger conditions. Copies of Customer Service Update communications from BNSF are attached as Attachment 2.
B. Traffic Volumes

As discussed earlier, and as the chart attached hereto as Attachment 3 reflects, BNSF traffic volumes over the lines to which BNSF received access as a result of the merger have continued to grow. Attachment 4 shows the breakdown by general commodity groups of this traffic.

Overall, the traffic volumes on these lines will have increased by over 10%, from 62,445 units in the fourth quarter to a projected 68,668 units in the first quarter of 1998. These first quarter 1998 volumes are more than triple the volumes for the first quarter of 1997. 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 Attachment 5 reflect the volumes of traffic in each of the major traffic lanes in which BNSF received access since the beginning of 1997.

C. 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 facilities include access to “2-to-1” customers 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 over 1,000 customer facilities pursuant to the UP/SP merger conditions.

Major accomplishments during the quarter include:

- Pursuant to the STB's January 23, 1998 decision, the terms for a "2-to-1" shipper protocol have been established, and an agreement implementing those terms is under review by BNSF and UP. The agreement is expected to be completed in the near future.

- As a result of inquiries begun in November, 1997 concerning BNSF access to customers located at Great Southwest, Texas, UP redefined 25 customers located at Great Southwest, including Carry Companies, which it had previously asserted were local UP points as "2-to-1" points accessible by BNSF on January 12, 1998. Although BNSF now has access to these customers, it should be noted that BNSF was unable to handle several hundred carloads of product destined for Carry Companies in 1997 while this dispute was being resolved.

- Following a dispute between BNSF and UP concerning BNSF access to Mariani Company at Salt Lake City, Utah under the terms of the BNSF Settlement Agreement and subsequent STB decisions concerning transloads, BNSF contact with and research into Mariani resulted in UP agreeing, on January 27, that Mariani is a transload facility to which BNSF has access.

- A long-running dispute between BNSF and UP involving BNSF access to Building 28, Hunt Wesson, Fullerton, California has been settled through the efforts of all three parties involved. On March 20, 1998, UP agreed to permit BNSF access to this facility, along with other adjacent facilities, although not as a "2-to-1" shipper facility. As this agreement met the needs of the customer involved, BNSF has also agreed to the terms of UP's access, and the matter is settled.

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 and transloads, "2-to-1" shortline customer facilities, customer facilities on connecting carriers open to reciprocal switch, and
customer facilities on purchased lines served directly by BNSF are attached as Attachment 6.

During the first quarter, UP responsiveness to BNSF inquiries concerning access to potential "2-to-1" customers and transloads is much improved, and UP is complying with the terms of the "2-to-1" shipper protocol. At this time, there are no major outstanding "2-to-1" or transload customer facility disputes outstanding between UP and BNSF.

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, Texas, 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 in 1997.
Additionally, on January 26, 1998, BNSF began direct service to R.R. Donnelley through its new QDC transloading facility at Sparks, Nevada, marking BNSF’s first direct service to the Reno area. BNSF recently gained a second customer using this facility, and several others are in discussions about additional business. In addition, BNSF is also working on exploring the establishment of team track facilities at a number of locations, including Winnemucca and Reno, Nevada, in response to inquiries from other customers. Overall, BNSF has over 50 industrial development projects at various stages of discussion for location along UP/SP lines.

One other issue resolved by the Term Sheet Agreement was BNSF access on competitive terms to customers switched by Louisiana & Delta Railroad (“L&D”) on sections of track leased from SP near Lafayette, Louisiana, including customers on the Breaux Bridge branch, on the Power House Spur, and at Elks, Louisiana. The Term Sheet Agreement resolved on a prospective basis BNSF access to these customers by eliminating additional rental or other fees L&D would have otherwise owed UP for traffic to and from these customers routed via BNSF instead of UP. As a result, customers have begun to return business to BNSF line haul which had been diverted to UP while this issue remained unresolved.

IV. ISSUES AFFECTING BNSF’S IMPLEMENTATION OF TRACKAGE RIGHTS

In its January 2, 1998 Quarterly Progress Report, BNSF reported on various issues that were adversely affecting BNSF’s competitiveness on the trackage rights lines, including the congestion and service deficiencies on UP’s lines in south Texas. As the charts attached as Attachments 7 to 9 show, BNSF continues to experience significant
delays in moving traffic under the rights it was granted in the UP/SP merger proceeding due to the congestion and deficiencies. As Attachment 7 indicates, the percentage of traffic from the Baytown Branch delivered by UP to BNSF within the standard delivery time has increased substantially over the last month to the point where less than 50% of the traffic is being delivered within the standard. Similarly, as Attachment 8 reflects, BNSF traffic in the Houston terminal complex is consistently delayed -- often by as much as twice the standard running time. Finally, Attachment 9 reveals that, on the key through routes between Iowa Junction and Dawes and between Houston and Memphis, numerous sidings continue to be blocked, extra crews are required, and significant running time delays are the norm.

In addition to the adverse effects the UP service crisis continues to have on BNSF's competitiveness, new developments involving KCS and Tex Mex and other access issues are impacting BNSF's efforts to achieve full implementation of the rights granted to it by the Board.

A. Mexican Gateways

As the Board is aware, in its decision approving the UP/SP merger, the Board imposed two conditions that were intended to ensure that the merged UP/SP system faced competition for traffic crossing between the United States and Mexico at Laredo. The first condition, which had been embodied in the agreement between UP/SP and BNSF, gave BNSF a connection to Tex Mex to create a BNSF/Tex Mex routing over Laredo. The second condition, which the Board imposed over the objection of UP/SP and BNSF, gave KCS a connection to Tex Mex to create a KCS/Tex Mex routing over
Laredo. Laredo historically had been served by UP-direct and SP/Tex Mex routings, and the merger case proceeded on the understanding that the appropriate way to replace the competition lost as a result of the merger was to allow one or more Class I carriers to interconnect with Tex Mex to create new service over Laredo.

Since the merger, BNSF and Tex Mex have cooperated with each other to make the BNSF/Tex Mex routing a reality, and they have negotiated in an attempt to reach a durable, long-term agreement that would make the BNSF/Tex Mex routing attractive to shippers. The negotiations have not yet produced such a long-term agreement and, as explained further below, negotiations were stopped in mid-March because of serious issues concerning Tex Mex's ability to cooperate with BNSF. These issues were brought to our attention in a series of recent correspondence. ²

For purposes of this Quarterly Progress Report, BNSF would like to summarize its views on the issues involving Tex Mex for the Board. First, BNSF was unaware until March 9 of any specific terms of the December 1995 agreement between KCS and TMM and was unaware that any provision of any agreement might materially limit the ability

² Although the Board has received the series of correspondence, BNSF will briefly reference it here. On March 9, Mr. Michael R. Haverty, President and CEO of KCS, sent a letter to Mr. Robert D. Krebs, Chairman, President and CEO of BNSF, concerning the ongoing negotiations between BNSF and Tex Mex. Mr. Haverty's letter invoked a December 1, 1995 contract that was never brought to the attention of the Board during the UP/SP merger case. According to Mr. Haverty, some possible outcomes of the BNSF/Tex Mex negotiations could result in a breach by Transportation Maritima Mexicana ("TMM"), the 51% owner of Tex Mex, of the December 1995 contract, and could render BNSF liable for tortious interference with that contractual relationship. Since KCS's March 9 letter, the following exchange of correspondence has occurred: Mr. Krebs responded to Mr. Haverty in a letter dated March 12, 1998; Mr. Haverty responded to Mr. Krebs on March 13, 1998; and Mr. William A. Mullins, counsel for KSC, wrote to The Honorable Linda J. Morgan on March 16, 1998.
of Tex Mex to accept the commercial terms under discussion in the ongoing BNSF/Tex Mex negotiations. Second, BNSF finds it very troubling that the Board, when it was considering the important question of how to replace the competition that would be lost at Laredo when UP and SP merged, was not informed that Tex Mex might be restricted in its ability to cooperate with any Class I carrier other than KCS. To carry out its responsibility to protect the public interest, the Board had to make predictive judgments about the effectiveness of the BNSF/Tex Mex and KCS/Tex Mex routings, yet a potentially significant factor affecting those judgments was not brought to the Board's attention.

It is BNSF's position that the Board intended and expected that the BNSF/Tex Mex routing provide an effective competitive alternative to UP service over Laredo. To the extent that an undisclosed term of a prior agreement between KCS and TMM impedes the competitiveness of a BNSF/Tex Mex routing, the Board's intentions and expectations may be defeated. BNSF may address these issues, depending on developments, in the new oversight proceeding commenced by the Board in its decision served March 31, 1998, as may be necessary to protect the public interest in competition over Laredo.

In the meantime, BNSF has ceased all negotiations with Tex Mex until this matter can be clarified. BNSF notes that Tex Mex has been very open in negotiations with BNSF. It has worked closely with Tex Mex and has had high expectations that BNSF and Tex Mex would reach a mutually acceptable commercial basis for the two carriers to work effectively on an arm's length interline basis that would be beneficial to the
shipping public. However, KCS has basically threatened a lawsuit on a vague and not fully disclosed basis if BNSF attempts too work closely with Tex Mex to encourage joint traffic. BNSF’s business is transportation, and its desire is to compete for traffic. BNSF has no interest in litigation over these matters.

B. Other Access Issues

BNSF and UP continue to work through service problems concerning access by Farmer’s Rice, West Sacramento, California and its customers to competitive service from BNSF using a combination of UP and SP haulage through Sacramento to BNSF road haul. While these issues have not been resolved to the satisfaction of the customers, BNSF or UP, BNSF has noted a transit time improvement and reduction in dwell time on recent shipments. Problems impacting this shipper’s business moving through UP to BNSF provide a microcosm of the issues BNSF and UP are continuing to work through if BNSF competition is to be meaningful, and include data exchange, local switch service through multiple yards, road train operation, and track capacity at critical yard facilities.

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 problems. As mentioned in BNSF’s January 2, 1998 Quarterly Report, a “blitz” of customers in this area was conducted with UP’s involvement to uncover

\[3\] In this area, UP and SP operations and information systems have not yet been combined.
structural problems impeding improved local BNSF service to "2-to-1" customers. The problems identified include:

- UP has requested BNSF not to transmit reverse route billing at haulage locations, but UP continually fails to properly route cars back to BNSF. UP also requests BNSF to send haulage billing via a manual process. Kennecott Copper is the customer most affected by these unresolved billing problems.

- UP's train reporting is hindering the ability of BNSF and its customers to manage traffic. Specifically, BNSF has to retrieve car location information from UP's internet site. Unfortunately, this information is often not current and results in BNSF's having incorrect information to provide its customers.

- All BNSF Nevada customers are being adversely impacted due to the still separate UP TCS and SP TOPS operating systems in Nevada Elko-West. Many times, BNSF haulage cars are given to SP by UP, but billing clearly has a haulage route via UP. This creates multiple problems with no bills, incorrect billing, conflicting reporting in UP and SP systems, resulting in customers being unable to trace shipments and BNSF not receiving required 451 reports to close haulage billing status reporting. BNSF is hopeful that the cutover from TOPS to TCS on May 1, 1998, will be successfully implemented and bring these reporting problems to an end.

- There are still problems between BNSF and UP concerning notice to BNSF of pickups at Elko, Nevada. Currently, BNSF and UP are trying to resolve the problem by having UP provide BNSF with a list of all BNSF traffic at all trackage locations twice daily. From this list, BNSF field support determines which cars are lined up for BNSF and completes the necessary support work. This solution has proven to be somewhat successful. Nonetheless, service remains unpredictable, and BNSF recently lost a major piece of traffic in this area to UP due to service considerations, while other business remains at risk of loss to UP or highway transport.

In Utah, while all parties are continuing to work together to expedite service to the various Utah customers, delays continue to be encountered in the same three areas as reported in prior quarters: Roper Yard, Grant Tower, and North Yard. The yard problems are caused by yard congestion; the situation at Grant Tower has improved but is still a source of delay from time to time. Another problem area is Utah Railway access.
to Amoco, North Salt Lake, adjacent to the UP North Yard, where UP continues to park trains on the lead which Utah Railway must use to service Amoco, causing missed switches and overtime. At other times, Utah Railway gains access to Amoco for switching, but then is unable to secure track time to depart.

Other issues affecting BNSF’s implementation of trackage rights involve its operations along the Gulf Coast over UP/SP trackage rights lines. While Service Order No. 1518 has addressed some of these issues, several issues with adverse impacts on BNSF and its customers remain:

- Implementation of a comprehensive directional operation over UP/SP between Houston and Beaumont commenced on February 1, 1998. This directional operation hopefully will provide relief in this key Houston-New Orleans corridor during the second quarter of 1998.

- Between Houston and Dayton, BNSF continues to experience delays to its locals caused by UP congestion on this route and in the Houston terminal complex. We expect improvement to result from operation of the regional dispatching center in Spring, Texas. However, BNSF customers on the Baytown Branch are also experiencing slow transit times on UP from interchange at Houston to availability at their facilities. With customers that desire direct BNSF service, BNSF will commence switching April 7, 1998, with our own Baytown local switcher.

- With respect to train operations on the line between Houston and Memphis, the directional flow has been far better for southbound traffic than northbound traffic. The reason for this discrepancy in operations is the congestion in the Houston terminal complex. As discussed above, BNSF has been experiencing delays for trains leaving the Houston area. Also, UP’s operation of two to three trains against the directional flow has contributed to the congestion in the Houston area.

**CONCLUSION**

As the Board is aware, the service situation in the Houston and Gulf Coast areas is still dire. As UP has advised the Board in its recent weekly service reports, the
congestion and other service problems on UP's lines in the Houston terminal area have reached critical proportions again, and therefore it was appropriate for the Board to extend the Service Order until August 2, 1998, in order to allow additional time for the problems to be resolved.

While various steps have been taken to improve operations in the Houston area during the first quarter of 1998, the results of those efforts have so far not been adequate to meet BNSF's customers' needs. BNSF still is unable to provide the competitive service that it desires in the Gulf Coast area, and its current service in the area is not up to the standard BNSF would like it to be because of the continuing operational problems in Houston. BNSF is also unable to provide the competitive service that it desires in the Central Corridor, particularly at "2-to-1" points in Nevada, using UP or SP haulage service, which is costing BNSF business and denying shippers access to a competitive service offering.

BNSF is hopeful that the completion of merger implementation work by UP, not only with respect to its information systems but also with respect to the combination of UP and SP operations, particularly in the West, will end the kind of service problems BNSF and our customers are experiencing. In addition, the increase in cooperation and coordination between UP and BNSF pursuant to the Term Sheet Agreement should lead to improvements in operations and reductions in congestion in the Houston area and along the Gulf Coast.
Respectfully submitted,

Jeffrey R. Moreland  
Richard E. Weicher  
Michael E. Roper  
Sidney L. Strickland, Jr.

The Burlington Northern  
and Santa Fe Railway Company  
3017 Lou Menk Drive  
P.O. Box 961039  
Ft. Worth, Texas 76161-0039  
(817) 352-2353

and

1700 East Golf Road  
Schaumburg, Illinois 60173  
(847) 995-6887

Erika Z. Jones  
Adrian L. Steel, Jr.  
Kathryn A. Kusske  
Kelley E. O'Brien

Mayer, Brown & Platt  
2000 Pennsylvania Ave., NW  
Washington, DC 20006  
(202) 463-2000

Attorneys for The Burlington Northern and Santa Fe Railway Company

April 1, 1998
CERTIFICATE OF SERVICE

I hereby certify that copies of The Burlington Northern and Santa Fe Railway Company's Quarterly Progress Report (BNSF-PR-7) are being served, by first-class mail or hand-delivery, on all Parties of Record in Finance Docket No. 32760.

Adrian L. Steel, Jr.
Mayer Brown & Platt
2000 Pennsylvania Avenue, NW
Suite 3900
Washington, DC 20006

April 1, 1998
<table>
<thead>
<tr>
<th>Customer</th>
<th>Station</th>
<th>State</th>
<th>Serving Carrier</th>
<th>Status</th>
</tr>
</thead>
<tbody>
<tr>
<td>Baker Hughes Inteq</td>
<td>Lake Charles</td>
<td>LA</td>
<td>SP</td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Calcasieu Steel &amp; Pipe Inc</td>
<td>Lake Charles</td>
<td>LA</td>
<td>SP</td>
<td>98 Agreement</td>
</tr>
<tr>
<td>East Lake Oil Terminal</td>
<td>Lake Charles</td>
<td>LA</td>
<td>SP</td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Lake Charles American Press</td>
<td>Lake Charles</td>
<td>LA</td>
<td>SP</td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Milpark Drilling Fluids (Baker Hughes Co)</td>
<td>Lake Charles</td>
<td>LA</td>
<td>SP</td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Polycom Huntsman</td>
<td>Lake Charles</td>
<td>LA</td>
<td>SP</td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Transit Mix Concrete &amp; Matt Co of Louisiana</td>
<td>Lake Charles</td>
<td>LA</td>
<td>SP</td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Century Steps Inc</td>
<td>Sulphur</td>
<td>LA</td>
<td>SP</td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Entergy Inc., Gulf States Utilities</td>
<td>Sulphur</td>
<td>LA</td>
<td>SP</td>
<td>98 Agreement</td>
</tr>
<tr>
<td>ABB Randall Corp</td>
<td>West Lake Charles</td>
<td>LA</td>
<td>SP/KCS</td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Arco Chemical (Common St)</td>
<td>Westlake</td>
<td>LA</td>
<td>SP</td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Betz Dearborn Hydrocarbon</td>
<td>Amelia</td>
<td>TX</td>
<td>SP</td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Doguet Rice Milling Co</td>
<td>Amelia</td>
<td>TX</td>
<td>SP</td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Koppers Ind</td>
<td>Amelia</td>
<td>TX</td>
<td>SP</td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Pipe Distributors, Inc.</td>
<td>Audrey</td>
<td>TX</td>
<td>SP</td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Huntsman Corp</td>
<td>Baytown</td>
<td>TX</td>
<td>SP</td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Sunbelt Works Inc</td>
<td>Baytown</td>
<td>TX</td>
<td>SP</td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Baychem</td>
<td>Baytown</td>
<td>TX</td>
<td>SP</td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Houston Light &amp; Power Co</td>
<td>Beaumont</td>
<td>TX</td>
<td>SP</td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Inman Services</td>
<td>Beaumont</td>
<td>TX</td>
<td>SP</td>
<td>98 Agreement</td>
</tr>
<tr>
<td>BASF Corp Ag Prod Div</td>
<td>Beaumont</td>
<td>TX</td>
<td>SP</td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Baxter Oil Co</td>
<td>Beaumont</td>
<td>TX</td>
<td>SP</td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Beaumont Rice Mills Inc</td>
<td>Beaumont</td>
<td>TX</td>
<td>SP</td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Giglio Distributing Co</td>
<td>Beaumont</td>
<td>TX</td>
<td>SP</td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Gilchrist Polymer Center</td>
<td>Beaumont</td>
<td>TX</td>
<td>SP</td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Sampson Steel Corp</td>
<td>Beaumont</td>
<td>TX</td>
<td>SP</td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Southern Iron &amp; Metal Div., Commercial Metals Co.</td>
<td>Beaumont</td>
<td>TX</td>
<td>SP</td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Transit Mix Concrete &amp; Materials</td>
<td>Beaumont</td>
<td>TX</td>
<td>SP</td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Transit Mix Concrete &amp; Matt (Dollinger)</td>
<td>Beaumont</td>
<td>TX</td>
<td>SP</td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Beaumont Brick &amp; Stone</td>
<td>Beaumont (teamtrack)</td>
<td>TX</td>
<td>SP</td>
<td>98 Agreement</td>
</tr>
<tr>
<td>C L Sherman &amp; Son Lumber</td>
<td>Beaumont (teamtrack)</td>
<td>TX</td>
<td>SP</td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Eastex Farm &amp; Home</td>
<td>Beaumont (teamtrack)</td>
<td>TX</td>
<td>SP</td>
<td>98 Agreement</td>
</tr>
<tr>
<td>L D Construction</td>
<td>Beaumont (teamtrack)</td>
<td>TX</td>
<td>SP</td>
<td>98 Agreement</td>
</tr>
<tr>
<td>A &amp; A Fertilizer</td>
<td>Beaumont/Chaison</td>
<td>TX</td>
<td>SP</td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Continental Nitrogen Resources, L.P.</td>
<td>Beaumont/Chaison</td>
<td>TX</td>
<td>SP</td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Elf Atochem North America, Inc., Organic</td>
<td>Beaumont/Chaison</td>
<td>TX</td>
<td>SP</td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Martin Gas Sales Inc</td>
<td>Beaumont/Chaison</td>
<td>TX</td>
<td>SP</td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Mobil Chemical Co., Beaumont Chemical Specialty Plant</td>
<td>Beaumont/Chaison</td>
<td>TX</td>
<td>SP</td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Mobil Chemical Co., Chemical Coating Division, Chemic</td>
<td>Beaumont/Chaison</td>
<td>TX</td>
<td>SP</td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Mobil Chemical Specialty (Mobil Oil Corp)</td>
<td>Beaumont/Chaison</td>
<td>TX</td>
<td>SP/KCS</td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Mobil Oil Corp, Beaumont Refinery</td>
<td>Beaumont/Chaison</td>
<td>TX</td>
<td>SP/KCS</td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Neches Industrial Park</td>
<td>Beaumont/Chaison</td>
<td>TX</td>
<td>SP</td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Occidental Chemicals, PD Glycol</td>
<td>Beaumont/Chaison</td>
<td>TX</td>
<td>SP</td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Olin Corp., Chemicals Group</td>
<td>Beaumont/Chaison</td>
<td>TX</td>
<td>SP</td>
<td>98 Agreement</td>
</tr>
<tr>
<td>R J Gallagher Co</td>
<td>Beaumont/Chaison</td>
<td>TX</td>
<td>SP</td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Transit Mix Concrete &amp; Materials</td>
<td>Beaumont/Chaison</td>
<td>TX</td>
<td>SP</td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Wilson Warehouse Co.</td>
<td>Beaumont/Chaison</td>
<td>TX</td>
<td>SP</td>
<td>98 Agreement</td>
</tr>
<tr>
<td>X L Systems</td>
<td>Beaumont/Guffey</td>
<td>TX</td>
<td>SP</td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Entergy, Inc., Gulf States Utilities</td>
<td>China</td>
<td>TX</td>
<td>SP</td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Entergy Inc., Gulf States Utilities</td>
<td>China</td>
<td>TX</td>
<td>SP</td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Wedco</td>
<td>China</td>
<td>TX</td>
<td>SP</td>
<td>98 Agreement</td>
</tr>
</tbody>
</table>

Customer Facilities Accessed By BNSF
As A Result Of The 1998 "50/50" Line Agreement
Dawes, TX - Iowa Junction, LA
<table>
<thead>
<tr>
<th>Company Name</th>
<th>City</th>
<th>State</th>
<th>Agreement Type</th>
</tr>
</thead>
<tbody>
<tr>
<td>Trinity Industries Inc., Railcar Repair Plant #117</td>
<td></td>
<td></td>
<td>98 Agreement</td>
</tr>
<tr>
<td>A to Z Terminal Corp</td>
<td></td>
<td></td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Enfab Industries Inc</td>
<td></td>
<td></td>
<td>98 Agreement</td>
</tr>
<tr>
<td>KMCO Inc</td>
<td></td>
<td></td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Poltex</td>
<td></td>
<td></td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Redland Stone Prod</td>
<td></td>
<td></td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Seaberg Rice Co</td>
<td></td>
<td></td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Trevor Boyce</td>
<td></td>
<td></td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Engineered Carbons (Div of Ameripol Synpol)</td>
<td></td>
<td></td>
<td>98 Agreement</td>
</tr>
<tr>
<td>River Cement Co</td>
<td></td>
<td></td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Engineered Carbons (Div of Ameripol Synpol)</td>
<td></td>
<td></td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Houston Brick &amp; Tile</td>
<td></td>
<td></td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Texas Steel Compressor</td>
<td></td>
<td></td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Horsehead Resource Development</td>
<td></td>
<td></td>
<td>98 Agreement</td>
</tr>
<tr>
<td>North Star Steel Texas, Inc.</td>
<td></td>
<td></td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Liberty Forge Inc</td>
<td></td>
<td></td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Mississippi Chemical</td>
<td></td>
<td></td>
<td>98 Agreement</td>
</tr>
<tr>
<td>National Pipe &amp; Tube</td>
<td></td>
<td></td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Enterprise Products</td>
<td></td>
<td></td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Ferrell North America</td>
<td></td>
<td></td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Texas Eastern</td>
<td></td>
<td></td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Ultramar Diamond Shamrock (Martin Gas)</td>
<td></td>
<td></td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Warren Petroleum Co</td>
<td></td>
<td></td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Bayer Fibers Additives/Rubber</td>
<td></td>
<td></td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Dupont de Nemours, E I (marked warehouse)</td>
<td></td>
<td></td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Offshore Pipeline</td>
<td></td>
<td></td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Rescar Inc</td>
<td></td>
<td></td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Rescar Inc (Mini Repair Shop)</td>
<td></td>
<td></td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Trinity Industries Inc.</td>
<td></td>
<td></td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Transit Mix Concrete &amp; Materials</td>
<td></td>
<td></td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Wilson Warehouse Co. of Texas, Inc.</td>
<td></td>
<td></td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Aimcor Inc</td>
<td></td>
<td></td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Chevron Chemical Co</td>
<td></td>
<td></td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Clark Refining &amp; Marketing</td>
<td></td>
<td></td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Port of Port Arthur Navigation</td>
<td></td>
<td></td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Star Enterprise (Texaco)</td>
<td></td>
<td></td>
<td>98 Agreement</td>
</tr>
<tr>
<td>TDI Halter Inc (North Yard)</td>
<td></td>
<td></td>
<td>98 Agreement</td>
</tr>
<tr>
<td>City of Port Arthur</td>
<td></td>
<td></td>
<td>98 Agreement</td>
</tr>
<tr>
<td>A &amp; A Rail &amp; Storage</td>
<td></td>
<td></td>
<td>98 Agreement</td>
</tr>
<tr>
<td>API</td>
<td></td>
<td></td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Baker Hughes Inteq</td>
<td></td>
<td></td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Champion International</td>
<td></td>
<td></td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Champion Recycling Corp</td>
<td></td>
<td></td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Equity Trucking Co</td>
<td></td>
<td></td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Evans Cooperage of Houston Inc</td>
<td></td>
<td></td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Groendyke Transport Inc</td>
<td></td>
<td></td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Luzenac America</td>
<td></td>
<td></td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Sheldon Pipe</td>
<td></td>
<td></td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Technical Industries Inc</td>
<td></td>
<td></td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Texas Pipe Distributors (Southview Trucking Ltd)</td>
<td></td>
<td></td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Triad Transport Inc</td>
<td></td>
<td></td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Tuboscope Vetco - Grant Prideco EVI</td>
<td></td>
<td></td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Tuboscope Vetco Intl</td>
<td></td>
<td></td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Uni Form Components - Div Union Tank Car</td>
<td></td>
<td></td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Union Tank Car</td>
<td></td>
<td></td>
<td>98 Agreement</td>
</tr>
<tr>
<td>W M Dewey &amp; Son Inc</td>
<td></td>
<td></td>
<td>98 Agreement</td>
</tr>
<tr>
<td>West Side Transport</td>
<td></td>
<td></td>
<td>98 Agreement</td>
</tr>
<tr>
<td>Company Name</td>
<td>Contact Name</td>
<td>State</td>
<td>Zip</td>
</tr>
<tr>
<td>--------------------------------------------------</td>
<td>--------------------</td>
<td>-------</td>
<td>-----</td>
</tr>
<tr>
<td>Arrow Trucking Co</td>
<td>Sheldon (teamtrack)</td>
<td>TX</td>
<td>SP</td>
</tr>
<tr>
<td>Champion Pipe &amp; Supply</td>
<td>Sheldon (teamtrack)</td>
<td>TX</td>
<td>SP</td>
</tr>
<tr>
<td>Cypress Creek Pipe Inc.</td>
<td>Sheldon (teamtrack)</td>
<td>TX</td>
<td>SP</td>
</tr>
<tr>
<td>Delta Tubular Processing</td>
<td>Sheldon (teamtrack)</td>
<td>TX</td>
<td>SP</td>
</tr>
<tr>
<td>E L Farmer &amp; Co</td>
<td>Sheldon (teamtrack)</td>
<td>TX</td>
<td>SP</td>
</tr>
<tr>
<td>Five Star Transportation Inc.</td>
<td>Sheldon (teamtrack)</td>
<td>TX</td>
<td>SP</td>
</tr>
<tr>
<td>ICO Houston Facility</td>
<td>Sheldon (teamtrack)</td>
<td>TX</td>
<td>SP</td>
</tr>
<tr>
<td>J D Fields &amp; Co</td>
<td>Sheldon (teamtrack)</td>
<td>TX</td>
<td>SP</td>
</tr>
<tr>
<td>LA Utilities</td>
<td>Sheldon (teamtrack)</td>
<td>TX</td>
<td>SP</td>
</tr>
<tr>
<td>Mandell Kahn Industries</td>
<td>Sheldon (teamtrack)</td>
<td>TX</td>
<td>SP</td>
</tr>
<tr>
<td>North Star Steel Houston</td>
<td>Sheldon (teamtrack)</td>
<td>TX</td>
<td>SP</td>
</tr>
<tr>
<td>Premier Pipe Inc</td>
<td>Sheldon (teamtrack)</td>
<td>TX</td>
<td>SP</td>
</tr>
<tr>
<td>Quality Pipe Service</td>
<td>Sheldon (teamtrack)</td>
<td>TX</td>
<td>SP</td>
</tr>
<tr>
<td>Quality Trucking Inc</td>
<td>Sheldon (teamtrack)</td>
<td>TX</td>
<td>SP</td>
</tr>
<tr>
<td>T K Pipe &amp; Rail Inc</td>
<td>Sheldon (teamtrack)</td>
<td>TX</td>
<td>SP</td>
</tr>
<tr>
<td>Tex Fab Inc</td>
<td>Sheldon (teamtrack)</td>
<td>TX</td>
<td>SP</td>
</tr>
<tr>
<td>Texas Oilfield Pipe Service</td>
<td>Sheldon (teamtrack)</td>
<td>TX</td>
<td>SP</td>
</tr>
<tr>
<td>Total Pipe Service Inc</td>
<td>Sheldon (teamtrack)</td>
<td>TX</td>
<td>SP</td>
</tr>
<tr>
<td>Turner Brothers Trucking Co</td>
<td>Sheldon (teamtrack)</td>
<td>TX</td>
<td>SP</td>
</tr>
<tr>
<td>Venture Trucking</td>
<td>Sheldon (teamtrack)</td>
<td>TX</td>
<td>SP</td>
</tr>
<tr>
<td>Woodward Transportation</td>
<td>Sheldon (teamtrack)</td>
<td>TX</td>
<td>SP</td>
</tr>
<tr>
<td>County of Jefferson</td>
<td>Viterbo (teamtrack)</td>
<td>TX</td>
<td>SP</td>
</tr>
<tr>
<td>Gulf Maritime Whse Co</td>
<td>West Port Arthur</td>
<td>TX</td>
<td>SP</td>
</tr>
<tr>
<td>KM Tex</td>
<td>West Port Arthur</td>
<td>TX</td>
<td>SP</td>
</tr>
<tr>
<td>L &amp; L Oil Co Inc</td>
<td>West Port Arthur</td>
<td>TX</td>
<td>SP</td>
</tr>
<tr>
<td>Port of Port Arthur</td>
<td>West Port Arthur</td>
<td>TX</td>
<td>SP</td>
</tr>
<tr>
<td>Transit Mix Concrete &amp; Materials</td>
<td>West Port Arthur</td>
<td>TX</td>
<td>SP</td>
</tr>
<tr>
<td>Equistar (Millennium Petrochemical)</td>
<td>Williams</td>
<td>TX</td>
<td>SP</td>
</tr>
</tbody>
</table>
Customer Service Update
January 8, 1998

This update is being sent to BNSF customers who have expressed interest in receiving regular service update communications from BNSF. If you would like to be taken off the fax list for all such communications, please let your BNSF marketing representative know.

BNSF to Expand Service on UP Trackage Rights Lines
Later this month, BNSF will provide new service over two segments of Union Pacific Railroad (UP) trackage over which BNSF was granted trackage rights as a condition of the merger between UP and Southern Pacific (SP).

On Jan. 13, BNSF will begin service between Pine Bluff and Little Rock, Ark., six days a week, replacing haulage service via UP, to better serve customers in the Little Rock area. In mid-January, BNSF plans to begin service between Winnemucca and Sparks, Nev., three days a week, to serve a new BNSF Quality Distribution Center (QDC) in Sparks.

The new services are described in a Jan. 2 filing with the Surface Transportation Board (STB), which requires BNSF to report quarterly on its progress in providing a competitive alternative to UP on those lines to which BNSF received access. The report also summarized the following service improvements on the trackage rights lines during the fourth quarter of last year:

Gulf Corridor
Daily carload train service between Temple, Texas, and Lafayette, La., for the New Orleans gateway was rerouted via Silsbee, Texas, bypassing the congested Houston area.

Carload service between Temple and Eagle Pass, Texas, increased to six days a week from three days a week.

Pursuant to STB Emergency Service Order No. 1518, interchange with the Texas Mexican Railway Company (TexMex) began on Nov. 10 at Flatonia, Texas, instead of Robstown, avoiding the congested Houston area. BNSF, UP and TexMex commenced directional operations between Houston, Flatonia and Placeida, Texas, on Nov. 12, further improving service southwest of Houston, particularly to and from Mexico.

Two new 9,000-foot operating tracks, placed in service at Dayton, Texas, provide an improved interchange between BNSF and UP, better serving customer facilities BNSF can access on UP's Baytown Branch.

Maximum train speed increased to 60 mph from 40 mph along BNSF's main line between Iowa Junction and Avondale, La., as BNSF continued track rehabilitation between those points, with positive impacts on UP and Amtrak as well as BNSF.

Central Corridor
BNSF began using a siding at Keddie, Calif., in December for carload traffic moving between the I-5 Corridor and the Central Corridor, cutting several days off transit times.

I-5 Corridor
Through carload service between Barstow, Calif., and Pasco, Wash., replaced service between Barstow and Klamath Falls, Ore., improving Seattle-area customers' transit times.

A new carload train between Klamath Falls and Stockton, Calif., provides a second train five days a week between those points.
Customer Service Update
January 28, 1998

This update is being sent to BNSF customers who have expressed interest in receiving regular service update communications from BNSF. If you would like to be taken off the fax list for all such communications, please let your BNSF marketing representative know.

BNSF and Tex Mex restore Robstown, Texas, Interchange
At 12:01 a.m. Central Time tomorrow, Thursday, Jan. 29, BNSF and the Texas Mexican Railway (Tex Mex) will restore the Robstown, Texas, interchange for traffic moving to and from Mexico via Laredo, Texas, as well as for traffic to and from Laredo itself.

Today, Wednesday, Jan. 28, BNSF and Tex Mex will stop using the Flatonia, Texas, interchange to which BNSF gained access this past October as a result of the Surface Transportation Board's Emergency Service Order 1518.

