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BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760

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

-- CONTROL AND MERGER --

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

APPLICANTS' RESPONSES TO STRICT'S
FIRST SET OF INTERROGATORIES AND DOCUMENT REQUESTS

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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' OBJECTIONS TO STRICT'S
FIRST SET OF INTERROGATORIES AND DOCUMENT REQUESTS

UPC, UPRR, MPRR, SPR, SPT, SSW, SPCSL and DRGW,
collectively, "Applicants," hereby respond to STRICT's first
set of discovery requests served on January 5, 1996.

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,^{1/} 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 STRICT to locate
particular responsive documents to the extent that the index

^{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.

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 STRICT if this is of concern with respect to any particular answer.

GENERAL OBJECTIONS

The following objections are made with respect to all of the discovery requests. Any additional specific objections are stated at the beginning of the response to each interrogatory.

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 Securities and Exchange Commission or clippings from newspapers or other public media. Notwithstanding this objection, Applicants have produced some responsive materials of this kind, but Applicants have not attempted to produce all responsive materials of this kind.

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 STRICT from its own files.

7. Applicants object to the extent that the discovery requests 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 the discovery requests to the extent that they call for the preparation of special studies not already in existence.

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

10. Applicants object to the inclusion of "any parent, subsidiary or affiliated corporation, partnership or other legal entity" in the definitions of "Applicants," "SP" and "UP" as unduly vague, overbroad, and not susceptible of meaningful application in the context of many of the requests.

11. Applicants object to the inclusion of Philip F. Anschutz and The Anschutz Corporation in the definitions of "Applicants" and "SP" as overbroad and not susceptible of meaningful application in the context of many of the requests.

12. Applicants object to the definition of "identify" insofar as it requests home telephone numbers and home addresses on grounds that such information is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

13. Applicants object to the definition of "relating to" as unduly vague.

14. Applicants object to Definition 15 as unduly vague and not susceptible of meaningful application.

15. Applicants object to Instructions 1, 2, 6, 8, 9, 10, 11, 12, 14 and 15 to the extent that they seek to impose requirements that exceed those specified in the applicable discovery rules and guidelines.

16. Applicants object to Instructions 1, 2, 6, 8, 9, 10, 11 and 12 as unduly burdensome.

RESPONSES TO SPECIFIC DISCOVERY REQUESTS

Interrogatory No. 1

"State whether or not Exhibit 1 to the Application shows all rail lines of the Applicants subject to the jurisdiction of the Interstate Commerce Commission at the time the Application was filed. If not, identify all such rail lines of the Applicants not shown on Exhibit 1."

Response

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

No. The Commission's regulations call for a "general or key map." It is not possible to show every line subject to ICC jurisdiction on a map of reasonable dimensions. In addition, Applicants generally did not show rail lines subject to pending abandonment applications where no post-merger operations are expected, such as the SSW line between Pleasant Hill and Owensville, Missouri. No traffic has moved over this line for more than a decade and it is subject to a pending abandonment proceeding.

Interrogatory No. 2

"State whether or not Exhibit 1 to the Application shows all rail lines of the Applicants that will be included in the rail system of the merged entity after consummation of the merger. If not, identify all such rail lines of the Applicants not shown on Exhibit 1."

Response

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

See Response to Interrogatory No. 1.

Interrogatory No. 3

"State whether or not the Peterson Verified Statement Map No. 3 shows all rail lines of the Applicants that will be included in the rail system of the merged entity after consummation of the merger. If not, identify all such rail lines of the Applicants not shown on Peterson Verified Statement Map No. 3."

Response

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

See Response to Interrogatory No. 1.

Interrogatory No. 4

"Page 38 of Volume 1 of the Application states that Exhibit 1 to the Application shows 'all lines of the Applicant carriers in true relationship to each other.' State whether or not that statement is true with respect to the entire SSW Kansas City-St. Louis line, and, if not true, describe in detail the extent to which the statement is not true with respect to any part of the SSW Kansas City-St. Louis line."

Response

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

See Response to Interrogatory No. 1.

Interrogatory No. 5

"State whether or not there are any plans for track or underlying right-of-way of any part of the SSW line segment between Leeds Junction, MO, and Owensville, MO, to be used in rail operations by any of the Applicants before consummation of the merger or by the merged entity after consummation of the merger. If there are such plans:

- a. state the expected initial date of such operations;
- b. provide the milepost numbers of the part or parts of the aforesaid segment that will be affected by such operations; and
- c. describe in detail Applicants' basis for planning to use in rail operations a rail line segment not shown in either Exhibit 1 to the Application or Peterson Verified Statement Map No. 3."

Response

Applicants object to this interrogatory in that it seeks 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:

There are no such plans before consummation of the merger. After consummation, UP/SP may use all or part of the segment between Leeds Junction and Pleasant Hill as an additional main track.

Interrogatory No. 6

"For each line rail line [sic] segment listed in Attachments 13-7 and 13-8 to the Operating Plan which shows 'Adj. 1994 Base Tons' of traffic greater than zero and shows zero 'Post Merger Tons,' and that is not the subject, in its entirety, of a merger-related abandonment or discontinuance of

service application or petition for exemption contained in Volume 5 of the Application, state in detail why Applicants are not requesting abandonment or discontinuance of service authorization for the entire line segment as part of the merger application process."

Response

Applicants object to this interrogatory as unduly burdensome, and in that it seeks 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 gross ton miles shown in Attachment 13-8 were derived from the output of the MultiRail model described in the Operating Plan. Traffic volumes were not included in that model for branch lines (such as Owensville-St. Louis) where local services and local traffic levels are not expected to be affected by the UP/SP merger. Current levels of traffic are expected to continue on such lines.

Interrogatory No. 7

"State in detail why Applicants have chosen not to request abandonment or discontinuance of service authorization in this proceeding for any part of the line segment described in the Application as running between East St. Louis, IL, and Union, MO, if in fact it is true that there will be zero 'Post Merger Tons' of traffic on that segment, as is shown on page 1 of Attachment 13-8 to the Operating Plan."

Response

The assumed fact is not true. See Response to Interrogatory No. 6.

Interrogatory No. 8

"State in detail why Applicants have chosen not to abandon the following line segments in their entirety as part of this merger proceeding if in fact it is true that there will be zero 'Post Merger Tons' of traffic on the segments, as is shown on page 3 of Attachment 13-8 to the Operating Plan:

- a. the 44-mile segment between Herington and Lindsborg, KS;
- b. the 29-mile segment between Lindsborg and Geneseo, KS, and
- c. the 372-mile segment between Geneseo, KS, and Pueblo, CO."

Response

(a) The assumed fact is not true. See Response to Interrogatory No. 6.

(b) The assumed fact is not true. See Response to Interrogatory No. 6.

(c) This part of the Interrogatory is incorrect. See Docket No. AB-3 (Sub-No. 130).

Interrogatory No. 9

"State in detail why Applicants have chosen not to abandon the entire line segment described as running between Barr and Monterey Junction, IL, as part of this merger proceeding if in fact it is true that there will be zero 'Post Merger Tons' of traffic on that segment, as is shown on page 1 of Attachment 13-7 to the Operating Plan."

Response

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

The assumed fact is not true. See Response to Interrogatory No. 6.

Interrogatory No. 10

"Identify and describe all communications Applicants have had with any other party regarding use of any part of the SSW Kansas City-St. Louis line as part of an arrangement whereby after consummation of the merger a rail carrier other than the merged entity will provide rail service to Union Electric Company at Labadie, MO."

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 Responses to KCS Interrogatories Nos. 12, 13 and 14 and the rulings with respect to those and similar interrogatories at subsequent hearings.

Interrogatory No. 11

"Identify and describe all communications any of the Applicants have had internally or with each other regarding use of any part of the SSW Kansas City-St. Louis line as part of an arrangement whereby after consummation of the merger a rail carrier other than the merged entity will provide rail service to Union Electric Company at Labadie, MO."

Response

Applicants object to this interrogatory 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. 10.

Interrogatory No. 12

"Identify each of the 'multiple candidates at St. Louis' referred to at page 167 of Volume 2 (the Peterson Verified Statement), and for each identify, by milepost numbers, the segment, if any, of the SSW Kansas City-St. Louis line that the candidate would be required to use to provide alternative rail service to Union Electric Company at Labadie, MO."

Response

Applicants object to this interrogatory as 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. 10. If any such candidate were to use the SSW Kansas City-St. Louis line, it would most likely use the segment between Rock Island Junction and Labadie, Missouri.

Interrogatory No. 13

"Identify any other entity that Applicants consider to be a candidate to provide Union Electric Company alternative rail service at Labadie, MO, and for each identify, by milepost numbers, the segment, if any, of the SSW Kansas City-St. Louis line that the candidate would be required to use to provide alternative rail service to Union Electric Company at Labadie, MO."

Response

Applicants object to this interrogatory as 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 Responses to Interrogatories Nos. 10 and 12.

Interrogatory No. 14

"Identify and describe in detail all of the 'changes' to be made in operations at the Lackland, MO, support yard referred to at Volume 3, pages 188 to 189 of the Application."

Response

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

No changes in "operations" are projected at Lackland. The agent position at Lackland will be eliminated.

Interrogatory No. 15

"Describe in detail the Applicants' post-merger plans and any communications Applicants have had internally or with each other regarding the following segments of the SSW Kansas City-St. Louis line:

- a. Leeds Junction to Greenwood;
- b. Greenwood to Pleasant Hill;
- c. Pleasant Hill to Windsor;
- d. Windsor to Owensville;
- e. Owensville to Union;
- f. Union to Labadie;

- g. Labadie to Airpark; and
- h. Airpark to Rock Island Junction."

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. 5 and Volume 3 of the Application, pp. 188-89. Operations between Leeds Junction and Pleasant Hill and between Owensville and Rock Island Junction were discussed by Applicants during preparation of the Operating Plan.

Interrogatory No. 16

"State in detail the basis for the recommendations regarding the proposed post-merger operations of the Lackland Yard area set forth in Applicants' Document C02-300908."

Response

Applicants object to this interrogatory as unduly burdensome and overbroad to the extent it seeks 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 reasons for the preliminary recommendation are stated in the document cited.

Interrogatory No. 17

"State all of the station and shipper information, both historical and projected, including but not limited to traffic data, used by Applicants' officials, employees or agents in recommending the actions in Applicants' Document C02-300908 with respect to the SSW Kansas City-St. Louis line:

- a. west of Airpark; and
- b. Airpark and east."

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:

No such information was considered.

Interrogatory No. 18

"Identify all of Applicants' officials, employees or agents who participated in the recommendations made with respect to Applicants' post-merger operation of any part of the SSW Kansas City-St. Louis line, including but not limited to those recommendations set forth in Applicants' Document C02-300908."

Response

Applicants object to this interrogatory as unduly vague and unduly burdensome, and in that it seeks 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 is in Applicants' document depository in Documents C37-400001 to 14.

Interrogatory No. 19

"In light of the recommendations contained in Applicants' Document C02-300908, state whether or not the SSW Kansas City-St. Louis line will be used after consummation of the merger by a rail carrier other than the merged entity to provide rail service to Union Electric Company at Labadie, MO, and, if so, how."

Response

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

No determination has been made about how service will be provided by another rail carrier to Union Electric Company at Labadie, MO.

Interrogatory No. 20

"State in detail why any recommendation made with respect to any part of the SSW Kansas City-St. Louis line during the course of preparing the operating plan would not be reflected in

- a. the operating plan; or
- b. a merger-related abandonment authorization request."

Response

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

(a) The recommendation in Document C02-300908 was rejected because of local traffic potential on the line.

(b) Most of the SSW line is already subject to an abandonment proceeding. No other portion would be abandoned.

Interrogatory No. 21

"State in detail why some abandonment recommendations made in the course of preparing the operating plan are the subject of a merger-related abandonment authorization request while other such recommendations are not."

Response

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

Some recommendations were rejected because of local traffic potential or the need for rail capacity for through movements.

Interrogatory No. 22

"Identify all documents dated on or after January 1, 1992, which include an estimate of:

- a. the going concern value;
- b. the net liquidation or salvage value; or
- c. the market value,

of any part of the SSW Kansas City-St. Louis line or any of the assets thereof."

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.

Interrogatory No. 23

"Identify all documents dated on or after January 1, 1992, which:

- a. include an offer to purchase any part of the SSW Kansas City-St. Louis line or any of the assets thereof; or
- b. include an agreement to purchase any part of the SSW Kansas City-St. Louis line or any of the assets thereof."

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:

STRICT has access to all such documents, except those relating to access by another carrier to Union Electric Co. at Labadie. With respect to such documents, see Response to Interrogatory No. 10.

Interrogatory No. 24

"State any reason why any of the Applicants would oppose the post-merger:

- a. operation by a single rail carrier of the SSW Kansas City-St. Louis line between Leeds Junction and Owensville and all other parts of that line that Applicants do not project will be operated by the merged entity; or
- b. purchase of all or part of the SSW Kansas City-St. Louis line by an entity that would be able to provide single-line rail service at least between Leeds Junction and Rock Island Junction, MO."

Response

Applicants object to this interrogatory in that it seeks 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:

As counsel for STRICT has been informed, the UP/SP system would not object to such operation (subject to clarification of certain vague terms in the Interrogatory) by a financially responsible rail carrier capable of purchasing line segments for net liquidation value.

Interrogatory No. 25

"Describe in detail the rail service provided since January 1, 1993, by any of the Applicants to Bull Moose Tube in Gerald, MO, discussed at pages 80 to 81 of Volume 4, Part 4 of the 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.