Customers are being asked to continue to route southbound business to and from Laredo and Mexico via BNSF/Robstown/Tex Mex or the reverse routing for northbound business.

Customers are being asked to continue routing business moving to and from Corpus Christi, Texas, via BNSF direct.

Resumption of the Robstown interchange, which had been requested last week by Tex Mex, will enable BNSF to use its locomotives more efficiently. BNSF will operate its own trains from Temple, Texas, south via Flatonia to Corpus Christi and Robstown and north from Corpus Christi and Robstown via Algoa, Texas, to Temple.

The directional operations on BNSF are made possible by trackage rights over Union Pacific Railroad (UP) granted to BNSF southbound between Flatonia and Placedo, Texas. The rights, granted in December, remain in effect as long as UP continues similar directional operations between Houston, Flatonia and Placedo to ease congestion and improve service to local customers.

Local Service Begins between Sparks and Winnemucca, Nev.
BNSF on Tuesday, Jan. 27, began local train operations via UP trackage rights between Sparks and Winnemucca, Nev., with service to a BNSF Quality Distribution Center (QDC) at Sparks. The new train service operates three times a week.

For more information on using the Sparks QDC, contact Jack Looney, Director Distribution Services, at (817) 352-6526.
Customer Service Update

February 13, 1998

This update is being sent to BNSF customers who have expressed interest in receiving regular service update communications from BNSF. If you would like to be taken off the fax list for all such communications, please let your BNSF marketing representative know.

BNSF and Union Pacific Agree to Set Up Joint Dispatching Center

Please refer to the press release accompanying this Customer Service Update for details on the agreement between BNSF and UP.

President's Day Weekend Operations Plan

Through train operations, including merchandise, coal, grain and intermodal trains, will continue normally over the President's Day weekend. Yard and industry switching and local train operations may be reduced during the weekend to reflect customer demand.
OMAHA and FORT WORTH, February 13, 1998 — Union Pacific Railroad and The Burlington Northern and Santa Fe Railway Company agreed today to proceed immediately to set up a joint regional dispatching center for all of their Gulf Coast train operations, and to exchange half interests in the two pieces of the former Southern Pacific 342-mile Houston-New Orleans line, now separately owned by each railroad. Additionally, both railroads will have access to all customers, including chemical, steel, gas and other companies, along the entire line, including former SP branch lines.

The agreement follows three months of negotiations between UP Railroad, a subsidiary of Union Pacific Corporation (NYSE: UNP), and BNSF (NYSE: BNI).

The joint dispatching center will be located at the current UP command center in Spring, a Houston suburb. The entire former Southern Pacific Houston-New Orleans line will be dispatched by UP/BNSF employees, who will report to supervisors of both railroads at the center, as well as the Union Pacific line from Houston to Beaumont, dispatched by UP employees. The joint dispatching center will also manage and coordinate UP, BNSF, as well as Houston Belt & Terminal (HB&T) and Port Terminal Railroad Association (PTRA) lines in the Houston area. The purpose will be to maintain the ability of the terminal area to handle through trains as well as trains serving customers and moving to and from area freight yards to minimize delays and congestion. Rail customers and the general public will benefit from better train flows through Houston, as will BNSF, UP and Tex-Mex.

Other lines in the Gulf Coast region running from Brownsville to New Orleans and radiating north and south from Houston will be dispatched by employees of the owner railroads working in close coordination at the same facility, using the same computer system. For example, UP employees will continue to dispatch the line from Houston to Brownsville while BNSF dispatchers will handle the lines from Temple and Teague to Houston. Kansas City Southern and the Texas Mexican Railway Company were invited to participate in the Joint Dispatching Center, but so far have declined.
In addition, BNSF will grant UP overhead trackage rights between Beaumont and Navasota, Texas. This grant will improve UP's operations in the Houston area by permitting UP to bypass traffic around Houston as necessary to reduce congestion.

The trackage exchange is aimed at rationalizing the 1996 merger settlement agreement in which the former Southern Pacific line between Houston and New Orleans was divided between the two railroads. Currently, UP dispatches and operates the western 148 miles between Houston and Iowa Junction, near Lake Charles, Louisiana. BNSF dispatches and operates the eastern 194 miles from Iowa Junction to New Orleans. Both railroads operate through trains across the entire route. This proposal will restore the route's transportation capacity and provide for service improvements by managing the line's dispatch as a single through corridor.

"This is a major breakthrough in coordination of rail operations in and around Houston," said Dick Davidson, UP Chairman and Chief Executive Officer. He said the agreement also carries out the Surface Transportation Board mandate that railroads operating in the Houston area work to find a joint solution to rail congestion problems of the last several months.

BNSF Chairman, President and Chief Executive Officer Robert Krebs said, "The key here is greater coordination between railroads along the Gulf Coast to improve operations and reduce congestion. This will improve service options into and out of the Houston area, and increase competitive alternatives for rail customers along the former SP Houston to New Orleans line and its branches by providing access to BNSF."

BNSF's access to industries formerly served only by SP and then UP post-merger on the Houston-to-Iowa Junction portion of the route, as well as former SP branches off this route, provides customers access to two railroads to meet their transportation needs. About 100 additional customers now can select to use either UP or BNSF to meet their rail transportation needs under this unique line exchange.

# # # #
Customer Service Update
February 19, 1998

This update is being sent to BNSF customers who have expressed interest in receiving regular service update communications from BNSF. If you would like to be taken off the fax list for all such communications, please let your BNSF marketing representative know.

**Gulf Coast Agreement Implementation**

BNSF is preparing detailed information for customers on BNSF's new competitive access to customers on former Southern Pacific (SP) lines between Houston and Lake Charles, La., including the main line and associated branch lines and spurs.

BNSF will gain access to more than 100 customers under an agreement between BNSF and Union Pacific Railroad (UP) covering coordinated dispatching in the Houston area and shared trackage between Dawes, Texas, near Houston and Avondale, La., near New Orleans. The agreement was announced Feb. 13.

Customers to whom BNSF will gain access will be contacted by BNSF marketing representatives and given additional information during coming weeks. Customers at other locations may contact their BNSF marketing representatives for additional information on this agreement. Implementation of the agreement also will be covered in future BNSF Customer Service Updates.

**New BNSF Price Guide Rates Effective March 1**

BNSF will distribute a new Doorstep Delivery Service Price Guide that will replace the rates listed in all previous publications. The new rates will be effective March 1, 1998.

The new DDS Price Guide consolidates all public prices associated with the program under one rate authority. The new guides have been simplified and consolidated, designed to make it easier for customers to use and understand the DDS program.

For additional information regarding this value-added transportation service, contact BNSF's DDS National Service Center at 1-800-648-5532.
Customer Service Update
February 24, 1998

This update is being sent to BNSF customers who have expressed interest in receiving regular service update communications from BNSF. If you would like to be taken off the fax list for all such communications, please let your BNSF marketing representative know.

Main Line Issues

Heavy rains in Northern and Southern California continue to hamper operations. Some yard tracks at Los Angeles and Barstow have flooded, resulting in delays and congestion at these locations. Maintenance teams are working to monitor and restore track as soon as possible.

Flash flood warnings continue today at several Southern California locations, between Barstow and Los Angeles and between Barstow and Bakersfield. Some service interruptions may occur.

BNSF traffic to and from San Diego, National City and Escondido, Calif., will be delayed due to a bridge washout earlier today on the San Diego Northern Railway, used by BNSF trains operating between the Los Angeles and San Diego areas. The bridge, near San Onofre, Calif., is expected to be out of service two to four days.

Watch for additional Customer Service Updates or service interruption announcements for the latest news about this storm system. For information regarding specific shipments, contact BNSF Service Assurance at 1-800-769-2673.

UP Service Issues Affecting BNSF Traffic Flow

Due to service issues on Union Pacific Railroad (UP) and resulting interchange delays, BNSF is holding a significant amount of interline traffic destined for interchange with the UP at Seattle; Kansas City; Pine Bluff, Ark.; Alliance, Neb.; and Denver. The resulting congestion may delay some merchandise trains.

BNSF Initiates New Laurel-Galesburg Merchandise Train

On Monday, BNSF initiated a new merchandise train that expedites service for traffic from Laurel, Mont., destined for interchange with eastern carriers at Galesburg, Ill. Traffic affected is primarily soda ash, clay, sugar and forest products originating at Casper, Bonneville, and Greybull, Wyo. The service, which is offered four days a week, eliminates switching at three intermediate terminals and is expected to reduce transit times by about two days.

The new Laurel-Galesburg merchandise train is part of BNSF's effort to identify opportunities to improve efficiency and service by consolidating traffic wherever sufficient volume exists.
Customer Service Update
February 26, 1998

This update is being sent to BNSF customers who have expressed interest in receiving regular service update communications from BNSF. If you would like to be taken off the fax list for all such communications, please let your BNSF marketing representative know.

Main Line Issues

Heavy snowfall and severe winds in the Powder River Basin area of Wyoming have resulted in delays to merchandise traffic originating in or traversing the region. Several additional inches of snow are expected today, and merchandise trains traversing the region may experience up to 24 hours delay. Maintenance crews are working to clear track and switches. Heavy snow in the Minot, N.D., area may also result in some delays to merchandise traffic.

Weather has cleared through most of California, and maintenance teams are working to restore track and roadbed affected by the heavy rains. Minor service interruptions may occur.

The San Diego Northern Railway will remain closed most likely through the weekend, affecting BNSF traffic to and from San Diego, National City and Escondido, Calif. The bridge that washed out on Tuesday near San Onofre, Calif., is expected to be out of service through Saturday. North County maintenance crews are working to restore the bridge and are also working to shore up unstable track and roadbed that flooded on the San Diego Northern Railway near San Juan Capistrano. BNSF is offering engineering assistance to North County maintenance crews to expedite restoration of this track.

For information regarding specific shipments, contact BNSF Service Assurance at 1-800-769-2673.

Joint Regional Dispatching Center at Spring, Tex., Expected to Begin Operations March 15

Work is progressing toward establishing the joint BNSF/Union Pacific regional dispatching center at Spring, Tex., near Houston. Dispatching personnel and equipment for all jointly dispatched lines, including the Houston terminals and Houston to New Orleans lines, are expected to be in place and operational by March 15. Dispatch operations for adjacent territories, including BNSF's operations from Temple to Galveston, Beaumont to Silsbee, Silsbee to Somerville, and Dallas to Houston are projected to be in place by the end of April.

The consolidated dispatching center in Spring is designed to improve coordination and communication among all the railroads serving the Houston area, which will produce a more fluid operation through the Houston area complex for freight trains and industrial movements and improve the efficiency of yards serving the area. As a result, it should have a positive impact, with other steps the carriers are taking, on reducing congestion in the area.
Customer Service Update

March 5, 1998

This update is being sent to BNSF customers who have expressed interest in receiving regular service update communications from BNSF. If you would like to be taken off the fax list for all such communications, please let your BNSF marketing representative know.

**Progress on Implementation of Joint UP/BNSF Operations on Gulf Coast**

BNSF is well along in the process of contacting customers to which it will have access as a result of the agreement with Union Pacific Railroad (UP) covering coordinated dispatching in the Houston area and shared trackage between Dawes, Texas, near Houston and Avondale, La., near New Orleans. The agreement was announced Feb. 13.

BNSF plans to offer direct service to customers between Houston and Dayton, Texas, inclusive, beginning March 15, and will offer additional direct service to other locations on the shared trackage as customer demand warrants.

At Spring, Texas, near Houston BNSF telecommunications crews are installing the telephone and data communications links necessary to begin operation of the joint BNSF/UP regional dispatching center as scheduled March 15. Initially, the center will cover the Houston terminal area and main lines between Houston and New Orleans.

Dispatch operations for adjacent territories, including BNSF's operations from Temple to Galveston, Beaumont to Silsbee, Silsbee to Somerville, and Dallas to Houston are projected to be in place by the end of April.

**Weather Conditions Improve**

Weather conditions across the BNSF system generally have returned to normal after heavy rains in California and blizzards in the Northern Plains delayed traffic late last week and over the weekend. While rain is expected in California over the next 24 to 36 hours, current forecasts indicate rainfall amounts will not hamper train operations.

The main line between Los Angeles and San Diego, Calif., was returned to service late Sunday. However, traffic backlogged due to the prolonged outage is still being worked off. Normal operations should be restored in the area by the first part of next week.
Customer Service Update
March 11, 1998

This update is being sent to BNSF customers who have expressed interest in receiving regular service update communications from BNSF. If you would like to be taken off the fax list for all such communications, please let your BNSF marketing representative know.

Weather Conditions Delay Interchange Traffic at Chicago:
BNSF traffic flows have returned to normal after blizzard conditions from Nebraska and Kansas east to Chicago slowed traffic earlier this week. Traffic to and from Chicago connections is expected to incur two to three days' delay as traffic to and from connecting lines at Chicago continues to be affected by the storm and its aftermath.

BNSF main lines stayed open during the blizzard due to the efforts of many dedicated BNSF people who worked through high winds, near-zero visibility and heavy snowfall. Switch crews and snow plows yesterday finished clearing secondary lines and cleaning snow- and ice-packed switches, sidings, spur and elevator tracks.

BNSF Leases Locomotives to UP:
BNSF is leasing 30 locomotives to Union Pacific Railroad (UP) to help ease congestion along the Gulf Coast. "We will provide 15 high horsepower and 15 medium horsepower locomotives to UP to be used in service between Houston and New Orleans, and between Houston and Pine Bluff, Ark.," says Dave Galassi, BNSF's assistant vice president, Locomotive Utilization.

"Obviously, BNSF does not have a surplus supply of locomotives sitting around," says Galassi. "We are working hard to take advantage of all the locomotives we have available. However, BNSF believes it is the right thing to do to assist UP with their congestion problems in the region."

The locomotives will be put into service on UP by Sunday, March 15, and BNSF expects UP to lease them for a couple of months. The lease is not expected to adversely affect BNSF service.
Customer Service Update
March 26, 1998

This update is being sent to BNSF customers who have expressed interest in receiving regular service update communications from BNSF. If you would like to be taken off the fax list for all such communications, please inform your BNSF marketing representative.

Weather Conditions Affect Traffic

Recent heavy rains have caused flash flooding, mudslides and train delays between Richmond and Barstow, Calif. on the Northern and Southern California Divisions. Heavy rains, flash flood warnings and mudslides are predicted to continue through Saturday, March 28.

Some train delays have been experienced in the Pacific Northwest due to heavy rain and snowfall throughout Washington and parts of Oregon. Up to 12 inches of precipitation is predicted to fall over the Hi-Line between Shelby, Mont., and Seattle and up to seven inches of precipitation is expected to fall between Klamath Falls, Ore., and Keddie, Calif., by March 28.

In addition to heavy rain and snowfall, power shortages are expected to affect all terminals in the Pacific Northwest. Minimal merchandise train delays should be experienced through Sunday, March 29.

BNSF Operations to Mexico Remain Fluid

As announced yesterday, Union Pacific (UP) has put into effect an embargo for all southbound rail traffic moving via the Laredo, Texas gateway, with the exception of automobile parts, finished automobiles and intermodal traffic. The embargo becomes effective Saturday, March 28, 1998 and includes UP Laredo traffic only. The Texas Mexican Railway is not included in this embargo and will continue to interchange traffic to the Transportacion Ferroviaria Mexicana (TFM) on a daily basis.

All BNSF operations to Mexico through Brownsville, Eagle Pass, El Paso and Laredo (via the Tex Mex Railway) remain fluid and BNSF service is considered to be normal. While BNSF is not in a position to guarantee that these favorable conditions will continue, as of today, March 26, the Mexico rail connections advise that they are in a position to continue handling the current levels of traffic and, in fact, have offered encouragement that they will accept additional southbound volumes from the BNSF.

BNSF will monitor traffic daily to ensure service remains constant. Every effort will be made to keep BNSF customers informed in advance if service problems develop and if any operational changes or other embargoes are required.

Guernsey Tunnel Work Scheduled April 1

Work on daylighting the Guernsey Tunnel is expected to close the Valley Subdivision to through traffic on April 1, 1998. The construction project is scheduled to be complete by mid-May.

Eastbound merchandise traffic originating in the Greybull and Casper, Wyo. areas will be rerouted to flow through Laurel, Mont., and Minneapolis, Minn., during the construction project. BNSF estimates that rerouting will result in the additional transit time of one day.

No delays are expected for traffic moving to destinations in the Greybull and Casper areas from Eastern origins.
Customer Service Update
March 30, 1998

This update is being sent to BNSF customers who have expressed interest in receiving regular service update communications from BNSF. If you would like to be taken off the fax list for all such communications, please inform your BNSF marketing representative.

BNSF Establishes Permit System for Traffic at Three Texas Points

To keep its operations to and from Mexico fluid despite Union Pacific Railroad's embargo effective last Saturday, BNSF today established a temporary permit system for all southbound traffic destined to Corpus Christi, Eagle Pass and Laredo, Texas. The latter two are among BNSF's gateways to Mexico. BNSF operations in the area remain fluid, and customers can route shipments to the three locations by obtaining a permit from BNSF.

The permit system is a necessary measure that will allow BNSF to handle more traffic to Mexico and to continue moving traffic in a timely fashion. The permit system applies to southbound traffic only; northbound shipments will continue to be accepted without permits. The permit system will remain in effect until the threat of congestion in the area is past.

Shipment permits can be arranged by contacting:

Agricultural Commodities
Ms. Larissa Silva
Agricultural Commodities
The Burlington Northern and Santa Fe Railway
2650 Lou Menk Drive
Fort Worth, TX 76131
Phone: (817) 234-7183
Fax: (817) 234-7082

All other traffic
International Team
Customer Service and Support
The Burlington Northern and Santa Fe Railway
Topeka, Kan.
Phone: (913) 559-7480
(800) 289-2673, Extension 7480
Fax: (913) 559-7439
(800) 277-2659

From Mexico
Phone: 95-800-010-0344
Fax: 95-800-277-2659
Total 1997-98 BNSF Loaded Units On UPSP Merger Condition Lines

<table>
<thead>
<tr>
<th>Month</th>
<th>January</th>
<th>February ('98)</th>
<th>March ('98)</th>
<th>April</th>
<th>May</th>
<th>June</th>
<th>July</th>
<th>August</th>
<th>September</th>
<th>October</th>
<th>November</th>
<th>December</th>
</tr>
</thead>
<tbody>
<tr>
<td>97 Totals</td>
<td>4,494</td>
<td>6,782</td>
<td>9,916</td>
<td>10,324</td>
<td>11,450</td>
<td>11,421</td>
<td>12,238</td>
<td>16,504</td>
<td>16,098</td>
<td>20,560</td>
<td>20,952</td>
<td>20,833</td>
</tr>
<tr>
<td>98 Totals</td>
<td>20,645</td>
<td>22,455</td>
<td>25,568</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

* = Preliminary
Commodities Handled on UPSP Merger Condition Lines

All Traffic
January 1997 - December 1997

Consumer 8.3%
Ag 18.2%
Intermodal 20.0%
Chemicals 24.4%
Auto 0.2%
Coal 3.7%
Forest 8.6%
Minerals 9.2%
Metals 7.4%
ATTACHMENT 5
### 1997-98 BNSF Loaded Units In Trackage Rights Corridors

**Central Corridor**
Between Denver, CO and Stockton, CA

<table>
<thead>
<tr>
<th></th>
<th>Jan</th>
<th>Feb (*98)</th>
<th>Mar</th>
<th>Apr</th>
<th>May</th>
<th>Jun</th>
<th>Jul</th>
<th>Aug</th>
<th>Sept</th>
<th>Oct</th>
<th>Nov</th>
<th>Dec</th>
</tr>
</thead>
<tbody>
<tr>
<td>Loaded Units 98</td>
<td>834</td>
<td>1,096</td>
<td>1,176</td>
<td>1,262</td>
<td>1,344</td>
<td>1,343</td>
<td>1,667</td>
<td>2,706</td>
<td>2,466</td>
<td>3,333</td>
<td>3,612</td>
<td>3,522</td>
</tr>
<tr>
<td>Loaded Units 98</td>
<td>3,505</td>
<td>2,476</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

* = Preliminary
1997-98 BNSF Loaded Units In Trackage Rights Corridors

Gulf East Corridor
Between Houston, TX and New Orleans, LA

<table>
<thead>
<tr>
<th></th>
<th>Jan</th>
<th>Feb (*98)</th>
<th>Mar</th>
<th>Apr</th>
<th>May</th>
<th>Jun</th>
<th>Jul</th>
<th>Aug</th>
<th>Sept</th>
<th>Oct</th>
<th>Nov</th>
<th>Dec</th>
</tr>
</thead>
<tbody>
<tr>
<td>Loaded Units 97</td>
<td>935</td>
<td>2,236</td>
<td>3,745</td>
<td>3,987</td>
<td>4,186</td>
<td>4,021</td>
<td>3,854</td>
<td>4,744</td>
<td>4,442</td>
<td>5,750</td>
<td>5,797</td>
<td>5,375</td>
</tr>
<tr>
<td>Loaded Units 98 *</td>
<td>5,492</td>
<td>5,277</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

* = Preliminary
1997-98 BNSF Loaded Units In Trackage Rights Corridors

Gulf South Corridor
Between Temple, Corpus Christi and Brownsville, TX

<table>
<thead>
<tr>
<th></th>
<th>Jan</th>
<th>Feb (*'98)</th>
<th>Mar</th>
<th>Apr</th>
<th>May</th>
<th>Jun</th>
<th>July</th>
<th>Aug</th>
<th>Sept</th>
<th>Oct</th>
<th>Nov</th>
<th>Dec</th>
</tr>
</thead>
<tbody>
<tr>
<td>Loaded Units 97</td>
<td>1,480</td>
<td>1,630</td>
<td>2,684</td>
<td>2,834</td>
<td>2,838</td>
<td>2,508</td>
<td>2,727</td>
<td>3,026</td>
<td>2,353</td>
<td>2,711</td>
<td>2,462</td>
<td>2,375</td>
</tr>
<tr>
<td>Loaded Units 98</td>
<td>2,846</td>
<td>3,533</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

* = Preliminary
1997-98 BNSF Loaded Units In Trackage Rights Corridors

I-5 Corridor
Between Stockton, CA and Klamath Falls, OR

<table>
<thead>
<tr>
<th></th>
<th>Jan</th>
<th>Feb (*98)</th>
<th>Mar</th>
<th>Apr</th>
<th>May</th>
<th>June</th>
<th>Jul</th>
<th>Aug</th>
<th>Sept</th>
<th>Oct</th>
<th>Nov</th>
<th>Dec</th>
</tr>
</thead>
<tbody>
<tr>
<td>Loaded Units 97</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>177</td>
<td>1,024</td>
<td>1,317</td>
<td>1,680</td>
<td>1,847</td>
<td>2,096</td>
<td></td>
</tr>
<tr>
<td>Loaded Units 98</td>
<td>2,312</td>
<td>1,915</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

* = Preliminary
Note: Jan 97-Jun 97 no numbers available
## 1997-98 BNSF Loaded Units In Trackage Rights Corridors

### Eagie Pass Corridor

Between Temple, San Antonio, and Eagle Pass, TX

<table>
<thead>
<tr>
<th></th>
<th>Jan</th>
<th>Feb (* 98)</th>
<th>Mar</th>
<th>Apr</th>
<th>May</th>
<th>Jun</th>
<th>Jul</th>
<th>Aug</th>
<th>Sept</th>
<th>Oct</th>
<th>Nov</th>
<th>Dec</th>
</tr>
</thead>
<tbody>
<tr>
<td>Loaded Units 97</td>
<td>209</td>
<td>476</td>
<td>411</td>
<td>410</td>
<td>413</td>
<td>634</td>
<td>580</td>
<td>1,138</td>
<td>1,318</td>
<td>2,203</td>
<td>2,882</td>
<td>2,747</td>
</tr>
<tr>
<td>Loaded Units 98</td>
<td>2,064</td>
<td>2,473</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

* = Preliminary
UP/SP Served Facilities Accessed By BNSF
Other Than As A Result Of "50/50" Line '98 Agreement

<table>
<thead>
<tr>
<th>Customer</th>
<th>Station</th>
<th>State</th>
<th>Status</th>
</tr>
</thead>
<tbody>
<tr>
<td>Gilchrist Bag</td>
<td>Camden</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>International Paper Bag Pak</td>
<td>Camden</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>International Paper Southern Kraft</td>
<td>Camden</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>Riceland Foods</td>
<td>Fair Oaks</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>Cargill Inc</td>
<td>Forrest City</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>3M Industrial Mineral Prod (3M Arch St)</td>
<td>Little Rock</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>3M Industrial Mineral Prod (3M Road)</td>
<td>Little Rock</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>ADM Processing</td>
<td>Little Rock</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>AFCO Steel Bond Street Plant</td>
<td>Little Rock</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>AFCO Steel South Shop</td>
<td>Little Rock</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>AFCO Steel Thomas Street Shop</td>
<td>Little Rock</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>Alman, Sol Co</td>
<td>Little Rock</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>Arkansas Power Light</td>
<td>Little Rock</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>Asphalt Products</td>
<td>Little Rock</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>Barrett Hamilton</td>
<td>Little Rock</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>Choctaw Inc</td>
<td>Little Rock</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>Darragh Co</td>
<td>Little Rock</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>Georgia Pacific Corp</td>
<td>Little Rock</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>Goff Distribution Warehouse</td>
<td>Little Rock</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>Kaufman Lumber Whse (7th St)</td>
<td>Little Rock</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>Northwest Hardwoods</td>
<td>Little Rock</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>Sears Roebuck &amp; Co</td>
<td>Little Rock</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>Smith Fiberglass Prod Inc</td>
<td>Little Rock</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>Sterling Paint Inc (6th St)</td>
<td>Little Rock</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>Stone Container Corporation</td>
<td>Little Rock</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>Sysco Food Svcs of Arkansas</td>
<td>Little Rock</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>Thibault Milling</td>
<td>Little Rock</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>Unisource</td>
<td>Little Rock</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>Winburn Tile Mfg Co</td>
<td>Little Rock</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>Central Terminal Distributing Centers Inc</td>
<td>North Little Rock</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>Central Terminal Distributing Centers Inc (Southern Com)</td>
<td>North Little Rock</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>Chicopee Inc (Johnson - Johnson)</td>
<td>North Little Rock</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>Chicopee Inc (Personal Products)</td>
<td>North Little Rock</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>Koppers Industries Inc.</td>
<td>North Little Rock</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>Mid South Seeds</td>
<td>North Little Rock</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>Oakley Bruce Inc</td>
<td>North Little Rock</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>Onesource Home Building Center</td>
<td>North Little Rock</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>Prime Quality Foods</td>
<td>North Little Rock</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>S F Services Inc</td>
<td>North Little Rock</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>S F Services Inc (Cooperative Mills Inc)</td>
<td>North Little Rock</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>S F Services Inc (S F Services Fertilizer Inc)</td>
<td>North Little Rock</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>Southern Cotton Oil Co. Div of ADM</td>
<td>North Little Rock</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>Tenenbaum, A Co</td>
<td>North Little Rock</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>ACF Industries</td>
<td>Paragould</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>Ameri Steel (Florida Steel)</td>
<td>Paragould</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>Century Tube Corporation</td>
<td>Pine Bluff</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>Cloud Oak Flooring</td>
<td>Pine Bluff</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>Gaylord Container Paper</td>
<td>Pine Bluff</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>General Chemical Corp</td>
<td>Pine Bluff</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>Hixson Lumber Sales</td>
<td>Pine Bluff</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>Hixson Lumber Sales</td>
<td>Pine Bluff</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>Hoover Treated Wood Products - Pine Bluff Plant</td>
<td>Pine Bluff</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>Company Name</td>
<td>Location</td>
<td>State</td>
<td>Zip Code</td>
</tr>
<tr>
<td>--------------------------------------------------------------</td>
<td>--------------</td>
<td>--------</td>
<td>----------</td>
</tr>
<tr>
<td>International Paper Mill</td>
<td>Pine Bluff</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>Johnson Metal Recyclers</td>
<td>Pine Bluff</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>Mid America Packaging Inc. - Div of Gaylord</td>
<td>Pine Bluff</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>Mid South Terminal Four</td>
<td>Pine Bluff</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>Mid South Terminal Four (Pine Bluff Warehouse #4)</td>
<td>Pine Bluff</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>Mid South Terminal One</td>
<td>Pine Bluff</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>Mid South Terminal Two</td>
<td>Pine Bluff</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>Pine Bluff Arsenal</td>
<td>Pine Bluff</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>Planters Cotton Oil Mill</td>
<td>Pine Bluff</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>Planters Cotton Seed</td>
<td>Pine Bluff</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>Southern Bag</td>
<td>Pine Bluff</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>Southern Compress Warehouse</td>
<td>Pine Bluff</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>Stronglite Products</td>
<td>Pine Bluff</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>Terra International Inc.</td>
<td>Pine Bluff</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>Tyson Foods Feedmill</td>
<td>Pine Bluff</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>Tyson Foods Protein Blend Plant</td>
<td>Pine Bluff</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>Viking Bag</td>
<td>Pine Bluff</td>
<td>AR</td>
<td>2:1</td>
</tr>
<tr>
<td>California Cereal Prod (Nabisco Brands)</td>
<td>Elmhurst</td>
<td>CA</td>
<td>2:1</td>
</tr>
<tr>
<td>Fleenor Packing</td>
<td>Elmhurst</td>
<td>CA</td>
<td>2:1</td>
</tr>
<tr>
<td>Fleischman's Yeast</td>
<td>Elmhurst</td>
<td>CA</td>
<td>2:1</td>
</tr>
<tr>
<td>Longview Fibre Co</td>
<td>Elmhurst</td>
<td>CA</td>
<td>2:1</td>
</tr>
<tr>
<td>Pacific America Warehouse</td>
<td>Elmhurst</td>
<td>CA</td>
<td>2:1</td>
</tr>
<tr>
<td>General Motors</td>
<td>Fremont</td>
<td>CA</td>
<td>2:1</td>
</tr>
<tr>
<td>New United Motor Manufacturing</td>
<td>Fremont</td>
<td>CA</td>
<td>2:1</td>
</tr>
<tr>
<td>Toyota Logistic Services</td>
<td>Fremont</td>
<td>CA</td>
<td>2:1</td>
</tr>
<tr>
<td>Toyota Logistics Services (Toyota Vehicle Processors)</td>
<td>Fremont</td>
<td>CA</td>
<td>2:1</td>
</tr>
<tr>
<td>Truck Handling</td>
<td>Fremont</td>
<td>CA</td>
<td>2:1</td>
</tr>
<tr>
<td>Truck Rail Handling</td>
<td>Fremont</td>
<td>CA</td>
<td>Transload</td>
</tr>
<tr>
<td>United States Gypsum</td>
<td>Fremont</td>
<td>CA</td>
<td>2:1</td>
</tr>
<tr>
<td>Cargill</td>
<td>Fullerton</td>
<td>CA</td>
<td>2:1</td>
</tr>
<tr>
<td>Hunt Wesson, Inc.</td>
<td>Fullerton</td>
<td>CA</td>
<td>2:1</td>
</tr>
<tr>
<td>Lucky Food Stores</td>
<td>Fullerton</td>
<td>CA</td>
<td>2:1</td>
</tr>
<tr>
<td>U S Army</td>
<td>Herlong</td>
<td>CA</td>
<td>2:1</td>
</tr>
<tr>
<td>Standard Iron &amp; Metals Co</td>
<td>Kohler</td>
<td>CA</td>
<td>2:1</td>
</tr>
<tr>
<td>Sunshine Biscuit - Vacant Building</td>
<td>Kohler</td>
<td>CA</td>
<td>2:1</td>
</tr>
<tr>
<td>Christian Salveson</td>
<td>La Habra</td>
<td>CA</td>
<td>2:1</td>
</tr>
<tr>
<td>Ralphs Grocery</td>
<td>La Habra</td>
<td>CA</td>
<td>2:1</td>
</tr>
<tr>
<td>Defense Depot/U.S. Gov.</td>
<td>Lathrop</td>
<td>CA</td>
<td>2:1</td>
</tr>
<tr>
<td>Brown Strauss Steel</td>
<td>Livermore</td>
<td>CA</td>
<td>2:1</td>
</tr>
<tr>
<td>G S Roofing Products</td>
<td>Livermore</td>
<td>CA</td>
<td>2:1</td>
</tr>
<tr>
<td>Gaylord Graphics</td>
<td>Livermore</td>
<td>CA</td>
<td>2:1</td>
</tr>
<tr>
<td>Livermore Warehouse</td>
<td>Livermore</td>
<td>CA</td>
<td>2:1</td>
</tr>
<tr>
<td>Salinas Reinforcing Inc</td>
<td>Livermore</td>
<td>CA</td>
<td>2:1</td>
</tr>
<tr>
<td>Mid Cities Iron &amp; Metal Corp</td>
<td>Los Angeles</td>
<td>CA</td>
<td>2:1</td>
</tr>
<tr>
<td>American Brass &amp; Iron (aka. ABI)</td>
<td>Melrose</td>
<td>CA</td>
<td>2:1</td>
</tr>
<tr>
<td>Armour Equipment Sales</td>
<td>Melrose</td>
<td>CA</td>
<td>2:1</td>
</tr>
<tr>
<td>Mother Cake &amp; Cookies</td>
<td>Melrose</td>
<td>CA</td>
<td>2:1</td>
</tr>
<tr>
<td>Nabisco Brands</td>
<td>Oakland</td>
<td>CA</td>
<td>2:1</td>
</tr>
<tr>
<td>Kruse Grain Milling Oh</td>
<td>Ontario</td>
<td>CA</td>
<td>2:1</td>
</tr>
<tr>
<td>Intermod Industries</td>
<td>Ortega</td>
<td>CA</td>
<td>2:1</td>
</tr>
<tr>
<td>Kaiser Sand Gravel</td>
<td>Pleasanton</td>
<td>CA</td>
<td>2:1</td>
</tr>
<tr>
<td>Capitol Plywood</td>
<td>Sacramento</td>
<td>CA</td>
<td>2:1</td>
</tr>
<tr>
<td>Continental Chemical Co</td>
<td>Sacramento</td>
<td>CA</td>
<td>2:1</td>
</tr>
<tr>
<td>Sacramento Bee (McClatchy Newspaper Inc)</td>
<td>Sacramento</td>
<td>CA</td>
<td>2:1</td>
</tr>
<tr>
<td>U S Cold Storage 9th St.</td>
<td>Sacramento</td>
<td>CA</td>
<td>2:1</td>
</tr>
<tr>
<td>Burke Flooring Products</td>
<td>San Jose</td>
<td>CA</td>
<td>2:1</td>
</tr>
<tr>
<td>Coors Brewing</td>
<td>San Jose</td>
<td>CA</td>
<td>2:1</td>
</tr>
<tr>
<td>Company Name</td>
<td>City</td>
<td>State</td>
<td>Notes</td>
</tr>
<tr>
<td>--------------------------------------------------</td>
<td>---------------</td>
<td>-------</td>
<td>------------------</td>
</tr>
<tr>
<td>Del Monte Foods</td>
<td>San Jose</td>
<td>CA</td>
<td></td>
</tr>
<tr>
<td>Ecolab</td>
<td>San Jose</td>
<td>CA</td>
<td></td>
</tr>
<tr>
<td>Floor Service Supply</td>
<td>San Jose</td>
<td>CA</td>
<td></td>
</tr>
<tr>
<td>Frank Lin Distillers Prod</td>
<td>San Jose</td>
<td>CA</td>
<td></td>
</tr>
<tr>
<td>Frito Lay</td>
<td>San Jose</td>
<td>CA</td>
<td></td>
</tr>
<tr>
<td>International Paper</td>
<td>San Jose</td>
<td>CA</td>
<td></td>
</tr>
<tr>
<td>Key West Wire</td>
<td>San Jose</td>
<td>CA</td>
<td></td>
</tr>
<tr>
<td>Laidlaw Environmental Svcs</td>
<td>San Jose</td>
<td>CA</td>
<td></td>
</tr>
<tr>
<td>Markovits &amp; Fox</td>
<td>San Jose</td>
<td>CA</td>
<td></td>
</tr>
<tr>
<td>Northern California Fertilizer</td>
<td>San Jose</td>
<td>CA</td>
<td></td>
</tr>
<tr>
<td>Red Wing</td>
<td>San Jose</td>
<td>CA</td>
<td></td>
</tr>
<tr>
<td>San Jose Distribution Services</td>
<td>San Jose</td>
<td>CA</td>
<td></td>
</tr>
<tr>
<td>Stapleton Spence Packing</td>
<td>San Jose</td>
<td>CA</td>
<td></td>
</tr>
<tr>
<td>Sun Garden Packing Co</td>
<td>San Jose</td>
<td>CA</td>
<td></td>
</tr>
<tr>
<td>U S Pollution Control</td>
<td>San Jose</td>
<td>CA</td>
<td></td>
</tr>
<tr>
<td>Eka Chemical</td>
<td>South Gate</td>
<td>CA</td>
<td></td>
</tr>
<tr>
<td>Los Angeles Chemical</td>
<td>South Gate</td>
<td>CA</td>
<td></td>
</tr>
<tr>
<td>Pq Corporation</td>
<td>South Gate</td>
<td>CA</td>
<td></td>
</tr>
<tr>
<td>Titan Terminal Transport</td>
<td>South Gate</td>
<td>CA</td>
<td></td>
</tr>
<tr>
<td>Refrigerated Distribution Specialist (RDS)</td>
<td>Tracy</td>
<td>CA</td>
<td></td>
</tr>
<tr>
<td>Hardwoods Inc</td>
<td>Trevarno</td>
<td>CA</td>
<td></td>
</tr>
<tr>
<td>Trans Western Polymers</td>
<td>Trevarno</td>
<td>CA</td>
<td></td>
</tr>
<tr>
<td>A L Gilbert</td>
<td>Turlock</td>
<td>CA</td>
<td></td>
</tr>
<tr>
<td>Americoid Plant 1</td>
<td>Turlock</td>
<td>CA</td>
<td></td>
</tr>
<tr>
<td>Facility is vacant/ for lease (Snider Lumber)</td>
<td>Turlock</td>
<td>CA</td>
<td></td>
</tr>
<tr>
<td>Feedstuffs Processing Co.</td>
<td>Turlock</td>
<td>CA</td>
<td></td>
</tr>
<tr>
<td>International Paper</td>
<td>Turlock</td>
<td>CA</td>
<td></td>
</tr>
<tr>
<td>Purina Mills Inc</td>
<td>Turlock</td>
<td>CA</td>
<td></td>
</tr>
<tr>
<td>Rogers Food Div (Universal Foods Corp)</td>
<td>Turlock</td>
<td>CA</td>
<td></td>
</tr>
<tr>
<td>Tab Products Co</td>
<td>Turlock</td>
<td>CA</td>
<td></td>
</tr>
<tr>
<td>Turlock Fruit</td>
<td>Turlock</td>
<td>CA</td>
<td></td>
</tr>
<tr>
<td>Cargill</td>
<td>W Sacramento</td>
<td>CA</td>
<td></td>
</tr>
<tr>
<td>Farmers Rice Cooperative</td>
<td>W Sacramento</td>
<td>CA</td>
<td></td>
</tr>
<tr>
<td>Karrolton Envelope</td>
<td>W Sacramento</td>
<td>CA</td>
<td></td>
</tr>
<tr>
<td>PFX Pet Supply</td>
<td>W Sacramento</td>
<td>CA</td>
<td></td>
</tr>
<tr>
<td>Port Of Sacramento (Sacramento-Yolo Port Dist)</td>
<td>W Sacramento</td>
<td>CA</td>
<td></td>
</tr>
<tr>
<td>The Ink Company</td>
<td>W Sacramento</td>
<td>CA</td>
<td></td>
</tr>
<tr>
<td>Unocal</td>
<td>W Sacramento</td>
<td>CA</td>
<td></td>
</tr>
<tr>
<td>Crum Crum</td>
<td>Yolo</td>
<td>CA</td>
<td>Transload</td>
</tr>
<tr>
<td>American Metals Corp</td>
<td>Yolo Port</td>
<td>CA</td>
<td></td>
</tr>
<tr>
<td>California Distribution Center (CDC-McLaughlin Draying)</td>
<td>Yolo Port</td>
<td>CA</td>
<td></td>
</tr>
<tr>
<td>Weyerhaeuser Lumber</td>
<td>Yolo Port</td>
<td>CA</td>
<td></td>
</tr>
<tr>
<td>Total Petroleum</td>
<td>Grand Jct</td>
<td>CO</td>
<td></td>
</tr>
<tr>
<td>Agri Producers</td>
<td>Herington</td>
<td>KS</td>
<td></td>
</tr>
<tr>
<td>Cairo Coop Equity Exchange</td>
<td>Preston</td>
<td>KS</td>
<td></td>
</tr>
<tr>
<td>Farmers Rice Mill</td>
<td>Harbor</td>
<td>LA</td>
<td></td>
</tr>
<tr>
<td>Lake Charles Carbon Div of Reynolds Metals</td>
<td>Harbor</td>
<td>LA</td>
<td></td>
</tr>
<tr>
<td>Lake Charles Stevedores</td>
<td>Harbor</td>
<td>LA</td>
<td></td>
</tr>
<tr>
<td>M &amp; I Drilling Fluids</td>
<td>Harbor</td>
<td>LA</td>
<td></td>
</tr>
<tr>
<td>Conoco Inc</td>
<td>Lake Charles</td>
<td>LA</td>
<td></td>
</tr>
<tr>
<td>Crowley American Transport</td>
<td>Lake Charles</td>
<td>LA</td>
<td></td>
</tr>
<tr>
<td>Lake Charles Harbor Terminal</td>
<td>Lake Charles</td>
<td>LA</td>
<td></td>
</tr>
<tr>
<td>Lake Charles Public Elevator</td>
<td>Lake Charles</td>
<td>LA</td>
<td></td>
</tr>
<tr>
<td>Montell USA</td>
<td>Lake Charles</td>
<td>LA</td>
<td></td>
</tr>
<tr>
<td>Venco Conoco</td>
<td>West Lake Charles</td>
<td>LA</td>
<td></td>
</tr>
<tr>
<td>Monsanto Co</td>
<td>Luling</td>
<td>LA</td>
<td></td>
</tr>
<tr>
<td>Allen Millwork Inc</td>
<td>Shreveport</td>
<td>LA</td>
<td></td>
</tr>
</tbody>
</table>

*CA: California, CO: Colorado, KS: Kansas, LA: Louisiana, Transload: Transload Agreement, CMA Agreement: CMA Agreement*
<table>
<thead>
<tr>
<th>Company Name</th>
<th>City/State</th>
<th>Agreement Type</th>
</tr>
</thead>
<tbody>
<tr>
<td>Bell Industries</td>
<td>Shreveport, LA</td>
<td>Agreement</td>
</tr>
<tr>
<td>Custom Bilt Cabinet &amp; Supply #1</td>
<td>Shreveport, LA</td>
<td>Agreement</td>
</tr>
<tr>
<td>G S Roofing Products Co Inc</td>
<td>Shreveport, LA</td>
<td>Agreement</td>
</tr>
<tr>
<td>Georgia Pacific Corp</td>
<td>Shreveport, LA</td>
<td>Agreement</td>
</tr>
<tr>
<td>Hart Lumber Co Inc</td>
<td>Shreveport, LA</td>
<td>Agreement</td>
</tr>
<tr>
<td>Murphy Bonded Warehouse Inc</td>
<td>Shreveport, LA</td>
<td>Agreement</td>
</tr>
<tr>
<td>National Biscuit Co (Nabisco)</td>
<td>Shreveport, LA</td>
<td>Agreement</td>
</tr>
<tr>
<td>Purina Mills Inc</td>
<td>Shreveport, LA</td>
<td>Agreement</td>
</tr>
<tr>
<td>S F Services Inc</td>
<td>Shreveport, LA</td>
<td>Agreement</td>
</tr>
<tr>
<td>Sears Roebuck &amp; Co</td>
<td>Shreveport, LA</td>
<td>Agreement</td>
</tr>
<tr>
<td>Southwestern Electric Power Co</td>
<td>West Lake Charles, LA</td>
<td>CMA Agreement</td>
</tr>
<tr>
<td>Alcoa Specialty Chemicals</td>
<td>West Lake Charles, LA</td>
<td>CMA Agreement</td>
</tr>
<tr>
<td>Baroid Petroleum Service</td>
<td>West Lake Charles, LA</td>
<td>CMA Agreement</td>
</tr>
<tr>
<td>Cit Con Oil</td>
<td>West Lake Charles, LA</td>
<td>CMA Agreement</td>
</tr>
<tr>
<td>Citgo Petroleum Corp</td>
<td>West Lake Charles, LA</td>
<td>CMA Agreement</td>
</tr>
<tr>
<td>Firestone Synthetic Rubber &amp; Latex</td>
<td>West Lake Charles, LA</td>
<td>CMA Agreement</td>
</tr>
<tr>
<td>Grace Davison (W R Grace)</td>
<td>West Lake Charles, LA</td>
<td>CMA Agreement</td>
</tr>
<tr>
<td>Occidental Chemical</td>
<td>West Lake Charles, LA</td>
<td>CMA Agreement</td>
</tr>
<tr>
<td>Port of Lake Charles</td>
<td>West Lake Charles, LA</td>
<td>CMA Agreement</td>
</tr>
<tr>
<td>West Lake Polymers</td>
<td>West Lake Charles, LA</td>
<td>CMA Agreement</td>
</tr>
<tr>
<td>Arco Chemical (Olin Corp)</td>
<td>Westlake, LA</td>
<td>CMA Agreement</td>
</tr>
<tr>
<td>Condea Vista Co</td>
<td>Westlake, LA</td>
<td>CMA Agreement</td>
</tr>
<tr>
<td>Conoco</td>
<td>Westlake, LA</td>
<td>CMA Agreement</td>
</tr>
<tr>
<td>Excel Paralubes</td>
<td>Westlake, LA</td>
<td>CMA Agreement</td>
</tr>
<tr>
<td>Holnam</td>
<td>Westlake, LA</td>
<td>CMA Agreement</td>
</tr>
<tr>
<td>Jupiter Nash</td>
<td>Westlake, LA</td>
<td>CMA Agreement</td>
</tr>
<tr>
<td>PPG Industries</td>
<td>Westlake, LA</td>
<td>CMA Agreement</td>
</tr>
<tr>
<td>Tetra Chemical</td>
<td>Westlake, LA</td>
<td>CMA Agreement</td>
</tr>
<tr>
<td>Ag Processing</td>
<td>Dexter, MO</td>
<td>2:1</td>
</tr>
<tr>
<td>Cargill</td>
<td>Dexter, MO</td>
<td>2:1</td>
</tr>
<tr>
<td>Hudson Foods</td>
<td>Dexter, MO</td>
<td>2:1</td>
</tr>
<tr>
<td>Monarch Feed Mills</td>
<td>Dexter, MO</td>
<td>2:1</td>
</tr>
<tr>
<td>Baker Hughes Inteq</td>
<td>Argenta, NV</td>
<td>2:1</td>
</tr>
<tr>
<td>Atlas Towing Co</td>
<td>Battle Mountain, NV</td>
<td>2:1</td>
</tr>
<tr>
<td>M I Drilling Fluids</td>
<td>Battle Mountain, NV</td>
<td>2:1</td>
</tr>
<tr>
<td>Sierra Chemical NV</td>
<td>Battle Mountain, NV</td>
<td>2:1</td>
</tr>
<tr>
<td>Cortez Gold Mines</td>
<td>Beowawe, NV</td>
<td>2:1</td>
</tr>
<tr>
<td>Fleischili Truckload</td>
<td>Beowawe, NV</td>
<td>2:1</td>
</tr>
<tr>
<td>SS Supply</td>
<td>Beowawe, NV</td>
<td>2:1</td>
</tr>
<tr>
<td>Union Pacific Fuels Inc</td>
<td>Beowawe, NV</td>
<td>2:1</td>
</tr>
<tr>
<td>Anschutz Marketing Transport</td>
<td>Carlin, NV</td>
<td>2:1</td>
</tr>
<tr>
<td>Continental Lime</td>
<td>Carlin, NV</td>
<td>2:1</td>
</tr>
<tr>
<td>Kilborn International</td>
<td>Carlin, NV</td>
<td>2:1</td>
</tr>
<tr>
<td>Turner Gas</td>
<td>Carlin, NV</td>
<td>2:1</td>
</tr>
<tr>
<td>Baroid Drilling Fluids</td>
<td>Dunphy, NV</td>
<td>2:1</td>
</tr>
<tr>
<td>Kennecott Utah Copper</td>
<td>Dunphy, NV</td>
<td>2:1</td>
</tr>
<tr>
<td>Alpark Petroleum</td>
<td>Elko, NV</td>
<td>2:1</td>
</tr>
<tr>
<td>Ash Grove Cement Company</td>
<td>Elko, NV</td>
<td>2:1</td>
</tr>
<tr>
<td>Blach Distributing</td>
<td>Elko, NV</td>
<td>2:1</td>
</tr>
<tr>
<td>Cashman Equipment</td>
<td>Elko, NV</td>
<td>2:1</td>
</tr>
<tr>
<td>Franklin Lumber Building Supply</td>
<td>Elko, NV</td>
<td>2:1</td>
</tr>
<tr>
<td>Petro Source</td>
<td>Elko, NV</td>
<td>2:1</td>
</tr>
<tr>
<td>Petro Source Asphalt Terminal</td>
<td>Elko, NV</td>
<td>2:1</td>
</tr>
<tr>
<td>Tricon Metals &amp; Services, Inc.</td>
<td>Elko, NV</td>
<td>2:1</td>
</tr>
<tr>
<td>Continental Lime</td>
<td>Golconda, NV</td>
<td>2:1</td>
</tr>
<tr>
<td>Kennecott Utah Copper</td>
<td>Jayhawk, NV</td>
<td>2:1</td>
</tr>
<tr>
<td>Transwood Inc (west of Carlin NV)</td>
<td>Jayhawk, NV</td>
<td>2:1</td>
</tr>
<tr>
<td>Company Name</td>
<td>City</td>
<td>State</td>
</tr>
<tr>
<td>--------------------------------------</td>
<td>---------------</td>
<td>-------</td>
</tr>
<tr>
<td>Kennecott Utah Copper</td>
<td>Redhouse</td>
<td>NV</td>
</tr>
<tr>
<td>Transwood Inc (Near Golconda, NV)</td>
<td>Redhouse</td>
<td>NV</td>
</tr>
<tr>
<td>Coastal Chem</td>
<td>Rennox</td>
<td>NV</td>
</tr>
<tr>
<td>Sierra Chemical Of Nevada</td>
<td>Valmy</td>
<td>NV</td>
</tr>
<tr>
<td>Sierra Pacific Power</td>
<td>Vivian</td>
<td>NV</td>
</tr>
<tr>
<td>Dupont</td>
<td>Vivian</td>
<td>NV</td>
</tr>
<tr>
<td>Van Waters &amp; Rogers</td>
<td>Arnelia</td>
<td>TX</td>
</tr>
<tr>
<td>Mobil</td>
<td>Baytown</td>
<td>TX</td>
</tr>
<tr>
<td>Exxon Chemical Americas</td>
<td>Baytown</td>
<td>TX</td>
</tr>
<tr>
<td>Exxon Chemical Plastics</td>
<td>Baytown</td>
<td>TX</td>
</tr>
<tr>
<td>Exxon Company USA</td>
<td>Baytown</td>
<td>TX</td>
</tr>
<tr>
<td>Rhone Poulenc</td>
<td>Baytown</td>
<td>TX</td>
</tr>
<tr>
<td>Saw Pipes USA Inc</td>
<td>Baytown</td>
<td>TX</td>
</tr>
<tr>
<td>Seapac Inc</td>
<td>Baytown</td>
<td>TX</td>
</tr>
<tr>
<td>USS</td>
<td>Brownsville</td>
<td>TX</td>
</tr>
<tr>
<td>City Of Brownsville</td>
<td>Brownsville</td>
<td>TX</td>
</tr>
<tr>
<td>Milwhite</td>
<td>Brownsville</td>
<td>TX</td>
</tr>
<tr>
<td>Premier Services Corp</td>
<td>Brownsville</td>
<td>TX</td>
</tr>
<tr>
<td>Tex Mex Cold Storage</td>
<td>Brownsville</td>
<td>TX</td>
</tr>
<tr>
<td>Farstad Oil</td>
<td>Buford</td>
<td>TX</td>
</tr>
<tr>
<td>El Paso Valley Cotton Assn</td>
<td>Clint</td>
<td>TX</td>
</tr>
<tr>
<td>T &amp; R Chemicals</td>
<td>Clint</td>
<td>TX</td>
</tr>
<tr>
<td>Valley Feed Mills</td>
<td>Clint</td>
<td>TX</td>
</tr>
<tr>
<td>American Chrome Chemicals</td>
<td>Corpus Christi</td>
<td>TX</td>
</tr>
<tr>
<td>Citgo Petroleum East Plant</td>
<td>Corpus Christi</td>
<td>TX</td>
</tr>
<tr>
<td>Citgo Petroleum West Plant</td>
<td>Corpus Christi</td>
<td>TX</td>
</tr>
<tr>
<td>Coastal Refining &amp; Marketing</td>
<td>Corpus Christi</td>
<td>TX</td>
</tr>
<tr>
<td>Encycle Texas Inc.</td>
<td>Corpus Christi</td>
<td>TX</td>
</tr>
<tr>
<td>Esco Distributors Inc</td>
<td>Corpus Christi</td>
<td>TX</td>
</tr>
<tr>
<td>Interstate Grain Corp</td>
<td>Corpus Christi</td>
<td>TX</td>
</tr>
<tr>
<td>Koch Industries</td>
<td>Corpus Christi</td>
<td>TX</td>
</tr>
<tr>
<td>Nueces Grain</td>
<td>Corpus Christi</td>
<td>TX</td>
</tr>
<tr>
<td>Zarsky Lumber</td>
<td>Defense</td>
<td>TX</td>
</tr>
<tr>
<td>Defense Distribution Depot</td>
<td>Dickinson</td>
<td>TX</td>
</tr>
<tr>
<td>Penreco</td>
<td>Dumont</td>
<td>TX</td>
</tr>
<tr>
<td>Gulf States Asphalt</td>
<td>Dumont</td>
<td>TX</td>
</tr>
<tr>
<td>Houston Light &amp; Power #1</td>
<td>Dumont</td>
<td>TX</td>
</tr>
<tr>
<td>Houston Light &amp; Power #3</td>
<td>Dumont</td>
<td>TX</td>
</tr>
<tr>
<td>South Houston Lumber</td>
<td>East Waco</td>
<td>TX</td>
</tr>
<tr>
<td>General Tire</td>
<td>Eldon</td>
<td>TX</td>
</tr>
<tr>
<td>Amoco Chemicals</td>
<td>Eldon</td>
<td>TX</td>
</tr>
<tr>
<td>Bayer Cooperation</td>
<td>Eldo</td>
<td>TX</td>
</tr>
<tr>
<td>Borden Chemical</td>
<td>Eldon</td>
<td>TX</td>
</tr>
<tr>
<td>Chevron Chemical</td>
<td>Elmendorf</td>
<td>TX</td>
</tr>
<tr>
<td>City Public Service</td>
<td>Fabens</td>
<td>TX</td>
</tr>
<tr>
<td>Richard Bills Feedlot</td>
<td>Fabens</td>
<td>TX</td>
</tr>
<tr>
<td>Romney Implement</td>
<td>Fabens</td>
<td>TX</td>
</tr>
<tr>
<td>Swig Cotton Compress</td>
<td>Genoa</td>
<td>TX</td>
</tr>
<tr>
<td>Ashland Chemical</td>
<td>Genoa</td>
<td>TX</td>
</tr>
<tr>
<td>Pioneer Concrete Texas</td>
<td>Great Southwest</td>
<td>TX</td>
</tr>
<tr>
<td>Sunbelt Asphalt Materials</td>
<td>Great Southwest</td>
<td>TX</td>
</tr>
<tr>
<td>AMC Warehouses</td>
<td>Great Southwest</td>
<td>TX</td>
</tr>
<tr>
<td>Boise Cascade</td>
<td>Great Southwest</td>
<td>TX</td>
</tr>
<tr>
<td>Carry Companies</td>
<td>Great Southwest</td>
<td>TX</td>
</tr>
<tr>
<td>Champion Recycling</td>
<td>Great Southwest</td>
<td>TX</td>
</tr>
<tr>
<td>Coors Brewing</td>
<td>Great Southwest</td>
<td>TX</td>
</tr>
<tr>
<td>D D Recycling</td>
<td>Great Southwest</td>
<td>TX</td>
</tr>
<tr>
<td>Company Name</td>
<td>Location</td>
<td>Code</td>
</tr>
<tr>
<td>------------------------------------</td>
<td>-------------------</td>
<td>------</td>
</tr>
<tr>
<td>D S Plastics</td>
<td>Great Southwest</td>
<td>TX</td>
</tr>
<tr>
<td>DSC Logistics</td>
<td>Great Southwest</td>
<td>TX</td>
</tr>
<tr>
<td>DSC Logistics (Lever)</td>
<td>Great Southwest</td>
<td>TX</td>
</tr>
<tr>
<td>DSC Logistics (Pillsbury)</td>
<td>Great Southwest</td>
<td>TX</td>
</tr>
<tr>
<td>Frito Lay</td>
<td>Great Southwest</td>
<td>TX</td>
</tr>
<tr>
<td>G E Appliances</td>
<td>Great Southwest</td>
<td>TX</td>
</tr>
<tr>
<td>General Hardwoods</td>
<td>Great Southwest</td>
<td>TX</td>
</tr>
<tr>
<td>Ink</td>
<td>Great Southwest</td>
<td>TX</td>
</tr>
<tr>
<td>Intsel Southwest</td>
<td>Great Southwest</td>
<td>TX</td>
</tr>
<tr>
<td>LMD Warehouse Distribution</td>
<td>Great Southwest</td>
<td>TX</td>
</tr>
<tr>
<td>Mackie Automotive Southwest</td>
<td>Great Southwest</td>
<td>TX</td>
</tr>
<tr>
<td>McGregor Printing</td>
<td>Great Southwest</td>
<td>TX</td>
</tr>
<tr>
<td>National Starch Chemical</td>
<td>Great Southwest</td>
<td>TX</td>
</tr>
<tr>
<td>Pepsi Cola</td>
<td>Great Southwest</td>
<td>TX</td>
</tr>
<tr>
<td>Porter Warner Ind</td>
<td>Great Southwest</td>
<td>TX</td>
</tr>
<tr>
<td>Professional Food Systems</td>
<td>Great Southwest</td>
<td>TX</td>
</tr>
<tr>
<td>Quality Logistics Services</td>
<td>Great Southwest</td>
<td>TX</td>
</tr>
<tr>
<td>Solvay Engineered Polymers (DS Plastics)</td>
<td>Great Southwest</td>
<td>TX</td>
</tr>
<tr>
<td>Tenneco Packaging</td>
<td>Great Southwest</td>
<td>TX</td>
</tr>
<tr>
<td>Texas Plywood Lumber</td>
<td>Great Southwest</td>
<td>TX</td>
</tr>
<tr>
<td>Tucker Housewares</td>
<td>Great Southwest</td>
<td>TX</td>
</tr>
<tr>
<td>Tulco Oil</td>
<td>Great Southwest</td>
<td>TX</td>
</tr>
<tr>
<td>Uvtec</td>
<td>Great Southwest</td>
<td>TX</td>
</tr>
<tr>
<td>Wainwright Ind</td>
<td>Great Southwest</td>
<td>TX</td>
</tr>
<tr>
<td>Western Reclamation</td>
<td>Great Southwest</td>
<td>TX</td>
</tr>
<tr>
<td>Weyerhaeuser</td>
<td>Great Southwest</td>
<td>TX</td>
</tr>
<tr>
<td>Willamette Industries Bag</td>
<td>Great Southwest</td>
<td>TX</td>
</tr>
<tr>
<td>Willamette Industries Corrugated</td>
<td>Great Southwest</td>
<td>TX</td>
</tr>
<tr>
<td>LCRA Plant</td>
<td>Great Southwest</td>
<td>TX</td>
</tr>
<tr>
<td>Alamo Forest Products</td>
<td>Harlingen</td>
<td>TX</td>
</tr>
<tr>
<td>Brown and Joiner</td>
<td>Harlingen</td>
<td>TX</td>
</tr>
<tr>
<td>Cameron Wm &amp; Co</td>
<td>Harlingen</td>
<td>TX</td>
</tr>
<tr>
<td>Earthgrinds</td>
<td>Harlingen</td>
<td>TX</td>
</tr>
<tr>
<td>Georgia Pacific</td>
<td>Harlingen</td>
<td>TX</td>
</tr>
<tr>
<td>Harlingen Valley Compress</td>
<td>Harlingen</td>
<td>TX</td>
</tr>
<tr>
<td>Rio Grande Oil Mill</td>
<td>Harlingen</td>
<td>TX</td>
</tr>
<tr>
<td>Valley Compress Warehouse</td>
<td>Harlingen</td>
<td>TX</td>
</tr>
<tr>
<td>Valley Coop Oil Mill (Valco Chemical)</td>
<td>Harlingen</td>
<td>TX</td>
</tr>
<tr>
<td>Valley Morning Star</td>
<td>Harlingen</td>
<td>TX</td>
</tr>
<tr>
<td>M G Building Materials</td>
<td>Harlingen</td>
<td>TX</td>
</tr>
<tr>
<td>Wheelwright &amp; Associates</td>
<td>Harlingen</td>
<td>TX</td>
</tr>
<tr>
<td>Exxon Chemical Americas</td>
<td>Harlingen</td>
<td>TX</td>
</tr>
<tr>
<td>Allied Signal</td>
<td>Orange</td>
<td>TX</td>
</tr>
<tr>
<td>Chevron Chemical</td>
<td>Orange</td>
<td>TX</td>
</tr>
<tr>
<td>Dupont De Nemours, E I</td>
<td>Orange</td>
<td>TX</td>
</tr>
<tr>
<td>Equitable Bag</td>
<td>Orange</td>
<td>TX</td>
</tr>
<tr>
<td>Firestone Syn Rubber Latex</td>
<td>Orange</td>
<td>TX</td>
</tr>
<tr>
<td>Miles Polysar</td>
<td>Orange</td>
<td>TX</td>
</tr>
<tr>
<td>Orange City Of</td>
<td>Orange</td>
<td>TX</td>
</tr>
<tr>
<td>Orange City Of (West Orange City Of)</td>
<td>Orange</td>
<td>TX</td>
</tr>
<tr>
<td>Orange Port Of</td>
<td>Orange</td>
<td>TX</td>
</tr>
<tr>
<td>Precint One Orange County (Orange County)</td>
<td>Orange</td>
<td>TX</td>
</tr>
<tr>
<td>PrintPak (James River)</td>
<td>Orange</td>
<td>TX</td>
</tr>
<tr>
<td>Rescar (Orange Mobil Ops)</td>
<td>Orange</td>
<td>TX</td>
</tr>
<tr>
<td>Sabine Warehouse</td>
<td>Orange</td>
<td>TX</td>
</tr>
</tbody>
</table>