Interrogatory No. 26

"Describe in detail all statements by Applicants regarding future rail service to Gerald, MO, made in the course of soliciting the statement supporting the Application submitted by Bull Moose Tube."

Response

See the General Objections stated above.

Interrogatory No. 27

"Describe the prospects for post-merger direct rail service to Gerald, MO, in light of the recommendations set forth in Applicants' Document C02-300908."

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:

The recommendation in Document C02-300908 was rejected in light of potential traffic.

Interrogatory No. 28

"Describe in detail all statements by Applicants regarding any part of the SSW Kansas City-St. Louis line made in the course of soliciting the statements supporting the Application submitted by:

- a. Missouri Representative Don Koller (set forth at pages 140 through 142 of Volume 4, Part 5 of the Application); and

- b. Missouri Senator Danny Staples (set forth at pages 356 to 358 of the Supplement to the Application dated December 22, 1995)."

Response

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

DOCUMENT PRODUCTION REQUESTS

Document Request No. 1

"Produce all documents relating to any plans for track or underlying right-of-way of any part of the SSW line segment between Leeds Junction, MO, and Owensville, MO, to be used in rail operations by any of the Applicants before consummation of the merger or by the merged entity after consummation of the merger."

Response

Applicants object to this document request 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:

There are no plans for rail operations before consummation of the merger. Any Documents relating to post-merger rail operations shown in the application have been produced in Applicants' document depository.

Document Request No. 2

"Produce all documents relating to Applicants' decision to not request abandonment or discontinuance of

There are no such documents. See Responses to Interrogatories Nos. 6 and 8.

Document Request No. 4

"Produce all documents relating to Applicants' decision not to abandon in its entirety the line segment described on page 1 of Attachment 13-7 to the Operating Plan as running between Barr and Monterey Junction, IL."

Response

Applicants object to this document request in that it seeks 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:

There are no such documents. See Response to Interrogatory No. 6.

Document Request No. 5

"Produce all documents relating to use of any part of the SSW Kansas City-St. Louis line as part of an arrangement whereby after consummation of the merger a rail carrier other than the merged entity will provide rail service to Union Electric Company at Labadie, MO."

Response

Applicants object to this document request 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:

See Response to Interrogatory No. 10.

Document Request No. 6

"Produce all documents relating to the 'changes' to be made in operations at the Lackland, MO, support yard, referred to at Volume 3, pages 188 to 189 of the Application."

Response

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

See Response to Interrogatory No. 14 and workpapers for the Labor Impact Exhibit in Applicants' document depository.

Document Request No. 7

"Produce all documents relating to Applicants' post-merger plans for each of the following segments of the SSW Kansas City-St. Louis line:

- a. Leeds Junction to Greenwood;
- b. Greenwood to Pleasant Hill;
- c. Pleasant Hill to Windsor;
- d. Windsor to Owensville;
- e. Owensville to Union;
- f. Union to Labadie;
- g. Labadie to Airpark; and
- h. Airpark to Rock Island Junction."

Response

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

Any such documents are in the Operating Plan workpapers in Applicants' document depository.

Document Request No. 8

"Produce all documents relating to the recommendations regarding the post-merger proposed operations of the Lackland Yard area set forth in Applicants' Document C02-300908."

Response

Applicants object to this interrogatory as unduly burdensome and overbroad in that it seeks 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:

There are no such documents.

Document Request No. 9

"Produce all documents containing station and shipper information, both historical and projected, including but not limited to traffic data, used by Applicants' personnel in recommending the actions in Applicants' Document C02-300908 with respect to the SSW Kansas City-St. Louis line:

- a. west of Airpark; and
- b. Airpark and east."

Response

Applicants object to this interrogatory as unduly burdensome and overbroad in that it seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. Without waiving this objec-

tion, and subject to the General Objections stated above,
Applicants respond as follows:

There are no such documents.

Document Request No. 10

"Produce all documents dated on or after January 1, 1992, which include an estimate of:

- a. the going concern value;
- b. the net liquidation or salvage value; or
- c. the market value,

of any part of the SSW Kansas City-St. Louis line or any of the assets thereof."

Response

Applicants object to this document request 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.

Document Request No. 11

"Produce the SP 'Plant Rationalization Plan' dated November 11, 1994, and any other document of an identical or similar nature which includes an estimate of the revenues to be derived from sale of all or part of the SSW Kansas City-St. Louis line or any of the assets thereof."

Response

Applicants object to this document request in that it seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Document Request No. 12

"Produce all documents dated on or after January 1, 1992, which:

- a. include an offer to purchase any part of the SSW Kansas City-St. Louis line or any of the assets thereof; or
- b. include an agreement to purchase any part of the SSW Kansas City-St. Louis line or any of the assets thereof."

Response

Applicants object to this document request as unduly burdensome and in that it seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence.

Document Request No. 13

"Produce all documents which state any reason why any of the Applicants would oppose the post-merger:

- a. operation by a single rail carrier of the SSW Kansas City-St. Louis line between Leeds Junction and Owensville and all other parts of line Applicants do not project will be operated by the merged entity; or
- b. purchase of all or part of the SSW Kansas City-St. Louis line by an entity that would be able to provide single-line rail service at least between Leeds Junction and Rock Island Junction, MO."

Response

Applicants object to this document request as unduly burdensome and in that it seeks 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. 24.

Document Request No. 14

"Produce all documents, other than bills of lading and freight bills and invoices, relating to the rail service provided since January 1, 1993, by any of the Applicants to Bull Moose Tube in Gerald, MO."

Response

Applicants object to this document request 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.

Document Request No. 15

"Produce all documents relating to any part of the SSW Kansas City-St. Louis line used in the course of soliciting the statements supporting the Application submitted by

- a. Bull Moose Tube in Gerald, MO (set forth at pages 80 to 81 of Volume 4, Part 4 of the Application);
- b. Missouri Representative Don Koller (set forth at pages 140 through 142 of Volume 4, Part 5 of the Application); or
- c. Missouri Senator Danny Staples (set forth at pages 356 to 358 of the Supplement to the Application dated December 22, 1995)."

Response

Applicants object to this interrogatory in that it seeks information that is neither relevant nor reasonably calculated to lead to the discovery of admissible evidence. See also the General Objections stated above.

Document Request No. 16

"Produce all documents relating to the provision of post-merger rail service over any part of the SSW Kansas City-St. Louis line."

Response

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

All such documents are in the Operating Plan workpapers in Applicants' document depository or are available to STRICT, except for documents relating to access by another rail carrier to Union Electric Company at Labadie. See Response to Interrogatory No. 10.

Document Request No. 17

"Produce the following agreements, which are identified by their respective Document I.D. in Applicants' Documents N-20-002960 to N-20-002964 (titled Trackage Rights Agreements in Effect Between SP/SSW/DRGW/SPCSL and Other Railroads):

- a. RI 32827;
- b. RI 392;
- c. RI 41412;
- d. RI 37, between 'ST LOUIS.E' and 'ROCK ISLAND JCT' ;

- e. RI 37, between 'ST LOUIS.E-VALLEY JCT' and 'CARRIER AVE';
- f. SPCSL 408;
- g. SSW 9414;
- h. SSW 9420; and
- i. SSW 9232."

Response

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

Responsive documents will be produced.

Document Request No. 18

"Produce the following agreements, which are identified by their respective 'contractor No.' in Applicants' Document N-35-000017 (titled Union Pacific Railroad Company Joint Trackage Rights December 1, 1995)":

- a. 86159;
- b. CA63400; and
- c. 1445."

Response

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

Responsive documents will be produced.

Respectfully submitted,

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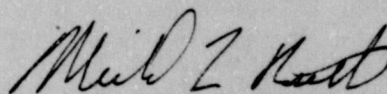
January 22, 1996

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 William P. Jackson, Jr., counsel for STRICT, at Jackson & Jessup, 3426 North Washington Blvd., Arlington, Virginia 22210-0540, 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

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



Michael L. Rosenthal

STB

FD

32760

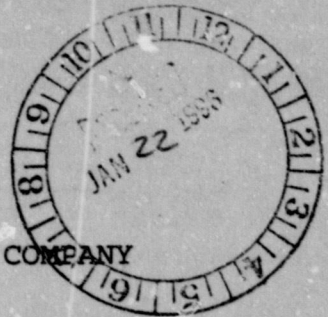
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JAN 23 1996
BEFORE THE
SURFACE TRANSPORTATION BOARD

UP/SP-61



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 KCS' SECOND INTERROGATORIES

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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 KCS' SECOND INTERROGATORIES

UPC, UPRR, MPRR, SPR, SPT, SSW, SPCSL and DRGW,
collectively, "Applicants," hereby respond to KCS' Second
Interrogatories.^{1/}

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,^{2/} all responsive documents have
been or shortly will be made available for inspection and

^{1/} In these responses, Applicants use acronyms as they have
defined them in the application. However, subject to General
Objections Nos. 6 and 7 below, for purposes of interpreting
the requests, Applicants will attempt to observe KCS'
definitions where they differ from Applicants' (for example,
KCS' definitions of "UP" and "SP," unlike Applicants', include
UPC and SPR, respectively).

^{2/} 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.

copying in Applicants' document depository, which is located at the offices of Covington & Burling in Washington, D.C. Applicants will be pleased to assist KCS to locate 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 KCS 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. Any additional specific objections are stated at the beginning of the response to each interrogatory.

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.

Notwithstanding this objection, Applicants have produced some responsive materials of this kind, but Applicants have not attempted to produce all responsive materials of this kind.

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 KCS from its own files.

7. Applicants object to the extent that the discovery requests 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 the discovery requests to the extent that they call for the preparation of special studies not already in existence.

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

10. Applicants incorporate by reference their prior objections to the definitions and instructions set forth in KCS' First Interrogatories.

SPECIFIC RESPONSES AND ADDITIONAL OBJECTIONS

Interrogatory No. 41

"Identify and produce all documents, including agreements, letters of understanding and run-through arrangements with Conrail, CSX Transportation, Inc. and Norfolk Southern Corp. as referenced in the Application, Vol. 1, pg. 31."

Response

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

No responsive documents have been located.

Interrogatory No. 42

"Identify the employee or representative of each Applicant who has the most direct knowledge of Applicants' claims regarding improved blocking and run-through arrangements with Conrail, CSX Transportation, Inc., and Norfolk Southern Corp. as referenced in the Application, Vol. 1, pg. 31."

Response

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

John Holm.

Interrogatory No. 43

"Identify and produce all documents, including, but not limited to, studies, analyses, and financial projections that refer to, relate to or evidence Applicants' claims regarding improved yields from marginal capital investments as referenced in the Application, Vol. 1, pg. 34."

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:

No responsive documents have been located.

Interrogatory No. 44

"Identify the employee or representative of each Applicant who has the most direct knowledge of Applicants' claims regarding improved yields from marginal capital investments as referenced in the Application, Vol. 1, pg. 34."

Response

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

Witnesses Ongerth and witness Gray can address this
issue.

Interrogatory No. 45

"Identify and produce all workpapers for the pro
forma financial statements, Appendices B through D of the
Application, Vol. 1, pp. 95 through 152."

• 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 Documents N03-000270 to 463 in Applicants'
document depository.

Interrogatory No. 46

"Identify the employee or representative of each
Applicant who has the most direct knowledge of the contents of
Appendices B through D of the Application, Vol. 1, pp. 95
through 152."

Response

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

Keith Rhoades and Matt Modica of UP.

Interrogatory No. 47

"State the document numbers for Richard T. Kauder's
[sic] workpapers that link his work to the pro forma financial
statements. The documents requested are referred to at page
300 of Richard Peterson's Verified Statement and at document

nos. CO4-300130 and CO4-300395 and are in addition to the fragmentary workpapers appearing at document nos. CO4-300396 through CO4-300446. If such documents have not been produced, Applicants are requested to produce all such documents utilized to estimate the costs used to derive the net revenue impacts of

- a. the BN/Santa Fe merger upon Applicants;
- b. the trackage rights granted to SP, UP and KCS by BN and/or Santa Fe in the BNSF merger proceeding;
- c. extended hauls and new marketing opportunities created by the Transaction; and
- d. losses of traffic by UP and SP as a result of the BN/Santa Fe Agreement."

Response

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

The documents referred to in the Verified Statement of Richard B. Peterson and in Documents CO4-300130 and CO4-300395 are Documents CO4-300396 to 446. See also Documents NO3-000286 to 87. Additional documents will be produced.

Interrogatory No. 48

"Identify and produce the 'other agreements' reviewed by John H. Rebensdorf with regard to (i) the 'flat rate' consideration referenced in the Application, Vol. 1, pp. 302, et seq and (ii) all 'arrangements where one railroad provides similar services to another railroad,' which will be used by the Applicants as 'guidance for what constitutes "normal and customary" charges as referenced in the Application, Vol. 1, pg. 313."

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:

(i) The "other agreements" referred to at page 302 of Mr. Rebensdorf's Verified Statement are (a) the trackage rights agreements executed in connection with the 1995 settlement agreement among BN, Santa Fe and SP (see document nos. N20-002965 to 3159, HC20-001264 to 1454, HC20-002101 to 2236) and (b) a 1990 trackage rights agreement between UP and SP covering track between Dallas, Texas and Big Sandy, Texas (document nos. N04-700053 to 59), as well as Mr. Rebensdorf's general knowledge of such agreements and of negotiation of such agreements.

(ii) Mr. Rebensdorf did not have any specific agreements in mind when he made this statement.

Interrogatory No. 49

"Identify the employee or representative of each Applicant who has the most knowledge of the agreements and arrangements referred to by Mr. Rebensdorf in the Application, Vol. 1, pp. 302 through 313."