The code indicates the type of facility and location. For example, "TX" stands for Texas.
<table>
<thead>
<tr>
<th>Company Name</th>
<th>City</th>
<th>State</th>
<th>Code</th>
</tr>
</thead>
<tbody>
<tr>
<td>Schulman Plant</td>
<td>Orange</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Schulman Plant (Schulman A)</td>
<td>Orange</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Wilson Warehouse</td>
<td>San Antonio</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Alamo Iron Works</td>
<td>San Antonio</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Allen &amp; Allen Co</td>
<td>San Antonio</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Big Tex Grain</td>
<td>San Antonio</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Block Distributing</td>
<td>San Antonio</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Browning Ferris Industries (BFI)</td>
<td>San Antonio</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>California Fruit Co.</td>
<td>San Antonio</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Crystal Cold Storage</td>
<td>San Antonio</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Fiesta Warehousing Distribution</td>
<td>San Antonio</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Fite Distribution Services</td>
<td>San Antonio</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Georgia Pacific Corp</td>
<td>San Antonio</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>GLI Distributing</td>
<td>San Antonio</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Halo Distributing</td>
<td>San Antonio</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Hood Clays Vr</td>
<td>San Antonio</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Imperial Bedding</td>
<td>San Antonio</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Lone Star Brewing</td>
<td>San Antonio</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Newell Industries, Inc.</td>
<td>San Antonio</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Newell Recycling of San Antonio, L.P.</td>
<td>San Antonio</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Pearl Brewing</td>
<td>San Antonio</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Pioneer Flour Mills</td>
<td>San Antonio</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Salt Exchange Inc</td>
<td>San Antonio</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>South Texas Liquid Terminal</td>
<td>San Antonio</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Southern Merchandise Storage Co</td>
<td>San Antonio</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Star Seed &amp; Grain</td>
<td>San Antonio</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Superior Tomato-Avocado Co Inc</td>
<td>San Antonio</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Trinity Industries Inc</td>
<td>San Antonio</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Westland Oil Company Inc</td>
<td>San Antonio</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Wright Oil</td>
<td>San Antonio</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Merco Joint Venture</td>
<td>Sierra Blanca</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>San Patrico County One</td>
<td>Sinton</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>A E Staley @ Imperial Holly facility</td>
<td>Sugar Land</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Imperial Holly</td>
<td>Sugar Land</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Nalco Exxon Energy Chemicals</td>
<td>Sugar Land</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Baroid Corp</td>
<td>Texarkana</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Commercial Storage &amp; Distribution Co</td>
<td>Texarkana</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Cooper Tire &amp; Rubber Co</td>
<td>Texarkana</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>General Electric Railcar Repair</td>
<td>Texarkana</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>J J S Distributing</td>
<td>Texarkana</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Kerr McGee Chemical Corp</td>
<td>Texarkana</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Miller Bowie County Farmers Assn</td>
<td>Texarkana</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Texarkana Milling Supply</td>
<td>Texarkana</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Tri State Iron &amp; Metal Co</td>
<td>Texarkana</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>American Plant Food Company</td>
<td>Tyler</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Bonar Packaging</td>
<td>Tyler</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Cameron Wholesale (Cameron Wm &amp; Co)</td>
<td>Tyler</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Jewell Concrete Products</td>
<td>Tyler</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Kelly Springfield Tire</td>
<td>Tyler</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Sunbelt Cement</td>
<td>Tyler</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Transit Mix Concrete Material</td>
<td>Tyler</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Kamin Furniture</td>
<td>Victoria</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Cameron Wm &amp; Co Inc</td>
<td>Waco</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Central Forwarding Co</td>
<td>Waco</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Central Texas Iron Works</td>
<td>Waco</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Central Warehouse Co</td>
<td>Waco</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Company Name</td>
<td>Location</td>
<td>State</td>
<td>Zip Code</td>
</tr>
<tr>
<td>--------------------------------------------------</td>
<td>------------</td>
<td>-------</td>
<td>----------</td>
</tr>
<tr>
<td>Certainteed</td>
<td>Waco</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Continental General Tire</td>
<td>Waco</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Equalizer</td>
<td>Waco</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Exporters &amp; Traders Compress &amp; Whse Co</td>
<td>Waco</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Fleetwood Homes</td>
<td>Waco</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Fleetwood Trailer Co (aka Fleetwood Homes)</td>
<td>Waco</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Gross Yowell Lumber</td>
<td>Waco</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Gulf States Paper</td>
<td>Waco</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Jarvis Paris Murphy</td>
<td>Waco</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Jewell Concrete Products</td>
<td>Waco</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>M Lipsitz</td>
<td>Waco</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>M M Mars</td>
<td>Waco</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Metro Lumber Industries</td>
<td>Waco</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Mid State Beverage Inc</td>
<td>Waco</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Owens Brockway</td>
<td>Waco</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Tejas Warehouse System</td>
<td>Waco</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Terra Nitrogen Corp (Terra Intl Inc)</td>
<td>Waco</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Vacant Facility (McCoys Bldg Supply Center)</td>
<td>Waco</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Veterans Administration</td>
<td>Waco</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Houston Shell &amp; Concrete</td>
<td>Webster</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>McCoys Bldg Supply Center</td>
<td>Webster</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Sunbelt Asphalt Materials</td>
<td>Webster</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>Featherlite</td>
<td>Ysleta</td>
<td>TX</td>
<td>2:1</td>
</tr>
<tr>
<td>International Paper</td>
<td>American Fork</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Rhinehart Oil</td>
<td>Clearfield</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Alpine Transfer</td>
<td>Clearfield</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Americold</td>
<td>Clearfield</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Ashland Chemical</td>
<td>Clearfield</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Birmingham Bolt</td>
<td>Clearfield</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Del Monte Foods</td>
<td>Clearfield</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>DSC Logistics</td>
<td>Clearfield</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Excel Mining</td>
<td>Clearfield</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Exxon Chemical</td>
<td>Clearfield</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Freeport Center</td>
<td>Clearfield</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Freeport Cold Stoage</td>
<td>Clearfield</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Gatx Logistics</td>
<td>Clearfield</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Lifetime Products</td>
<td>Clearfield</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Malnove</td>
<td>Clearfield</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Naptech Inc</td>
<td>Clearfield</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Oborn Transfer Storage</td>
<td>Clearfield</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Poli Twine</td>
<td>Clearfield</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Quintex</td>
<td>Clearfield</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Ryerson Son J T</td>
<td>Clearfield</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Tech Steel</td>
<td>Clearfield</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Thiokol</td>
<td>Clearfield</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Watkins Shepard</td>
<td>Clearfield</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Geneva Steel</td>
<td>Geneva</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Laroche Industries</td>
<td>Geneva</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Western Pipe Coaters (c/o Geneva Steel)</td>
<td>Geneva</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Reilly Industries</td>
<td>Ironton</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Great Salt Lake Minerals</td>
<td>Little Mountain</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Kennecott Utah Copper Corp</td>
<td>Magna</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Red Man Pipe &amp; Supply Co</td>
<td>North Salt Lake City</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>American Nutrition</td>
<td>Ogden</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Atlas Steel</td>
<td>Ogden</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Cache Commodities Drgw</td>
<td>Ogden</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Cargill Flour Milling</td>
<td>Ogden</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Company Name</td>
<td>City</td>
<td>State</td>
<td>Phone</td>
</tr>
<tr>
<td>------------------------------------</td>
<td>-------------</td>
<td>-------</td>
<td>-------</td>
</tr>
<tr>
<td>Cargill Nutrena Feeds</td>
<td>Ogden</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Cereal Food Processors</td>
<td>Ogden</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>David Grant Trucking Inc</td>
<td>Ogden</td>
<td>UT</td>
<td>Transload</td>
</tr>
<tr>
<td>Defense Depot</td>
<td>Ogden</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Durmano Metals</td>
<td>Ogden</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Dyce Chemical Ind</td>
<td>Ogden</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Great Salt Lake Minerals</td>
<td>Ogden</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Harsac</td>
<td>Ogden</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Kimberly Clark</td>
<td>Ogden</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Koch Agri Services West</td>
<td>Ogden</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>L Bloom &amp; Sons</td>
<td>Ogden</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>McNabb Grain</td>
<td>Ogden</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Nutrena Feed</td>
<td>Ogden</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Wasatch Distributing</td>
<td>Ogden</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Western Gateway Storage</td>
<td>Ogden</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Pipe Fabricating</td>
<td>Pioneer</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>A Y Building Supply</td>
<td>Provo</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Atlas Steel</td>
<td>Provo</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Big Four Distributing</td>
<td>Provo</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Pacific States Cast Iron Pipe</td>
<td>Provo</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Pitt Des Moines (PDM)</td>
<td>Provo</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>A K Railroad Materials</td>
<td>Salt Lake City</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Alta Industries</td>
<td>Salt Lake City</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>American Excelsior</td>
<td>Salt Lake City</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Amerigas Propane Lp</td>
<td>Salt Lake City</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Amoco Oil</td>
<td>Salt Lake City</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Asphalt Systems Inc</td>
<td>Salt Lake City</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Associated Food Stores</td>
<td>Salt Lake City</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Atlas Steel Inc</td>
<td>Salt Lake City</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Baker Hughes Inteq</td>
<td>Salt Lake City</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Bee Hive Brick</td>
<td>Salt Lake City</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Benenergy dba Star Carbon Divn</td>
<td>Salt Lake City</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Border Steel</td>
<td>Salt Lake City</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Bruce Transfer &amp; Storage</td>
<td>Salt Lake City</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Capitol Lumber</td>
<td>Salt Lake City</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Cenex Land O Lakes</td>
<td>Salt Lake City</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Cereal Food Processors</td>
<td>Salt Lake City</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Certified Warehouse Transfer</td>
<td>Salt Lake City</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Chevron Products</td>
<td>Salt Lake City</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Chris &amp; Dicks Lumber &amp; Hardware</td>
<td>Salt Lake City</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Church Of Jesus Christ LDS</td>
<td>Salt Lake City</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Conoco Inc</td>
<td>Salt Lake City</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Corporation Of The President (LDS Church)</td>
<td>Salt Lake City</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Corporation Of The Presiding</td>
<td>Salt Lake City</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Crawford Door Sales (aka Oscar E. Chytraus)</td>
<td>Salt Lake City</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Crus Distributing</td>
<td>Salt Lake City</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>E F Mariani</td>
<td>Salt Lake City</td>
<td>UT</td>
<td>Transload</td>
</tr>
<tr>
<td>Eaton Metal Products</td>
<td>Salt Lake City</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Eimco Process Equipment</td>
<td>Salt Lake City</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Engelhard</td>
<td>Salt Lake City</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Farwest Steel</td>
<td>Salt Lake City</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>General Distributing</td>
<td>Salt Lake City</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>General Felt Industries</td>
<td>Salt Lake City</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Great Western Chemical</td>
<td>Salt Lake City</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Harrington Trucking, Inc</td>
<td>Salt Lake City</td>
<td>UT</td>
<td>Transload</td>
</tr>
<tr>
<td>Hill Brothers Chemical</td>
<td>Salt Lake City</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Holnam</td>
<td>Salt Lake City</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Company Name</td>
<td>City</td>
<td>State</td>
<td>Code</td>
</tr>
<tr>
<td>------------------------------------</td>
<td>------------</td>
<td>-------</td>
<td>------</td>
</tr>
<tr>
<td>Liquid Sugars</td>
<td>Salt Lake</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Mark Steel (W 200)</td>
<td>Salt Lake</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Marmon Keystone</td>
<td>Salt Lake</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>May Foundry</td>
<td>Salt Lake</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Metro Steel Recyclers Inc</td>
<td>Salt Lake</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Mountain Cement</td>
<td>Salt Lake</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Nalco Chemical</td>
<td>Salt Lake</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Newspaper Agency</td>
<td>Salt Lake</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Pacific Steel</td>
<td>Salt Lake</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Pax</td>
<td>Salt Lake</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Peerless Oil</td>
<td>Salt Lake</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Petrolane</td>
<td>Salt Lake</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Pioneer Wholesale Supply Inc</td>
<td>Salt Lake</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Resource Net (aka Western Paper Company)</td>
<td>Salt Lake</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Salt Lake Auto Auction</td>
<td>Salt Lake</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Semling Menke</td>
<td>Salt Lake</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Specialized Rail Service</td>
<td>Salt Lake</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Sport Court</td>
<td>Salt Lake</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Steelco</td>
<td>Salt Lake</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Stone Container</td>
<td>Salt Lake</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Sutherland Lumber</td>
<td>Salt Lake</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Tenneco Packaging Drgw</td>
<td>Salt Lake</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Terminal Freight Handling</td>
<td>Salt Lake</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Thatcher Company</td>
<td>Salt Lake</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Transwood</td>
<td>Salt Lake</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>United States Postal Service</td>
<td>Salt Lake</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>United States Welding</td>
<td>Salt Lake</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Utah Barrel</td>
<td>Salt Lake</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Utah Metal Works</td>
<td>Salt Lake</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Utah Power Box</td>
<td>Salt Lake</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Valley Steel Processing Inc</td>
<td>Salt Lake</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Van Water Rogers</td>
<td>Salt Lake</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Westinghouse Electric Co</td>
<td>Salt Lake</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Weyerhaeuser</td>
<td>Salt Lake</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Wholesale Stationers Corp</td>
<td>Salt Lake</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Wholesale Transfer &amp; Warehouse</td>
<td>Salt Lake</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Conoco</td>
<td>Woods Cross</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Crysen Refining</td>
<td>Woods Cross</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Peak Profile</td>
<td>Woods Cross</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Phillips 36W.</td>
<td>Woods Cross</td>
<td>UT</td>
<td>2:1</td>
</tr>
<tr>
<td>Customer</td>
<td>Station</td>
<td>State Serving</td>
<td>Status</td>
</tr>
<tr>
<td>----------------------------------------------</td>
<td>-----------</td>
<td>---------------</td>
<td>--------</td>
</tr>
<tr>
<td>Continental Grain Corporation</td>
<td>Danville</td>
<td>AR LRWN</td>
<td>2.1 SL</td>
</tr>
<tr>
<td>Greenbay Pkg Inc Arkansas Kraft Division</td>
<td>Danville</td>
<td>AR LRWN</td>
<td>2.1 SL</td>
</tr>
<tr>
<td>Wayne Poultry &amp; Feed Div of Continental Grain</td>
<td>Danville</td>
<td>AR LRWN</td>
<td>2.1 SL</td>
</tr>
<tr>
<td>American Fiber Industries</td>
<td>Little Rock</td>
<td>AR LRPA</td>
<td>2.1 SL</td>
</tr>
<tr>
<td>Best Foods Division CPC International Inc.</td>
<td>Little Rock</td>
<td>AR LRPA</td>
<td>2.1 SL</td>
</tr>
<tr>
<td>Democrat Printing &amp; Lithographing Co</td>
<td>Little Rock</td>
<td>AR LRPA</td>
<td>2.1 SL</td>
</tr>
<tr>
<td>G E Appliances</td>
<td>Little Rock</td>
<td>AR LRPA</td>
<td>2.1 SL</td>
</tr>
<tr>
<td>Interstate Highway Sign Co</td>
<td>Little Rock</td>
<td>AR LRPA</td>
<td>2.1 SL</td>
</tr>
<tr>
<td>Little Rock Distributing</td>
<td>Little Rock</td>
<td>AR LRPA</td>
<td>2.1 SL</td>
</tr>
<tr>
<td>Logistics Services Inc. (LSI) (Little Rock Terminal)</td>
<td>Little Rock</td>
<td>AR LRPA</td>
<td>2.1 SL</td>
</tr>
<tr>
<td>Logistics Services Inc. (LSI) (Ryan Walsh Inc)</td>
<td>Little Rock</td>
<td>AR LRPA</td>
<td>2.1 SL</td>
</tr>
<tr>
<td>National By Products</td>
<td>Little Rock</td>
<td>AR LRPA</td>
<td>2.1 SL</td>
</tr>
<tr>
<td>Oneal Steel Inc.</td>
<td>Little Rock</td>
<td>AR LRPA</td>
<td>2.1 SL</td>
</tr>
<tr>
<td>Pind Supply Inc</td>
<td>Little Rock</td>
<td>AR LRPA</td>
<td>2.1 SL</td>
</tr>
<tr>
<td>Recycle America</td>
<td>Little Rock</td>
<td>AR LRPA</td>
<td>2.1 SL</td>
</tr>
<tr>
<td>River Cemant</td>
<td>Little Rock</td>
<td>AR LRPA</td>
<td>2.1 SL</td>
</tr>
<tr>
<td>Safety Kleen</td>
<td>Little Rock</td>
<td>AR LRPA</td>
<td>2.1 SL</td>
</tr>
<tr>
<td>Schick Steel</td>
<td>Little Rock</td>
<td>AR LRPA</td>
<td>2.1 SL</td>
</tr>
<tr>
<td>Schueck Steel</td>
<td>Little Rock</td>
<td>AR LRPA</td>
<td>2.1 SL</td>
</tr>
<tr>
<td>Sloane, George Fischer Manufacturing Co Inc</td>
<td>Little Rock</td>
<td>AR LRPA</td>
<td>2.1 SL</td>
</tr>
<tr>
<td>Southern Bldg Products</td>
<td>Little Rock</td>
<td>AR LRPA</td>
<td>2.1 SL</td>
</tr>
<tr>
<td>Southern Scrap</td>
<td>Little Rock</td>
<td>AR LRPA</td>
<td>2.1 SL</td>
</tr>
<tr>
<td>Southland Products</td>
<td>Little Rock</td>
<td>AR LRPA</td>
<td>2.1 SL</td>
</tr>
<tr>
<td>Vincent Metals Div Rio Algom Inc</td>
<td>Little Rock</td>
<td>AR LRPA</td>
<td>2.1 SL</td>
</tr>
<tr>
<td>Vinyl Building Products</td>
<td>Little Rock</td>
<td>AR LRPA</td>
<td>2.1 SL</td>
</tr>
<tr>
<td>Wheatland Tube - Omega Division</td>
<td>Little Rock</td>
<td>AR LRPA</td>
<td>2.1 SL</td>
</tr>
<tr>
<td>Deltic Farm &amp; Timber</td>
<td>Ola</td>
<td>AR LRWN</td>
<td>2.1 SL</td>
</tr>
<tr>
<td>Greenbay Pkg Inc Arkansas Kraft Division</td>
<td>Perry</td>
<td>AR LRWN</td>
<td>2.1 SL</td>
</tr>
<tr>
<td>Greenbay Pkg Inc (Paper)</td>
<td>Perry</td>
<td>AR LRWN</td>
<td>2.1 SL</td>
</tr>
<tr>
<td>Collins Pine</td>
<td>Chester</td>
<td>CA AL</td>
<td>2.1 SL</td>
</tr>
<tr>
<td>Riviana Food Inc</td>
<td>Abbeville</td>
<td>LA LDRR</td>
<td>2.1 SL</td>
</tr>
<tr>
<td>Cargill Salt</td>
<td>Baldwin</td>
<td>LA LDRR</td>
<td>2.1 SL</td>
</tr>
<tr>
<td>Morton Salt</td>
<td>Baldwin</td>
<td>LA LDRR</td>
<td>2.1 SL</td>
</tr>
<tr>
<td>Twin Brus Marine</td>
<td>Bayou Sale</td>
<td>LA LDRR</td>
<td>2.1 SL</td>
</tr>
<tr>
<td>Cabot Corp</td>
<td>Bayou Sale</td>
<td>LA LDRR</td>
<td>2.1 SL</td>
</tr>
<tr>
<td>Columbian Chemicals Co</td>
<td>Breaux Bridge</td>
<td>LA LDRR</td>
<td>2.1 SL</td>
</tr>
<tr>
<td>Enterprise Products</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>G &amp; H Seed</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Southwest Milling</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Union Camp Corp</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Miller Brands</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Liberty Rice</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>American Manufacturing</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Branch Warehouse</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Catalyst Recovery</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Chastant Bros</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Elks Concrete Products</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Halliburton</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Lafayette Distributors</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Louisiana Southwest Scrap &amp; Salvage</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Northpark Industrial Park</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Company</td>
<td>City</td>
<td>State</td>
<td>Address</td>
</tr>
<tr>
<td>------------------------------</td>
<td>---------------</td>
<td>-------</td>
<td>----------</td>
</tr>
<tr>
<td>Oneal Steel Inc</td>
<td>Lafayette</td>
<td>LA</td>
<td>LDRR</td>
</tr>
<tr>
<td>OSCA Inc</td>
<td>Lafayette</td>
<td>LA</td>
<td>LDRR</td>
</tr>
<tr>
<td>Quality Brands Inc</td>
<td>Lafayette</td>
<td>LA</td>
<td>LDRR</td>
</tr>
<tr>
<td>Schilling Distributing Co Inc</td>
<td>Lafayette</td>
<td>LA</td>
<td>LDRR</td>
</tr>
<tr>
<td>Lockport Thermostats</td>
<td>Lockport</td>
<td>LA</td>
<td>LDRR</td>
</tr>
<tr>
<td>Nicolas Paper</td>
<td>Lockport</td>
<td>LA</td>
<td>LDRR</td>
</tr>
<tr>
<td>Olin</td>
<td>Lockport</td>
<td>LA</td>
<td>LDRR</td>
</tr>
<tr>
<td>Raceland Sugar</td>
<td>New Iberia</td>
<td>LA</td>
<td>LDRR</td>
</tr>
<tr>
<td>Allen Tank</td>
<td>New Iberia</td>
<td>LA</td>
<td>LDRR</td>
</tr>
<tr>
<td>Ambar</td>
<td>New Iberia</td>
<td>LA</td>
<td>LDRR</td>
</tr>
<tr>
<td>Bayou Pipe Coating</td>
<td>New Iberia</td>
<td>LA</td>
<td>LDRR</td>
</tr>
<tr>
<td>Carbo Ceramics</td>
<td>New Iberia</td>
<td>LA</td>
<td>LDRR</td>
</tr>
<tr>
<td>Coastal Chemical</td>
<td>New Iberia</td>
<td>LA</td>
<td>LDRR</td>
</tr>
<tr>
<td>Coastal Timbers</td>
<td>New Iberia</td>
<td>LA</td>
<td>LDRR</td>
</tr>
<tr>
<td>Creole Fermentation</td>
<td>New Iberia</td>
<td>LA</td>
<td>LDRR</td>
</tr>
<tr>
<td>Degussa Carbon Black Corp</td>
<td>New Iberia</td>
<td>LA</td>
<td>LDRR</td>
</tr>
<tr>
<td>Iberia Sugar</td>
<td>New Iberia</td>
<td>LA</td>
<td>LDRR</td>
</tr>
<tr>
<td>Iberia Threading</td>
<td>New Iberia</td>
<td>LA</td>
<td>LDRR</td>
</tr>
<tr>
<td>Liberty Connell</td>
<td>New Iberia</td>
<td>LA</td>
<td>LDRR</td>
</tr>
<tr>
<td>Olin</td>
<td>New Iberia</td>
<td>LA</td>
<td>LLRR</td>
</tr>
<tr>
<td>Premiere Casing</td>
<td>New Orleans</td>
<td>LA</td>
<td>NOPB</td>
</tr>
<tr>
<td>Cajun Distributing</td>
<td>Opelousas</td>
<td>LA</td>
<td>AKDN</td>
</tr>
<tr>
<td>Benhard Warehouse</td>
<td>Opelousas</td>
<td>LA</td>
<td>AKDN</td>
</tr>
<tr>
<td>Cal-Chlor Inc</td>
<td>Opelousas</td>
<td>LA</td>
<td>AKDN</td>
</tr>
<tr>
<td>FMC</td>
<td>Opelousas</td>
<td>LA</td>
<td>AKDN</td>
</tr>
<tr>
<td>Galennie Lumber</td>
<td>Opelousas</td>
<td>LA</td>
<td>AKDN</td>
</tr>
<tr>
<td>Lou Ana Foods</td>
<td>Opelousas</td>
<td>LA</td>
<td>AKDN</td>
</tr>
<tr>
<td>PMG Inc.</td>
<td>Opelousas</td>
<td>LA</td>
<td>AKDN</td>
</tr>
<tr>
<td>Prairie Construction Co</td>
<td>Opelousas</td>
<td>LA</td>
<td>AKDN</td>
</tr>
<tr>
<td>Southwest Feed Farm</td>
<td>Opelousas</td>
<td>LA</td>
<td>AKDN</td>
</tr>
<tr>
<td>Patout M A &amp; Son Ltd</td>
<td>Patoutville</td>
<td>LA</td>
<td>LDRR</td>
</tr>
<tr>
<td>Dufrene Building Materials Inc</td>
<td>Raceland</td>
<td>LA</td>
<td>LDRR</td>
</tr>
<tr>
<td>Krielow Brothers</td>
<td>Roanoke</td>
<td>LA</td>
<td>AKDN</td>
</tr>
<tr>
<td>Tri-Late Delta Inc</td>
<td>Schriever</td>
<td>LA</td>
<td>LDRR</td>
</tr>
<tr>
<td>National Beverage</td>
<td>Thibodaux</td>
<td>LA</td>
<td>LDRR</td>
</tr>
<tr>
<td>Union Tank Car</td>
<td>Ville Platte</td>
<td>LA</td>
<td>AKDN</td>
</tr>
<tr>
<td>BHP Copper</td>
<td>Riepetown</td>
<td>NV</td>
<td>BHP</td>
</tr>
<tr>
<td>ABC Supply</td>
<td>Austin</td>
<td>TX</td>
<td>LHRR</td>
</tr>
<tr>
<td>Acco</td>
<td>Austin</td>
<td>TX</td>
<td>LHRR</td>
</tr>
<tr>
<td>Alar Distribution</td>
<td>Austin</td>
<td>TX</td>
<td>LHRR</td>
</tr>
<tr>
<td>Alliant Food Service</td>
<td>Austin</td>
<td>TX</td>
<td>LHRR</td>
</tr>
<tr>
<td>Austin Steam Train Ass'n</td>
<td>Austin</td>
<td>TX</td>
<td>LHRR</td>
</tr>
<tr>
<td>Boonesborough Inc</td>
<td>Austin</td>
<td>TX</td>
<td>LHRR</td>
</tr>
<tr>
<td>Brown Dist</td>
<td>Austin</td>
<td>TX</td>
<td>LHRR</td>
</tr>
<tr>
<td>Capital Beverage</td>
<td>Austin</td>
<td>TX</td>
<td>LHRR</td>
</tr>
<tr>
<td>Foxworth - Galbraith</td>
<td>Austin</td>
<td>TX</td>
<td>LHRR</td>
</tr>
<tr>
<td>Huntsman</td>
<td>Austin</td>
<td>TX</td>
<td>LHRR</td>
</tr>
<tr>
<td>Joe Pinelli</td>
<td>Austin</td>
<td>TX</td>
<td>LHRR</td>
</tr>
<tr>
<td>Kraft Food Service</td>
<td>Austin</td>
<td>TX</td>
<td>LHRR</td>
</tr>
<tr>
<td>Shiner</td>
<td>Austin</td>
<td>TX</td>
<td>LHRR</td>
</tr>
<tr>
<td>Warren Furniture</td>
<td>Austin</td>
<td>TX</td>
<td>LHRR</td>
</tr>
<tr>
<td>McCoy Lumber</td>
<td>Bellton</td>
<td>TX</td>
<td>GRR</td>
</tr>
<tr>
<td>Amfels Inc</td>
<td>Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>Anbel Corporation</td>
<td>Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>Best Group Marine</td>
<td>Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>Brownsville Navigation</td>
<td>Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>Brownsville Refining</td>
<td>Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>Company Name</td>
<td>Location</td>
<td>Region</td>
<td>Terminal</td>
</tr>
<tr>
<td>--------------------------------------------------------</td>
<td>-------------------</td>
<td>--------</td>
<td>----------</td>
</tr>
<tr>
<td>Carl &amp; Carol Meyer</td>
<td>Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>Chem USA Corp</td>
<td>Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>Columbia Western Clay</td>
<td>Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>Comercializadora Lajunta</td>
<td>Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>Dix Industries Inc</td>
<td>Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>Duropaper Bag Mfg</td>
<td>Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>Eigo Internacional</td>
<td>Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>Frontier Services</td>
<td>Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>Galbreath Inc</td>
<td>Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>Carva Corp</td>
<td>Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>Global Stone Lc</td>
<td>Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>Groendyke Transport</td>
<td>Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>Gulf Facilities Inc</td>
<td>Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>Gulf Stream Marine Of Brownsville Inc</td>
<td>Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>Culmar Inc</td>
<td>Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>Inter Transfer</td>
<td>Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>Interlube Terminals</td>
<td>Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>International Shipbreaking</td>
<td>Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>International Stainless Steel</td>
<td>Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>Itapco Border Terminal</td>
<td>Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>Itapco Brownsville Terminal</td>
<td>Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>Itapco Tejano Terminal</td>
<td>Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>John Houlihan</td>
<td>Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>Liberty Engr Inc</td>
<td>Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>Lower Valley Transportation</td>
<td>Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>Marine Scrap Corp</td>
<td>Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>Oglebay Norton</td>
<td>Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>Open Sesame Commodity</td>
<td>Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>Penn Octane Corp</td>
<td>Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>Petroliquids Terminal</td>
<td>Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>Plitt Crane &amp; Equipment Inc</td>
<td>Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>Port Elevator-Brownsville</td>
<td>Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>Port Of Brownsville</td>
<td>Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>Quimica Fluor Sa</td>
<td>Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>R M Walsdorf Co</td>
<td>Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>Rio Plastics Inc</td>
<td>Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>Roll &amp; Hold</td>
<td>Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>RR Maintenance &amp; Construction</td>
<td>Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>Sanco International Inc</td>
<td>Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>Satellite I Inc</td>
<td>Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>South Pacific Plywood Lumber</td>
<td>Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>South Texas Grain</td>
<td>Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>South Texas Grain (Tip O Tex Elevator)</td>
<td>Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>Southwest Grain</td>
<td>Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>Statia Terminals</td>
<td>Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>STG Leasing Co</td>
<td>Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>Texas International Ry</td>
<td>Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>Transforma Marine</td>
<td>Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>Trico Technologies Corp</td>
<td>Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>Valley Warehousing</td>
<td>Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>Hoover Building Supply</td>
<td>Burnet</td>
<td>TX</td>
<td>LHRR</td>
</tr>
<tr>
<td>Pioneer Concrete</td>
<td>Corpus Christi</td>
<td>TX</td>
<td>CCTR</td>
</tr>
<tr>
<td>ADM Growmark</td>
<td>Corpus Christi</td>
<td>TX</td>
<td>CCTR</td>
</tr>
<tr>
<td>Aimcor</td>
<td>Corpus Christi</td>
<td>TX</td>
<td>CCTR</td>
</tr>
<tr>
<td>BHP Copper</td>
<td>Corpus Christi</td>
<td>TX</td>
<td>CCTR</td>
</tr>
<tr>
<td>Continental Grain</td>
<td>Corpus Christi</td>
<td>TX</td>
<td>CCTR</td>
</tr>
<tr>
<td>Corpus Christi Caller Times</td>
<td>Corpus Christi</td>
<td>TX</td>
<td>CCTR</td>
</tr>
</tbody>
</table>

---

13
<table>
<thead>
<tr>
<th>Company</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
</tr>
</thead>
<tbody>
<tr>
<td>Corpus Christi Public Compress</td>
<td>Corpus Christi</td>
<td>TX</td>
<td>CCTR</td>
</tr>
<tr>
<td>Corpus Christi Public Elevator</td>
<td>Corpus Christi</td>
<td>TX</td>
<td>CCTR</td>
</tr>
<tr>
<td>Dix Fairway Terminals LLC</td>
<td>Corpus Christi</td>
<td>TX</td>
<td>CCTR</td>
</tr>
<tr>
<td>Farrell Cooper Mining</td>
<td>Corpus Christi</td>
<td>TX</td>
<td>CCTR</td>
</tr>
<tr>
<td>Phelps Dodge</td>
<td>Corpus Christi</td>
<td>TX</td>
<td>CCTR</td>
</tr>
<tr>
<td>Port Of Corpus Christi</td>
<td>Corpus Christi</td>
<td>TX</td>
<td>CCTR</td>
</tr>
<tr>
<td>Scholl Forest Industries</td>
<td>Corpus Christi</td>
<td>TX</td>
<td>CCTR</td>
</tr>
<tr>
<td>Texas Lehigh Cement</td>
<td>Corpus Christi</td>
<td>TX</td>
<td>CCTR</td>
</tr>
<tr>
<td>Timet</td>
<td>Corpus Christi</td>
<td>TX</td>
<td>CCTR</td>
</tr>
<tr>
<td>Valls Shipping</td>
<td>Corpus Christi</td>
<td>TX</td>
<td>CCTR</td>
</tr>
<tr>
<td>Vista Trading</td>
<td>Corpus Christi</td>
<td>TX</td>
<td>CCTR</td>
</tr>
<tr>
<td>84 Lumber</td>
<td>Decker</td>
<td>TX</td>
<td>LHRR</td>
</tr>
<tr>
<td>Acme Brick</td>
<td>Elgin</td>
<td>TX</td>
<td>LHRR</td>
</tr>
<tr>
<td>Elgin Butler Brick</td>
<td>Elgin</td>
<td>TX</td>
<td>LHRR</td>
</tr>
<tr>
<td>Elgin Warehouse</td>
<td>Elgin</td>
<td>TX</td>
<td>LHRR</td>
</tr>
<tr>
<td>Greenline Chemical Co</td>
<td>Elgin</td>
<td>TX</td>
<td>LHRR</td>
</tr>
<tr>
<td>U S Brick</td>
<td>Elgin</td>
<td>TX</td>
<td>LHRR</td>
</tr>
<tr>
<td>Valcones Recycling</td>
<td>Elgin</td>
<td>TX</td>
<td>LHRR</td>
</tr>
<tr>
<td>Calcasieu Lumber Co</td>
<td>Feld</td>
<td>TX</td>
<td>GRR</td>
</tr>
<tr>
<td>Straw Explosives</td>
<td>Feld</td>
<td>TX</td>
<td>GRR</td>
</tr>
<tr>
<td>Team Track</td>
<td>Feld</td>
<td>TX</td>
<td>GRR</td>
</tr>
<tr>
<td>Austin Marble</td>
<td>Georgetown</td>
<td>TX</td>
<td>GRR</td>
</tr>
<tr>
<td>Hope Lumber Co</td>
<td>Georgetown</td>
<td>TX</td>
<td>GRR</td>
</tr>
<tr>
<td>McCoy Lumber</td>
<td>Georgetown</td>
<td>TX</td>
<td>GRR</td>
</tr>
<tr>
<td>Transit Mix Inc</td>
<td>Georgetown</td>
<td>TX</td>
<td>GRR</td>
</tr>
<tr>
<td>Brennan &amp; Co</td>
<td>Laredo</td>
<td>TX</td>
<td>TM</td>
</tr>
<tr>
<td>Caseo Guerra</td>
<td>Laredo</td>
<td>TX</td>
<td>TM</td>
</tr>
<tr>
<td>Chemical Leaman</td>
<td>Laredo</td>
<td>TX</td>
<td>TM</td>
</tr>
<tr>
<td>Continental Exim (G Bolano)</td>
<td>Laredo</td>
<td>TX</td>
<td>TM</td>
</tr>
<tr>
<td>Despachos del Norte</td>
<td>Laredo</td>
<td>TX</td>
<td>TM</td>
</tr>
<tr>
<td>Fernando Garcia Warehouse</td>
<td>Laredo</td>
<td>TX</td>
<td>TM</td>
</tr>
<tr>
<td>Flores, R L</td>
<td>Laredo</td>
<td>TX</td>
<td>TM</td>
</tr>
<tr>
<td>Galveston Paper Inc</td>
<td>Laredo</td>
<td>TX</td>
<td>TM</td>
</tr>
<tr>
<td>Gateway Transfer</td>
<td>Laredo</td>
<td>TX</td>
<td>TM</td>
</tr>
<tr>
<td>J O Alvarez CHB</td>
<td>Laredo</td>
<td>TX</td>
<td>TM</td>
</tr>
<tr>
<td>Laredo Moving Storage</td>
<td>Laredo</td>
<td>TX</td>
<td>TM</td>
</tr>
<tr>
<td>MB Forwarding</td>
<td>Laredo</td>
<td>TX</td>
<td>TM</td>
</tr>
<tr>
<td>Pasquel Hermanos</td>
<td>Laredo</td>
<td>TX</td>
<td>TM</td>
</tr>
<tr>
<td>Texas Intl Forwarding</td>
<td>Laredo</td>
<td>TX</td>
<td>TM</td>
</tr>
<tr>
<td>Cactus Canyon</td>
<td>Marble Falls</td>
<td>TX</td>
<td>LHRR</td>
</tr>
<tr>
<td>Capitol Aggregates, Ltd.</td>
<td>Marble Falls</td>
<td>TX</td>
<td>LHRR</td>
</tr>
<tr>
<td>Chemical Lime</td>
<td>Marble Falls</td>
<td>TX</td>
<td>LHRR</td>
</tr>
<tr>
<td>J M Huber</td>
<td>Marble Falls</td>
<td>TX</td>
<td>LHRR</td>
</tr>
<tr>
<td>Texas Granite-Cold Spring Granit-Texas Division</td>
<td>Marble Falls</td>
<td>TX</td>
<td>GRR</td>
</tr>
<tr>
<td>Abbott Labs</td>
<td>McNeil</td>
<td>TX</td>
<td>LHRR</td>
</tr>
<tr>
<td>J H Supply</td>
<td>McNeil</td>
<td>TX</td>
<td>LHRR</td>
</tr>
<tr>
<td>Guthrie Lumber</td>
<td>McNeil</td>
<td>TX</td>
<td>LHRR</td>
</tr>
<tr>
<td>Anglo iron &amp; Metal</td>
<td>Port Of Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>Brownsville Gulfside Warehouse</td>
<td>Port Of Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>Duro Bag</td>
<td>Port Of Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>Garva Corp</td>
<td>Port Of Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>Gulf Facilities Inc</td>
<td>Port Of Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>Gulmar Inc</td>
<td>Port Of Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>Schaefer Stevedoring</td>
<td>Port Of Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>Texas Intl Rwy (Rail Transport Svcs)</td>
<td>Port Of Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>Union Carbide</td>
<td>Port Of Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>Westway Terminal (Trading)</td>
<td>Port Of Brownsville</td>
<td>TX</td>
<td>BRG</td>
</tr>
<tr>
<td>Company Name</td>
<td>City</td>
<td>State</td>
<td>Zip Code</td>
</tr>
<tr>
<td>---------------------------------------</td>
<td>--------------</td>
<td>-------</td>
<td>----------</td>
</tr>
<tr>
<td>Calcasiey Lbr Co</td>
<td>Round Rock</td>
<td>TX</td>
<td>78680</td>
</tr>
<tr>
<td>Alar Distribution</td>
<td>Scoobee</td>
<td>TX</td>
<td>78680</td>
</tr>
<tr>
<td>Capital Beverage</td>
<td>Scoobee</td>
<td>TX</td>
<td>78680</td>
</tr>
<tr>
<td>Foxworth - Galbraith</td>
<td>Scoobee</td>
<td>TX</td>
<td>78680</td>
</tr>
<tr>
<td>McCoy's</td>
<td>Scoobee</td>
<td>TX</td>
<td>78680</td>
</tr>
<tr>
<td>Top Dollar Cement</td>
<td>Weir</td>
<td>TX</td>
<td>78680</td>
</tr>
<tr>
<td>Boise Cascade</td>
<td>City Limits</td>
<td>UT</td>
<td>84302</td>
</tr>
<tr>
<td>Certified Warehouse</td>
<td>City Limits</td>
<td>UT</td>
<td>84302</td>
</tr>
<tr>
<td>Comstar International</td>
<td>City Limits</td>
<td>UT</td>
<td>84302</td>
</tr>
<tr>
<td>National Distribution</td>
<td>City Limits</td>
<td>UT</td>
<td>84302</td>
</tr>
<tr>
<td>Pacific Cold Storage</td>
<td>City Limits</td>
<td>UT</td>
<td>84302</td>
</tr>
<tr>
<td>Sauder Woodworking</td>
<td>City Limits</td>
<td>UT</td>
<td>84302</td>
</tr>
<tr>
<td>Pacificorp</td>
<td>Gadsby</td>
<td>UT</td>
<td>84302</td>
</tr>
<tr>
<td>Butterfield Bldg Mat (Lumber)</td>
<td>Midvale</td>
<td>UT</td>
<td>84302</td>
</tr>
<tr>
<td>Amalgamated Sugar Co</td>
<td>Ogden</td>
<td>UT</td>
<td>84302</td>
</tr>
<tr>
<td>BMC West</td>
<td>Ogden</td>
<td>UT</td>
<td>84302</td>
</tr>
<tr>
<td>Infiltrator Systems</td>
<td>Ogden</td>
<td>UT</td>
<td>84302</td>
</tr>
<tr>
<td>Intermountain Grain</td>
<td>Ogden</td>
<td>UT</td>
<td>84302</td>
</tr>
<tr>
<td>Pioneer Door Sales</td>
<td>Ogden</td>
<td>UT</td>
<td>84302</td>
</tr>
<tr>
<td>Centennial Gas Liquids</td>
<td>Ogden Sugar Works</td>
<td>UT</td>
<td>84302</td>
</tr>
<tr>
<td>Larkin Cattle Co</td>
<td>Ogden Sugar Works</td>
<td>UT</td>
<td>84302</td>
</tr>
<tr>
<td>McFarland Cascade Corp</td>
<td>Ogden Sugar Works</td>
<td>UT</td>
<td>84302</td>
</tr>
<tr>
<td>Northwest Trading Co</td>
<td>Ogden Sugar Works</td>
<td>UT</td>
<td>84302</td>
</tr>
<tr>
<td>Round Butte Products</td>
<td>Ogden Sugar Works</td>
<td>UT</td>
<td>84302</td>
</tr>
<tr>
<td>Trinity Industries Inc</td>
<td>Ogden Sugar Works</td>
<td>UT</td>
<td>84302</td>
</tr>
<tr>
<td>Constar International</td>
<td>Salt Lake City</td>
<td>UT</td>
<td>84302</td>
</tr>
<tr>
<td>Dunn Oil Company</td>
<td>Salt Lake City</td>
<td>UT</td>
<td>84302</td>
</tr>
<tr>
<td>Georgia Pacific Corp.</td>
<td>Salt Lake City</td>
<td>UT</td>
<td>84302</td>
</tr>
<tr>
<td>Henderson Wheel &amp; Whse Supply</td>
<td>Salt Lake City</td>
<td>UT</td>
<td>84302</td>
</tr>
<tr>
<td>Hudson Printing Blaire</td>
<td>Salt Lake City</td>
<td>UT</td>
<td>84302</td>
</tr>
<tr>
<td>Intermountain Furniture</td>
<td>Salt Lake City</td>
<td>UT</td>
<td>84302</td>
</tr>
<tr>
<td>Intermountain Lumber Company</td>
<td>Salt Lake City</td>
<td>UT</td>
<td>84302</td>
</tr>
<tr>
<td>Mountain Fuel Supply</td>
<td>Salt Lake City</td>
<td>UT</td>
<td>84302</td>
</tr>
<tr>
<td>Pacific Cold Storage</td>
<td>Salt Lake City</td>
<td>UT</td>
<td>84302</td>
</tr>
<tr>
<td>Pacificorp</td>
<td>Salt Lake City</td>
<td>UT</td>
<td>84302</td>
</tr>
<tr>
<td>Sears Roebuck &amp; Co</td>
<td>Salt Lake City</td>
<td>UT</td>
<td>84302</td>
</tr>
<tr>
<td>Standard Builders Supply</td>
<td>Salt Lake City</td>
<td>UT</td>
<td>84302</td>
</tr>
<tr>
<td>Utah State Board Education</td>
<td>Salt Lake City</td>
<td>UT</td>
<td>84302</td>
</tr>
<tr>
<td>Wasatch Metal Salvage</td>
<td>Salt Lake City</td>
<td>UT</td>
<td>84302</td>
</tr>
<tr>
<td>Wasatch Shippers</td>
<td>Salt Lake City</td>
<td>UT</td>
<td>84302</td>
</tr>
<tr>
<td>Customer</td>
<td>Station</td>
<td>State</td>
<td>Serving Carrier</td>
</tr>
<tr>
<td>-----------------------------------------------</td>
<td>-----------</td>
<td>-------</td>
<td>-----------------</td>
</tr>
<tr>
<td>Van Waters &amp; Rogers</td>
<td>Los Angeles</td>
<td>CA</td>
<td>UP</td>
</tr>
<tr>
<td>Dixie Produce &amp; Packaging</td>
<td>Harahan</td>
<td>LA</td>
<td>IC</td>
</tr>
<tr>
<td>Ludwig Buildings Inc</td>
<td>Harahan</td>
<td>LA</td>
<td>IC</td>
</tr>
<tr>
<td>Ribelin Distribution &amp;c.</td>
<td>Harahan</td>
<td>LA</td>
<td>NOPB</td>
</tr>
<tr>
<td>Lincoln Big Three</td>
<td>Harvey</td>
<td>LA</td>
<td>NOPB</td>
</tr>
<tr>
<td>M I Drilling Fluids Co</td>
<td>Jefferson</td>
<td>LA</td>
<td>NOPB</td>
</tr>
<tr>
<td>Distron</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Elmwood Building Specialties</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Lehlteiner Geo H Inc</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>A To Z Paper Co</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>A &amp; P Food Stores</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>A &amp; P Meat Warehouse Dist Ctr</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Advance Paper Co Janitorial</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Alcoa Export Supply</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Ameritrend</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Amstar Corp</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Arabi Terminal</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Aristokraft (Kaye, Neal W)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Atlas Edco Inc</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Baroid Sales Co (NI Ind)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Barriere Construction Co</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Better Boxing</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Blue Circle Cement</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Blue Plate Foods Inc</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Bourg Wilson Lumber &amp; Building Inc</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Branton Insulation Industries Inc</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Bridon E'm Inc</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Bubbas Produce</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Bulk Materials Transfer</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Bulk Materials Transfer</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Calciner Industries Inc Producer of Kaier Carbon</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Cargill</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Chalmette Slip</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Citadel Cement/ Laforest Company</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Coastal Engineering Corp</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Coastal Enterprise of the Southeast</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Conco Food Service</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Crown Beverage</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Crown Oil Chemical</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Dbl R Equine Feed Supply</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Deavo Lime Pellican Divn</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Delta Beverage Group dba Miller Brands-Crescent Bev</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Dependable Customer Bagging</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Depuy Strg &amp; Fwd</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Dravo Basic Materie's</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Equitable Shipyards. Halter Marine Trinity Yachts</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Fine Papers Inc</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Frank L &amp; Co Inc</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Gats Masonry</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Georgia Pacific Corp</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Georgian Furnishing</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Glazer Steel and Aluminum
New Orleans LA NOPB Open
Glazer Wholesale Drug
New Orleans LA IC Open
Goodyear Tire & Rubber Co
New Orleans
Goodyear Truck Tire Center/Baumer Foods Inc of Crystal
New Orleans LA IC Open
Gulf State Marine Terminal A Brasso American Co
New Orleans LA NS Open
Halter Marine
New Orleans LA NOPB Open
Hayes Dockside Inc
New Orleans LA IC Open
Hill - Behan Lumber Co
New Orleans LA IC Open
Holnam
New Orleans LA NOPB Open
Horizon International
New Orleans LA NOPB Open
Hug Condon & Mayflower Moving and Storing
New Orleans LA NOPB Open
Huttig Sash & Door
New Orleans LA IC Open
Intralox (Lehleitner Geo H Inc)
New Orleans LA IC Open
Intralox (was Neal W Kaye/Aristokraft)
New Orleans LA NS Open
Jackson-Kearney Group
New Orleans LA NS Open
Jackson-Kearney Group/Dupuy Storage and Forwarding
New Orleans LA IC Open
Jefferson Feed And Garden Supply Co
New Orleans LA NS Open
Kaiser Aluminum & Chemical
New Orleans LA NS Open
Katz & Bestoff Inc
New Orleans LA IC Open
Kellett George & Sons
New Orleans LA NS Open
L H Hayward Co
New Orleans LA IC Open
Lane & Co
New Orleans LA NOPB Open
Lengsfield Bros Inc/ Lengsfield Packaging
New Orleans LA NOPB Open
Levitz Furniture
New Orleans LA NOPB Open
Levy Edward Metals
New Orleans LA IC Open
Liquid Sugars Inc
New Orleans LA NOPB Open
Lumber Importer's Service Corp
New Orleans LA NS Open
Magnolia Chemicals & Solvents
New Orleans LA IC Open
Magnolia Marketing Co
New Orleans LA IC Open
Magnolia Marketing Co
New Orleans LA IC Open
MariTrend
New Orleans LA NS Open
Marzoni & Associates
New Orleans LA NOPB Open
Masonary Products Inc
New Orleans LA NS Open
Mehaffey & Daigle Inc
New Orleans LA IC Open
Menard P A Co
New Orleans LA IC Open
Miller Brands
New Orleans LA IC Open
Missionary Expediters Inc
New Orleans LA NOPB Open
Mobil Oil (Chemical) Corp Refinery
New Orleans LA NS Open
Morris Kirschman & Co Inc
New Orleans LA CSXT Open
Murphy Oil Mureaux Refinery
New Orleans LA NS Open
Namasco
New Orleans LA NOPB Open
National Supermarkets
New Orleans LA IC Open
Neeb Kearney Inc
New Orleans LA NOPB Open
New Orleans Beverage Agency
New Orleans LA NOPB Open
New Orleans Cold Storage
New Orleans LA NOPB Open
New Orleans Distribution
New Orleans LA NOPB Open
New Orleans Marine Cont
New Orleans LA NOPB Open
New Orleans Metal Works
New Orleans LA NOPB Open
North Star Steel Co
New Orleans LA NOPB Open
Orleans Marble Inc
New Orleans LA IC Open
Orleans Materials Equipment Co
New Orleans LA NOPB Open
Oshsner Hospital (was Creole Cold Storage)
New Orleans LA IC Open
Patent Scaffolding
New Orleans LA NOPB Open
Paulsen-Weber
New Orleans LA NOPB Open
Pelican Paper
New Orleans LA NOPB Open
Pelican Tomato Co
New Orleans LA NOPB Open
Pennzoil Products
New Orleans LA NOPB Open
<table>
<thead>
<tr>
<th>Company Name</th>
<th>City</th>
<th>State</th>
<th>Status</th>
</tr>
</thead>
<tbody>
<tr>
<td>Plantation Marble/Advanced Building Products</td>
<td>Sun Coun New Orleans</td>
<td>LA</td>
<td>IC</td>
</tr>
<tr>
<td>Plymout Cordage</td>
<td>New Orleans</td>
<td>LA</td>
<td>NOPB</td>
</tr>
<tr>
<td>Plywood Panels</td>
<td>New Orleans</td>
<td>LA</td>
<td>NOPB</td>
</tr>
<tr>
<td>Pontchartrain Matl Corp</td>
<td>New Orleans</td>
<td>LA</td>
<td>NOPB</td>
</tr>
<tr>
<td>Port Cargo Service</td>
<td>New Orleans</td>
<td>LA</td>
<td>NOPB</td>
</tr>
<tr>
<td>Port Of New Orleans</td>
<td>New Orleans</td>
<td>LA</td>
<td>NOPB</td>
</tr>
<tr>
<td>Public Bulk Terminal</td>
<td>New Orleans</td>
<td>LA</td>
<td>IC</td>
</tr>
<tr>
<td>Puerto Rican Marine Management</td>
<td>New Orleans</td>
<td>LA</td>
<td>NOPB</td>
</tr>
<tr>
<td>Reily Chemical Co</td>
<td>New Orleans</td>
<td>LA</td>
<td>NOPB</td>
</tr>
<tr>
<td>Reily Wm B Co Inc Blue Plate Fine Foods</td>
<td>New Orleans</td>
<td>LA</td>
<td>NOPB</td>
</tr>
<tr>
<td>Reily Wm B &amp; Co Inc Blue Plate Fine Foods</td>
<td>New Orleans</td>
<td>LA</td>
<td>NOPB</td>
</tr>
<tr>
<td>Ribelen Sales Inc</td>
<td>New Orleans</td>
<td>LA</td>
<td>NOPB</td>
</tr>
<tr>
<td>Rippner Inc</td>
<td>New Orleans</td>
<td>LA</td>
<td>NOPB</td>
</tr>
<tr>
<td>Ryan Timber Co</td>
<td>New Orleans</td>
<td>LA</td>
<td>NOPB</td>
</tr>
<tr>
<td>Sathers Candy Mfg Co</td>
<td>New Orleans</td>
<td>LA</td>
<td>NOPB</td>
</tr>
<tr>
<td>Sazarac Co</td>
<td>New Orleans</td>
<td>LA</td>
<td>IC</td>
</tr>
<tr>
<td>Sazerac Co</td>
<td>New Orleans</td>
<td>LA</td>
<td>NS</td>
</tr>
<tr>
<td>Sealand</td>
<td>New Orleans</td>
<td>LA</td>
<td>NS</td>
</tr>
<tr>
<td>Sea-Mar Inc</td>
<td>New Orleans</td>
<td>LA</td>
<td>NS</td>
</tr>
<tr>
<td>Second Harvester</td>
<td>New Orleans</td>
<td>LA</td>
<td>NOPB</td>
</tr>
<tr>
<td>Sequoia Supply Inc</td>
<td>New Orleans</td>
<td>LA</td>
<td>NOPB</td>
</tr>
<tr>
<td>Sewage &amp; Water Board Of</td>
<td>New Orleans</td>
<td>LA</td>
<td>NS</td>
</tr>
<tr>
<td>Sewage &amp; Water Board Of</td>
<td>New Orleans</td>
<td>LA</td>
<td>NS</td>
</tr>
<tr>
<td>Sewage &amp; Water Board Of</td>
<td>New Orleans</td>
<td>LA</td>
<td>NS</td>
</tr>
<tr>
<td>Sewerage &amp; Water Board of New Orleans</td>
<td>New Orleans</td>
<td>LA</td>
<td>NOPB</td>
</tr>
<tr>
<td>Sewerage &amp; Water Board Of New Orleans</td>
<td>New Orleans</td>
<td>LA</td>
<td>IC</td>
</tr>
<tr>
<td>Shell Oil Metairie Plant</td>
<td>New Orleans</td>
<td>LA</td>
<td>IC/KCS</td>
</tr>
<tr>
<td>Southeast Recycling</td>
<td>New Orleans</td>
<td>LA</td>
<td>NOPB</td>
</tr>
<tr>
<td>Southern Eagle</td>
<td>New Orleans</td>
<td>LA</td>
<td>IC</td>
</tr>
<tr>
<td>Southern Quikrete Product Inc (Campbell Building Mtls in New Orleans)</td>
<td>New Orleans</td>
<td>LA</td>
<td>IC</td>
</tr>
<tr>
<td>Southern Quikrete Products Inc</td>
<td>New Orleans</td>
<td>LA</td>
<td>NOPB</td>
</tr>
<tr>
<td>Southern Scrap Materials Co/ Westank Metals</td>
<td>New Orleans</td>
<td>LA</td>
<td>NOPB</td>
</tr>
<tr>
<td>Southern Steel &amp; Aluminum</td>
<td>New Orleans</td>
<td>LA</td>
<td>NOPB</td>
</tr>
<tr>
<td>Standard Coffee</td>
<td>New Orleans</td>
<td>LA</td>
<td>NOPB</td>
</tr>
<tr>
<td>Texas Industries, Louisiana Industries Inc</td>
<td>New Orleans</td>
<td>LA</td>
<td>IC</td>
</tr>
<tr>
<td>Texberry Container Corp</td>
<td>New Orleans</td>
<td>LA</td>
<td>IC</td>
</tr>
<tr>
<td>Times Picayune Publishing Co</td>
<td>New Orleans</td>
<td>LA</td>
<td>IC</td>
</tr>
<tr>
<td>Transoceanic Shipping/ International Export Pakers of L</td>
<td>New Orleans</td>
<td>LA</td>
<td>NOPB</td>
</tr>
<tr>
<td>Tri Ro Pa Mills</td>
<td>New Orleans</td>
<td>LA</td>
<td>NOPB</td>
</tr>
<tr>
<td>Triple E Transport Inc</td>
<td>New Orleans</td>
<td>LA</td>
<td>NOPB</td>
</tr>
<tr>
<td>Turner Marine Bulk Inc</td>
<td>New Orleans</td>
<td>LA</td>
<td>NOPB</td>
</tr>
<tr>
<td>United Parcel Service</td>
<td>New Orleans</td>
<td>LA</td>
<td>IC</td>
</tr>
<tr>
<td>United Stationers Distributing</td>
<td>New Orleans</td>
<td>LA</td>
<td>IC</td>
</tr>
<tr>
<td>Universai Machinery Co Inc</td>
<td>New Orleans</td>
<td>LA</td>
<td>IC</td>
</tr>
<tr>
<td>US Army Corp of Engineering</td>
<td>New Orleans</td>
<td>LA</td>
<td>NOPB</td>
</tr>
<tr>
<td>US General Services Admin</td>
<td>New Orleans</td>
<td>LA</td>
<td>IC</td>
</tr>
<tr>
<td>US Gypsum Co</td>
<td>New Orleans</td>
<td>LA</td>
<td>NOPB</td>
</tr>
<tr>
<td>W R Grace</td>
<td>New Orleans</td>
<td>LA</td>
<td>NOPB</td>
</tr>
<tr>
<td>West Cash &amp; Carry Co</td>
<td>New Orleans</td>
<td>LA</td>
<td>IC</td>
</tr>
<tr>
<td>Weyerhaeuser Co, Wood Prod</td>
<td>New Orleans</td>
<td>LA</td>
<td>IC</td>
</tr>
<tr>
<td>Winn Dixie of Louisiana</td>
<td>New Orleans</td>
<td>LA</td>
<td>IC</td>
</tr>
<tr>
<td>Alford Refrigerated Warehouse</td>
<td>Corpus Christi</td>
<td>TX</td>
<td>TM</td>
</tr>
<tr>
<td>Andrews Distributing</td>
<td>Corpus Christi</td>
<td>TX</td>
<td>TM</td>
</tr>
<tr>
<td>Atlas Iron Metal</td>
<td>Corpus Christi</td>
<td>TX</td>
<td>TM</td>
</tr>
<tr>
<td>Barnup &amp; Simms of Texas Inc</td>
<td>Corpus Christi</td>
<td>TX</td>
<td>TM</td>
</tr>
<tr>
<td>Big Three Welding Co</td>
<td>Corpus Christi</td>
<td>TX</td>
<td>TM</td>
</tr>
<tr>
<td>Company Name</td>
<td>City</td>
<td>State</td>
<td>Open</td>
</tr>
<tr>
<td>--------------------------------------------------</td>
<td>--------------------</td>
<td>-------</td>
<td>------</td>
</tr>
<tr>
<td>Butt H E Bakery Co</td>
<td>Corpus Christi</td>
<td>TX</td>
<td>TM</td>
</tr>
<tr>
<td>Butt H E Grocery</td>
<td>Corpus Christi</td>
<td>TX</td>
<td>TM</td>
</tr>
<tr>
<td>Century Paper Co</td>
<td>Corpus Christi</td>
<td>TX</td>
<td>TM</td>
</tr>
<tr>
<td>City of Delivery Service</td>
<td>Corpus Christi</td>
<td>TX</td>
<td>TM</td>
</tr>
<tr>
<td>Coastal Storage Inc</td>
<td>Corpus Christi</td>
<td>TX</td>
<td>TM</td>
</tr>
<tr>
<td>Coors Distributing Co of Corpus Christi</td>
<td>Corpus Christi</td>
<td>TX</td>
<td>TM</td>
</tr>
<tr>
<td>Corpus Christi Produce Co</td>
<td>Corpus Christi</td>
<td>TX</td>
<td>TM</td>
</tr>
<tr>
<td>Corpus Christi Wholesale Hardware</td>
<td>Corpus Christi</td>
<td>TX</td>
<td>TM</td>
</tr>
<tr>
<td>Featherlite Co (hopper cars only)</td>
<td>Corpus Christi</td>
<td>TX</td>
<td>TM</td>
</tr>
<tr>
<td>Georgia Pacific Corp</td>
<td>Corpus Christi</td>
<td>TX</td>
<td>TM</td>
</tr>
<tr>
<td>Gulf Concrete</td>
<td>Corpus Christi</td>
<td>TX</td>
<td>TM</td>
</tr>
<tr>
<td>Gulf Iron Works</td>
<td>Corpus Christi</td>
<td>TX</td>
<td>TM</td>
</tr>
<tr>
<td>Gulf Supply Co</td>
<td>Corpus Christi</td>
<td>TX</td>
<td>TM</td>
</tr>
<tr>
<td>Industrial Salvage</td>
<td>Corpus Christi</td>
<td>TX</td>
<td>TM</td>
</tr>
<tr>
<td>Naylor Farm &amp; Ranch Supply</td>
<td>Corpus Christi</td>
<td>TX</td>
<td>TM</td>
</tr>
<tr>
<td>Penland Distributing Co</td>
<td>Corpus Christi</td>
<td>TX</td>
<td>TM</td>
</tr>
<tr>
<td>Ray West Warehouses</td>
<td>Corpus Christi</td>
<td>TX</td>
<td>TM</td>
</tr>
<tr>
<td>Sears Roebuck &amp; Co</td>
<td>Corpus Christi</td>
<td>TX</td>
<td>TM</td>
</tr>
<tr>
<td>South Texas Recycling Co</td>
<td>Corpus Christi</td>
<td>TX</td>
<td>TM</td>
</tr>
<tr>
<td>Southeastern Public Service Co</td>
<td>Corpus Christi</td>
<td>TX</td>
<td>TM</td>
</tr>
<tr>
<td>Sterett Supply Co</td>
<td>Corpus Christi</td>
<td>TX</td>
<td>TM</td>
</tr>
<tr>
<td>Suniland Furniture Co</td>
<td>Corpus Christi</td>
<td>TX</td>
<td>TM</td>
</tr>
<tr>
<td>Swiff Train Co</td>
<td>Corpus Christi</td>
<td>TX</td>
<td>TM</td>
</tr>
<tr>
<td>Texas Industries Inc</td>
<td>Corpus Christi</td>
<td>TX</td>
<td>TM</td>
</tr>
<tr>
<td>Thorpe Insulation Co</td>
<td>Corpus Christi</td>
<td>TX</td>
<td>TM</td>
</tr>
<tr>
<td>Van Waters &amp; Rogers</td>
<td>Corpus Christi</td>
<td>TX</td>
<td>TM</td>
</tr>
<tr>
<td>Wallace Co Inc</td>
<td>Corpus Christi</td>
<td>TX</td>
<td>TM</td>
</tr>
<tr>
<td>Western Steel Co</td>
<td>Corpus Christi</td>
<td>TX</td>
<td>TM</td>
</tr>
<tr>
<td>Wholesalers</td>
<td>Corpus Christi</td>
<td>TX</td>
<td>TM</td>
</tr>
<tr>
<td>Wuenrsche Grain &amp; Elevator</td>
<td>Corpus Christi</td>
<td>TX</td>
<td>TM</td>
</tr>
<tr>
<td>Chevron</td>
<td>El Paso</td>
<td>TX</td>
<td>SP</td>
</tr>
<tr>
<td>Inland Paperboard &amp; Packaging</td>
<td>Orange</td>
<td>TX</td>
<td>SRN</td>
</tr>
</tbody>
</table>
## Customers Accessed By BNSF Directly
### On Lines Purchased As A Result Of The UP/SP Merger

<table>
<thead>
<tr>
<th>Customer</th>
<th>Station</th>
<th>State</th>
<th>Status</th>
</tr>
</thead>
<tbody>
<tr>
<td>Baroid Corp</td>
<td>Berwick</td>
<td>LA</td>
<td>Direct</td>
</tr>
<tr>
<td>Ico Tubular</td>
<td>Boeuf</td>
<td>LA</td>
<td>Direct</td>
</tr>
<tr>
<td>J Ray McDermott</td>
<td>Boeuf</td>
<td>LA</td>
<td>Direct</td>
</tr>
<tr>
<td>M I Drilling Fluids</td>
<td>Boeuf</td>
<td>LA</td>
<td>Direct</td>
</tr>
<tr>
<td>Pipe Distributors</td>
<td>Boeuf</td>
<td>LA</td>
<td>Direct</td>
</tr>
<tr>
<td>Tuboscope Vetco International</td>
<td>Boeuf</td>
<td>LA</td>
<td>Direct</td>
</tr>
<tr>
<td>Anchor Drilling Fluids USA Inc</td>
<td>Cade</td>
<td>LA</td>
<td>Direct</td>
</tr>
<tr>
<td>Acadiana Scrap Salvage</td>
<td>Crowley</td>
<td>LA</td>
<td>Direct</td>
</tr>
<tr>
<td>Falcon Rice Mill</td>
<td>Crowley</td>
<td>LA</td>
<td>Direct</td>
</tr>
<tr>
<td>Francis Drilling Fluids LJ</td>
<td>Crowley</td>
<td>LA</td>
<td>Direct</td>
</tr>
<tr>
<td>G H Seed</td>
<td>Crowley</td>
<td>LA</td>
<td>Direct</td>
</tr>
<tr>
<td>Heler a Chemical</td>
<td>Crowley</td>
<td>LA</td>
<td>Direct</td>
</tr>
<tr>
<td>Liq Quick Fertilizer</td>
<td>Crowley</td>
<td>LA</td>
<td>Direct</td>
</tr>
<tr>
<td>Riceland Foods (ADM)</td>
<td>Crowley</td>
<td>LA</td>
<td>Direct</td>
</tr>
<tr>
<td>Southwest Rice Mill Co Inc</td>
<td>Crowley</td>
<td>LA</td>
<td>Direct</td>
</tr>
<tr>
<td>Supreme Rice Mill Inc</td>
<td>Crowley</td>
<td>LA</td>
<td>Direct</td>
</tr>
<tr>
<td>J &amp; L Cameco Honiron Div</td>
<td>Jeanerette</td>
<td>LA</td>
<td>Direct</td>
</tr>
<tr>
<td>Monsanto Co Luling</td>
<td>Luling</td>
<td>LA</td>
<td>Direct</td>
</tr>
<tr>
<td>Broussard Rice Mill Inc</td>
<td>Mermentau</td>
<td>LA</td>
<td>Direct</td>
</tr>
<tr>
<td>Patterson Truck Lines</td>
<td>Morgan City</td>
<td>LA</td>
<td>Direct</td>
</tr>
<tr>
<td>Port of Morgan City</td>
<td>Morgan City</td>
<td>LA</td>
<td>Direct</td>
</tr>
<tr>
<td>Tenneco</td>
<td>Morgan City</td>
<td>LA</td>
<td>Direct</td>
</tr>
<tr>
<td>Tuboscope</td>
<td>Paradis</td>
<td>LA</td>
<td>Direct</td>
</tr>
<tr>
<td>Texaco Inc</td>
<td>Sparks</td>
<td>NV</td>
<td>Direct</td>
</tr>
<tr>
<td>BNSF Nevada Quality Distribution Center (QDC)</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Baytown Branch - Gathering Effectiveness

Standard = Release by 1700 Day 0 and Deliver to BNSF by 2359 Day 1

<table>
<thead>
<tr>
<th>Week Ending:</th>
<th>01/04/98</th>
<th>01/11/98</th>
<th>01/18/98</th>
<th>01/25/98</th>
<th>02/01/98</th>
<th>02/08/98</th>
<th>02/15/98</th>
<th>02/22/98</th>
<th>03/01/98</th>
<th>03/08/98</th>
<th>03/15/98</th>
<th>03/22/98</th>
</tr>
</thead>
<tbody>
<tr>
<td># within Standard</td>
<td>8</td>
<td>20</td>
<td>27</td>
<td>31</td>
<td>73</td>
<td>44</td>
<td>16</td>
<td>29</td>
<td>66</td>
<td>44</td>
<td>26</td>
<td>16</td>
</tr>
<tr>
<td># over Standard 1 Day</td>
<td>10</td>
<td>5</td>
<td>7</td>
<td>6</td>
<td>7</td>
<td>20</td>
<td>11</td>
<td>10</td>
<td>23</td>
<td>10</td>
<td>22</td>
<td>10</td>
</tr>
<tr>
<td>2 Days</td>
<td>1</td>
<td>6</td>
<td>2</td>
<td>0</td>
<td>2</td>
<td>1</td>
<td>4</td>
<td>7</td>
<td>10</td>
<td>4</td>
<td>6</td>
<td>18</td>
</tr>
<tr>
<td>3 Days</td>
<td>1</td>
<td>8</td>
<td>1</td>
<td>0</td>
<td>1</td>
<td>3</td>
<td>0</td>
<td>1</td>
<td>3</td>
<td>1</td>
<td>3</td>
<td>17</td>
</tr>
<tr>
<td>+ 3 Days</td>
<td>15</td>
<td>4</td>
<td>3</td>
<td>3</td>
<td>5</td>
<td>3</td>
<td>2</td>
<td>5</td>
<td>2</td>
<td>1</td>
<td>8</td>
<td>9</td>
</tr>
</tbody>
</table>
Houston Terminal Movements

South Yard to Dawes

Standard Running Time: 1 hour 30 minutes

<table>
<thead>
<tr>
<th>Week Ending</th>
<th>01/04/98</th>
<th>01/11/98</th>
<th>01/18/98</th>
<th>01/25/98</th>
<th>02/01/98</th>
<th>02/08/98</th>
<th>02/15/98</th>
<th>02/22/98</th>
<th>03/01/98</th>
<th>03/08/98</th>
<th>03/15/98</th>
<th>03/22/98</th>
</tr>
</thead>
<tbody>
<tr>
<td>Wkly Run Time Aver Over Schedule</td>
<td>6.42</td>
<td>1.48</td>
<td>6.29</td>
<td>4.51</td>
<td>2.13</td>
<td>5.21</td>
<td>9.60</td>
<td>3.55</td>
<td>4.19</td>
<td>6.27</td>
<td>3.18</td>
<td>2.47</td>
</tr>
<tr>
<td>Number of Trains Run</td>
<td>14.00</td>
<td>15.00</td>
<td>13.00</td>
<td>13.00</td>
<td>12.00</td>
<td>6.00</td>
<td>5.00</td>
<td>5.00</td>
<td>6.00</td>
<td>6.00</td>
<td>6.00</td>
<td>6.00</td>
</tr>
</tbody>
</table>

Note: Time shown in hours and minutes
Houston Terminal Movements

Dawes to South Yard

Standard Running Time: 1 hour 30 minutes

<table>
<thead>
<tr>
<th>Week Ending</th>
<th>01/04/98</th>
<th>01/11/98</th>
<th>01/18/98</th>
<th>01/25/98</th>
<th>02/01/98</th>
<th>02/08/98</th>
<th>02/15/98</th>
<th>02/22/98</th>
<th>03/01/98</th>
<th>03/08/98</th>
<th>03/15/98</th>
<th>03/22/98</th>
</tr>
</thead>
<tbody>
<tr>
<td>Wkly Run Time Aver Over Schedule</td>
<td>3.50</td>
<td>1.50</td>
<td>1.13</td>
<td>1.18</td>
<td>1.11</td>
<td>3.60</td>
<td>1.33</td>
<td>1.14</td>
<td>2.29</td>
<td>0.38</td>
<td>2.12</td>
<td>1.24</td>
</tr>
<tr>
<td>Number of Trains Run</td>
<td>14.00</td>
<td>14.00</td>
<td>14.00</td>
<td>14.00</td>
<td>14.00</td>
<td>8.00</td>
<td>8.00</td>
<td>8.00</td>
<td>9.00</td>
<td>9.00</td>
<td>9.00</td>
<td>9.00</td>
</tr>
</tbody>
</table>

Note: Time shown in hours and minutes
Houston Terminal Movements
South Yard to Tower 26
Standard Running Time: 1 hour

Week Ending
01/04/98 01/11/98 01/18/98 01/25/98 02/01/98 02/08/98 02/15/98 02/22/98 03/01/98 03/08/98 03/15/98 03/22/98

<table>
<thead>
<tr>
<th>Week Ending</th>
<th>01/04/98</th>
<th>01/11/98</th>
<th>01/18/98</th>
<th>01/25/98</th>
<th>02/01/98</th>
<th>02/08/98</th>
<th>02/15/98</th>
<th>02/22/98</th>
<th>03/01/98</th>
<th>03/08/98</th>
<th>03/15/98</th>
<th>03/22/98</th>
</tr>
</thead>
<tbody>
<tr>
<td>Wkly Run Time Aver Over Schedule</td>
<td>0.13</td>
<td>1.80</td>
<td>1.37</td>
<td>0.45</td>
<td>2.31</td>
<td>1.31</td>
<td>0.31</td>
<td>0.20</td>
<td>0.19</td>
<td>0.15</td>
<td>0.34</td>
<td>0.24</td>
</tr>
<tr>
<td>Number of Trains Run</td>
<td>7.00</td>
<td>7.00</td>
<td>9.00</td>
<td>8.00</td>
<td>7.00</td>
<td>12.00</td>
<td>16.00</td>
<td>13.00</td>
<td>11.00</td>
<td>15.00</td>
<td>15.00</td>
<td>13.00</td>
</tr>
</tbody>
</table>

Note: Time shown in hours and minutes
Houston Terminal Movements

Tower 26 to PTRA

Standard Running Time: 2 hours

<table>
<thead>
<tr>
<th>Week Ending</th>
<th>01/04/98</th>
<th>11/11/98</th>
<th>01/18/98</th>
<th>01/25/98</th>
<th>02/01/98</th>
<th>02/08/98</th>
<th>02/15/98</th>
<th>02/22/98</th>
<th>03/01/98</th>
<th>03/08/98</th>
<th>03/15/98</th>
<th>03/22/98</th>
</tr>
</thead>
<tbody>
<tr>
<td>Wkly Run Time Avg Over Schedule</td>
<td>3.17</td>
<td>4.70</td>
<td>5.31</td>
<td>4.45</td>
<td>4.36</td>
<td>4.00</td>
<td>3.13</td>
<td>3.11</td>
<td>2.20</td>
<td>6.27</td>
<td>3.53</td>
<td>4.22</td>
</tr>
<tr>
<td>Number of Trains Run</td>
<td>7.00</td>
<td>7.00</td>
<td>7.00</td>
<td>7.00</td>
<td>6.00</td>
<td>6.00</td>
<td>4.00</td>
<td>6.00</td>
<td>6.00</td>
<td>7.00</td>
<td>5.00</td>
<td>5.00</td>
</tr>
</tbody>
</table>

Note: Time shown in hours and minutes
Movements Over Through Routes

Iowa Junction to Dawes (Houston)

Standard Running Time 5 hours 45 minutes

<table>
<thead>
<tr>
<th>Week Ending</th>
<th>03/15/98</th>
<th>03/18/98</th>
<th>03/22/98</th>
<th>03/01/98</th>
<th>03/04/98</th>
<th>03/08/98</th>
<th>03/11/98</th>
<th>03/15/98</th>
<th>03/18/98</th>
<th>03/22/98</th>
<th>03/29/98</th>
<th>03/30/98</th>
</tr>
</thead>
<tbody>
<tr>
<td>Wkly Run Time Avg Over Standard</td>
<td>2.00</td>
<td>3.00</td>
<td>4.00</td>
<td>3.00</td>
<td>3.00</td>
<td>2.40</td>
<td>3.19</td>
<td>3.00</td>
<td>2.40</td>
<td>3.19</td>
<td>3.00</td>
<td>2.40</td>
</tr>
<tr>
<td>Total Extra Crews</td>
<td>2.00</td>
<td>3.00</td>
<td>4.00</td>
<td>4.00</td>
<td>3.00</td>
<td>3.00</td>
<td>3.00</td>
<td>2.00</td>
<td>2.00</td>
<td>3.00</td>
<td>3.00</td>
<td>3.00</td>
</tr>
<tr>
<td># Sidings Blocked (Avg/Day)</td>
<td>6.71</td>
<td>6.00</td>
<td>6.00</td>
<td>6.00</td>
<td>7.00</td>
<td>8.00</td>
<td>8.00</td>
<td>6.00</td>
<td>6.00</td>
<td>7.00</td>
<td>7.00</td>
<td>6.00</td>
</tr>
</tbody>
</table>

Note: Time shown in hours and minutes
Movements Over Through Routes

Dawes (Houston) to Iowa Junction

Standard Running Time 6 hours 15 minutes

| Week Ending | 11/02/97 | 11/09/97 | 11/16/97 | 11/23/97 | 11/30/97 | 12/07/97 | 12/14/97 | 12/21/97 | 12/28/97 | 01/04/98 | 01/11/98 | 01/18/98 | 01/25/98 | 02/01/98 |
|-------------|----------|----------|----------|----------|----------|----------|----------|----------|----------|----------|----------|----------|----------|----------|----------|
| Wkly Run Time Avg Over Standard | 3.35 | 17.56 | 15.56 | 10.46 | 5.02 | 7.51 | 8.25 | 2.21 | 2.58 | 4.17 | 11.30 | 11.57 | 2.44 | 4.12 |
| Total Extra Crews | 6.00 | 7.00 | 7.00 | 10.00 | 7.00 | 6.00 | 7.00 | 4.00 | 2.00 | 4.00 | 6.00 | 13.00 | 7.00 | 5.00 |
| # Sidings Blocked (Avg/Day) | 5.00 | 8.86 | 7.00 | 5.86 | 5.29 | 6.00 | 8.00 | 5.42 | 0.00 | 6.71 | 6.00 | 6.00 | 6.00 | 7.00 |

Note: Time shown in hours and minutes
Due to Up directional running now have route Tower 26 to Iowa Jct operating over former UP between Gulf Coast Jct & Beaumont
Movements Over Through Routes
Tower 26 (Houston) to Bridge Junction (Memphis)
Standard Running Time 23 hours 5 minutes

<table>
<thead>
<tr>
<th>Week Ending</th>
<th>01/04/98</th>
<th>01/11/98</th>
<th>01/18/98</th>
<th>01/25/98</th>
<th>02/01/98</th>
<th>02/08/98</th>
<th>02/15/98</th>
<th>02/22/98</th>
<th>03/01/98</th>
<th>03/08/98</th>
<th>03/15/98</th>
<th>03/22/98</th>
</tr>
</thead>
<tbody>
<tr>
<td>Wkly Run Time Avg Over Standard</td>
<td>3.22</td>
<td>3.34</td>
<td>4.46</td>
<td>2.24</td>
<td>12.16</td>
<td>23.00</td>
<td>21.27</td>
<td>12.45</td>
<td>18.24</td>
<td>18.54</td>
<td>12.47</td>
<td>8.56</td>
</tr>
<tr>
<td>Total Extra Crews</td>
<td>5.00</td>
<td>7.00</td>
<td>6.00</td>
<td>5.00</td>
<td>12.00</td>
<td>13.00</td>
<td>9.00</td>
<td>8.00</td>
<td>10.00</td>
<td>14.00</td>
<td>7.00</td>
<td>9.00</td>
</tr>
<tr>
<td># Sidings Blocked (Avg/Day)</td>
<td>14.42</td>
<td>11.00</td>
<td>9.00</td>
<td>11.00</td>
<td>16.00</td>
<td>19.00</td>
<td>10.00</td>
<td>22.00</td>
<td>24.00</td>
<td>25.00</td>
<td>22.00</td>
<td>22.00</td>
</tr>
</tbody>
</table>

Note: Time shown in hours and minutes
**Movements Over Through Routes**

**Bridge Junction (Memphis) to Tower 26 (Houston)**

Standard Running Time 23 hours 30 minutes

<table>
<thead>
<tr>
<th>Week Ending</th>
<th>01/04/98</th>
<th>01/11/98</th>
<th>01/18/98</th>
<th>01/25/98</th>
<th>02/01/98</th>
<th>02/08/98</th>
<th>02/15/98</th>
<th>02/22/98</th>
<th>03/01/98</th>
<th>03/08/98</th>
<th>03/15/98</th>
<th>03/22/98</th>
</tr>
</thead>
<tbody>
<tr>
<td>Wkly Run Time Avg Over Standard</td>
<td>3.28</td>
<td>12.50</td>
<td>12.31</td>
<td>6.19</td>
<td>25.30</td>
<td>25.56</td>
<td>19.49</td>
<td>18.23</td>
<td>10.57</td>
<td>17.27</td>
<td>4.33</td>
<td>5.36</td>
</tr>
<tr>
<td>Total Extra Crews</td>
<td>2.00</td>
<td>8.00</td>
<td>9.00</td>
<td>6.00</td>
<td>12.00</td>
<td>15.00</td>
<td>6.00</td>
<td>9.00</td>
<td>8.00</td>
<td>11.00</td>
<td>6.00</td>
<td>5.00</td>
</tr>
<tr>
<td># Sidings Blocked (Avg/Day)</td>
<td>14.42</td>
<td>11.00</td>
<td>11.00</td>
<td>11.00</td>
<td>16.00</td>
<td>19.00</td>
<td>10.00</td>
<td>22.00</td>
<td>24.00</td>
<td>25.00</td>
<td>22.00</td>
<td>22.00</td>
</tr>
</tbody>
</table>

Note: Time shown in hours and minutes
OFFICE OF THE ATTORNEY GENERAL
STATE OF TEXAS

JANUARY 30, 1996

DAN MORALES
ATTORNEY GENERAL

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

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

Dear Mr. Roach:

On behalf of the State of Texas, by and through the Office of the Attorney General, we intend to participate in the depositions of Dr. Paul O. Roberts, scheduled January 31, 1996; Dr. Robert D. Willig, scheduled for February 1st and 2nd, 1996; and Mr. Richard B. Peterson, scheduled for February 5th through 7th, 1996. Please note that the State of Texas may utilize any of the documents in questioning the deponents:

1. Any work papers or other materials that deponents refer to in preparing their statements;
2. Prior statements and testimony by deponents;
3. Any other documents identified by other participants in connection with their examination of deponents;
4. Any documents that deponents may bring to, refer to, or use during their depositions; and
5. The verified statements and accompanying exhibits of other persons as they appear in the Application.