Response

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

As here relevant, Mr. Rebensdorf.

Interrogatory No. 50

"Identify and produce the workpapers of Mark J. Draper and Dale W. Salzman with regard to the derivation, calculation and use of (a) the URCS unit costs, (b) the statistics associated with UP and SP, separately, handling their base year traffic, (c) the adjustment to such statistics to reflect the UP/CNW and BN/Santa Fe consolidations, (d) the

statistics associated with moving the post-merger traffic volume over the merged UP/SP system, (e) the disaggregation of benefits associated with more efficient movement of base year traffic and the inclusion of such efficiencies in 'Operations,' (f) the remaining costs and (g) the subtraction of such remaining costs from gross revenues to arrive at net revenue gains referred to in the Application, Vol. 1, pg. 365."

Response

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

See Documents C04-300394 to 446 in Applicants' document depository. Additional documents are being produced.

Interrogatory No. 51

"If any of the calculations referred to in interrogatory no. 50 were performed by someone other than Mr. Draper or Mr. Salzman, identify such individuals, including the calculations for which each was responsible."

Response

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

Richard Kauders.

Interrogatory No. 52

"In addition to those entities referenced by Mr. Rebensdorf in the Application, Vol. 1, pp. 292-293, identify all persons or entities with whom Applicants have discussed settlement of actual or potential claims arising from the Transaction. As to those persons or entities with whom Applicants have entered into a settlement agreement, covenant not to sue or similar agreement relating to the Transaction, please produce a copy of such agreement."

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:

The settlement agreement with BN/Santa Fe is attached to the Verified Statement of John H. Rebensdorf in Volume 1 of the application. Any other settlement agreements will be produced.

Interrogatory No. 53

"As to document nos. HC01-000001 through HC01-008516 in the document depository, please state

- a. the identity of the person(s) who prepared the document;
- b. the relevance of the date November 14, 1995, i.e., whether this is the date the data was entered, the date the printout was run or some other date;
- c. an explanation of each column;
- d. the portion of Mr. Peterson's Verified Statement to which these documents refer; and
- e. the purpose for which such document was prepared."

Response

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

There are many different types of documents within the document range identified. Responsive information will be produced. If KCS feels that any of the documents are particularly important, KCS should inform the Applicants as soon as possible.

As an example of the information that will be produced, Applicants are providing the following information with respect to the first four documents in this series, Documents HC01-000001 to 004483:

(a) The documents were prepared by UP data processing personnel under the direction of Richard B. Peterson and his staff.

(b) The date the printout was run.

(c) "Code" is a grouping of traffic that was treated commonly for purposes of diversion analysis. "OST" is origin state. "DST" is destination state, "ORIG CITY" is origin city. "DEST CITY" is destination city. "ORIG SPLC" is origin 6-digit Standard Point Location Code ("SPLC"). "DEST SPLC" is destination 6-digit SPLC. "ORIG CODES" and "DEST CODES" refer to the carriers having access to the origin and destination SPLCs, respectively; see Document HC01-005880 to 886 for the meaning of the letter entries in these columns. "ROUTE" is the route of the movement, and includes the carriers and the junctions in the route. "UNITS" is the number of carloads or intermodal units (trailers or containers in the movement).

(d) The Traffic Study.

(e) So that parties to the case would have a printout of the base traffic including the coding necessary for the application of diversion judgments.

Interrogatory No. 54

"Identify all documents referred to in the Application or placed in the document depository by Applicants that have 'C' or 'HC' designations that have been released to the public or distributed to persons not parties to the Protective Order, e.g., document no. C18-000001 - C18-000015 was distributed at a meeting attended by persons not party to the Protective Order in this proceeding, and the Settlement Agreement with BNSF, which was originally designed as confidential or highly confidential, has since been made public in that it was filed as part of the 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:

The specific document cited was mistakenly classified as "Confidential," and that designation is being removed. Applicants are not aware of any other such documents.

Interrogatory No. 55

"Identify and produce all documents prepared by UP's Financial Planning and Analysis Department or Division, including, but not limited to, Chan Lewis and/or any person working under his supervision or the supervision of the

Assistant Vice President of Finance that refer to, relate to or evidence

- a. the structure of the rail industry in the western United States;
- b. an analysis of the Transaction; or
- c. recommended or suggested merger between any two railroads."

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 already searched for and produced any studies, reports or analyses in the files of pertinent executives in the Planning and Analysis Department concerning, inter alia, competition between UP and SP, and the impact of the merger on competition. Judge Nelson has ruled that Applicants need not produce analyses relating to such matters as tax, human resources and financial aspects of the transaction, as distinguished from the transaction's benefits and effects on competition. Also, Applicants have previously made clear their objection to discovery into other transactions that they may have considered.

Interrogatory No. 56

"As a modification of interrogatory no. 13, and in regard to the BNSF Agreement itself (excluding earlier proposals or counterproposals that went back and forth between the parties during negotiations of the Agreement), identify and produce any studies, analyses, reports or other communications that refer to, relate to or evidence:

- a. the meaning of any of the terms of the BNSF Agreement;
- b. the formulation of a definition of or identification of 3-to-2 or 2-to-1 situations created by the proposed merger between UP and SP;
- c. the effectiveness of the BNSF Agreement in preserving competition;
- d. the effectiveness of trackage rights compared to ownership of lines in making a railroad an effective competitor; or
- e. any other assessment of the purpose or motivation for any party's entering into the BNSF Agreement."

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 Responses to KCS Interrogatories 12, 13 and 14, and the discussion of this matter at the hearings of December 20, 1995, January 2, 1996 and January 17, 1996.

Interrogatory No. 57

"Identify the employee or representative of each Applicant who was responsible for determining that granting access to 2-to-1 points to another carrier would resolve the negative competitive impact of the merger."

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:

No specific person was responsible for this determination. Witnesses Davidson and Rebensdorf, among others, can address this matter.

Interrogatory No. 58

"Identify all documents prepared or relied on by the persons identified in your response to interrogatory no. 57 in making their determination that the negative competitive impact of the merger would be resolved by granting access to another carrier at the 2-to-1 locations."

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:

No responsive documents have been located.

Interrogatory No. 59

"With regard to the statement in the minutes of the July 21, 1995 UP Board Meeting that:

Mr. Lewis reviewed with the Board the advantages of such a transaction as previously considered by management and Union Pacific's advisors, including, without limitation, their view that the proposed transaction, if consummated, would provide attractive long-term benefits for Union Pacific and its shareholders. Mr. Lewis also discussed the risks involved in such an acquisition, including many that previously had been considered, including, without limitation, approval of the Interstate Commerce Commission (the 'ICC') . . .

please provide the following information and documents:

- a. identify the 'management' personnel referred to;
- b. produce all documents reflecting the UP management consideration or view of the 'advantages' or 'long-term benefits' of the possible Transaction;
- c. identify the UP 'advisors' referred to in this statement;
- d. produce all documents reflecting these 'advisors' consideration or view of the 'advantages' or 'long-term benefits' of the possible Transaction;
- e. describe any discussion of the 'risks' that the ICC might not approve the proposed Transaction that involves a reference to shippers or the potential competitive impact of the proposed Transaction; and
- f. produce any documents discussing the risks that the ICC might not approve the proposed Transaction that contains a reference to shippers or the potential competitive impact of the proposed Transaction."

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:

In quoting from this document, which is "Highly Confidential," KCS has violated the Protective Order in this proceeding. Responsive information will be produced in a "Highly Confidential" document that will be placed in Applicants' document depository.

Interrogatory No. 60

"For the time period January 1, 1988 to the present, state whether or not either Applicant has received a copy of a report, study or analysis prepared by McKinsey & Company, Goldman Sachs and Co., or any other management consulting firm or investment banking company which discusses the structure of railway competition in the western United States or a potential plan to develop two major western railroad systems; and if you have received such a document, state the source of the document, the circumstances under which you received it, describe the contents of the documents, and state the current location of the document."

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:

No responsive documents have been located.

Interrogatory No. 61

"Please produce any report, study or analysis prepared by McKinsey & Company from January 1, 1998 [sic] to the present date which discusses the structure of railway competition in the western United States or a potential plan to develop two major western railroad systems."

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:

No responsive documents have been located.

Respectfully submitted,

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Pacific Railroad Company

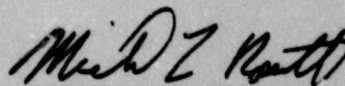
January 22, 1996

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 Alan E. Lubel, counsel for KCS, at Troutman Sanders, 601 Pennsylvania Avenue, N.W., Suite 640 - North Building, Washington, D.C. 20004-2609, 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

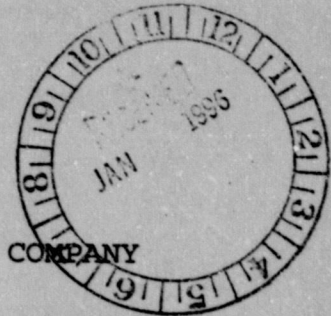
Premerger Notification Office
Bureau of Competition
Room 303
Federal Trade Commission
Washington, D.C. 20580



Michael L. Rosenthal

JAN 20 1996
BEFORE THE
SURFACE TRANSPORTATION BOARD

61036
UP/SP-61



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 KCS' SECOND INTERROGATORIES

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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 KCS' SECOND INTERROGATORIES

UPC, UPRR, MPRR, SPR, SPT, SSW, SPCSL and DRGW,
collectively, "Applicants," hereby respond to KCS' Second
Interrogatories.^{1/}

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,^{2/} all responsive documents have
been or shortly will be made available for inspection and

^{1/} In these responses, Applicants use acronyms as they have
defined them in the application. However, subject to General
Objections Nos. 6 and 7 below, for purposes of interpreting
the requests, Applicants will attempt to observe KCS'
definitions where they differ from Applicants' (for example,
KCS' definitions of "UP" and "SP", unlike Applicants', include
UPC and SPR, respectively).

^{2/} 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.

copying in Applicants' document depository, which is located at the offices of Covington & Burling in Washington, D.C. Applicants will be pleased to assist KCS to locate 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 KCS 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. Any additional specific objections are stated at the beginning of the response to each interrogatory.

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.

Notwithstanding this objection, Applicants have produced some responsive materials of this kind, but Applicants have not attempted to produce all responsive materials of this kind.

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 KCS from its own files.

7. Applicants object to the extent that the discovery requests 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 the discovery requests to the extent that they call for the preparation of special studies not already in existence.

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

10. Applicants incorporate by reference their prior objections to the definitions and instructions set forth in KCS' First Interrogatories.

SPECIFIC RESPONSES AND ADDITIONAL OBJECTIONS

Interrogatory No. 41

"Identify and produce all documents, including agreements, letters of understanding and run-through arrangements with Conrail, CSX Transportation, Inc. and Norfolk Southern Corp. as referenced in the Application, Vol. 1, pg. 31."

Response

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

No responsive documents have been located.

Interrogatory No. 42

"Identify the employee or representative of each Applicant who has the most direct knowledge of Applicants' claims regarding improved blocking and run-through arrangements with Conrail, CSX Transportation, Inc., and Norfolk Southern Corp. as referenced in the Application, Vol. 1, pg. 31."

Response

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

John Holm.

Interrogatory No. 43

"Identify and produce all documents, including, but not limited to, studies, analyses, and financial projections that refer to, relate to or evidence Applicants' claims regarding improved yields from marginal capital investments as referenced in the Application, Vol. 1, pg. 34."

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:

No responsive documents have been located.

Interrogatory No. 44

"Identify the employee or representative of each Applicant who has the most direct knowledge of Applicants' claims regarding improved yields from marginal capital investments as referenced in the Application, Vol. 1, pg. 34."

Response

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

Witnesses Ongerth and witness Gray can address this
issue.

Interrogatory No. 45

"Identify and produce all workpapers for the pro forma financial statements, Appendices B through D of the Application, Vol. 1, pp. 95 through 152."

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 Documents N03-000270 to 463 in Applicants'
document depository.

Interrogatory No. 46

"Identify the employee or representative of each
Applicant who has the most direct knowledge of the contents of
Appendices B through D of the Application, Vol. 1, pp. 95
through 152."

Response

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

Keith Rhoades and Matt Modica of UP.

Interrogatory No. 47

"State the document numbers for Richard T. Kauder's
[sic] workpapers that link his work to the pro forma financial
statements. The documents requested are referred to at page
300 of Richard Peterson's Verified Statement and at document

nos. CO4-300130 and CO4-300395 and are in addition to the fragmentary workpapers appearing at document nos. CO4-300396 through CO4-300446. If such documents have not been produced, Applicants are requested to produce all such documents utilized to estimate the costs used to derive the net revenue impacts of

- a. the BN/Santa Fe merger upon Applicants;
- b. the trackage rights granted to SP, UP and KCS by BN and/or Santa Fe in the BNSF merger proceeding;
- c. extended hauls and new marketing opportunities created by the Transaction; and
- d. losses of traffic by UP and SP as a result of the BN/Santa Fe Agreement."

Response

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

The documents referred to in the Verified Statement of Richard B. Peterson and in Documents CO4-300130 and CO4-300395 are Documents CO4-300396 to 446. See also Documents NO3-000286 to 87. Additional documents will be produced.

Interrogatory No. 48

"Identify and produce the 'other agreements' reviewed by John H. Rebensdorf with regard to (i) the 'flat rate' consideration referenced in the Application, Vol. 1, pp. 302, et seq and (ii) all 'arrangements where one railroad provides similar services to another railroad,' which will be used by the Applicants as 'guidance for what constitutes "normal and customary"' charges as referenced in the Application, Vol. 1, pg. 313."