Sincerely,

REBECCA FISHER
Assistant Attorney General
Antitrust Section
Consumer Protection Division
P.O. Box 12548
Austin, Texas 78711-2548
(512) 463-2185
(512) 320-6975 [FAX]
Office of the Attorney General
State of Texas

CONSUMER PROTECTION DIVISION
ANTITRUST SECTION
FACSIMILE MESSAGE

DATE: January 30, 1996

FROM: REBECCA FISHER
Agency: OAG, Consumer Protection Division, Antitrust Section
Telephone No.: (512) 463-1262
Facsimile No.: (512) 320-0975

IF ANY DIFFICULTY RECEIVING THIS FAX, CONTACT (512) 463-1057. THANK YOU!

<table>
<thead>
<tr>
<th>NAME</th>
<th>PHONE #</th>
<th>FAX #</th>
</tr>
</thead>
<tbody>
<tr>
<td>Honorable Jerome Nelson</td>
<td>(202) 219-2554</td>
<td>(202) 219-3289</td>
</tr>
<tr>
<td>Honorable Vernon A. Williams</td>
<td>(202) 927-7428</td>
<td>(202) 927-5984</td>
</tr>
<tr>
<td>Michael F. McBride</td>
<td>(202) 986-8000</td>
<td>(202) 986-8102</td>
</tr>
<tr>
<td>Linda K. Bragggin</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Daniel Aronowitz</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Michael D. Billiel</td>
<td>(202) 307-6666</td>
<td>(202) 307-2784</td>
</tr>
<tr>
<td>Joan S. Huggler</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Robert L. McGeorge</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Angela L. Hughes</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Alan E. Lubel</td>
<td>(202) 274-2950</td>
<td>(202) 274-2994</td>
</tr>
<tr>
<td>William A. Mullins</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Constance L. Abrams</td>
<td>(215) 209-2000</td>
<td>(215) 209-4817</td>
</tr>
<tr>
<td>Jonathan M. Broder</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Edward B. Symson</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Anne E. Treadway</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Frederic L. Wood</td>
<td>(202) 371-9500</td>
<td>(202) 371-0900</td>
</tr>
<tr>
<td>Nicholas J. DiMichael</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Thomas W. Wilcox</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Jeffrey O. Moreno</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Marc J. Fink</td>
<td>(202) 463-2503</td>
<td>(202) 463-4950</td>
</tr>
<tr>
<td>John W. Butler</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Torbjorn Sjogren</td>
<td></td>
<td></td>
</tr>
<tr>
<td>William P. Jackson, Jr.</td>
<td>(202) 525-4050</td>
<td>(703) 525-4054</td>
</tr>
<tr>
<td>John T. Sullivan</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Richard P. Bruening</td>
<td>(816) 556-0392</td>
<td>(816) 556-0227</td>
</tr>
<tr>
<td>Robert K. Dreiling</td>
<td>(202) 457-6335</td>
<td>(202) 457-6315</td>
</tr>
<tr>
<td>Scott N. Stone</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Richard S. Edelman</td>
<td>(202) 296-8500</td>
<td>(202) 296-7143</td>
</tr>
<tr>
<td>William G. Mahoney</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Donald F. Griffin</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Edward P. Greenberg</td>
<td>(202) 342-5277</td>
<td>(202) 342-5219</td>
</tr>
<tr>
<td>Andrew T. Goodson</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Name</td>
<td>Title</td>
<td>Phone Number</td>
</tr>
<tr>
<td>---------------------------</td>
<td>------------------------</td>
<td>--------------</td>
</tr>
<tr>
<td>John Luedke</td>
<td></td>
<td>(202) 298-8660</td>
</tr>
<tr>
<td>Richard A. Allen</td>
<td>Andrew R. Plump</td>
<td>(202) 298-8660</td>
</tr>
<tr>
<td>Jeff Hill</td>
<td></td>
<td>(202) 342-0683</td>
</tr>
<tr>
<td>Charles A. Spitznik</td>
<td>Alicia M. Serfaty</td>
<td>(702) 689-4424</td>
</tr>
<tr>
<td>Martin W. Bercovici</td>
<td>Douglas J. Behr</td>
<td>(202) 835-8000</td>
</tr>
<tr>
<td>Garrett</td>
<td></td>
<td>(202) 835-8136</td>
</tr>
<tr>
<td>Robert M. Bruskin</td>
<td>Mark Schechter</td>
<td>(202) 783-0800</td>
</tr>
<tr>
<td>H. McEnery, Mark Joseph</td>
<td></td>
<td>(202) 383-6610</td>
</tr>
<tr>
<td>Mitchell M. Kraus</td>
<td>Larry R. Pruden</td>
<td>(301) 948-4910</td>
</tr>
<tr>
<td>Joseph Guerrieri, Jr.</td>
<td>Debra L. Willen</td>
<td>(202) 624-7400</td>
</tr>
<tr>
<td>Terence M. Hynes</td>
<td>Krista L. Edwards</td>
<td>(202) 736-8000</td>
</tr>
<tr>
<td>Daniel S. Mayers</td>
<td>William J. Kolasky, Jr.</td>
<td>(202) 663-6000</td>
</tr>
<tr>
<td>Stephen Hut, Jr.</td>
<td>Ali M. Stoepelwerth</td>
<td>(202) 663-6363</td>
</tr>
<tr>
<td>P. Finizio</td>
<td></td>
<td>(202) 828-1415</td>
</tr>
<tr>
<td>John Will Ongman</td>
<td></td>
<td>(202) 828-1665</td>
</tr>
<tr>
<td>Erika Z. Jones</td>
<td>Adrian L. Steel, Jr.</td>
<td>(202) 463-2000</td>
</tr>
<tr>
<td>Englert, Jr. Kathryn Kusske</td>
<td></td>
<td>(202) 861-0473</td>
</tr>
<tr>
<td>John K. Maser III</td>
<td>Jeffrey O. Moreno</td>
<td>(202) 371-9500</td>
</tr>
<tr>
<td>C. Michael Loftus</td>
<td>John H. LeSeur</td>
<td>(202) 347-7170</td>
</tr>
<tr>
<td>A. Mills</td>
<td></td>
<td>(202) 347-8292</td>
</tr>
<tr>
<td>Thomas Lawrence, III</td>
<td></td>
<td>(202) 293-6300</td>
</tr>
<tr>
<td>Kevin M. Sheys</td>
<td></td>
<td>(202) 293-6200</td>
</tr>
<tr>
<td>William C. Sippel</td>
<td>Thomas J. Litwiler</td>
<td>(312) 616-1800</td>
</tr>
<tr>
<td>Robert H. Wheeler</td>
<td></td>
<td>(312) 616-5800</td>
</tr>
<tr>
<td>Peter S. Shudtz</td>
<td></td>
<td>(804) 783-1343</td>
</tr>
<tr>
<td>Richard E. Weicher</td>
<td></td>
<td>(804) 783-1355</td>
</tr>
<tr>
<td>Janice G. Barber</td>
<td></td>
<td>(708) 995-6887</td>
</tr>
<tr>
<td>Lindsay Bower</td>
<td></td>
<td>(708) 995-6540</td>
</tr>
<tr>
<td>Scott Manatt</td>
<td></td>
<td>(817) 878-7954</td>
</tr>
<tr>
<td>Carl W. von Bernuth</td>
<td>Richard J. Ressler</td>
<td>(817) 333-5142</td>
</tr>
<tr>
<td>Cannon Harvey</td>
<td>Louis P. Warchot</td>
<td>(415) 356-6377</td>
</tr>
<tr>
<td>Harris</td>
<td>Carol A.</td>
<td>(415) 356-6370</td>
</tr>
<tr>
<td>Paul A. Conley</td>
<td>James V. Dolan</td>
<td>(402) 271-4229</td>
</tr>
<tr>
<td>Louise A. Rinn</td>
<td></td>
<td>(402) 271-5610</td>
</tr>
<tr>
<td>Paul A. Cunningham</td>
<td>Richard B. Herzog</td>
<td>(402) 271-5625</td>
</tr>
<tr>
<td>M. Guinivan</td>
<td>James</td>
<td>(402) 271-5625</td>
</tr>
<tr>
<td>Fritz Kahn</td>
<td></td>
<td>(202) 271-4229</td>
</tr>
<tr>
<td>William Cottrell</td>
<td>Christine H. Rosso</td>
<td>(202) 371-9000</td>
</tr>
<tr>
<td>George W. Mayo, Jr.</td>
<td>Eric A. Von Salzen</td>
<td>(312) 814-3806</td>
</tr>
<tr>
<td></td>
<td></td>
<td>(202) 637-5910</td>
</tr>
<tr>
<td></td>
<td></td>
<td>(202) 637-5910</td>
</tr>
</tbody>
</table>
THE INFORMATION CONTAINED IN THIS FACSIMILE MESSAGE IS ATTORNEY-CLIENT PRIVILEGED AND CONFIDENTIAL, INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY NAMED ABOVE. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT OR THE EMPLOYEE OR AGENT OF THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPYING OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE NOTIFY THE CONSUMER PROTECTION DIVISION BY TELEPHONE TO ARRANGE FOR THE RETURN OF THE DOCUMENT.
January 23, 1996

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

Dear Secretary Williams:

Recently I have learned of the Interstate Commerce Commission's future hearings on the purchase of Southern Pacific Property by Conrail. I am writing to make you aware of my strong support for Conrail's acquisition of Southern Pacific Railroad's Eastern Lines.

As a legislator who supports economic development, I believe this initiative will benefit Ohio's businesses and industries by providing direct rail connection to the Southwest markets and due to NAFTA, Mexico and Canada. In particular, the automobile manufacturing industry, a staple of Ohio's employment statistics, will be advantaged by the establishment of these new routes. Today, Conrail is a leading contributor to Ohio's stable economy and with the acquisition of the Southern Pacific Line this positive trend will continue.

Again, I reiterate my support for this advantageous initiative. Thank you for your consideration of this matter.

Sincerely,

Marilyn Reid
State Representative
76th House District
January 17, 1996

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

Re: Finance Docket No. 32760
Proposed Merger Between the Union Pacific and the Southern Pacific Rail Corporations

Dear Secretary Williams:

I am writing to express my support for the proposed merger of the Union Pacific and the Southern Pacific Railroads. As the Nevada State Senator representing Washoe County Senatorial District No.1, a former member of the Reno City Council, and a small business owner the financial stability of the major railroad carriers in this state is of the utmost importance to me and to my constituents.

I am deeply concerned that survival of the Southern Pacific Railroad, which is crucial to our continued growth and economic development here in the northern area of the state, seems threatened by the recent merger of the Burlington Northern and Atchison, Topeka & Santa Fe railroads. Loss of rail service routes currently relied upon by many of the warehouse and manufacturing businesses located in my district would devastate our local economy. Under the proposed merger Union Pacific's financial strength would be coupled with the routes serviced currently by the Southern Pacific railroad resulting in an economic advantage to all of Nevada's businesses. My constituents in particular would benefit from marketplace access to single railroad service as far north as Seattle and Spokane, Washington. I believe the proposed merger would be in the public interest not only for my constituents but also for the entire state of Nevada, and I urge your support for this proposal.

Sincerely,

Bernice Mathews-Matthews
Nevada State Senator
Washoe, District No. 1
January 24, 1996

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

Dear Secretary Williams:

I am writing to express my support for the Conrail initiative to acquire a portion of the Southern Pacific Railroad.

Conrail provides vital rail freight transportation service for business and industry throughout the state. This acquisition has particular value for Ohio, as it will provide direct rail connection to the Southwest markets as well as put Ohio into a superb position to take full advantage of the NAFTA agreements as Ohio would be connected to Mexico and Canada via Conrail.

I understand that the Interstate Commerce Commission will be looking at Union Pacific’s merger with Southern Pacific and that you will make a judgment based on whether the merger is in the best interest of the country. The company has an excellent reputation for service and is an important part of our economic well-being. There could be many new markets created through the Conrail proposal which will enhance the state’s growth.

For these reasons, it is without hesitation that I urge the Interstate Commerce Commission to consider the Conrail as a viable alternative to the Union Pacific/Southern Pacific merger.

Sincerely,

[Signature]

TOM ROBERTS
State Representative
39th House District


77 South High Street, Columbus, OH 43266-0603
VIA HAND DELIVERY

Vernon A. Williams, Secretary
Surface Transportation Board
Case Control Branch
Room 1324
1201 Constitution Avenue, N.W.
Washington, D.C. 20423

   -- Control and Merger --
   Southern Pacific Corporation, et al.

Dear Secretary Williams:

Enclosed herewith are one original and twenty copies of the Description of Inconsistent or Responsive Application submitted on behalf of CSX Corporation and its subsidiaries including CSX Transportation, Inc. Also enclosed is a 3.5-inch diskette containing the text of the enclosed pleading in WordPerfect 5.1 format. Finally, in accordance with Decision No. 6 in this proceeding, copies of the enclosed document are being served upon Applicants' counsel and Administrative Law Judge Jerome Nelson.

Sincerely,

PETER J. SHUDTZ
General Counsel
On January 16, 1996, CSX Corporation and its subsidiaries, including CSX Transportation, Inc. (hereinafter collectively “CSX”) filed its Notice of Intent to Participate in this proceeding as a party of record. Pursuant to the Board’s Decision No. 9 herein, by January 29, 1996, all parties intending to file an inconsistent or responsive application, petition for inclusion, trackage rights or any other affirmative relief requiring an application are required to state their intention to do so and to furnish a general statement of what such application is expected to include. In accordance with the Board’s Decision, the following is CSX’s statement of its intent and general statement.

Although CSX has not yet determined what, if any, additional comments it intends to make with respect to the UP/SP control and merger proposal, CSX has determined that it will actively participate in this proceeding as necessary to ensure the maintenance of effective competition in those territories affecting CSX and its patrons. In this regard, several parties to
this proceeding have indicated in their preliminary and discovery filings that they are opposed to the proposed control and merger and that they will seek conditions or make proposals with respect to divestiture, sale or access to applicants' lines in the Gulf Coast and Eastern Regions. Should such conditions or proposals be made, and depending on the nature of the requested relief, CSX intends to participate as its interests may appear. Such participation may necessitate CSX's filing an appropriate responsive application pertaining to any proposed divestiture, sale or other access to applicants' lines in the Gulf Coast and Eastern Regions.

Respectfully submitted.

Peter J. Shudtz
CSX Corporation
One James Center
901 E. Cary Street
Richmond, Virginia 23219

Attorney for CSX Corporation and its subsidiaries, including, CSX Transportation, Inc.

January 29, 1996
CERTIFICATE OF SERVICE

I certify that on this 29th day of January, 1996, a copy of the foregoing Description was served by first class, U.S. Mail to:

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

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

The Honorable Jerome Nelson
Administrative Law Judge
Federal Energy Regulatory Commission
825 North Capitol Street, N.E.
Washington, D.C. 20426

Peter J. Shudtz
DESCRIPTION OF RESPONSIVE APPLICATION

Introduction

On November 30, 1995, the Interstate Commerce Commission accepted for consideration an application filed by the Union Pacific Corporation ("UPC"), Union Pacific Railroad Company ("UPRR"), Missouri Pacific Railroad Company ("MPRR"), Southern Pacific Rail Corporation ("SPR"), Southern Pacific Transportation Company ("SPT"), St. Louis Southwestern Railway Company ("SSW"), SPCSL Corp. ("SPCSL"), and the Denver and Rio Grande Western Railroad Company.

The Brownsville and Rio Grand International Railroad has selected the acronym "BRGI" for purposes of docket number identification. Subsequent filings by this Responsive Applicant will be identified and ordered according to this "BRGI" prefix.

UPRR and MPRR are hereinafter referred to collectively as "UP."
Railroad Company ("DRGW")\(^3\) (collectively "Applicants") for Commission approval and authorization under 49 U.S.C. 11343-45 for: (1) the acquisition of control of SPR by UP Acquisition Corporation, an indirect wholly owned subsidiary of UPC; (2) the merger of SPR into UPRR; and (3) the resulting common control of UP and SP by UPC. Effective January 1, 1996, review of this application was assumed by the Surface Transportation Board (hereinafter, the "Board"), pursuant to the provisions of the ICC Termination Act of 1995.

On December 27, 1995, the Commission served its Decision No. 9, setting the procedural deadlines for this proceeding. As pertinent here, the Commission set January 29, 1995, as the deadline for parties adversely affected by the subject merger transaction to file descriptions of forthcoming Responsive Applications. Consistent with that deadline, the Brownsville and Rio Grande International Railroad ("BRGI"), a class III shortline railroad headquartered in Brownsville, TX, files this Description of its Anticipated Responsive Application to preserve competitive rail service to the city and Port of Brownsville, TX.

BRGI intends to file a Responsive Application because it believes that, unless appropriate protective conditions are imposed upon the proposed merger, both the Port of Brownsville and the shippers who utilize the Port will suffer significant

---

\(^3\) SPT, SSW, SPCSL and DRGW are hereinafter referred to collectively as "SP."
Background

Based in Brownsville, Texas, BRGI provides rail service over approximately 33 miles of track in and around the Port of Brownsville (hereinafter, "The Port"). BRGI was established in 1984 by the Brownsville Navigation District of Cameron County, Texas (a political subdivision of the State of Texas) ("BND"), principally to handle rail traffic to and from The Port. BRGI has now been providing service to The Port and the shipping public for the past 12 years. It currently handles approximately 8,000 carloads of traffic annually, including agricultural products, food products and general commodities. Most of this traffic originates in Nebraska, Iowa, and Kansas and moves to various destinations through The Port. Currently, BRGI’s only interchange partner is the UP at Brownsville, but BRGI does enjoy connections with both the SP and the Mexican rail system (FNdeM) through UP reciprocal switch.

In 1982, the BND, UP, SP, the Texas State Department of Highways and Public Transportation, the City of Brownsville, and Cameron County, entered into an agreement, which, among other

---

4 BND and BRGI are related entities. When BND acquired from UP the railroad facilities currently serving The Port, it established BRGI under independent trusteeship to manage and control The Port’s rail facilities, pursuant to §60.118 of the Texas Water Code. BND has retained ownership of the trackage which BRGI leases and operates.

5 That agreement, dated August 6, 1982 is entitled, Memorandum of Understanding: An Agreement for the Relocation of Railroad Facilities and for Related Improvements at and Near Brownsville, Texas, and will hereinafter be referred to as the
things, provided for the relocation of certain railroad tracks and facilities in and around Brownsville. One phase of this project, now underway, is the construction of a rail line that will afford BRGI direct, physical access to the SP. This phase of the relocation project will be completed in April of 1996 at an expense of over $40 million. Although the 1982 Memorandum of Understanding predates BRGI, that agreement nonetheless has an immediate bearing on the rail service that BRGI now provides to The Port.

Comments

On September 25, 1995 the Burlington Northern Railroad Company and the Atchison Topeka and Santa Fe Railway Company (collectively, "BNSF") entered into a proposed settlement agreement with the Applicants, wherein BNSF would gain access to certain points on Applicants' merged system, including The Port. A supplemental settlement agreement was entered into on November 18, 1995. (These two settlement agreements will be hereinafter referred to collectively as the "Settlement Agreements." ) The Settlement Agreements were undertaken in an effort to preserve competitive access to shippers and shortline rail carriers served today by only the UP and SP. BRGI has reviewed the proposed agreements and wholeheartedly endorses the objectives they seek to achieve. Unfortunately, these agreements may, as a result of unique timing, frustrate the objectives of the parties to the

"Memorandum of Understanding."
Memorandum of Understanding.

The Settlement Agreements provide that, "BNSF shall have the right to interchange with any short-line railroad which, prior to the date of this Agreement could interchange with both UP and SP and no other railroad." (See, Settlement Agreement, Section 8(i), as amended.) While rail customers at The Port have long enjoyed competitive rail service from the UP and the SP (via reciprocal switch), they will not be able to obtain direct SP access under the terms of the Memorandum of Understanding until April of this year -- four months after the November 18, 1995 "cutoff date" set by the Settlement Agreements. BRGI does not connect with any other class I carrier. While other language contained in the Settlement Agreements would suggest that the Applicants and BNSF intended to accommodate BNSF's direct access to The Port, BRGI has as yet no guaranty that BNSF will be permitted to serve as a new interchange partner with BRGI, in place of SP.

Moreover, while the Settlement Agreements contemplate that BNSF rail access to Brownsville will be accommodated through trackage rights, BNSF can, at its option, enter into a haulage agreement with the Applicants instead. Whether or not the use of a haulage agreement will afford the public a viable and competitive transportation alternative depends upon the specific terms of any such agreements, and how the Applicants intend to handle BNSF's traffic on their trains. Haulage agreements traditionally have not been subject to ICC or Board regulatory
oversight, and can be canceled without regulatory proceedings. In all likelihood, any such agreements have not been drafted or even negotiated. In any event, neither BRGI nor The Port's customers would typically have the opportunity to review the agreements' terms.

Absent the relief requested here, the rail competition which exists for The Port's customers today, and which will be enhanced with direct SP access to BRGI on April 1, 1996, could disappear upon approval and consummation of the Applicants' merger.

**Relief Sought**

1. **BNSF Must Be Permitted to Interchange Directly with BRGI**

   As a result of the relocation project described above, BRGI will enjoy direct interchange with two competing class I rail carriers (SP and UP), beginning in April of this year. If UF and SP are permitted to merge, BRGI, The Port, and BRGI's shippers will lose the competitive benefits of this new connecting track, absent the relief sought here.

   BRGI is aware of provisions contained in the Settlement Agreements between the Applicants and BNSF which would appear to grant BNSF access to the Port of Brownsville via interchange with BRGI. However, the settlement agreements are not sufficiently clear on this important matter. Therefore, BRGI will request, in
its Responsive Application, that, if the Applicants' underlying merger is approved, it will be conditioned upon BRGI receiving direct access to BNSF.

2. **BNSF Must Be Made a Party to the 1982 Railroad Relocation "Memorandum of Understanding"**

Guided by the State of Texas and funded in large part by the federal government, the projects contemplated by the 1982 Memorandum of Understanding are designed to benefit both rail and highway systems in and around Brownsville. Many of the projects enumerated in the Memorandum of Understanding are either underway or in developmental phases, and may take several years to complete. In some instances, the projects are still awaiting additional federal funding. Although not a named party to the Memorandum of Understanding, BRGI is nonetheless an important beneficiary of that agreement, and the rail services it provides are largely dependent upon how the named parties undertake their obligations under the agreement. Assuming that the merger is approved, and assuming further that BNSF exercises trackage rights into Brownsville, BNSF's presence -- though necessary to preserve rail competition -- could, without proper provision, potentially prove an obstacle to achieving the objectives of the Memorandum of Understanding.

In order to avoid such an obstacle, BRGI will insist in its Responsive Application that the Board condition approval of Applicants' merger upon BNSF's being added as a party to the
Memorandum of Understanding. Furthermore, BRGI will request that the Board require the Applicants and BNSF to advise all other parties to the Memorandum of Understanding of the extent to which BNSF will utilize trackage which is the subject of that agreement. This request is necessary to assure that the Memorandum of Understanding can be supplemented or amended to reflect any operating changes occasioned by BNSF’s presence in Brownsville.

3. Should BNSF Fail to Provide Competitive Service to The Port and its Shippers, BRGI Must be Granted Trackage Rights (or Haulage Rights) to Another Connection with BNSF

Even assuming that BNSF is permitted access to The Port, BRGI is as yet unpersuaded that BNSF’s proposed post-merger service to Brownsville will assure effective competition to Brownsville’s shippers. The Settlement Agreements between Applicants and BNSF allow BNSF the option of undertaking service to Brownsville via trackage rights from Houston, TX, or via haulage rights between these points. (Although not clear from the terms of the Settlement Agreements, it appears that BNSF service between Houston and Brownsville could be accomplished through some combination of both trackage and haulage rights.) To BRGI’s knowledge, BNSF has not yet informed Brownsville shippers whether it will offer them service by means of a haulage agreement or trackage rights. Additionally, assuming BNSF does
opt for haulage rights, BRGI is unaware of the rates and types of service BNSF will offer to Brownsville shippers.

BRGI is concerned that, should BNSF opt only for haulage rights, Brownsville shippers will not enjoy the same level of robust competition between line haul carriers that exists between the UP and SP in Brownsville today (or after April 1, 1996). Indeed, BRGI recognizes that, when compared with trackage rights, haulage rights are easily terminable and do not require regulatory approval to cancel. Furthermore, BRGI recognizes that trackage rights operations require greater commitment and investment on the part of the trackage rights operator. As a result, BNSF has comparatively less incentive to develop traffic in this corridor than they would if they served Brownsville with their own trains.

BRGI anticipates that its Responsive Application will contain a request that BNSF make available to the Board, BND and BRGI the trackage rights and/or haulage rights agreements it may negotiate with Applicants for Houston-Brownsville service. Further, BRGI will request that it be granted trackage rights (or at BRGI’s option, haulage rights) over Applicants’ lines to connect The Port to the nearest physical mainline connection with BNSF. BRGI will agree to exercise this trackage/haulage rights condition only in the event that competitive services and rates are -- or, over time, become -- proportionately less favorable than comparable haulage rights services provided by BNSF on other lines.
4. **Applicants Must Provide BRGI with Trackage Rights to Permit it to Interchange with the Mexican Rail System**

   In order to protect the interests of affected shippers using the Port of Brownsville, BRGI will request that it be granted direct physical access to the Mexican Rail System via the Brownsville-Matamoros Bridge Company's "B&M Bridge", in lieu of cost-prohibitive reciprocal switch arrangements.

5. **Applicants Must Extend to the Port of Brownsville the Same Discounted Rates on Grain Shipments that it Extends to Shipments Destined to all Other Gulf Ports West of the Mississippi River**

   BRGI has reason to believe that the UP has not, in the past, extended to The Port grain transportation service rates that were as favorable as those extended to all other UP-served ports along the Gulf of Mexico. Because it believes that a merged UP-SP system could use its monopoly power to maintain or even exacerbate this situation, BRGI will request that the Board direct Applicants to extend to The Port and its shippers grain transportation discounts equivalent to the rates it extends or will extend to similar service at other Gulf ports.

**Conclusion**

BRGI respectfully requests that the Board impose the foregoing conditions upon the Applicants' proposed merger. BRGI
notes that it has not yet received a service list in connection with this proceeding. It has contacted the Board on this matter, and has been advised that a list of all parties of record in this proceeding is now in the process of being completed, and that this list will be made available to BRGI in the next few days. BRGI requests that it be sent a copy of this list at the Board's earliest opportunity, in order that BRGI may properly serve this document upon all parties of record.

Respectfully submitted,

Robert A. Wimbish
John D. Heffner
REA, CROSS & AUCHINCLOSS
1920 N Street, N.W.
Washington, D.C. 20036
(202) 785-3700

Attorneys for the Brownsville and Rio Grande International Railroad

Dated: January 29, 1996
CERTIFICATE OF SERVICE

I hereby certify that I have this 29th day of January served copies of the foregoing document upon the Primary Applicants and upon ALJ Jerome Nelson by means of U.S. mail, first class postage prepaid. I further certify that I will, upon receipt of the Surface Transportation Board’s list, serve copies of the foregoing document upon all other parties of record.

Robert A. Wimbish
Robert A. Wimbish
January 29, 1996

Via Hand Delivery

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


Dear Secretary Williams:

Enclosed are an original and twenty copies of TM-7, The Texas Mexican Railway Company's Description of Anticipated Responsive Application, and TM-8, The Texas Mexican Railway Company's Petition for Waiver or Clarification. Also enclosed is a 3.5" floppy computer disc containing a copy of each of the filings in Wordperfect 5.1 format.

Sincerely,

Richard A. Allen

Enclosures
TEXAS MEXICAN RAILWAY COMPANY’S
DESCRIPTION OF ANTICIPATED RESPONSIVE APPLICATION

Pursuant to the procedural schedule adopted in this proceeding, the Texas Mexican Railway Company ("Tex Mex") files this description of the responsive application it expects to file on or before March 29, 1996.

Background

Tex Mex is a Class II railroad which has been providing rail service since 1875 over its 157-mile line of railroad between Laredo, Texas on the Mexican border and Corpus Christi, Texas on the Gulf of Mexico. Laredo is the principal gateway for rail traffic between the United States and Mexico. It is served by two railroads: Tex Mex and the Union Pacific Railroad Company ("UP"), which has a line to Laredo from San Antonio, Texas.

UP has a line along the Gulf of Mexico between Algoa, Texas, just south of Houston, and Brownsville, Texas on the Mexican
border (the "Brownsville Line"). The Southern Pacific Transportation Company ("SP") has trackage rights over portions of that line which permit it to serve Corpus Christi and to interchange traffic there with Tex Mex.

The Tex Mex line running eastward from Laredo crosses and connects with the UP's Brownsville Line at Robstown, Texas and proceeds to Corpus Christi, where it connects with a UP branch line and is able to interchange traffic with UP and SP. The vast preponderance of traffic that Tex Mex has interchanged at Corpus Christi has been with SP. For many years Tex Mex and SP have provided the competitive alternative to the UP's service for U.S.-Mexican rail traffic through Laredo.

The merger of UP and SP will eliminate that competitive alternative. In order to preserve a competitive alternative to the combined UP and SP for U.S.-Mexican traffic through Laredo, Tex Mex expects to file a responsive application seeking trackage rights over the lines described below from Robstown and Corpus Christi to Houston and from Houston to a connection with the Kansas City Southern Railway Company ("KCS") at Beaumont, Texas. Tex Mex expects to seek rights over those lines to permit it to carry overhead traffic and to serve all local shippers currently capable of receiving service from both UP and SP, directly or through reciprocal switching, or otherwise benefitting from competition between UP and SP, with full rights to interchange traffic with UP, SP and any other railroad at any interchange point on such lines.
I. Main Line Trackage Rights
A. The UP line between Robstown, TX and Placedo, TX.
B. The UP line between Corpus Christi, TX and Odem, TX.
C. The SP line from Placedo, TX to Victoria, TX.
D. The SP line between Victoria, TX and Flatonia, TX.
E. The SP line between Flatonia, TX and West Junction, TX.
F. The UP line from Settegast Junction, TX to Amelia, TX.
G. The joint UP/SP line from Amelia to Beaumont, TX and the connection with the Kansas City Southern Railroad ("KCS") at the Neches River Draw Bridge in Beaumont.

II. Trackage Rights in Houston Over SP Lines.
A. The SP line from West Junction to the connection with the Port Terminal Railway Association ("PTRA") near Tower 30 by way of Pierce Junction.
B. The SP line from West Junction to Eureka at SP Milepost 5.37.
C. The SP line from SP Milepost 5.37 to SP Milepost 360.7 near Tower 26.
D. The SP line from Milepost 360.7 to the connection with the Houston Belt Terminal Railway Company ("HBT") at Collingsworth near SP Milepost 1.5.

III. Terminal Trackage Rights In Houston Over HBT.
Tex Mex expects to seek terminal trackage rights pursuant to 49 U.S.C. § 11103 over the following terminal tracks of HBT:
A. The HBT line from Collingsworth to the HBT's connection with UP at Gulf Coast Junction.
B. The HBT line from its connection with the SP line at T. & N.O. Junction to HBT's connection with UP at Settegast Junction.

IV. Terminal Facilities.

Tex Mex expects to seek the right to use yards and other terminal facilities of SP, UP and HBT in the Houston area. Tex Mex has not finally determined which facilities it will seek to use.

V. Other Capital Improvements.

Tex Mex can provide service over the lines described above in their current condition and without any capital improvements. Nevertheless, Tex Mex expects to seek the right to construct two improved connections, at Robstown, TX and Flatonia, TX, that will improve its service over those lines.

Respectfully submitted,

[Signature]

Richard A. Allen
Andrew R. Plump
John V. Edwards
Zuckert, Scoult & Rasenberger, LLP
Suite 600
888 17th Street, N.W.
Washington, D.C. 20036-3939

Attorneys For Texas Mexican Railway Company

Dated: January 29, 1996
CERTIFICATE OF SERVICE

I hereby certify that I have served the foregoing TM-8, The Texas Mexican Railway Company's Description of Anticipated Responsive Application, by hand upon the following persons:

Arvid E. Roach II
J. Michael Hemmer
Michael L. Rosenthal
Covington & Burling
1201 Pennsylvania Avenue, N.W.
Washington, D.C. 20044-7566

Paul A. Cunningham
Richard B. Herzog
James M. Guinivan
Harkins, Cunningham
Suite 600
1300 Nineteenth Street, N.W.
Washington, D.C. 20036

I have also served by first class U.S. mail, postage pre-paid, all persons on who have made an appearance in this case of which we are aware, and the Honorable Judge Nelson:

John V. Edwards
Zuckert, Scoult
& Rasenberger, L.L.P.
Brawner Building
888 17th Street, N.W.
Washington, D.C. 20006-3959
(202) 298-8660

Dated: January 29, 1996
BEFORE THE
SURFACE TRANSPORTATION BOARD


DESCRIPTION OF RESPONSIVE APPLICATION ANTICIPATED BY CAPITAL METROPOLITAN TRANSPORTATION AUTHORITY

Albert B. Krachman
Monica J. Palko
Bracewell & Patterson, L.L.P.
2000 K Street, N.W., Suite 500
Washington, D.C. 20006
(202) 828-5800

Attorneys for Capital Metropolitan Transportation Authority
DESCRIPTION OF RESPONSIVE APPLICATION ANTICIPATED BY CAPITAL METROPOLITAN TRANSPORTATION AUTHORITY

I. Introduction

Capital Metropolitan Transportation Authority ("CMTA") hereby submits this Description of Responsive Application in the above proceeding. The purpose of the responsive application will be to request certain interchange rights and, in addition, to request that approval of the proposed merger between Union Pacific and Southern Pacific be conditioned on the granting of joint trackage and interchange rights to a competitor railroad.

II. Description of Responsive Application

CMTA is a regional transit authority, a body politic and a political subdivision of the State of Texas. The City of Austin ("the City") owns the Giddings/Llano Railroad, which is about 162 miles long, running from Giddings, Texas, to Llano, Texas. CMTA owns a
mass transit easement on and over the Giddings/Llano Railroad from Manor, Texas to Bertram, Texas. CMTA is also the manager of the Giddings/Llano Railroad, pursuant to an agreement between the City and CMTA.

Rail freight operations are currently provided by The Austin and Northwestern Railroad Co. ("AUNW") which extends common carrier service to shippers along the Giddings/Llano Railroad. The City expects to award a new, successor contract to the AUNW agreement within a few months of this filing.

On the Giddings/Llano Railroad, the City and AUNW have three interchange points with two Class I railroad carriers: Southern Pacific Railroad and Union Pacific Railroad. These interchange points are located at Giddings, Elgin, and McNeil. The McNeil interchange is located between Manor and Bertram.

The proposed merger would leave only one common carrier -- the merged railroad company, Union Pacific/Southern Pacific ("UPSP") -- to handle freight carriers who desire access to the McNeil interchange for North/South service. Without an alternative carrier, the merger threatens the economic viability of the Giddings/Llano Railroad, since the ability to interchange with more than one railroad carrier fosters competition for shipping prices. This competition is most critical for the McNeil interchange, which is located on the most active portion of the line. Elgin and Giddings interchanges are located on a portion of the line that has been discontinued, although from time to time parties propose to reopen it. CMTA believes the merger's anticompetitive effect can be offset by UPSP's granting trackage rights to the newly-merged Burlington Northern and Santa Fe Corporation Railroad ("BNSF"), from Round Rock to McNeil, and interchange rights at McNeil, and by granting
interchange rights at McNeil, Elgin and Giddings for the City of Austin, its successors and assigns, and third party freight operators.

In addition, pursuant to its mass transit easement, CMTA is undertaking long and short range planning, which includes serious consideration of future mass transit through the McNeil interchange. However, such service would be premised upon CMTA's obtaining primary trackage and interchange rights to afford mass transit service. Accordingly, through its responsive application, CMTA will request primary interchange rights at McNeil for its future mass transit operations. The public interest in a future mass transit operation to serve the Austin metropolitan area necessitates the primary interchange rights at the McNeil junction. Without primary interchange rights, commuter service through the McNeil interchange to the City of Austin could be interrupted at peak travel times, during morning rush hours, for example, without recourse or alternatives for CMTA. The primary interchange rights necessary for future mass transit operations would not have any anticompetitive effects, and would contribute to the public interest by meeting significant transportation needs.

In accordance with Decision No. 9 in this proceeding, unless CMTA reaches prior voluntary agreements with the pertinent carriers, CMTA will seek through its responsive application interchange rights at McNeil, Elgin and Giddings for the City of Austin, its successors and assigns, and third party freight operators. CMTA will also seek primary interchange rights at McNeil for its future mass transit operations.

In addition, and in consideration of the factors discussed above, CMTA will request that the Surface Transportation Board approve the proposed merger, subject to the following
conditions:

i) That UPSP grant interchange rights at McNeil, Elgin and Giddings for the City of Austin, its successors and assigns, and third party rail freight operators, and also grant CMTA primary interchange rights at McNeil for its future mass transit operations;

ii) That UPSP grant joint trackage rights to BNSF, from Round Rock to McNeil;

iii) That UPSP grant BNSF interchange rights at McNeil; and

iv) That Southern Pacific and Union Pacific amend any and all proposed merger agreements between them in order to effect these conditions.¹

Respectfully submitted,

CAPITAL METROPOLITAN TRANSPORTATION AUTHORITY

Albert B. Krachnan, Esq.
Monica J. Palko, Esq.
Bracewell & Patterson, L.L.P.
2000 K Street, N.W.
Suite 500
Washington, D.C. 20006
(202) 828-5800

Attorneys for Capital Metropolitan Transportation Authority

¹ Because CMTA's mass transit planning is in its preliminary stages, and some needs and requirements are necessarily unknown at this time, CMTA reserves the right to modify and/or supplement this Description at a future date, subject to Board approval, to the extent required.
CERTIFICATE OF SERVICE

I, Monica J. Palko, hereby certify that I caused a copy of the Description of Responsive Application Anticipated by Capital Metropolitan Transportation Authority to be mailed, first class, postage prepaid on this 29th day of January, 1996 to Applicant's representatives:

Arvid E. Roach II, Esq.
Covington & Burling
1201 Pennsylvania Ave., N.W.
PO Box 7566
Washington DC 20044

Paul A. Cunningham, Esq.
Harkins Cunningham
1300 19th St. N.W.
Washington DC 20036

Monica J. Palko
Via Hand Delivery

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


Gentlemen:

Enclosed for filing in the above-referenced proceeding are the original and 20 copies of each of the following pleadings on behalf of Entergy Services, Inc., Arkansas Power & Light Company and Gulf States Utilities Company:

(1) Description of Anticipated Responsive Applications (ESI-5); and

(2) Petition for Clarification and/or Waiver (ESI-6).

Also enclosed is a WordPerfect 5.1 diskette containing the aforementioned filings.

Sincerely yours,

Christopher A. Mills

CC: All parties of record
BEFORE THE SURFACE TRANSPORTATION BOARD

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

Finance Docket No. 32760

PETITION OF ENTERGY SERVICES, INC., ARKANSAS POWER & LIGHT COMPANY AND GULF STATES UTILITY COMPANY FOR CLARIFICATION AND/OR WAIVER

ENTERGY SERVICES, INC.
ARKANSAS POWER & LIGHT COMPANY
GULF STATES UTILITIES COMPANY

By: C. Michael Loftus
Christopher A. Mills
1224 Seventeenth Street, N.W.
Washington, D.C. 20036
(202) 347-7170

Wayne Anderson
General Attorney-Regulatory
Entergy Services, Inc.
Mail Unit L-ENT-26E
639 Loyola Avenue
New Orleans, LA 70113

Their Attorneys

Dated: January 29, 1996
Pursuant to Decision No. 9 in this proceeding, Entergy Services, Inc., Arkansas Power & Light Company ("AP&L") and Gulf States Utilities Company ("GSU") (collectively "Entergy") hereby submit this, their Petition for Clarification and/or Waiver of certain Board requirements applicable to responsive applications.

1. Entergy requests clarification that a responsive application seeking only trackage rights as a condition requires neither environmental documentation (see 49 C.F.R. § 1105.6(c)(4)), nor an historical report (see 49 C.F.R. § 1105.8(b)(3)).

As explained in its Description of Anticipated Responsive Applications, filed contemporaneously herewith, Entergy expects to seek trackage rights over certain lines of the Applicants, on behalf of a rail carrier unaffiliated with Applicants, in order to preserve the benefits of competitive options that Entergy presently enjoys for its coal traffic. The above-referenced regulations expressly exclude trackage rights applications from the class of transactions that normally require environmental and/or historical documentation. However, Decision No. 9 could be read as requiring that trackage rights responsive applications include such documentation anyway, unless they also

---

1 The identity of Entergy and its interest in this proceeding were explained in its Notice of Intent to Participate filed herein on January 16, 1996.
satisfy the alternative basis for exemption set out in § 1105.5(c)(2), to-wit, compliance with the thresholds set forth therein.

To avoid uncertainty, Entergy requests the Board to clarify that responsive applications seeking only trackage rights are exempt under §§ 1105.6(c)(4) and 1105.8(b)(3) from the requirement that environmental and historical documentation be filed with the applications.

2. In the alternative, if the response to the preceding clarification request is negative, Entergy requests clarification or waiver of the six-month pre-notification requirement for applications requiring an Environmental Impact Statement (49 C.F.R. §1105.10(a)(1)), insofar as necessary to permit Entergy's pre-filing consultations with the Board's Section of Environmental Analysis, to be scheduled shortly, to satisfy that notice requirement.

3. Finally, Entergy seeks waiver of all requirements in 49 C.F.R. § 1180 for the inclusion of information from "applicant carriers" in its responsive application. This is necessary because Entergy is a non-carrier, seeking a trackage rights condition on behalf of a suitable third-party carrier for the purpose of preserving competition. Entergy would prefer that such trackage rights be exercised by a Class I carrier, such as the Burlington Northern Railroad Company ("BN") or The Atchison,
Topeka and Santa Fe Railway Company ("Santa Fe"). However, depending on the positions taken -- and the final terms of settlements reached -- by such rail carriers, or the conditions imposed by the Board with respect to any grant of merger authority, Entergy may find it necessary to enlist the services of a suitable new carrier (for example, a short line operator) to operate the trackage rights being requested. Because the identity of the trackage rights operator/recipient is thus presently uncertain, and may not be resolved when responsive applications are due, Entergy may be unable to supply the information normally expected from applicant carriers in trackage rights proceedings, as specified in, e.g., §§ 1180.5(a)(5) and 1180.6(b)(1)-(6).

Rather than requiring "applicant carrier" information as part of Entergy’s responsive trackage rights applications, the Board should require such information to be filed only if and when Entergy’s carrier nominee is objected to by Applicants, at which point the suitability of the nominee could be determined by

---

2 It should be noted that the end points of the trackage rights described in Entergy’s Description of Anticipated Responsive Applications are included in the trackage rights granted in Sections 5 and 6 of the "Settlement Agreement" among Applicants and BN/Santa Fe dated September 25, 1995, which is contained in Volume 1 of the Application. Thus, most of the required information will be provided by BN/Santa Fe in any event.

3 Nothing in the Board’s regulations prevents the Board from conditioning its approval of the primary application on the Applicants’ agreement to grant trackage rights to any suitable rail carrier designated by Entergy, rather than to a specific carrier.
the Board in subsequent proceedings. ¹

Relief similar to that sought herein by Entergy was requested by several electric utilities who participated in the BN/Santa Fe merger proceeding (Finance Docket No. 32549, Burlington Northern Inc. and Burlington Northern Railroad Company -- Control and Merger -- Santa Fe Pacific Corporation and The Atchison, Topeka and Santa Fe Railway Company), and such relief was granted by the Interstate Commerce Commission in Decision No. 15 served April 20, 1995, in that proceeding. That decision constitutes a strong precedent for granting the relief requested here.

Respectfully submitted,

ENTERGY SERVICES, INC.
ARKANSAS POWER & LIGHT COMPANY
GULF STATES UTILITIES COMPANY

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

Wayne Anderson
General Attorney-Regulatory
Entergy Services, Inc.
Mail Unit L-ENT-26E
639 Loyola Avenue
New Orleans, LA 70113

Their Attorneys

Dated: January 29, 1996

¹Such follow-up proceedings are of course commonplace in mergers, typically dealing with the implementation of labor protective conditions, compensation for trackage rights, etc.
CERTIFICATE OF SERVICE

I hereby certify that, on this 29th day of January, 1996, I caused a copy of the foregoing Petition for Clarification and/or Waiver to be served by hand on the individuals listed below, and by first-class United States mail, postage prepaid, on all other persons on the service list for this proceeding.

Arvid E. Roach II, Esq.
Covington & Burling
1201 Pennsylvania Avenue, N.W.
Washington, D.C. 20044

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

Christopher A. Mills
January 29, 1996

Dear Secretary Williams:

Enclosed for filing with the Board in the above-captioned proceeding are an original and twenty copies of the Description of Anticipated Responsive Application of Gateway Western Railway Company (GWWR-2), dated January 29, 1996.

Copies of this pleadings have been served on the parties shown on the certificate of service.

Please contact me should any questions arise regarding this filing. Thank you for your assistance on this matter.

Respectfully submitted,

[Signature]

Thomas J. Healey
Attorney for Gateway Western Railway Company

Enclosures

cc: Parties on Certificate of Service
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, SPCLL CORP. AND THE DENVER AND
RIO GRANDE WESTERN RAILROAD COMPANY

DESCRIPTION OF ANTICIPATED RESPONSIVE APPLICATION
OF GATEWAY WESTERN RAILWAY COMPANY

Robert H. Wheeler
Thomas Lawrence, III
Thomas J. Healey
Oppenheimer Wolff & Donnelly
Two Prudential Plaza, 45th Floor
180 North Stetson Avenue
Chicago, Illinois 60601
(312) 616-1800

ATTORNEYS FOR GATEWAY WESTERN
RAILWAY COMPANY

Dated: January 29, 1996
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

DESCRIPTION OF ANTICIPATED RESPONSIVE APPLICATION
OF GATEWAY WESTERN RAILWAY COMPANY

Pursuant to Decision No. 6 and Decision No. 9 herein,
served by the Interstate Commerce Commission on October 19, 1995
and December 27, 1995, respectively, Gateway Western Railway
Company ("GWWR") hereby submits this description of the responsive
application which GWWR expects to file in this proceeding. GWWR's
responsive application may also encompass relief sought with
respect to Gateway Eastern Railway Company ("GWER"), a wholly-owned
GWWR subsidiary.

GWWR is a Class II carrier operating rail lines between
Kansas City, Missouri and Springfield and East St. Louis, Illinois.
GWWR acquired its lines in 1990 from the bankrupt Chicago, Missouri
& Western Railway Company ("CMW"). Applicant Southern Pacific
Transportation Company ("SP"), through its SPCSL Corp. ("SPCSL")
subsidiary, had purchased CMW's Chicago-St. Louis line the year
before. GWER is a Class III switching carrier which operates a
rail line between East St. Louis and East Alton, Illinois.
GWWR believes the merger of SP with the Union Pacific Railroad Company ("UP") will have significant anticompetitive effects for shippers in and around the St. Louis/East St. Louis terminal area and in the Chicago-Springfield-St. Louis corridor in the absence of mitigatory conditions, as discussed below. GWWR accordingly opposes the proposed transaction in its present, unconditioned form. GWWR presently anticipates filing herein a responsive application pursuant to 49 C.F.R. § 1180.4(d)(4) for the following transactions to be sought as conditions on any Board approval of the Primary Application:

1. GWWR's purchase of SPCSL's 50% undivided interest in the GWWR/SPCSL "Joint Line" between Godfrey and Church/Tolson, Illinois, along with SPCSL's 100% interest in the Alton Branch.

2. GWWR's purchase of, or acquisition of trackage rights over, SPCSL's rail line from Godfrey through Springfield to Chicago, Illinois.

3. GWWR's purchase of or acquisition of trackage rights over UP's Labadie Line from Rock Island Jct. to Union, Missouri, including trackage rights to access this line in the St. Louis terminal.

4. GWWR's purchase of approximately 3 miles of UP's "Madison Subdivision" between mile posts 149.3 and 146.5 near Madison, Illinois, plus the acquisition of trackage rights to access this line.

5. GWWR's acquisition of trackage rights over rail lines currently owned or operated by The Alton & Southern Railway Company ("A&S") to reach interchange with the Manufacturers Railway Company.
and to access all industries served solely by A&S, served solely by A&S and Terminal Railroad Association of St. Louis ("TRRA"), or for which the merger will otherwise reduce competitive rail options from "2-to-1".

6. GWWR's acquisition of trackage rights over rail lines currently owned or operated by TRRA to access all industries served solely by TRRA, served solely by TRRA and A&S, or for which the merger will otherwise reduce competitive rail options from 2-to-1.

7. GWWR's purchase of or acquisition of trackage rights over SPCSCL's "Airline Block" from milepost 192.4 to milepost 191.1 near Springfield, Illinois.

GWWR also anticipates that it will seek additional competitive conditions, not requiring the filing of a responsive application, in its comments currently scheduled to be filed on March 29, 1996.

WHEREFORE, GWWR respectfully submits this description of its intended responsive application in this proceeding.

Respectfully submitted,

By:

Robert H. Wheeler
Thomas Lawrence, III
Thomas J. Healey
Oppenheimer Wolff & Donnelly
Two Prudential Plaza, 45th Floor
180 North Stetson Avenue
Chicago, Illinois 60601
(312) 616-1800

ATTORNEYS FOR GATEWAY WESTERN RAILWAY COMPANY

Dated: January 29, 1996
CERTIFICATE OF SERVICE

I hereby certify that on this 29th day of January, 1996, a copy of the foregoing Description of Anticipated Responsive Application of Gateway Western Railway Company (GWWR-2) was served by overnight delivery upon:

Arvid E. Roach, II
Covington & Burling
1201 Pennsylvania Avenue, N.W.
Washington, DC 20044

and by first class mail, postage prepaid, upon:

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

Mr. Federico F. Peña
Secretary
U.S. Department of Transportation
c/o Docket Clerk, Office of Chief Counsel
Federal Railroad Administration
400 Seventh Street, S.W., Room 5101
Washington, DC 20590

U.S. Department of Justice
Antitrust Division
Transportation, Energy and Agriculture Section
555 Fourth Street, N.W., Room 9104
Washington, DC 20001

Hon. Jerome Nelson
Administrative Law Judge
Federal Energy Regulatory Commission
825 North Capitol Street, N.E.
Washington, DC 20426

Thomas J. Healey
BY HAND DELIVERY

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

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

Dear Mr. Williams:

Enclosed for filing in the above-entitled proceeding are the original and twenty (20) copies of the Comments of Norfolk Southern Railway Company.

Very truly yours,

Robert J. Cooney

RJC/P

Office of the Secretary

JAN 30 1996

Item No. __________
Page Count 14

BEFORE THE
SURFACE TRANSPORTATION BOARD
Washington, D.C.

Finance Docket No. 32760

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

-- Control and Merger --

Southern Pacific Rail Corporation, Southern Pacific
Transportation Company, St. Louis Southwestern
Railway Company, SPCSL Corp. and the Denver and Rio Grande
Western Railroad Company

COMMENTS OF
NORFOLK SOUTHERN RAILWAY COMPANY

Dated: January 29, 1996

Robert J. Cooney
Senior General Attorney
Norfolk Southern Corporation
Three Commercial Place
Norfolk, VA 23510-2191
(804) 629-2838

Counsel for
Norfolk Southern Railway Company
BEFORE THE
SURFACE TRANSPORTATION BOARD
Washington, D.C.

Finance Docket No. 32760

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

-- Control and Merger --

Southern Pacific Rail Corporation, Southern Pacific
Transportation Company, St. Louis Southwestern
Railway Company, SPCSL Corp. and the Denver and Rio Grande
Western Railroad Company

COMMENTS OF
NORFOLK SOUTHERN RAILWAY COMPANY

Norfolk Southern Railway Company (Norfolk Southern) supports the maintenance of
effective competitive service within the Gulf area and to and from eastern gateways, especially
New Orleans.

With that reservation, Norfolk Southern does not oppose the proposed Union Pacific-
Southern Pacific consolidation. However, if parties outside the affected region seek to acquire
lines or rights in, or preferential access to, the affected region, or to become the beneficiary of
such acquisitions by others, Norfolk Southern will oppose the outside parties or seek conditions
which would maintain its ability to compete effectively for traffic moving to and from the affected
region on at least the same basis as at present.

Respectfully submitted,

[Signature]
Robert J. Cooney
CERTIFICATE OF SERVICE

I hereby certify that on January 29, 1996, a copy of the foregoing Comments of Norfolk Southern Railway Company were served by first-class, U.S. mail, postage prepaid upon all parties of record in this proceeding.

[Signature]

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

Dear Secretary Williams:

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

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

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

Thank you for your consideration.

Sincerely,

Duane S. Feher
President of the Board

Ashtabula County Commissioners
25 West Jefferson Street
Jefferson, Ohio 44047

216/576-3750

COMMISSIONERS

Jeanne M. Bento
Duane S. Feher
L. George Distel

January 24, 1996
Before the
INTERSTATE COMMERCE COMMISSION

Finance Docket No. 32760

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

NOTICE OF INTENT TO PARTICIPATE

Pursuant to the Interstate Commerce Commission's Decision No. 6 herein, Earth Engineers, an environmental consulting company based in Alturas, California, hereby gives notice of its intent to participate in the above-described merger proceeding. Documents should be sent to the undersigned, R. Mark Armstrong, at the address shown below.

Respectfully submitted,

R. Mark Armstrong
P.O. Box 1051
Alturas, CA 96101
(916) 233-2068

January 16, 1996

Item No. __________
Page Count __________
Dear Mr. Williams:

General Railway Corporation, in accordance with Decision No. 6 in this proceeding, issued October 19, 1995, hereby notifies the Surface Transportation Board of its intent to participate in this proceeding. All decisions, pleadings, and other documents in this case should be served on:

John F. Larkin
President
General Railway Corporation
Post Office Box 31850
4814 Douglas Street, 68132
Omaha, NE 68131-0850
Tel: (402) 558-0553
Fax: (402) 556-5683

The original and twenty copies of this letter, as well as a 3.5-inch diskette containing the text of this letter in WordPerfect 5.1 format, is being mailed to the Surface Transportation Board.

Sincerely yours,

John F. Larkin

cc: Administrative Law Judge Jerome Nelson
    Arvid E. Roach, II, Esquire
    Paul A. Cunningham, Esquire
Administrative Law Judge Jerome Nelson
Federal Energy Regulatory Commission
825 North Capitol Street, NE
Washington, DC 20526

Arvid E. Roach, II, Esquire
Covington & Burling
1201 Pennsylvania Avenue, NW
P.O. Box 7566
Washington, DC 20044

Paul A. Cunningham, Esquire
Harkins Cunningham
1300 Nineteenth Street, N.W.
Washington, DC 20036
January 19, 1996

Via Express Delivery

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1201 Constitution Avenue, N.W.
Washington, D.C. 20423

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

Dear Secretary Williams:

Please find enclosed for filing with the Surface Transportation Board an original and twenty (20) copies of the Notice of Intent to Participate submitted on behalf of Shell Chemical Company, for itself and as agent for Shell Oil Company, (Shell) for filing in the above-reference proceeding.

Respectfully submitted,

Brian P. Felker
Manager, Products Traffic
Shell Chemical Company
One Shell Plaza
P.O. Box 2463
Houston, TX 77252-2463
BEFORE THE
DEPARTMENT OF TRANSPORTATION
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, SPACSL CORP. AND THE DENVER AND
RIO GRANDE WESTERN RAILROAD COMPANY

NOTICE OF INTENT TO PARTICIPATE

Pursuant to Decision No. 6 in this proceeding, and in accordance with 49 C.F.R. Sec.
1180.4(a)(4), Shell Chemical Company, for itself and as agent for Shell Oil Company,
(hence) hereby notifies the Board of its intention to participate in the above-referenced
proceeding.

Respectfully submitted,

By: Brian P. Felker
Shell Chemical Company
One Shell Plaza
P.O. Box 2463
Houston, TX 77252-2463
(713) 241-3335

Dated: January 19, 1996
Mr. Vernon C. Williams  
Secretary  
Surface Transportation Board  
12th & Constitution Avenue, N.W.  
Washington, D.C. 20007  

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

Dear Mr. Williams:

Enclosed for filing please find an original and twenty (20) copies of the Notice of Intent to Participate filed on behalf of Utah Railway Company.

Will you kindly stamp and return the enclosed copy of this service letter when the Notice is filed.

Very truly yours,

Charles H. White, Jr.

cc: Honorable Jerome Nelson  
Parties of Record
Before the Surface Transportation Board

Finance Docket No. 32760

Union Pacific Corporation, Union Pacific Railroad Company and Missouri Pacific Railroad Company
--control and merger--
Southern Pacific Rail Corporation, Southern Pacific Transportation Company, St. Louis Southwestern Railway Company, SPCSL Corp. and The Denver and Rio Grande Western Railroad Company

Notice of Intent to Participate

Pursuant to Decision No. 9 served on December 27, 1995, Utah Railway Company, (UTAH) hereby submits its formal Notice of Intent to Participate. UTAH requests that its representative listed below be included in the service list maintained by the Surface Transportation Board in this proceeding, and that such representative be served with all notices and orders issued by the Board.

Charles H. White, Jr.
Galland, Kharasch, Morse & Garfinkle
1054 31st Street, N.W.
Washington, D.C. 20007

Counsel for Utah Railway Company

Respectfully submitted,

Charles H. White, Jr.

January 16, 1996
CERTIFICATE OF SERVICE

I hereby certify that a true copy of the foregoing Notice of Intent to Participate has been served on this the 16th day of January, 1996 on counsel for parties shown on informal service lists heretofore assembled, and on the Administrative Law Judge by first class mail, postage prepaid.

[Signature]
Charles H. White, Jr.
Before the
INTERSTATE COMMERCE COMMISSION

Finance Docket No. 32760

UNION PACIFIC CORPORATION, UNION PACIFIC RAILROAD COMPANY
AND MISSOURI PACIFIC RAILROAD COMPANY
_____CONTROL AND MERGER_____
SOUTHERN PACIFIC RAIL CORPORATION
SOUTHERN PACIFIC TRANSPORTATION COMPANY, ST. LOUIS
SOUTHWESTERN RAILWAY COMPANY, SPCSL CRP. AND THE
DENVER AND RIO GRANDE WESTERN RAILROAD COMPANY

NOTICE OF INTENT TO PARTICIPATE

Pursuant to the Interstate Commerce Commission's Decision No. 6 herein, the City of Susanville, a municipal law corporation and general law city of the State of California hereby gives notice of its intent to participate in the above-described merger proceeding. Documents should be sent to the undersigned Kathleen R. Lazard, Esq., at the address shown below.

Respectfully submitted,

KATHLEEN R. LAZARD, City Attorney

700 Court Street, P.O. Box 730
Susanville, CA 96130
(916) 257-7704
Attorney for the City of Susanville

January 8, 1996.
I hereby certify that I have this day served a copy of the foregoing document titled NOTICE OF INTENT TO PARTICIPATE, by sending by first-class mail, properly addressed as follows:

The Honorable Jerome Nelson
Administrative Law Judge
Federal Energy Regulatory Commission
825 North Capitol Street, N. E.
Washington, D. C. 20426

Arvid E. Roach II, Esq.
Covington & Burling
1201 Pennsylvania Ave., N. W.
Washington, D. C. 20044

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

Dated at Susanville, California, this 10th day of January, 1996.

BARBARA LAIR
BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760

UNION PACIFIC CORPORATION, UNION PACIFIC RAILROAD
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' RESPONSES TO RLEA/UTU'S
FIRST SET OF INTERROGATORIES

CANNON Y. HARVEY
LOUIS P. WARCHOT
CAROL A. HARRIS
Southern Pacific
Transportation Company
One Market Plaza
San Francisco, California 94105
(415) 541-1000

PAUL A. CUNNINGHAM
RICHARD B. HERZOG
JAMES M. GUINIVAN
Harkins Cunningham
1300 Nineteenth Street, N.W.
Washington, D.C. 20036
(202) 973-7601

Attorneys for Southern
Pacific Rail Corporation.
Southern Pacific Transportation
Company, St. Louis Southwestern
Railway Company, SPCSL Corp., and
The Denver and Rio Grande
Western Railroad Company

CARL W. VON BERNUTH
RICHARD J. RESSLER
Union Pacific Corporation
Martin Tower
Eighth and Eaton Avenues
Bethlehem, Pennsylvania 18018
(610) 861-3290

JAMES V. DOLAN
PAUL A. CONLEY, JR.
LOUISE A. RINN
Law Department
Union Pacific Railroad Company
Missouri Pacific Railroad Company
1416 Dodge Street
Omaha, Nebraska 68179
(402) 271-5000

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

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

January 22, 1996
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' RESPONSES TO RLEA/UTU'S
FIRST SET OF INTERROGATORIES

UPC, UPRR, MPRR, SPR, SPT, SSW, SPCSL and DRGW, collectively, "Applicants," hereby respond to RLEA/UTU's First Set of Interrogatories.

GENERAL RESPONSES

The following general responses are made with respect to all of the interrogatories.

1. Applicants have conducted a reasonable search for documents responsive to the interrogatories. Except as objections are noted herein, all responsive documents have been or shortly will be made available for inspection and copying in Applicants' document depository, which is located at the offices of Covington & Burling in Washington, D.C. Applicants will be pleased to assist RLEA/UTU to locate

1/ Thus, any response that states that responsive documents are being produced is subject to the General Objections, so that, for example, any documents subject to attorney-client privilege (General Objection No. 1) or the work product doctrine (General Objection No. 2) are not being produced.
particular responsive documents to the extent that the index to the depository does not suffice for this purpose. Copies of documents will be supplied upon payment of duplicating costs (including, in the case of computer tapes, costs for programming, tapes and processing time).

2. Production of documents or information does not necessarily imply that they are relevant to this proceeding, and is not to be construed as waiving any objection stated herein.

3. Certain of the documents to be produced contain sensitive shipper-specific and other confidential information. Applicants are producing these documents subject to the protective order that has been entered in this proceeding.

4. In line with past practice in cases of this nature, Applicants have not secured verifications for the answers to interrogatories herein. Applicants are prepared to discuss the matter with RLEA/UTU if this is of concern with respect to any particular answer.

GENERAL OBJECTIONS

The following general objections are made with respect to all of the interrogatories and document requests. Any additional specific objections are stated at the beginning of the response to each interrogatory or document request.

1. Applicants object to production of, and are not producing, documents or information subject to the attorney-client privilege.
2. Applicants object to production of, and are not producing, documents or information subject to the work product doctrine.

3. Applicants object to production of, and are not producing, documents prepared in connection with, or information relating to, possible settlement of this or any other proceeding.

4. Applicants object to production of public documents that are readily available, including but not limited to documents on public file at the Board or the SEC or clippings from newspapers or other public media.

5. Applicants object to the production of, and are not producing, draft verified statements and documents related thereto. In prior railroad consolidation proceedings, such documents have been treated by all parties as protected from production.

6. Applicants object to providing information or documents that are as readily obtainable by RLEA and UTU from their own files.

7. Applicants object to the extent that the interrogatories seek highly confidential or sensitive commercial information (including, inter alia, contracts containing confidentiality clauses prohibiting disclosure of their terms) that is of insufficient relevance to warrant production even under a protective order.
8. Applicants object to Instructions 14 and 15 to the extent that they seek to impose requirements that exceed those specified in the applicable discovery rules and guidelines.

9. Applicants object to Instructions 14 and 15 as unduly burdensome.

10. Applicants object to the interrogatories and requests to the extent that they call for the preparation of special studies not already in existence.

11. Applicants object to the interrogatories and requests as overbroad and unduly burdensome to the extent that they seek information or documents for periods prior to January 1, 1993.

SPECIFIC RESPONSES AND ADDITIONAL OBJECTIONS

Interrogatory No. 1

"What is the dollar amount of the 'Labor Savings' in the Summary of Benefits (UP/SP-22 at 93) that are derived from the modification, replacement or abrogation of collective bargaining agreements? Identify the amount of such savings by each such modification, replacement or abrogation."

Response

Subject to the General Objections stated above, Applicants respond as follows:

Applicants have not computed the dollar amount of the "Labor Savings" in their Summary of Benefits Exhibit that are derived from "modification, replacement or abrogation" of collective bargaining agreements, and could not do so. None of these Labor Savings are causally "derived" from changes in
collective bargaining agreements. The Labor Savings are a measure of efficiencies derived from the consolidations of train service, facilities, and activities described in the Application. In some instances, but by no means all, rationalization of labor agreements will be required to permit an efficiency to be achieved, but the efficiency is not "derived" from the change in agreements, which could be either substantial or quite modest. As the causal relationship assumed in the Interrogatory does not exist, Applicants cannot quantify the savings derived from changes in collective bargaining agreements generally, much less savings derived from specific changes.