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:

(i) The "other agreements" referred to at page 302 of Mr. Rebensdorf's Verified Statement are (a) the trackage rights agreements executed in connection with the 1995 settlement agreement among BN, Santa Fe and SP (see document nos. N20-002965 to 3159, HC20-001264 to 1454, HC20-002101 to 2236) and (b) a 1990 trackage rights agreement between UP and SP covering track between Dallas, Texas and Big Sandy, Texas (document nos. N04-700053 to 59), as well as Mr. Rebensdorf's general knowledge of such agreements and of negotiation of such agreements.

(ii) Mr. Rebensdorf did not have any specific agreements in mind when he made this statement.

Interrogatory No. 49

"Identify the employee or representative of each Applicant who has the most knowledge of the agreements and arrangements referred to by Mr. Rebensdorf in the Application, Vol. 1, pp. 302 through 313."

Response

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

As here relevant, Mr. Rebensdorf.

Interrogatory No. 50

"Identify and produce the workpapers of Mark J. Draper and Dale W. Salzman with regard to the derivation, calculation and use of (a) the URCS unit costs, (b) the statistics associated with UP and SP, separately, handling their base year traffic, (c) the adjustment to such statistics to reflect the UP/CNW and BN/Santa Fe consolidations, (d) the

statistics associated with moving the post-merger traffic volume over the merged UP/SP system, (e) the disaggregation of benefits associated with more efficient movement of base year traffic and the inclusion of such efficiencies in 'Operations,' (f) the remaining costs and (g) the subtraction of such remaining costs from gross revenues to arrive at net revenue gains referred to in the Application, Vol. 1, pg. 365."

Response

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

See Documents C04-300394 to 446 in Applicants' document depository. Additional documents are being produced.

Interrogatory No. 51

"If any of the calculations referred to in interrogatory no. 50 were performed by someone other than Mr. Draper or Mr. Salzman, identify such individuals, including the calculations for which each was responsible."

Response

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

Richard Kauders.

Interrogatory No. 52

"In addition to those entities referenced by Mr. Rebensdorf in the Application, Vol. 1, pp. 292-293, identify all persons or entities with whom Applicants have discussed settlement of actual or potential claims arising from the Transaction. As to those persons or entities with whom Applicants have entered into a settlement agreement, covenant not to sue or similar agreement relating to the Transaction, please produce a copy of such agreement."

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:

The settlement agreement with BN/Santa Fe is attached to the Verified Statement of John H. Rebensdorf in Volume 1 of the application. Any other settlement agreements will be produced.

Interrogatory No. 53

"As to document nos. HC01-000001 through HC01-008516 in the document depository, please state

- a. the identity of the person(s) who prepared the document;
- b. the relevance of the date November 14, 1995, i.e., whether this is the date the data was entered, the date the printout was run or some other date;
- c. an explanation of each column;
- d. the portion of Mr. Peterson's Verified Statement to which these documents refer; and
- e. the purpose for which such document was prepared."

Response

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

There are many different types of documents within the document range identified. Responsive information will be produced. If KCS feels that any of the documents are particularly important, KCS should inform the Applicants as soon as possible.

As an example of the information that will be produced, Applicants are providing the following information with respect to the first four documents in this series, Documents HC01-000001 to 004483:

(a) The documents were prepared by UP data processing personnel under the direction of Richard B. Peterson and his staff.

(b) The date the printout was run.

(c) "Code" is a grouping of traffic that was treated commonly for purposes of diversion analysis. "OST" is origin state. "DST" is destination state, "ORIG CITY" is origin city. "DEST CITY" is destination city. "ORIG SPLC" is origin 6-digit Standard Point Location Code ("SPLC"). "DEST SPLC" is destination 6-digit SPLC. "ORIG CODES" and "DEST CODES" refer to the carriers having access to the origin and destination SPLCs, respectively; see Document HC01-005880 to 886 for the meaning of the letter entries in these columns. "ROUTE" is the route of the movement, and includes the carriers and the junctions in the route. "UNITS" is the number of carloads or intermodal units (trailers or containers in the movement).

(d) The Traffic Study.

(e) So that parties to the case would have a printout of the base traffic including the coding necessary for the application of diversion judgments.

Interrogatory No. 54

"Identify all documents referred to in the Application or placed in the document depository by Applicants that have 'C' or 'HC' designations that have been released to the public or distributed to persons not parties to the Protective Order, e.g., document no. C18-000001 - C18-000015 was distributed at a meeting attended by persons not party to the Protective Order in this proceeding, and the Settlement Agreement with BNSF, which was originally designed as confidential or highly confidential, has since been made public in that it was filed as part of the 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:

The specific document cited was mistakenly classified as "Confidential," and that designation is being removed. Applicants are not aware of any other such documents.

Interrogatory No. 55

"Identify and produce all documents prepared by UP's Financial Planning and Analysis Department or Division, including, but not limited to, Chan Lewis and/or any person working under his supervision or the supervision of the

Assistant Vice President of Finance that refer to, relate to or evidence

- a. the structure of the rail industry in the western United States;
- b. an analysis of the Transaction; or
- c. recommended or suggested merger between any two railroads."

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 already searched for and produced any studies, reports or analyses in the files of pertinent executives in the Planning and Analysis Department concerning, inter alia, competition between UP and SP, and the impact of the merger on competition. Judge Nelson has ruled that Applicants need not produce analyses relating to such matters as tax, human resources and financial aspects of the transaction, as distinguished from the transaction's benefits and effects on competition. Also, Applicants have previously made clear their objection to discovery into other transactions that they may have considered.

Interrogatory No. 56

"As a modification of interrogatory no. 13, and in regard to the BNSF Agreement itself (excluding earlier proposals or counterproposals that went back and forth between the parties during negotiations of the Agreement), identify and produce any studies, analyses, reports or other communications that refer to, relate to or evidence:

- a. the meaning of any of the terms of the BNSF Agreement;
- b. the formulation of a definition of or identification of 3-to-2 or 2-to-1 situations created by the proposed merger between UP and SP;
- c. the effectiveness of the BNSF Agreement in preserving competition;
- d. the effectiveness of trackage rights compared to ownership of lines in making a railroad an effective competitor; or
- e. any other assessment of the purpose or motivation for any party's entering into the BNSF Agreement."

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 Responses to KCS Interrogatories 12, 13 and 14, and the discussion of this matter at the hearings of December 20, 1995, January 2, 1996 and January 17, 1996.

Interrogatory No. 57

"Identify the employee or representative of each Applicant who was responsible for determining that granting access to 2-to-1 points to another carrier would resolve the negative competitive impact of the merger."

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:

No specific person was responsible for this determination. Witnesses Davidson and Rebensdorf, among others, can address this matter.

Interrogatory No. 58

"Identify all documents prepared or relied on by the persons identified in your response to interrogatory no. 57 in making their determination that the negative competitive impact of the merger would be resolved by granting access to another carrier at the 2-to-1 locations."

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:

No responsive documents have been located.

Interrogatory No. 59

"With regard to the statement in the minutes of the July 21, 1995 UP Board Meeting that:

Mr. Lewis reviewed with the Board the advantages of such a transaction as previously considered by management and Union Pacific's advisors, including, without limitation, their view that the proposed transaction, if consummated, would provide attractive long-term benefits for Union Pacific and its shareholders. Mr. Lewis also discussed the risks involved in such an acquisition, including many that previously had been considered, including, without limitation, approval of the Interstate Commerce Commission (the 'ICC') . . .

please provide the following information and documents:

- a. identify the 'management' personnel referred to;
- b. produce all documents reflecting the UP management consideration or view of the 'advantages' or 'long-term benefits' of the possible Transaction;
- c. identify the UP 'advisors' referred to in this statement;
- d. produce all documents reflecting these 'advisors' consideration or view of the 'advantages' or 'long-term benefits' of the possible Transaction;
- e. describe any discussion of the 'risks' that the ICC might not approve the proposed Transaction that involves a reference to shippers or the potential competitive impact of the proposed Transaction; and
- f. produce any documents discussing the risks that the ICC might not approve the proposed Transaction that contains a reference to shippers or the potential competitive impact of the proposed Transaction."

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:

In quoting from this document, which is "Highly Confidential," KCS has violated the Protective Order in this proceeding. Responsive information will be produced in a "Highly Confidential" document that will be placed in Applicants' document depository.

Interrogatory No. 60

"For the time period January 1, 1988 to the present, state whether or not either Applicant has received a copy of a report, study or analysis prepared by McKinsey & Company, Goldman Sachs and Co., or any other management consulting firm or investment banking company which discusses the structure of railway competition in the western United States or a potential plan to develop two major western railroad systems; and if you have received such a document, state the source of the document, the circumstances under which you received it, describe the contents of the documents, and state the current location of the document."

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:

No responsive documents have been located.

Interrogatory No. 61

"Please produce any report, study or analysis prepared by McKinsey & Company from January 1, 1998 [sic] to the present date which discusses the structure of railway competition in the western United States or a potential plan to develop two major western railroad systems."

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:

No responsive documents have been located.

Respectfully submitted,

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Transportation Company
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(415) 541-1000

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Pacific Railroad Company

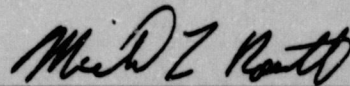
January 22, 1996

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 Alan E. Lubel, counsel for KCS, at Troutman Sanders, 601 Pennsylvania Avenue, N.W., Suite 640 - North Building, Washington, D.C. 20004-2609, 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

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



Michael L. Rosenthal

STB FD

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61034

61034



WIFE Women Involved in Farm Economics

CERTIFIED MAIL # P 282 425 069
RETURN RECEIPT REQUESTED

January 17, 1996

Mr. Vernon A. Williams
Office of The Secretary
Case Control Branch
ATTN: Finance Docket No. 32760
Interstate Commerce Commission
1201 Constitution Avenue, N.W.
Washington, D.C. 20423

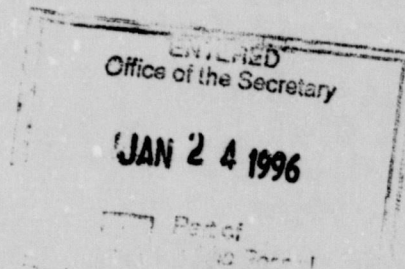


RE: ICC FINANCE DOCKET NO. 32760
UNION PACIFIC CORP., ET AL--CONTROL AND MERGER--
SOUTHERN PACIFIC RAIL CORP. ET AL.

Dear Secretary Williams:

On January 9, 1996, our organization submitted an intent to participate in this proceeding. Since that time, we have learned that we need to send copies of our letter to another individual. Therefore we are today sending a copy to:

Jerome Nelson, Administrative Law Judge
Interstate Commerce Commission
Docket No. 32760, Decision No. 6
825 North Capitol Street, N.E.
Washington, D.C. 20426



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

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

Kiowa County Women Involved in Farm Economics Chapter # 124
13775 County Road 78.5
Towner, CO 81071-9619
Attn: Bernice Tuttle, President
Telephone No. - (719) 727-5225
Fax No. - (719) 729-3312

Item No. _____

Page Count 2

JAN 3 10

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

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

Thank you.

Sincerely,

Bernice Tuttle

Bernice Tuttle, President

Kiowa County WIFE Chapter # 124

And The Individual Members and Others Representing Kiowa County Women Involved in Farm Economics Chapter # 124:

Joyce Berry
Maurine Firner
Dorothy Negley
Mary Ann Richardson
Catherine Scherler
Freda Schmidt

Maxine Weber
Theresa Weber
Mary Lou Williams
Suzanne Williams
Hazel Woelk

CERTIFICATE OF SERVICE

I hereby certify that I have this day served the foregoing document to:

Jerome Nelson, Administrative Law Judge
Interstate Commerce Commission
ICC Finance Docket No. 32760, Decision No. 6
825 North Capitol Street, N.E.
Washington, D.C. 20426
Certified Mail Receipt # P 282 425 070

by Pre-Paid, First Class, Certified Return Receipt Requested, United States Postal Service.
Dated at Towner, Colorado, this 17th day of January, 1996.

Bernice Tuttle
Bernice Tuttle

STB FD

32760

1-19-96

D

61023

61023

Item No. _____

Page Count 2

JAN 299



MICHAEL O. LEAVITT
GOVERNOR

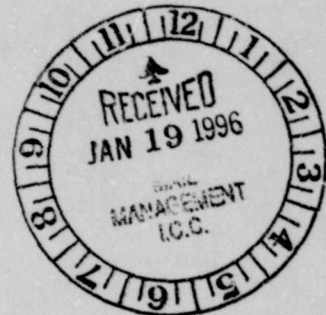
STATE OF UTAH
OFFICE OF THE GOVERNOR
SALT LAKE CITY
84114-0601

OLENE S. WALKER
LIEUTENANT GOVERNOR

January 16, 1996

Via Facsimile & Federal Express

Mr. Vernon A. Williams
Secretary, Room 2215
Surface Transportation Board
Department of Transportation
1201 Constitution Avenue, N.W.
Washington, D.C. 20423



ATTN: Case Control Branch

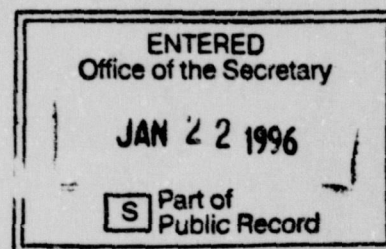
RE: Finance Docket No. 32760, Union Pacific Corp., et al.; Notice of Intent to Participate

Dear Mr. Williams:

In accordance with the Commission's various decisions in this proceeding (see, e.g., Decision No. 9 at 3), this is a Notice of Intent to Participate in the above-referenced proceeding on behalf of the State of Utah. The State of Utah intends to participate as a full participant, and should be listed as a party of record. The counsel of record is as follows:

Robin L. Riggs, Esq.
General Counsel to the Governor
State of Utah
210 State Capitol
Salt Lake City, Utah 84114
801-538-1504 (Phone) 801-538-1528 (Fax)

Reed M. Richards, Esq.
Chief Deputy Attorney General
State of Utah
236 State Capitol
Salt Lake City, Utah 84114
801-538-1326 (Phone) 801-538-1121 (Fax)



The State of Utah is still evaluating the position it intends to take in this proceeding.