Applicants can state that Labor Savings measured by reductions in non-agreement positions are unrelated to changes in labor agreements. Applicants can also state that some of the Labor Savings measured by reductions in agreement positions are unrelated to any change in labor agreements. For example, UP/SP will abolish many SP clerical positions by adopting improved technology on SP lines, but no labor agreement change is required to attain that efficiency.

Interrogatory No. 2

"Identify any rail line owned by the Applicants that any of Applicants have considered for sale or lease to a third party, or for sale/leaseback arrangement involving any party including any government agency or authority."
Response

Applicants object to this interrogatory as unduly vague and unduly burdensome, and overbroad in that it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Interrogatory No. 3

"Identify any of the track upgrades or new construction set forth in Section 7.1 of the Operating Plan (UP/SP-24 at Exhibit 13) that will be performed exclusively by employees of the Applicants."

Response

Subject to the General Objections stated above,

Applicants respond as follows:

Applicants have not determined how any of the track upgrades and new construction will be staffed.

Interrogatory No. 4

"Identify any of the track upgrades or new construction set forth in Section 7.1 of the Operating Plan (UP/SP-24 at Exhibit 13) that will be performed in part by employees of the Applicants.

a. For each project identified, indicate what part of the project will be performed by employees of the Applicant and the approximate number and classification of those employees."

Response

Subject to the General Objections stated above,

Applicants respond as follows:

See Response to Interrogatory No. 3.
Interrogatory No. 5

"Identify, by name, employer, area of expertise and input and joint team to which assigned, the 'more than 200 professionals' who were involved in developing the Operating Plan (UP/SP-24 at 16)."

Response

Applicants object to this interrogatory as unduly vague and unduly burdensome, and overbroad in that it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Without waiving this objection, and subject to the General Objections stated above, Applicants respond as follows:

Responsive information will be produced.

Interrogatory No. 6

"Identify those operational changes that, in the Applicants' opinion, are necessary to effect in order for the Applicants to carry out the merger of UP and SP. In doing so define what Applicants mean by carrying-out the merger."

Response

Subject to the General Objections stated above, Applicants respond as follows:

The meaning of "necessary" in 49 U.S.C. § 11341(a) is a question of law. Applicants' understanding is that, based on traffic data, operating patterns and information available to Applicants when the application was being developed, all operational changes described in the Operating Plan and the Verified Statement of R. Bradley King and Michael D. Ongerth in Volume 3 of the application are necessary in
order to carry out the merger of UP and SP. As is invariably the case, circumstances change over time, and merger partners learn more in the course of implementing the transaction, requiring modification of those operational changes or making different operational changes necessary. By "carry out the merger," Applicants mean take all steps ultimately required to integrate the UP and SP rail systems and achieve the attendant efficiencies, service benefits and enhanced competition described in the application.

Interrogatory No. 7

"For each operational change identified in response to Interrogatory Number 6, explain why that particular change, considered singly or in conjunction with other changes, is necessary for UP and SP to carry out their merger."

Response

Subject to the General Objections stated above, Applicants respond as follows:

See Response to Interrogatory No. 6. Explanations of efficiencies, service benefits and enhanced competition are supplied in the application.

Interrogatory No. 8

"For each operational change identified in response to Interrogatory Number 6, identify any specific rule, section or provision of any collective bargaining agreement that must be abrogated, modified or otherwise changed in order effect the changes identified in response to interrogatory number 6."

Response

Applicants object to this interrogatory as unduly vague and unduly burdensome, and overbroad in that it includes
requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Without waiving this objection, and subject to the General Objections stated above, Applicants respond as follows:

Applicants have not attempted such an exhaustive compilation, and it is neither feasible nor appropriate to do so, because, inter alia, various alternatives will be available to the Applicants as to how to implement particular operating changes and various alternatives are open to the parties under New York Dock as to how to proceed. The Operating Plan discusses a number of important operating changes that will, or are very likely to, require rationalization of existing collective bargaining agreements.

Interrogatory No. 9

"Identify those lines of railroad that Applicants have identified as possible candidates for sale, lease or sale/leaseback during the six years following ICC approval of the merger application."

Response

Applicants object to this interrogatory as unduly vague and unduly burdensome, and overbroad in that it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Without waiving this objection, and subject to the General Objections stated above, Applicants respond as follows:
Applicants have not identified any such lines in connection with or as a result of the proposed merger.

**Interrogatory No. 10**

"Identify those lines of railroad that Applicants have identified as possible candidates for abandonment during the six years following ICC approval of the merger application."

**Response**

Applicants object to this interrogatory as unduly vague and unduly burdensome, and overbroad in that it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Without waiving this objection, and subject to the General Objections stated above, Applicants respond as follows:

All proposed merger-related abandonments are addressed in Volume 5 of the application.

**Interrogatory No. 11**

"In the opinion of the Applicants, are any of the Net Revenue Gains identified in the 'Summary of Benefits' (UP/SP-22 at 93) unattainable except by abrogating, modifying, replacing or otherwise changing collective bargaining agreements between UP and/or SP and its/their employees? If the answer is yes:

a. Identify those specific Net Revenue savings that can only be attained by abrogating, modifying or otherwise changing the collective bargaining agreements between UP and/or SP and its/their employees.

b. Identify the specific rule, section or provision of the collective bargaining agreements that must be abrogated, modified or otherwise changed in order to attain the Net Revenue Savings in response to (a) above."
c. For each rule, section or provision identified in response to (b) above, explain what changes are necessary in order to attain the Net Revenue Savings identified in response to (a) above.

d. Explain why it is necessary that the specific rule, section or provision of the collective bargaining agreement(s) identified in response to (b) and (c) above, be abrogated, modified or otherwise changed in order to attain the Net Revenue Savings identified in (a) above.

Response

Applicants object to this interrogatory as unduly vague and unduly burdensome, and overbroad in that it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Without waiving this objection, and subject to the General Objections stated above, Applicants respond as follows:

Yes.

(a) Systemwide service improvements, which will, or are very likely to, require changes to existing collective bargaining agreements, are an important factor in all or virtually all of the traffic gains that are reflected in the "Net Revenue Gains" figure. To determine whether particular extended hauls or new marketing opportunities might be realized without changes to collective bargaining agreements would require an extraordinarily burdensome special study.

(b)-(d) See Response to Interrogatory No. 8.
Interrogatory No. 12

"In the opinion of the Applicants, are any of the Shipper Logistics Savings identified in the 'Summary of Benefits' (UP/SP-22 at 93) unattainable except by abrogating, modifying or otherwise changing collective bargaining agreements between UP and/or SP and its/their employees? If the answer is yes:

a. Identify those specific Shipper Logistics Savings that can only be attained by abrogating, modifying or otherwise changing the collective bargaining agreements between UP and/or SP and its/their employees.

b. Identify the specific rule, section or provision of the collective bargaining agreements that must be abrogated, modified or otherwise changed in order to attain the Shipper Logistics Savings in response to (a) above.

c. For each rule, section or provision identified in response to (b) above, explain what changes are necessary in order to attain the Shipper Logistics Savings identified in response to (a) above.

d. Explain why it is necessary that the specific rule, section or provision of the collective bargaining agreement(s) identified in response to (b) and (c) above, be abrogated, modified or otherwise changed in order to attain the Shipper Logistics Savings identified in (a) above."

Response

Applicants object to this interrogatory as unduly vague and unduly burdensome, and overbroad in that it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Without waiving this objection, and subject to the General Objections stated above, Applicants respond as follows:
Yes.

(a) Systemwide service improvements, which will, or are very likely to, require changes to existing collective bargaining agreements, are an important factor in all or virtually all of the "Shipper Logistics Savings" identified in the Summary of Benefits Exhibit. To determine what part, if any, of these savings might be attained without changes to collective bargaining agreements would require an extraordinarily burdensome special study.

(b)-(d) See Response to Interrogatory No. 8.

Interrogatory No. 13

"What part of the Labor Savings identified in the Summary of Benefits (UP/SP-22 at 93) are obtained by the modification or abrogation of existing collective bargaining agreements between UP and/or SP and its/their employees."

Response

See Response to Interrogatory No. 1.

Interrogatory No. 14

"What procedures do the Applicants intend to use to effect the modifications in Maintenance of Way Districts set forth in Appendix A to the Operating Plan."

Response

Subject to the General Objections stated above, Applicants respond as follows:

The notice and negotiation procedures of New York Dock.
Interrogatory No. 15

"Who made the decision to propose the modifications in Maintenance of Way Districts set forth in Appendix A to the Operating Plan?"

Response

Subject to the General Objections stated above, Applicants respond as follows:

Decisions with regard to specific parts of the Operating Plan were not made by particular individuals. Preparation of the Operating Plan was a team effort involving many people (see Response to Interrogatory No. 5), and the decision as to its contents and submission was made by the Applicants. Among those with substantial input to Appendix A were Wayne Naro (UP), Darcy Porter (SP) and Gary Lilly (UP).

Interrogatory No. 16

"Identify the primary individuals who provided information to the individual identified in response to Interrogatory No. 15. For each individual identified, state the type of information provided."

Response

Applicants object to this interrogatory as unduly burdensome. Subject to the General Objections stated above, Applicants respond as follows:

See Response to Interrogatory No. 15. Information considered included the numbers of UP and SP employees in various assignments performing maintenance activities, current seniority districts, current labor agreements and the services described in the Operating Plan. This information was derived
from numerous sources, including the staff employees of the individuals named in response to Interrogatory No. 15.

**Interrogatory No. 17**

"What procedures do the Applicants intend to use to effect the creation of the System Track Gangs set forth in Appendix A to the Operating Plan?"

**Response**

Subject to the General Objections stated above, Applicants respond as follows:

The notice and negotiation procedures of [New York Dock].

**Interrogatory No. 18**

"Who made the decision to propose the creation of the System Track Gangs set forth in Appendix A to the Operating Plan?"

**Response**

Subject to the General Objections stated above, Applicants respond as follows:

See Response to Interrogatory No. 15.

**Interrogatory No. 19**

"Identify the primary individuals who provided information to the individual identified in response to Interrogatory No. 18. For each individual identified, state the type of information provided."

**Response**

Applicants object to this interrogatory as unduly burdensome. Without waiving this objection, and subject to the General Objections stated above, Applicants respond as follows:
Interrogatory No. 20

"What procedures do the Applicants intend to use to effect the change in Work Equipment Mechanics classifications set forth in Appendix A to the Operating Plan?"

Response

Subject to the General Objections stated above, Applicants respond as follows:

The notice and negotiation procedures of New York Dock.

Interrogatory No. 21

"Who made the decision to propose the change in Work Equipment Mechanics classifications set forth in Appendix A to the Operating Plan?"

Response

Subject to the General Objections stated above, Applicants respond as follows:

See Response to Interrogatory No. 15.

Interrogatory No. 22

"Identify the primary individuals who provided information to the individual identified in response to Interrogatory No. 21. For each individual identified, state the type of information provided."

Response

Applicants object to this interrogatory as unduly burdensome. Without waiving this objection, and subject to the General Objections stated above, Applicants respond as follows:

See Response to Interrogatory No. 16.
Interrogatory No. 23

"What procedures do the Applicants intend to use to effect the consolidation of Bridge and Building forces set forth in Appendix A to the Operating Plan?"

Response

Subject to the General Objections stated above, Applicants respond as follows:

The notice and negotiation procedures of New York Dock.

Interrogatory No. 24

"Who made the decision to propose the consolidation of Bridge and Building forces in Appendix A to the Operating Plan?"

Response

Subject to the General Objections stated above, Applicants respond as follows:

See Response to Interrogatory No. 15.

Interrogatory No. 25

"Identify the primary individuals who provided information to the individual identified in response to Interrogatory No. 24. For each individual identified, state the type of information provided."

Response

Applicants object to this interrogatory as unduly burdensome. Without waiving this objection, and subject to the General Objections stated above, Applicants respond as follows:

See Response to Interrogatory No. 16.
Interrogatory No. 26: "What procedures do the Applicants intend to use to effect the consolidation of Signal operations set forth in Appendix A to the Operating Plan?"

Response

Subject to the General Objections stated above, Applicants respond as follows:

The notice and negotiation procedures of New York Dock.

Interrogatory No. 27

"Who made the decision to propose the consolidation of Signal operations set forth in Appendix A to the Operating Plan?"

Response

Subject to the General Objections stated above, Applicants respond as follows:

See Response to Interrogatory No. 15.

Interrogatory No. 28

"Identify the primary individuals who provided information to the individual identified in response to Interrogatory No. 27. For each individual identified, state the type of information provided."

Response

Applicants object to this interrogatory as unduly burdensome. Without waiving this objection, and subject to the General Objections stated above, Applicants respond as follows:

See Response to Interrogatory No. 16.

Interrogatory No. 29

"Identify all work currently performed on any Applicant railroad which could be performed by union-
represented employees, but which is being performed by contractors."

Response

Applicants object to this interrogatory as unduly vague and unduly burdensome, and overbroad in that it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Without waiving this objection, and subject to the General Objections stated above, Applicants respond as follows:

Applicants have no present plans to contract out work now being performed by union employees as a result of the merger. It is possible that such possibilities may arise in the course of actual implementation of the merger, but none have been identified at this time.

Interrogatory No. 31

"Identify all plans of the Applicants to contract out (or continue to contract out) work which is not currently
being performed by union-represented employees of any Applicant railroad, but which could be performed by union-represented employees."

**Response**

Applicants object to this interrogatory as unduly vague and unduly burdensome, and overbroad in that it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Without waiving this objection, and subject to the General Objections stated above, Applicants respond as follows:

Applicants have no present plans to contract out work which is not currently being performed by union employees as a result of the merger. It is possible that such possibilities may arise in the course of actual implementation of the merger, but none have been identified at this time.

**Interrogatory No. 32**

"Identify all factors and/or events which Southern Pacific believes have contributed to its lack of adequate capital and inability to raise capital for necessary maintenance, upgrades, construction and other improvements which is repeatedly asserted by Southern Pacific and expert witnesses in the Application; the answer may be limited to factors and/or events occurring after 1983."

**Response**

Applicants object to this interrogatory as unduly vague and unduly burdensome, and overbroad in that it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Without waiving this objection, and subject to the
General Objections stated above, Applicants respond as follows:

It is not possible to identify all such factors or events. However, the principal such factors and events are addressed in the Verified Statements of John T. Gray and Lawrence C. Yarberry in Volume 1 of the application, and in the Verified Statements of Richard J. Barber and Richard B. Peterson in Volume 2 of the application.

Interrogatory No. 33

"Identify how much money was invested by Philip Anschutz and/or The Anschutz Corporation in Southern Pacific at the time of the acquisition of control of Southern Pacific Transportation Corp. by Rio Grande Industries, Inc."

Response

Applicants object to this interrogatory as unduly vague, and in that it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Interrogatory No. 34

"Identify all monies, capital contributions or other investments of Philip Anschutz and/or The Anschutz Corporation in Southern Pacific, or any Southern Pacific railroad subsidiary or affiliate since 1988."

Response

Applicants object to this interrogatory as unduly vague, and in that it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.
Interrogatory No. 35

"Identify each planned use of 49 U.S.C. § 11341(a) by the Applicants to modify, override, or replace any collective bargaining agreement after ICC approval of the common control and merger application and explain the basis for each such planned use of Section 11341(a)."

Response

Subject to the General Objections stated above, Applicants respond as follows:

Applicants have not "planned" any specific use of 49 U.S.C. § 11341(a) to "modify, override or replace" collective bargaining agreements. Applicants will seek to negotiate voluntary implementing agreements with all affected labor organizations, as required by New York Dock. UP has been highly successful in negotiating such agreements following prior consolidations. If such agreements are reached, 49 U.S.C. § 11341(a) will not come into play. If the parties cannot reach voluntary agreements, Applicants will ask arbitrators to issue rulings which may implicate this provision.

Interrogatory No. 36

"Identify each planned use of Article I Section 4 of the New York Dock conditions by the Applicants to modify, override, or replace any collective bargaining agreement after approval of the common control and merger of the Applicants and explain the basis for each such planned use of Article I Section 4 of the New York Dock conditions."

Response

Subject to the General Objections stated above, Applicants respond as follows:
The Response to Interrogatory No. 35 is equally applicable to Article I, Section 4 of New York Dock.

Interrogatory No. 37

"Identify any corporate, operational or other plans developed by Southern Pacific to respond to the possibility of ICC denial of the common control and merger of the application."

Response

Applicants object to this interrogatory as unduly vague, and overbroad in that it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Without waiving this objection, and subject to the General Objections stated above, Applicants respond as follows:

SP's present business plans are based on the existing circumstance that SP and UP are not under common control or merged. If approval is denied, SP will address the extent to which changes in its current or future business plans are warranted in light of then existing circumstances.

Interrogatory No. 38

"Identify those factors supporting the statements in the Application (such as at volume 1 p. 35 and volume 3 p. 403 of the Application) that the common control and merger of the Applicants would be in the best interest of the SP's employees."

Response

Subject to the General Objections stated above, Applicants respond as follows:
Without the UP/SP merger, SP will continue to suffer from the effects of inadequate access to capital and from its competitive disadvantages in relation to the powerful BN/Santa Fe system and to UP. As a result, SP employees are likely to continue to be asked to make sacrifices, such as the agreements of some unions in recent years to forgo the wage increases received by employees on other railroads. In addition, SP will continue to lose business to its more effective competitors, which will reduce job opportunities and long-term security for SP employees. For example, the Verified Statement of Richard B. Peterson in Volume 2 of the application describes how SP has lost market share to UP and Santa Fe in SP's traditional stronghold areas.

SP employees are considerably better off working for a UP/SP system that can compensate them like their colleagues on other railroads, develop the potential of SP's routes, compete effectively for business, and expand the need for employees.

Interrogatory No. 39

"State whether the Applicants consider themselves bound by the Operating Plan discussed in volume 3 of the Application if the ICC approves the common control and merger application. If they do not consider themselves to be so bound, explain the extent to which Applicants believe that they will be free to deviate from the proposed Operating Plan, and whether they contend that Section 11341(a) will be applicable to actions taken which are not disclosed in the proposed Operating Plan."
Response

Subject to the General Objections stated above, Applicants respond as follows:

The Operating Plan is a best projection which is not binding on the Applicants. This is in part because Applicants need to be free, in actually implementing the merger, to discover better ways of achieving benefits, including ways that may be suggested by employee organizations during negotiation of implementing agreements. It is also because the relevant facts and circumstances will inevitably change. The Operating Plan reflects Applicants' best effort to identify how UP and SP would be consolidated on the basis of 1994 traffic levels, judgments about the effects of the merger (and other events) on those traffic levels, the operating patterns that were used as an input to the Operating Plan, and the information available to Applicants when the planning process was undertaken. All of those inputs are subject to change. Applicants could not, and are not required to, identify all anticipated changes that might be required in order to consolidate UP and SP in the future, and they therefore cannot be "bound" by the Operating Plan.

Interrogatory No. 40

"Identify each element Applicants believe contributes to SP's allegedly high operating costs (e.g., statements at Application volume 1 p. 256 et seq. and 442 et seq.)."
Response

Applicants object to this interrogatory as unduly vague and unduly burdensome, and overbroad in that it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Without waiving this objection, and subject to the General Objections stated above, Applicants respond as follows:

See Response to Interrogatory No. 32.

Interrogatory No. 41

"Whose employees do Applicants believe will crew the BN/Santa Fe trains operating over the track of the proposed post-merger UP and SP? Whose employees do Applicants believe will maintain the track and maintain the signal systems on the right-of-way of the proposed post-merger UP and SP which is to be operated over by BN/Santa Fe?"

Response

Subject to the General Objections stated above, Applicants respond as follows:

BN/Santa Fe employees will operate BN/Santa Fe trains, except that Section 1h of the settlement agreement (a copy of which is attached to the Verified Statement of John H. Rebensdorf in Volume 1 of the application) requires UP/SP, at BN/Santa Fe's request, to provide train and engine crews for BN/Santa Fe trains between Salt Lake City and Oakland. UP/SP will maintain track and signal systems.

Interrogatory No. 42

"Whose employees do Applicants believe will crew the proposed post-merger UP and SP trains operating over the track
of the BN/Santa Fe? Whose employees do Applicants believe will maintain the track and maintain the signal systems on the right-of-way of the BN/Santa Fe which is to be operated over by the proposed post-merger UP and SP?"

Response

Subject to the General Objections stated above, Applicants respond as follows:

UP/SP employees will operate UP/SP trains. BN/Santa Fe will maintain the track and signal systems.

Interrogatory No. 43

"With respect to the 'best practices' approach (see e.g., Application volume 2 p. 71), planned to be utilized by the Applicants after ICC approval of the common control and merger application, explain how the 'best practices' are determined, and identify any 'best practices' from any Applicant which already have been identified."

Response

Subject to the General Objections stated above, Applicants respond as follows:

The "best practices" approach was used during the preparation of the application and Operating Plan. All best practices identified by the Applicants during that process are identified in the Operating Plan and the Verified Statement of Messrs. King and Ongerth in Volume 3 of the application. Best practices were identified on the basis of factors such as cost-effectiveness, competitiveness, quality of service to customers, productivity and safety.

Interrogatory No. 44

"Identify all changes in real wages, numbers of employees by crafts or classes identified in the Labor Impact Exhibit and fuels costs experienced by the Applicants since
1980 on an annual basis (all comparisons based on value of $1.00)."

Response

Applicants object to this interrogatory as unduly vague and unduly burdensome, and overbroad in that it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Interrogatory No. 45

"Identify the person or persons who made the decisions as to which collective bargaining agreements would be applied on the merged carrier after an approval of the common control and merger as is set forth in Appendix A to the Operating Plan in volume 3 of the Application. Identify the primary persons who had input into such decisions."

Response

Applicants object to this interrogatory as unduly burdensome. Without waiving this objection, and subject to the General Objections stated above, Applicants respond as follows:

See Response to Interrogatory No. 15.

Interrogatory No. 46

"Explain the basis for the statement by Michael A. Hartman (Application volume 3 p. 402) that impacts on employees of consolidations are 'usually more modest than predicted.'"

Response

Subject to the General Objections stated above, Applicants respond as follows:
In Applicants' experience, agreement employees and their unions often predict, as in the BN/Santa Fe proceeding, that the numbers of positions to be abolished and transferred will be greater than predicted in the Labor Impact Exhibits of rail merger applicants. Such predictions are already being made by labor organizations in connection with this proposed merger. Those predictions are frequently mistaken.

In addition, Applicants' experience is that the numbers of positions predicted to be abolished or transferred in Labor Impact Exhibits often exceed the actual impact of the consolidation for several reasons. First, during the process of negotiating implementing agreements, it is often possible to find win-win solutions that mitigate the impacts of a transaction. Second, it is often possible to reduce the number of abolishments and transfers by offering severance packages attractive to otherwise affected employees. Third, normal attrition usually reduces the effects of merger implementation. Fourth, and particularly for train and engine crews, normal fluctuations in employment levels usually dwarf the effects of a rail consolidation, and it is often possible to absorb any otherwise adversely affected employees into ongoing train services.

Interrogatory No. 47

"Identify the person or persons who made the decisions regarding the closings, consolidations and the reductions or changes in the work to be performed in UP or SP Maintenance of equipment shops, as well as the primary persons who had input into those decisions."
Response

Applicants object to this interrogatory as unduly burdensome. Without waiving this objection, and subject to the General Objections stated above, Applicants respond as follows:

Decisions with regard to specific parts of the Operating Plan were not made by particular individuals. Preparation of the Operating Plan was a team effort involving many people (see Response to Interrogatory No. 5), and the decision as to its contents and submission was made by the Applicants. Among those with substantial input to the matters addressed in this interrogatory were Bill Wimmer and Frank Gschwandegger of UP.

Interrogatory No. 48

"Explain the bases for the determinations that Applicants' maintenance of equipment work would be consolidated in Denver and North Little Rock, that SP's shops in Houston and Kansas City would be closed and that the Settegast and Pine Bluffs Yards would be unaffected."

Response

Subject to the General Objections stated above, Applicants respond as follows:

The Denver and North Little Rock shops have the greatest capacity and are the most efficient. They are also strategically located for the fleets of locomotives assigned to them. SP's shops in Houston and Kansas City will be closed because the work can be performed more efficiently at other facilities which have capacity and because the shops are
inefficiently located at points that require time-consuming movement of locomotives across busy terminal trackage. The Settegast and Pine Bluff facilities will remain open to support rail operations at those yards.

Interrogatory No. 49

"To the extent that jobs are being abolished in the Boilermakers, Blacksmiths, Sheet Metal Workers and Yardmasters crafts, identify who Applicants plan to have perform the work previously performed by employees in the abolished jobs."

Response

Subject to the General Objections stated above, Applicants respond as follows:

This Interrogatory appears to be based on a misconception that the work of abolished positions is somehow "reallocated" to other employees. The merger will cause changes in the nature of the work to be done on the combined system and allow work to be performed more efficiently, with attendant impacts on the number and locations of jobs. In general, merger work will not be reallocated in the manner described.

Interrogatory No. 50

"Identify the person or persons who decided to specialize the work of the Applicants' locomotive repair shops into GE and EMD specific shops, as well the primary persons who had input into that decision; and explain the basis for that decision."

Response

Applicants object to this interrogatory as unduly burdensome. Without waiving this objection, and subject to
the General Objections stated above, Applicants respond as follows:

Decisions with regard to specific parts of the Operating Plan were not made by particular individuals. Preparation of the Operating Plan was a team effort involving many people (see Response to Interrogatory No. 5), and the decision as to its contents and submission was made by the Applicants. Among those with substantial input to the matter addressed in this interrogatory were John McCullough and other members of the Maintenance Operations and Utilization Team. The basis for the decision was that it is more efficient to repair locomotives manufactured by one builder in one shop than to maintain repair capabilities for locomotives manufactured by two or more builders in all shops. Also, locomotives of each builder tend to operate in the regions of the assigned shops.

Interrogatory No. 51

"With respect to Applicants' plans regarding dispatching on the merged system:

a. Explain the basis for the Applicants' planned reduction in the number of train dispatchers to be used on the merged system;

b. Explain who will perform the dispatching work on the merged system after the dispatcher work force is reduced;

c. Identify the person or persons who were responsible for the decisions as to the assignment of dispatching work after the proposed merger, as well as the primary persons who had input into those decisions;"
d. Identify the criteria Applicants intend to apply in determining where transferred dispatching work would be located.

Response

Applicants object to this interrogatory as unduly burdensome. Without waiving this objection, and subject to the General Objections stated above, Applicants respond as follows:

(a) As dispatching territories are combined, the dispatching work can be performed by fewer employees. Also, technological support available to UP dispatchers will be extended to SP territory, improving efficiency.

(b) The remaining work force of personnel in the two dispatching offices.

(c) Those decisions have not been made.

(d) No decisions have been made about such criteria.

Interrogatory No. 52

"Describe the bases for Applicants’ conclusions that existing collective bargaining agreements would preclude the changes in operations planned by the Applicants as is described in Appendix A to the Operating Plan in Volume 3 of the Application (p. 255-256). Identify each provision of any agreement which is believed to have such a preclusive effect."

Response

Applicants object to this interrogatory as unduly burdensome, and overbroad in that it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Without
waiving this objection, and subject to the General Objections stated above, Applicants respond as follows:

See Volume 3 of the application, pp. 255-56.

Applicants' conclusions are based on the provisions of current collective bargaining agreements. Those provisions include assignments of work to employees of separate railroads, seniority rules, on-duty points, and scope rules.

**Interrogatory No. 53**

"Explain why it is deemed by Applicants (see Application volume 3 p. 255) to be essential that operating employees in the same 'hub' have common collective bargaining agreements and common seniority rosters."

**Response**

Subject to the General Objections stated above, Applicants respond as follows:

When the rail lines (spokes) emanating from a terminal area (the hub) are covered by separate collective bargaining agreements and seniority rosters, both the carrier's flexibility and employee opportunities are curtailed. Each spoke functions as an isolated island of seniority. As traffic shifts from one route to another due to changes in rail service contracts, ebbs and flows of customer demand, revised operating patterns or other factors, the employees on the spoke with reduced activity must be laid off, even though the rail carrier is short of crews on other spokes. This limits the carrier's ability to respond to customer needs and
limits the range of work opportunities from which employees may choose.

A hub under a single collective bargaining agreement and seniority roster allows employees to keep working on the spokes that have the traffic and allows the railroad to meet its customers' needs in a flexible manner. A hub structure also facilitates more efficient staffing of extra boards and more consistent employment for extra board employees. Finally, once a hub is established and employees move to the hub location, the hub structure significantly reduces the risk of future employee relocations.

Interrogatory No. 54

"Identify every instance in which Applicants anticipate that the elimination of an existing terminal and/or the creation of a new terminal would involve a change in the reporting points for any employees in excess of 50 miles; and identify the number of employees who Applicants believe likely to be in such situations."

Response

Applicants object to this interrogatory as unduly vague and unduly burdensome, and overbroad in that it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Without waiving this objection, and subject to the General Objections stated above, Applicants respond as follows:

The information requested can be derived by RLEA/UTU from the Labor Impact Exhibit, except with respect to train
and engine crews, where reporting points have not been specified in order to preserve that determination for negotiation.

Interrogatory No. 55

"For each consolidation and/or closing of a terminal or yard, identify who made the decision as to the closing and/or consolidation, the primary persons who had input into that decision and how the determination was made for each terminal?"

Response

Applicants object to this interrogatory as unduly burdensome. Without waiving this objection, and subject to the General Objections stated above, Applicants respond as follows:

Decisions with regard to specific parts of the Operating Plan were not made by particular individuals. Preparation of the Operating Plan was a team effort involving many people (see Response to Interrogatory No. 5), and the decision as to its contents and submission was made by the Applicants. Among those with substantial input to the matter addressed in this interrogatory were the members of the UP/SP Common Point teams responsible for the geographic areas in which each terminal or yard is located. The determinations were based on the capacity and quality of the facilities, the nature and extent of work to be performed after merger and service considerations.

Interrogatory No. 56

"Explain the bases for Applicants' calculation of the costs of employee protection/separation and relocation benefits (see Application volume 1 p. 93), identify the
persons who made those calculations and identify the primary persons who had input into those calculations."

Response

Applicants object to this interrogatory as unduly burdensome. Without waiving this objection, and subject to the General Objections stated above, Applicants respond as follows:

The costs of employee protection/separation were calculated on the basis of Applicants' experience in prior consolidations, including the percentages of employees in various job classifications who accept voluntary buyouts or are willing to transfer. This information was supplemented by the judgments of SP personnel regarding the estimated propensity of SP employees to want to relocate. The calculations were performed primarily by Michael A. Hartman.

Interrogatory No. 57

"With respect to the employee impact charts in the labor impact exhibit to the Hartman statement:

a. Explain what is meant by jobs transferred;
b. Explain what is meant by jobs abolished;
c. Explain what is meant by jobs created;
d. Do applicants assume that employees affected by the abolishments will be eligible to bid on the jobs created;
e. Do applicants assume that employees holding jobs that will be transferred will follow their jobs;
f. To the extent that Applicants have indicated places to which jobs will be transferred,
identify where the jobs will be transferred from;

g. In the Applicants' view, is the net employee impact of the merger equal to the amount of jobs abolished minus the amount of jobs created, plus the jobs transferred."

Response

Subject to the General Objections stated above, Applicants respond as follows:

(a)-(c) These terms are specified by regulation. As used in the Labor Impact Exhibit, "Jobs Transferred" refers to situations where work and associated positions will be moved from one location to another, "Jobs Abolished" refers to situations where the work to be performed at a location will require fewer employees than are now available on the two separate carriers, and "Jobs Created" refers to situations where UP/SP will add additional positions to provide projected services.

(d) No assumption has been made. This will depend on the results of negotiations to develop implementing agreements.

(e) No assumption has been made. This will depend on the results of negotiations to develop implementing agreements.

(f) The requested information is provided in the Labor Impact Exhibit. Additional detail is available from documents in Applicants' document depository.
Yes, this is the net employee impact that is required by applicable precedent and regulations to be set forth in rail merger applications.

Interrogatory No. 58

"Identify any plans that Applicants may have regarding acquisition through purchase, lease or purchase or lease of governmental concessions, either in whole or in part, of rail lines or other rail properties in Mexico."

Response

Applicants object to this interrogatory in that it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Interrogatory No. 59

"Identify any plans that Applicants may have regarding the potential for assignment of work of the Applicant railroads to Mexican railroad workers and/or to facilities located in Mexico."

Response

Applicants object to this interrogatory as unduly vague, and in that it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Interrogatory No. 60

"As to each subject addressed by these interrogatories, identify any of the currently identified witnesses for depositions (see Arvid E. Roach, II letter of December 28, 1995) is competent to address the subject matter of the interrogatories by naming the witness who is competent to discuss the subject matter of each interrogatory; if no current witness is competent to discuss the subject matter of a particular interrogatory name the employee or expert witness of the
Applicants who is competent to discuss the subject matter of that interrogatory."

Response

Applicants object to this interrogatory as unduly vague and unduly burdensome, and overbroad in that it includes requests for information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Without waiving this objection, and subject to the General Objections stated above, Applicants respond as follows:

Mr. Hartman can address matters relating to the Labor Impact Exhibit and impacts of the transaction on labor. Messrs. King and Ongerth can address the Operating Plan, as can Mr. Salzman. Witnesses identified in the responses to particular interrogatories can address the matters covered by those responses.
Respectfully submitted,

CANNON Y. HARVEY
LOUIS P. WARCHOT
CAROL A. HARRIS
Southern Pacific
Transportation Company
One Market Plaza
San Francisco, California 94105
(415) 541-1000

PAUL A. CUNNINGHAM
RICHARD B. HERZOG
JAMES M. GUINIVAN
Harkins Cunningham
1300 Nineteenth Street, N.W.
Washington, D.C. 20036
(202) 973-7601

Attorneys for Southern
Pacific Rail Corporation,
Southern Pacific Transportation
Company, St. Louis Southwestern
Railway Company, SPDSL Corp.
and The Denver and Rio Grande
Western Railroad Company

CARL W. VON BERNUTH
RICHARD J. RESSLER
Union Pacific Corporation
Martin Tower
Eighth and Eaton Avenues
Bethlehem, Pennsylvania 18018
(610) 861-3290

JAMES V. DOLAN
PAUL A. CONLEY, JR.
LOUISE A. RINN
Law Department
Union Pacific Railroad Company
Missouri Pacific Railroad Company
1416 Dodge Street
Omaha, Nebraska 68179
(402) 271-5000

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

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

January 22, 1996
CERTIFICATE OF SERVICE

I, Michael L. Rosenthal, certify that, on this 22nd day of January, 1996, I caused a copy of the foregoing document to be served by facsimile and first-class mail on Richard S. Edelman, counsel for RLEA, at Highsaw, Mahoney & Clarke, P.C., 1050 17th Street, N.W., Suite 210 Washington, D.C. 20036, and by first-class mail, postage prepaid, or by a more expeditious manner of delivery on all parties appearing on the restricted service list established pursuant to paragraph 9 of the Discovery Guidelines in Finance Docket No. 32760, and on

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

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

Michael L. Rosenthal