Sincerely,

Michael O. Leavitt
Governor



1-19

MICHAEL O. LEAVITT
GOVERNOR

STATE OF UTAH
OFFICE OF THE GOVERNOR
SALT LAKE CITY
84114-0601

OLENE S. WALKER
LIEUTENANT GOVERNOR

January 16, 1996

Via Facsimile & Federal Express

Mr. Vernon A. Williams
Secretary, Room 2215
Surface Transportation Board
Department of Transportation
1201 Constitution Avenue, N.W.
Washington, D.C. 20423

ATTN: Case Control Branch

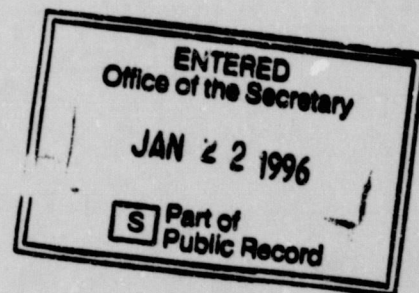
RE: Finance Docket No. 32760, Union Pacific Corp., et al.; Notice of Intent to Participate

Dear Mr. Williams:

In accordance with the Commission's various decisions in this proceeding (see, e.g., Decision No. 3), this is a Notice of Intent to Participate in the above-referenced proceeding on behalf of the State of Utah. The State of Utah intends to participate as a full participant, and should be listed as a party of record. The counsel of record is as follows:

Robin L. Riggs, Esq.
General Counsel to the Governor
State of Utah
210 State Capitol
Salt Lake City, Utah 84114
801-538-1504 (Phone) 801-538-1528 (Fax)

Reed M. Richards, Esq.
Chief Deputy Attorney General
State of Utah
236 State Capitol
Salt Lake City, Utah 84114
801-538-1326 (Phone) 801-538-1121 (Fax)



The State of Utah is still evaluating the position it intends to take in this proceeding.

Sincerely,

Michael O. Leavitt
Governor

STB FD

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1-19-96

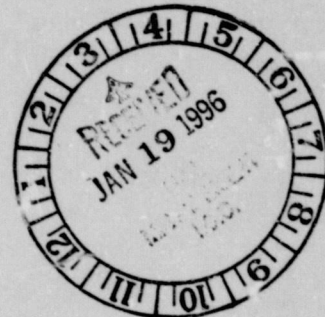
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Item No. _____

Page Count 2
JAN 298**Shell Chemical Company**

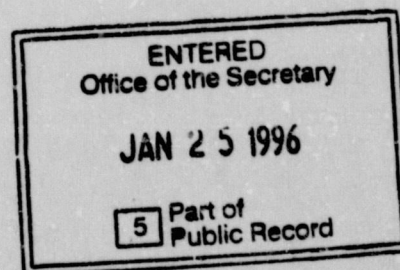
An affiliate of Shell Oil Company

One Shell Plaza
PO Box 2463
Houston TX 77252*Via Express Delivery*Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1201 Constitution Avenue, N.W.
Washington, D.C. 20423Re: 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, SPCSL CORP. AND THE DENVER AND
RIO GRANDE WESTERN RAILROAD COMPANY

NOTICE OF INTENT TO PARTICIPATE

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

Respectfully submitted,

By: Brian P. Felker
Brian P. Felker

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

Dated: January 19, 1996

STB FD

32760

1-19-96

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61021

Item No. _____

Page Count 1

JAN 297



61021

PATRICK HENDRICKS
State Legislative Director

united transportation union

January 11, 1996

317 E. 5th Street, Suite 11
Des Moines, Iowa 50309
515-282-9289
FAX (515) 282-4642

Mr. Vernon Williams
Office of the Secretary
Surface Transportation Board
Case Control Branch
1201 Constitution Ave., NW. Room 1324
Washington, D.C. 10423



RE: ICC Finance Docket No. 32760
Union Pacific/Southern Pacific
Common Control Merger

Dear Sir:

This is to notify you that I intend to participate in the proceedings involving the above named Finance Docket.

Please place my name on the official service list to be served with all filings, documents and decisions that pertain to this case.

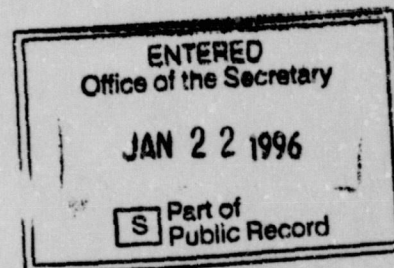
Thank you for your kind attention to this important matter.

Yours truly,

Patrick C. Hendricks, SLD-Iowa
UNITED TRANSPORTATION UNION

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

PCH/jas



STB FD

32760

1-19-96

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Item No. _____

Page Count 2

JAN 29 1996

61020

Texas Department of Transportation

DEWITT C. GREER STATE HIGHWAY BLDG. • 125 E. 11TH STREET • AUSTIN, TEXAS 78701-2483 • (512) 463-8585

January 12, 1996



SUBJECT: 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

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

Dear Secretary Williams:

Please accept for filing this notice of our intent to participate in the above-captioned case.

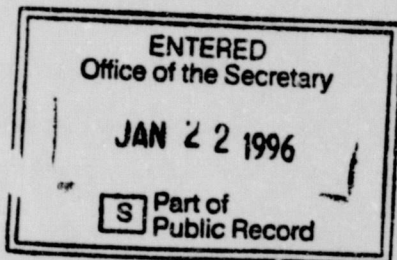
Enclosed is the original and 20 copies of this document, designated as TXDT-2.

Respectfully submitted;

Texas Department of Transportation

By: 

Thomas A. Griebel
Assistant Executive Director
Multimodal Transportation
125 E. 11th St.
Austin, Texas 78701-2483
512/305-9506
512/463-8903 (fax)



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

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

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

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32760

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Item No. _____

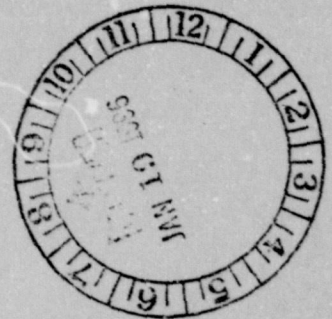
Page Count. 2

JAN 295

61019

Before the
INTERSTATE COMMERCE COMMISSION

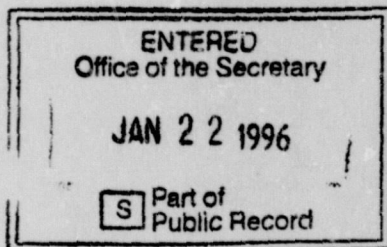
Finance Docket No. 32760



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

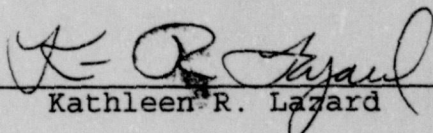
NOTICE OF INTENT TO PARTICIPATE

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,

CITY OF SUSANVILLE
KATHLEEN R. LAZARD, City Attorney


Kathleen R. Lazard

700 Court Street, P.O. Box 730
Susanville, CA 96130

(916) 257-7704
Attorney for the City of Susanville

January 8, 1996.

PROOF OF SERVICE

I hereby certified that I have this day served the original and twenty (20) copies of the foregoing document titled **NOTICE OF INTENT TO PARTICIPATE**, by sending by first-class mail, properly addressed as follows:

Office of the Secretary
Case Control Branch
Attn: Finance Docket No. 32760
Interstate Commerce Commission
1201 Constitution Avenue, N.W.
Washington, D. C. 20433

Dated at Susanville, California, this 8th day of January, 1996.

Barbara Lair
BARBARA LAIR

STB FD

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Item No. _____

Page Count 1

JAN 29 1996



61018

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united transportation union

January 15, 1996

Ms. Ellen Keys
Office of the Secretary
Interstate Commerce Commission
1201 Constitution Avenue, N.W., Room 2209
Washington, DC 20423-0001

Dear Ms. Keys:

Please arrange to make and list:

Local Committee of Adjustment #857
A member of General Committee of Adjustment GO-895
United Transportation Union
527 Wimbrely
San Antonio, Texas 78221

as a party of record and active participant in the proceedings before the Interstate Commerce Commission in Finance Docket 32760, involving the proposed merger between the Union Pacific and the Southern Pacific railroads.

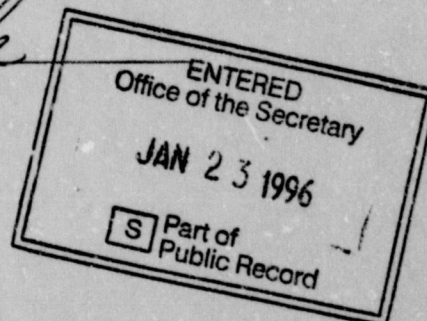
Thanking you in advance for your assistance and cooperation in this matter, we remain.

Sincerely yours,

UNITED TRANSPORTATION UNION, Local 857

by:

L.L. McBride
L.L. McBride
Local Chairman



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1-19-96

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Item No. _____
Page Count 2
JAN 293



BEFORE THE
SURFACE TRANSPORTATION BOARD

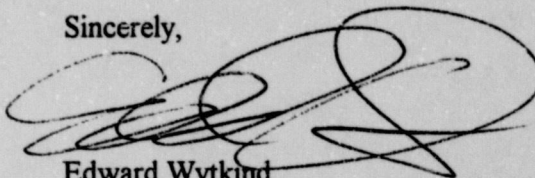
FINANCE DOCKET NO. 32760

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

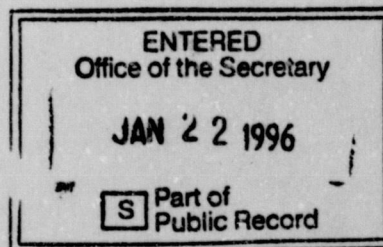
Pursuant to Decision No. 9 in this proceeding, the Transportation Trades Department, AFL-CIO ("TTD") hereby submits its Notice of Intent to Participate.

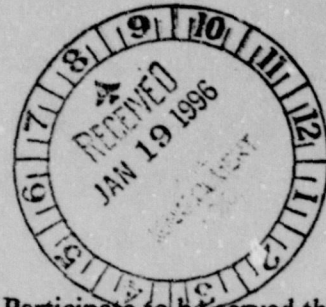
Sincerely,



Edward Wytkind
Executive Director
Transportation Trades Department, AFL-CIO
400 N. Capitol Street, N.W., Suite 861
Washington, D.C. 20001
202/628-9262 (phone)
202/628-0391 (facsimile)

January 16, 1996





Certificate of Service

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

Edward Wytkind
Executive Director
Transportation Trades Department, AFL-CIO

STB FD

32760

1-19-96

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CORN REFINERS ASSOCIATION, INC.

Item No. _____

Page Count 1

JAN 292

January 18, 1996



Vernon A. Williams, Secretary
Surface Transportation Board
12th Street and Constitution Ave., N.W.
Washington, DC 20423

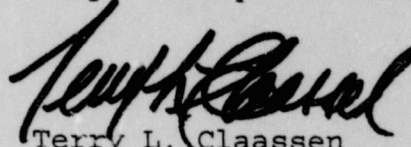
HAND-DELIVERED

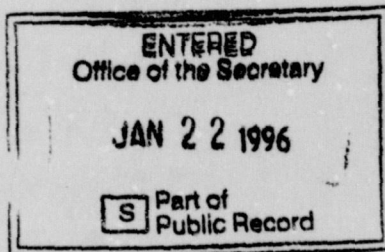
Re: Docket No. 32760

Dear Mr. Williams:

Due to the disruption caused by the recent blizzard, this week's deadline for filing a notice to participate in the above-mentioned proceeding has just come to my attention. Please accept this letter as this Association's notice of its intention to participate.

Respectfully submitted,


Terry L. Claassen
President



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32760

1-19-96

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61015

Item No. _____

Page Count 2

JAN 29 1

**Kiowa School District No. Re-2
Plainview School**

13997 County Road 71
Sheridan Lake, Colorado 81071-1268

Telephone 729-3331
Sheridan Lake, Colorado

Telephone 727-4361
Towner, Colorado

January 12, 1995

Vernon A. Williams
Office of the Secretary
Case Control Branch
ATTN: Finance Docket No. 32760
Interstate Commerce Commission
1201 Constitution Avenue, N.W.
Washington, D.C. 20423



RE: ICC FINANCE DOCKET NO. 32760
UNION PACIFIC CORP., ET AL--CONTROL AND MERGER--
SOUTHERN PACIFIC RAIL CORP. ET AL.

Dear Secretary Williams:

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

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

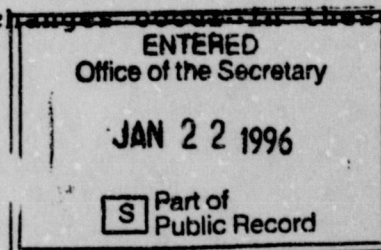
Kiowa County School District Re-2
P. O. Box 1268
Sheridan Lake, CO 81071
Attn: Janet Palmer, Superintendent
Telephone No. (719) 729-3331
Fax No. (719) 727-4471

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

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

Sincerely,

Janet Palmer
Janet Palmer
Superintendent



These individuals will also represent Kiowa County School District Re-2:

Floyd Barnes
Wynona Barnes
Ann Harkness
Marvin Koeller
Gail Koeller
Greg Shalberg
Sebrina Shalberg
Jay Specht
Susan Specht
Eugene Splitter
Judy Splitter
Brenda Fickenscher

Betsy Barnett
Jan Carney
Brant Dunn
Ruth Fees
Manuel Gonzales, Jr.
Susan Greenfield
Cheri Hopkins
Ryan Johnson
Phyllis Reinert
Bob Seay
Joe Shields
Judy Tuttle

Mike Lening
Susan Miller
Randy Carney
Carol Shalberg
Linda Stum
Donna Huddleston
Cora Coffman
Linda Richardson
Keith Scott
G. L. Palmer

CERTIFICATE OF SERVICE

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

Arvid E. Roach II, Esq.
Covington & Burling
1201 Pennsylvania Avenue, N.W.
P. O. Box 7566
Washington, D.C. 20044
Certified # P 282 425 061

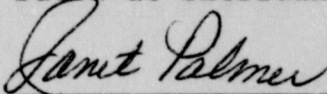
Paul A. Cunningham, Esq.
Harkins Cunningham
1300 Nineteenth St., N.W.
Washington, D.C. 20036
Certified # P 282 425 060

Robert T. Opal, General Attorney
Jeanna L. Regier, ICC Practitioner
Missouri Pacific Railroad Company
1416 Dodge Street, #830
Omaha, NE 68179
Certified # P 282 425 064

Gary A. Laakso, General Attorney
The Denver & Rio Grande Western
Railroad Company
One Market Plaza, Room 846
San Francisco, CA 94105
Certified # P 282 425 062

by Pre-paid, First Class, Certified Return Receipt Requested, United States Postal Service.

Dated at Sheridan Lake, Colorado this 12th day of January, 1996.



Janet Palmer
Superintendent

Certified # P 282 425 068

STB FD

32760

1-19-96

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61014

IES Utilities Inc.
200 First Street S.E.
P.O. Box 351
Cedar Rapids, IA 52406-0351
Telephone 319 398 4130
Fax 319 398 4592



Philip D. Ward
Vice President,
Engineering and Generation

January 12, 1996

Office of the Secretary
Surface Transportation Board
Interstate Commerce Commission
Case Control Branch
1201 Constitution Avenue, N.W.
Washington, D.C. 20423

Attn: Finance Docket No. 32760

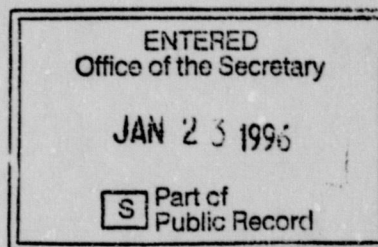
RE: Finance Docket No. 32760, *Union Pacific Corp., et al. - Control & Merger - Southern Pacific Rail Corp., et al.*

Dear Secretary:

IES Utilities Inc. hereby notifies the Surface Transportation Board of its intention to participate in the Board's consideration of the proposed UP/SP merger by filing an original and twenty (20) copies of its Notice of Intent to Participate. Should you have any questions, please do not hesitate to contact the undersigned.

Respectfully submitted,

Philip D. Ward
Vice President
Engineering & Generation



Enclosures

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

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

Item No. _____

Page Count 2

JAN 29 0

January 12, 1996

BEFORE THE
SURFACE TRANSPORTATION BOARD
DEPARTMENT OF TRANSPORTATION
(FORMERLY INTERSTATE COMMERCE COMMISSION)

Finance Docket No. 32760

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

-- Control and Merger --

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

NOTICE OF INTENT TO PARTICIPATE

Pursuant to Decision No. 6 in this proceeding, and in accordance with 49 C.F.R. 1180.4(a)(4), IES Utilities Inc. hereby submits its Notice of Intent to Participate. We respectfully request that our representatives, as listed below, be included in the service list maintained by the Board in this proceeding so that the listed representatives receive copies of all orders, notices, and other pleadings in this proceeding. Further we request that Applicants and other parties of record serve copies of all pleadings filed in this proceeding directly upon the indicated representatives as listed below:

Designated Representatives:

William B. Schafer III, Manager of Energy Services, Production
Steve Southwick, Vice President, General Counsel & Secretary
Philip D. Ward, Vice President, Engineering & Generation
IES Utilities Inc.
P.O. Box 351
Cedar Rapids, IA 52406

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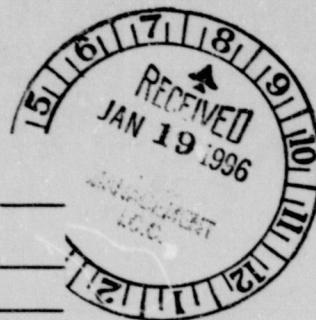
January 11, 1996

Item No. _____

Page Count 1

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

JAN 289



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

Dear Mr. Williams:

With this letter, the Oregon International Port of Coos Bay requests that it become a Party of Record in the above-captioned proceeding. The Port and Coos Bay/North Bend area are served by the Central Oregon and Pacific Railroad (CORP), a short line spin-off of the Southern Pacific. At this time, the Port sees benefits to the merger of the Union Pacific (UP) and Southern Pacific (SP) Railroads, and we are considering a positive response. Two issues concern us:

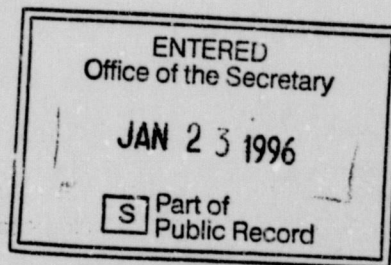
1. With only two Class 1 carriers serving the Western United States after this proposed merger and the recent merger of Burlington Northern and Santa Fe, those of us captive to a single carrier are becoming increasingly disadvantaged. Products produced in our area are less competitive and our ability to attract new industry to the region is more limited as businesses seek out locations with competitive rail service.
2. We are also concerned about the future of two rail bridges crossing in Coos Bay. While CORP provides rail service to our area, SP continues to own the bridges, which are both in need of repair. We would not expect the refurbishment of the bridges to be a condition of the merger, but we would appreciate having a better understanding of how we, and the bridges, fit into the future of the combined UP/SP railroad.

We will file comments in this proceeding either separately or in conjunction with the State of Oregon. Copies of filings should be directed to:

Oregon International Port of Coos Bay
PO Box 1215
Coos Bay, OR 97420

Sincerely,

Allan E. Rumbaugh
General Manager



AER:dcb

cc Arvid E. Roach II

125 Central Ave., Suite 300 / PO Box 1215 / Coos Bay, Oregon 97420-0311 / Phone: 503-267-7678 / Fax: 503-269-1475

State of Oregon
Representative
Offices:

Tokyo, Japan
Phone: 03-5275-9321
Fax: 03-5275-9325

Seoul, Korea
Phone: 82 2 753-1349
Fax: 82 2 753-5154

Taipei, Taiwan, R.O.C.
Phone: 886 2 723-2310/11
Fax: 886 2 723-2312



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Missouri Highway and Transportation Department

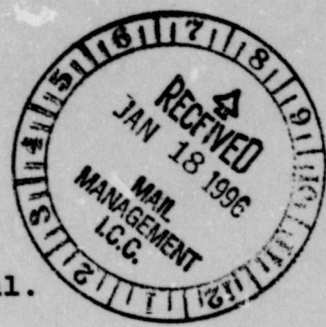
Capitol Ave. at Jefferson St., P.O. Box 270, Jefferson City, MO 65102 (314) 751-2551 Fax (314) 751-6555

January 5, 1996

MHTD-1

Honorable Vernon A. Williams
Secretary, Room 1324
Surface Transportation Board
12th Street & Constitution Avenue, NW
Washington, DC 20423

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



Dear Secretary Williams:

The Missouri Highway and Transportation Department (MHTD) requests to be made a "Party of Record" in the above-mentioned proceeding.

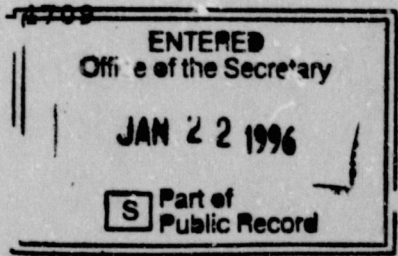
MHTD has not determined a position of support or opposition to the proposed transaction at this time. Determination of a position will depend upon a review of comments and evidence submitted by other parties in response to the application. MHTD will indicate its position and submit evidence, if appropriate, by the due dates established for subsequent filings, depending upon the definitive position taken.

Service List Mailing Address

Jack Hynes, Administrator of Railroads
Missouri Highway and Transportation Department
Capitol Avenue at Jefferson Street
P.O. Box 270
Jefferson City, MO 65102
573-751-7476 Fax 573-526-4709

Sincerely,

Jack Hynes
Administrator of Railroads



cc: Arvid E. Roach II, Covington & Burling (UP)
Paul A. Cunningham, Harkins Cunningham (SP)
USDOJ
USDOT

Enclosures: 20 Copies

Item No. _____
Page Count 1
JAN 27 1996

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American Electric Power
Power Generation - Fuel Supply
One Memorial Drive
P.O. Box 700
Lancaster, OH 43130 0700
614 687 1440

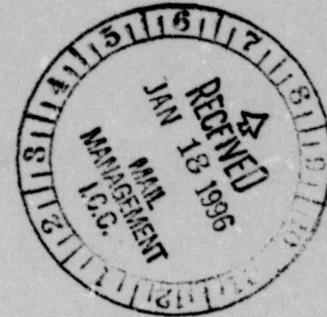
60999

Item No. _____

Page Count 1
JAN 275



Office of the Secretary
Surface Transportation Board
Interstate Commerce Commission
Case Control Branch
1201 Constitution Avenue, NW
Washington, DC 20423



January 12, 1996

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

Dear Secretary:

American Electric Power Company hereby notifies the Surface Transportation Board of its intention to participate in the Board's consideration of the proposed UP/SP merger by filing an original and twenty (20) copies of its Notice of Intent to Participate. This letter revises the January 11, 1996 letter sent to you earlier. Should you have any questions, please do not hesitate to contact the undersigned.

Respectfully submitted,

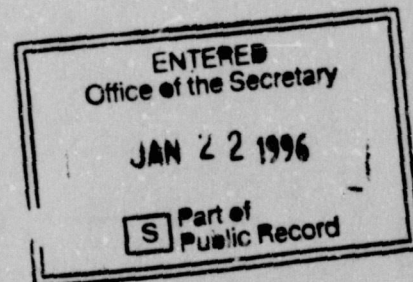
RZY

R. L. Young
Managing Director-Transportation
American Electric Power Company

Enclosures

c: Arvid E. Roach, II
Covington & Burling
1201 Pennsylvania Ave., NW
P.O. Box 7566
Washington, DC 20044

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



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North American Salt Company

60998

Item No. _____

Page Count 1

January 2, 1996

JAN 274



Honorable Jerome Nelson
Federal Energy Regulatory Commission
825 North Capitol Street, N.E.
Washington, DC 20426

RE: Finance Docket No. 32670, 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

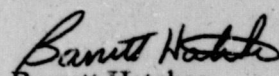
Dear Judge Nelson:

This is North American Salt's Notice of Intent to participate in the above referenced proceeding and the individual below would like to be a party of record.

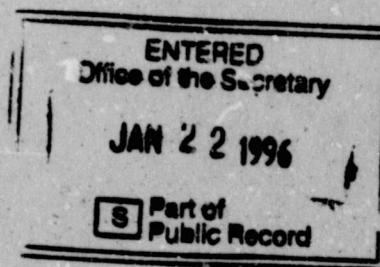
Barrett Hatches
Director of Logistics
North American Salt
8300 College Boulevard
Overland Park, KS 66210

This is to certify that an original and 20 copies have been included and one copy has been sent to the designated Law Judge and to the applicant's representatives.

Respectively submitted,


Barrett Hatches
Director of Logistics

BH/lj



STB

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Item No. _____

Page Count 2

JAN 27 3

60997



Before The
INTERSTATE COMMERCE COMMISSION

Finance Docket No. 32760

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

ENTERED
Office of the Secretary

--CONTROL AND MERGER--

JAN 23 1998

S
Part of
Public Record

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 AS A PARTY OF RECORD

Pueblo County, Colorado, by and through its undersigned counsel, pursuant to Interstate Commerce Commission Decision No. 6 in the above referenced Docket (60 Fed. Reg. 54384) hereby furnishes Notice of Intent to Participate as a Party of Record in the above referenced Docket. In support hereof, Pueblo County states as follows:

1. Pueblo County is a County of the State of Colorado.
2. Pueblo County intends to participate in the entire UP/SP consolidation proceeding in ICC Docket No. 32760 as well as in the following related abandonment/discontinuance proceedings: Docket No. AB-3 (Sub-No. 150), Docket No. AB-8 (Sub-No. 38), Docket No. AB-8 (Sub-No. 36x), Docket No. AB-12 (Sub-No. 189x), Docket No. AB-8 (Sub-No. 39) and Docket No. AB-12 (Sub-No. 188).
3. Pueblo County will be affected or aggrieved by the action of the Commission in this proceeding.

4. Notices and copies of all comments, protests, exhibits, briefs and other documents required to be served on parties to the proceeding should be served upon the following representative of Pueblo County:

Mr. Terry Hart, Esq.
Pueblo County Attorney
Pueblo County Courthouse, 3rd Floor
215 West 10th Street
Pueblo, Colorado 81003

Dated this 22nd day of January, 1996

Respectfully submitted,
Office of the Pueblo County Attorney

By: 

TAMI J. YELLICO

Registration No. 019417

Chief Assistant Pueblo County Attorney

215 West 10th Street

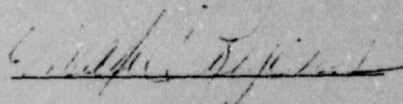
Pueblo, Colorado 81003

Telephone: (719)583-6630

CERTIFICATE OF FILING AND SERVICE

I hereby certify that I have this day filed an original and 20 copies of the foregoing Notice of Intent to Participate as a Party, together with a 3.5" diskette containing same, with the Commission and served the foregoing document upon Applicant's Representative, Robert T. Opal, General Attorney, 1416 Dodge Street, Omaha, Nebraska 68179-0830, by prepaid, first-class, Certified Return Receipt Requested, United States Postal Service.

Dated at Pueblo, Colorado, this 22nd day of January, 1996.



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Item No. _____

Page Count 2

JAN 27 2

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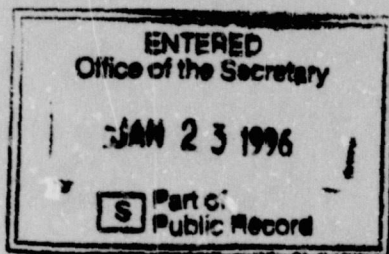
BEFORE THE
SURFACE TRANSPORTATION BOARD
UNITED STATES DEPARTMENT OF TRANSPORTATION



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

Finance Docket
No. 32760

NOTICE OF INTENT TO PARTICIPATE
OF
COUNTY OF PLACER



Anthony J. LaBouff, County Counsel
Gerald O. Carden, Chief Deputy
Placer County Counsel
175 Fulweiler Avenue
Auburn, CA 95603
Tel. - (916) 889-4044
Fax. - (916) 889-4069

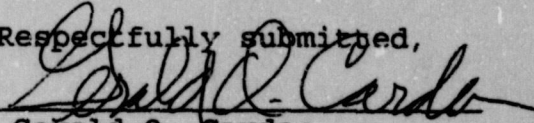
Comes now County of Placer, a California County ("Placer County"), appearing by and through its attorneys, Gerald O. Carden, Chief Deputy, Placer County Counsel and gives notice of its intent to formally participate in the subject proceeding as an interested party whose position of support or opposition has not yet been determined. The Application suggests that significant and adverse environmental and safety impacts arising out of increased rail traffic and blockage of a critical rail/highway grade crossing and increased frequency of potential exposure to hazardous and toxic materials will occur in the County of Placer if the transaction for which the Applicants seek authority is consummated. Placer County's analysis of the Application is continuing, and its position will be determined by the results of that analysis. Placer County reserves the right to conduct discovery concerning matters arising from its analysis in accordance with the Rules of Practice and Orders of the Commission issued in this proceeding, and to request imposition of conditions upon any authority granted by the Commission.

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

Gerald O. Carden, Chief Deputy
Placer County Counsel
175 Fulweiler Avenue
Auburn, CA 95603
Tel. (916) 889-4044
Fax. (916) 889-4069

Dated: January 12, 1996

Respectfully submitted,


Gerald O. Carden,
Chief Deputy

STB FD

32760

1-18-96

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SLOVER & LOFTUS

ATTORNEYS AT LAW

1224 SEVENTEENTH STREET, N. W.
WASHINGTON, D. C. 20036

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

* ADMITTED IN ILLINOIS ONLY

January 16, 1996

Office of the Secretary

JAN 20 1996



By Hand

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

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

Dear Sirs:

Enclosed for filing in the above-referenced proceeding are the original and twenty copies of the Notice of Intent to Participate of Colorado Springs Utilities.

Sincerely yours,

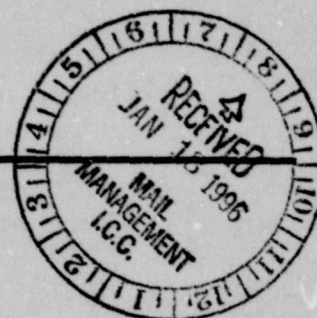
Christopher A. Mills

CAM:mfw
Enclosures

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

Item No. _____
Page Count 4
JAN 27

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

NOTICE OF INTENT TO PARTICIPATE
BY
COLORADO SPRINGS UTILITIES

Pursuant to Interstate Commerce Commission Decision No. 9 served on December 27, 1995, Colorado Springs Utilities, by and through its undersigned counsel, hereby gives notice of its intent to participate in the above-referenced proceeding as an active party. In accordance with 49 C.F.R. §1180.4(a)(2), Colorado Springs Utilities selects the acronym "CSU" for identifying all documents and pleadings it submits in this proceeding.

Respectfully submitted,

COLORADO SPRINGS UTILITIES

By: John H. LeSeur
Christopher A. Mills *Christopher A. Mills*
Andrew B. Kolesar
Slover & Loftus
1224 Seventeenth Street, N.W.
Washington, D.C. 20036

Attorneys and Practitioners

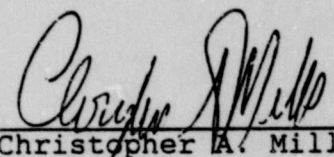
Dated: January 16, 1996

CERTIFICATE OF SERVICE

I hereby certify that, on this 16th day of January, 1996, I caused a copy of the foregoing Notice of Intent to Participate 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 Restricted Service List in this proceeding.

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

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



Christopher A. Mills

STB FD

32760

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85306

STATE OF NEBRASKA

DEPARTMENT OF ROADS

Allan L. Abbott, Director-State Engineer

500 Nebraska Hwy 2

Box 94759

Lincoln NE 68509-4759

Phone (402) 471-4567

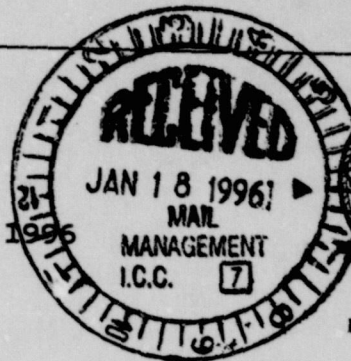
FAX (402) 479-4325

Item No. _____

Page Count 1

JAN 277

January 11, 1996



E. Benjamin Nelson
Governor

Office of Secretary
Surface Transportation Board
Room 2203
12th St. & Constitution Ave, N.W.
Washington DC 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 Secretary:

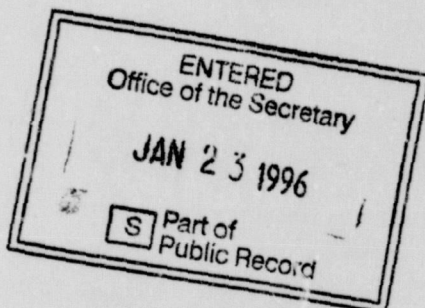
This is to request that the Nebraska Department of Roads be added as a party of record in the above referenced proceedings. We accordingly would appreciate your amending the official Service List in this proceeding at your earliest opportunity and distributing same to all parties of record, so that we may receive copies of all pleadings and other filings:

Ken Sieckmeyer, Manager
Transportation Planning Division
Nebraska Department of Roads
P.O. Box 94759
Lincoln NE 68509-4759

Thank you in advance for your cooperation in this matter.
Please contact me at 402-479-4523 if you have any questions.

Sincerely,

Ven R. Lanik
Transportation Planner
Transportation Planning Division



STB FD

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SLOVER & LOFTUS

ATTORNEYS AT LAW

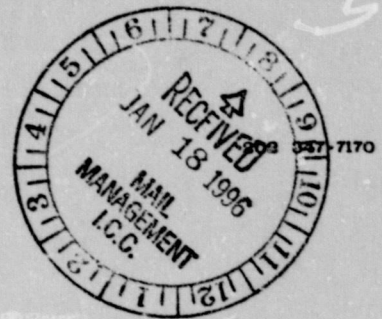
1224 SEVENTEENTH STREET, N. W.

WASHINGTON, D. C. 20006

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

* ADMITTED IN ILLINOIS ONLY

January 16, 1996



By Hand

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

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

Dear Sirs:

Enclosed for filing in the above-referenced proceeding are the original and twenty copies of the Notice of Intent to Participate of the Western Coal Traffic League.

Sincerely yours,

Christopher A. Mills

CAM:mfw
Enclosures

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

Office of the Secretary

JAN 20 1996

Item No. _____

Page Count 4

JAN 270

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

NOTICE OF INTENT TO PARTICIPATE
BY THE
WESTERN COAL TRAFFIC LEAGUE

Pursuant to Interstate Commerce Commission Decision No. 9 served on December 27, 1995, the Western Coal Traffic League ("WCTL"), by and through its undersigned counsel, hereby gives notice of its intent to participate in the above-referenced proceeding as an active party. In accordance with 49 C.F.R. §1180.4(a)(2), WCTL selects the acronym "WCTL" for identifying all documents and pleadings it submits in this proceeding.

Respectfully submitted,

WESTERN COAL TRAFFIC LEAGUE

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

Attorneys and Practitioners

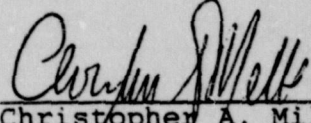
Dated: January 16, 1996

CERTIFICATE OF SERVICE

I hereby certify that, on this 16th day of January, 1996, I caused a copy of the foregoing Notice of Intent to Participate 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 Restricted Service List in this proceeding.

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

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



Christopher A. Mills

STB

FD

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1-18-96

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60993

SLOVER & LOFTUS

ATTORNEYS AT LAW

1224 SEVENTEENTH STREET, N. W.

WASHINGTON, D. C. 20036

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

ADMITTED IN ILLINOIS ONLY

January 16, 1996



BY HAND DELIVERY

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Case Control Branch
12th Street & Constitution Avenue, N.W.
Washington, D.C. 20423

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

Dear Mr. Secretary:

Enclosed for filing in the captioned proceeding please find an original and twenty (20) copies of the Notice of Intent to Participate of the Lower Colorado River Authority and the City of Austin, Texas (LCRA-2).

An extra copy of this filing is enclosed. Kindly indicate receipt and filing by time-stamping the copy and returning it to the bearer of this letter.

Thank you for your attention to this matter.

Sincerely,

C. Michael Loftus

C. Michael Loftus
An Attorney for the Lower Colorado
River Authority and the City
of Austin, Texas

Enclosures

Item No. _____

Page Count 4

JAN 26 9

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

NOTICE OF INTENT TO PARTICIPATE
 BY THE LOWER COLORADO RIVER
AUTHORITY AND THE CITY OF AUSTIN, TEXAS

Pursuant to Interstate Commerce Commission Decision No. 9, served December 27, 1995, the Lower Colorado River Authority and the City of Austin, Texas ("LCRA/Austin"), by and through their undersigned counsel, hereby give notice of their intent to participate in the above-referenced proceeding as an active party, as their interests may appear. LCRA/Austin have previously filed comments in this proceeding describing their identities and interests. See Comments of the Lower Colorado River Authority and the City of Austin, Texas on Applicants' Proposed Procedural Schedule, dated September 18, 1995.

In accordance with 49 C.F.R. § 1180.4(a)(2),
LCRA/Austin have selected the acronym "LCRA" for identifying all
documents and pleadings they submit in this proceeding.

Respectfully submitted,

LOWER COLORADO RIVER AUTHORITY
and CITY OF AUSTIN, TEXAS

By: C. Michael Loftus *C. Michael Loftus*
Patricia E. Kolesar
Slover & Loftus
1224 Seventeenth Street, N.W.
Washington, D.C. 20036

Attorneys and Practitioners

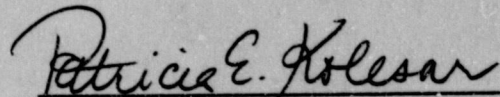
Dated: January 16, 1996

CERTIFICATE OF SERVICE

I hereby certify that on this 16th day of January, 1996, I caused a copy of the foregoing Notice of Intent to Participate 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.
P.O. Box 7566
Washington, D.C. 20044

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



Patricia E. Kolesar

STB FD

32760

1-18-96 D 60992

60992

SLOVER & LOFTUS

ATTORNEYS AT LAW

1224 SEVENTEENTH STREET, N. W.
WASHINGTON, D. C. 20036

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

* ADMITTED IN ILLINOIS ONLY

January 16, 1996



By Hand

Office of the Secretary

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

JAN 25 1996

Part of
Public Record

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

Dear Sirs:

Enclosed for filing in the above-referenced proceeding are the original and twenty copies of the Notice of Intent to Participate of City Utilities of Springfield, Missouri.

Sincerely yours,

John H. LeSeur

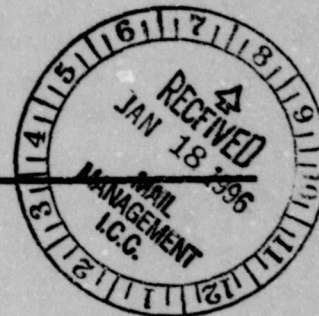
JHL:mfw
Enclosures

cc: Arvid E. Roach II, Esq. (by hand delivery)
Paul A. Cunningham, Esq. (by hand delivery)
Service List (via mail)

Item No. _____
Page Count 4
JAN 26 1996

BEFORE THE
SURFACE TRANSPORTATION BOARD

CUS-1



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

NOTICE OF INTENT TO PARTICIPATE
BY
CITY UTILITIES OF SPRINGFIELD, MISSOURI

Pursuant to Interstate Commerce Commission Decision No. 9 served on December 27, 1995, City Utilities of Springfield, Missouri ("CUS"), by and through its undersigned counsel, hereby gives notice of its intent to participate in the above-referenced proceeding as an active party. In accordance with 49 C.F.R. §1180.4(a)(2), CUS selects the acronym "CUS" for identifying all documents and pleadings it submits in this proceeding.

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

Richard L. Hester
Senior Manager
Engineering & Power Production
City Utilities of Springfield
P.O. Box 551
Springfield, MO 65801

Respectfully submitted,

CITY UTILITIES OF SPRINGFIELD,
MISSOURI

By: John H. LeSeur *John LeSeur*
Christopher A. Mills
Slover & Loftus
1224 Seventeenth Street, N.W.
Washington, D.C. 20036

Attorneys and Practitioners

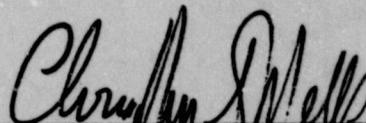
Dated: January 16, 1996

CERTIFICATE OF SERVICE

I hereby certify that, on this 16th day of January, 1996, I caused a copy of the foregoing Notice of Intent to Participate 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 Restricted Service List in this proceeding.

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

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



Christopher A. Mills

STB FD

32760

1-18-96 D 60991

60991

SLOVER & LOFTUS

ATTORNEYS AT LAW

1224 SEVENTEENTH STREET, N. W.

WASHINGTON, D. C. 20036

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

ADMITTED IN ILLINOIS ONLY

Office of the Secretary

JAN 23 1996

January 16, 1996



BY HAND DELIVERY

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Case Control Branch
12th Street & 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
Transportation Company, St. Louis Southwestern
Railway Company, SPCSL Corp., and the Denver &
Rio Grande Western Railway Company


Dear Mr. Secretary:

Enclosed for filing in the referenced proceeding please
find an original and twenty (20) copies of the Notice of Intent to
Participate of Wisconsin Public Service Corporation.

An extra copy of this filing is enclosed. Kindly
indicate receipt and filing by time-stamping the copy and returning
it to the bearer of this letter.

Thank you for your attention to this matter.

Sincerely,


Kelvin J. Dowd
An Attorney for Wisconsin
Public Service Corporation

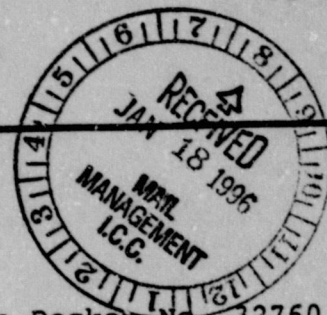
KJD:cef
Enclosures

Item No. _____

Page Count 3

JAN 26 7

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

NOTICE OF INTENT TO PARTICIPATE OF
WISCONSIN PUBLIC SERVICE CORPORATION

Pursuant to Interstate Commerce Commission Decision No. 9, served December 27, 1995, Wisconsin Public Service Corporation ("WPS"), by and through its undersigned counsel, hereby gives notice of its intent to participate in the above-referenced proceeding as an active party. In accordance with 49 C.F.R. §1180.4(a)(2), WPS selects the acronym "WPS" for identifying all documents and pleadings it submits in this proceeding.

Respectfully submitted,

WISCONSIN PUBLIC SERVICE
CORPORATION

By: Kelvin J. Dowd
Patricia E. Kolesar
Slover & Loftus
1224 Seventeenth Street, N.W.
Washington, D.C. 20036

Attorneys and Practitioners

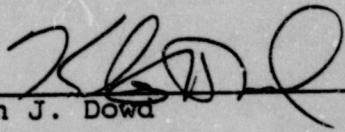
Dated: January 16, 1996

CERTIFICATE OF SERVICE

I hereby certify that on this 16th day of January, 1996, I caused a copy of the foregoing Notice of Intent to Participate 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.
P.O. Box 7566
Washington, D.C. 20044

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



Kelvin J. Dowd

STB

FD

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1-18-96

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60990

SLOVER & LOFTUS

ATTORNEYS AT LAW

1224 SEVENTEENTH STREET, N. W.

WASHINGTON, D. C. 20036

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

January 16, 1996



ADMITTED IN ILLINOIS ONLY

By Hand

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

Office of the Secretary

JAN 25 1996

Part of
Public Record

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

Dear Sirs:

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

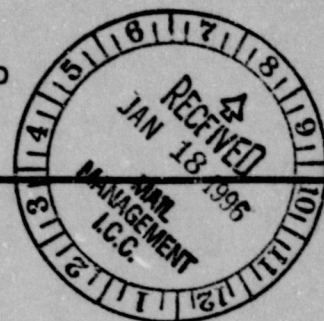
Sincerely yours,

Christopher A. Mills

CAM:mfw
Enclosures

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

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

NOTICE OF INTENT TO PARTICIPATE
BY
TEXAS UTILITIES ELECTRIC COMPANY

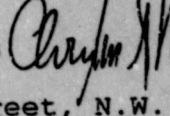
Pursuant to Interstate Commerce Commission Decision No. 9 served on December 27, 1995, Texas Utilities Electric Company ("TU Electric"), by and through its undersigned counsel, hereby gives notice of its intent to participate in the above-referenced proceeding as an active party. In accordance with 49 C.F.R. §1180.4(a)(2), TU Electric selects the acronym "TUE" for identifying all documents and pleadings it submits in this proceeding.

TU Electric requests that the following person be placed on the service list in this proceeding and that copies of all pleadings and decisions be furnished to such person:

Thomas R. Jacobsen
Coal Acquisition & Transportation Manager
TU Electric
1601 Bryan Street, Suite 11-060
Dallas, TX 75201-3411

Respectfully submitted,

TEXAS UTILITIES ELECTRIC
COMPANY

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

John W. McReynolds
Worsham, Forsythe &
Wooldridge, L.L.P.
1601 Bryan, 30th Floor
Dallas, TX 75201-3402

Attorneys and Practitioners

Dated: January 16, 1996

STB

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SLOVER & LOFTUS

ATTORNEYS AT LAW

1224 SEVENTEENTH STREET, N. W.
WASHINGTON, D. C. 20036

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

* ADMITTED IN ILLINOIS ONLY

January 16, 1996



Office of the Secretary

By Hand

JAN 25 1996

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

Part of
Public Record

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

Dear Sirs:

Enclosed for filing in the above-referenced proceeding are the original and twenty copies of the Notice of Intent to Participate of Entergy Services, Inc., Arkansas Power & Light Company, and Gulf States Utilities Company.

Sincerely yours,

Christopher A. Mills

CAM:mfw
Enclosures

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

Item No. _____

Page Count 9

JAN 26 1996

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

NOTICE OF INTENT TO PARTICIPATE
BY
ENTERGY SERVICES, INC.
ARKANSAS POWER & LIGHT COMPANY
GULF STATES UTILITIES COMPANY

Pursuant to Interstate Commerce Commission Decision No. 9 served on December 27, 1995, Entergy Services, Inc. ("ESI"), appearing herein and acting as agent for Arkansas Power & Light Company ("AP&L") and Gulf States Utilities Company ("GSU"), by and through its undersigned counsel, hereby gives notice of its intent to participate in the above-referenced proceeding as an active party. In accordance with 49 C.F.R. §1180.4(a)(2), the acronym "ESI" will be used for identifying all documents and pleadings filed by ESI in this proceeding.

ESI, AP&L and GSU are subsidiaries of Entergy Corporation, an investor-owned public utility holding company registered pursuant to the Public Utility Holding Company Act of 1935 and

having its headquarters in New Orleans, LA. ESI, as agent for the public utility operating subsidiaries of Entergy Corporation,¹ is responsible for acquiring fuel and related transportation for coal-fired power plants operated by its electric utility affiliates, which include AP&L and GSU. The area served by AP&L consists of portions of the State of Arkansas; the area served by GSU includes portions of western Louisiana and eastern Texas.

AP&L operates the White Bluff and Independence Steam Electric Stations in Arkansas and GSU operates the Roy S. Nelson Generating Station in Louisiana. All three of these generating stations presently burn coal produced in the Wyoming Powder River Basin and transported by one of the Applicants or Applicants' current competitors. The total volume of coal consumed annually by these plants exceeds 15 million tons. ESI, AP&L, and GSU are concerned about the potential adverse effect of the Applicants' merger application on competition for the transportation of coal to the White Bluff, Independence and Nelson Stations.

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

¹ AP&L, GSU, Louisiana Power & Light Company, Mississippi Power & Light Company, and New Orleans Public Service Inc.

Roy Giangrosso
Director, Coal Supply
Entergy Services, Inc.
350 Pine Street
Beaumont, TX 77701

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

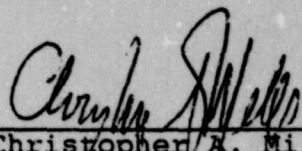
Dated: January 16, 1996

CERTIFICATE OF SERVICE

I hereby certify that, on this 16th day of January, 1996, I caused a copy of the foregoing Notice of Intent to Participate 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 Restricted Service List in this proceeding.

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

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



Christopher A. Mills

STB FD

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JAN 251RECEIVED
OFFICE OF THE
SECRETARY

General Railway Corporation

P.O. Box 31850, 4814 Douglas St., 68132 AN 106
Omaha, NE 68131-0850COMMISSION
SERVICE SECTION

Phone (402) 558-0553

Fax (402) 556-5683

5 January 1996

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
12th & Constitution Ave., N.W.

VIA FAX

(202) 927-5647

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

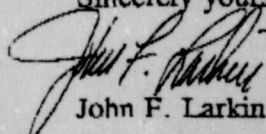
Dear Mr. Williams:

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:

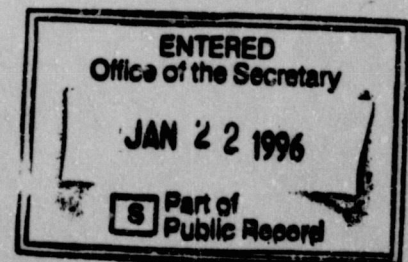
John F. Larkin
President
General Railway Corporation
Post Office Box 31850
4814 Douglas Street, 68132
Omaha, NE 68131-0850
Tel: (402) 558-0553
Fax: (402) 556-5683

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



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Item No. _____

Page Count 1

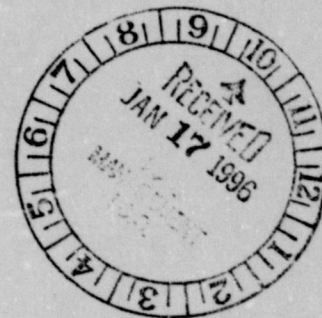
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JOHN P. LaRUE, Executive Director

January 16, 1996

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



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

Gentlemen:

Please accept this as notice of the Port of Corpus Christi's intention to participate as a party of record in the above entitled proceeding, including the filing of a written statement.

I certify that copies of this letter have been sent to Applicants representatives, by pre-paid, first class postage.

Please date stamp the attached copy of this letter and return it to us in the enclosed self-addressed, postage paid, envelope.

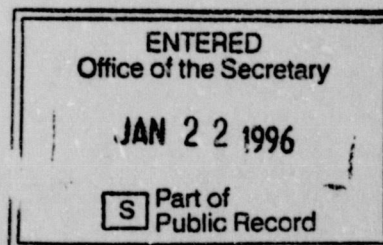
Sincerely,

John P. LaRue
John P. LaRue
Executive Director

JPL/slt

cc: Mr. Arvid E. Roach, II, Esq.
Covington & Burling
1201 Pennsylvania Ave., N.W.
Washington, DC 20036

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



STB

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32760

1-17-96

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Item No. _____

Page Count 1

JAN 24 8

PORT OF HOUSTON AUTHORITY

EXECUTIVE OFFICES: 111 EAST LOOP NORTH • HOUSTON, TEXAS 77029-4327
MAILING ADDRESS: P.O. BOX 2562 • HOUSTON, TEXAS 77252-2562
TELEPHONE: (713) 670-2400 • FAX: (713) 670-2429

GEORGE T. WILLIAMSON
Managing Director
(713) 670-2453



January 16, 1996

Via Hand Delivery

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

Re: Union Pacific Corp., Union Pacific RR Co. - and Missouri Pacific RR Co. -- Control and Merger -- Southern Pacific Rail Corp., Southern Pacific Transp. Co., St. Louis Southwestern RW. Co., SPCSL Corp. And The Denver and Rio Grande Western RR Co.,
Finance Docket No. 32760

Dear Secretary Williams:

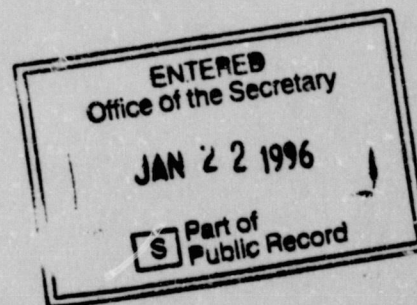
Please place the Port of Houston Authority ("PHA") and its representatives indicated below on the list of all parties of record prepared and issued under the provision of 49 C.F.R. § 1180.4(a) (4). PHA intends to participate in this proceeding as an active party. In accordance with 49 C.F.R. § 1180.4(a) (2). PHA selects the acronym "PHA" for identifying all documents and pleadings it submits.

George T. Williamson
Managing Director
Port of Houston Authority
111 E. Loop N.
Houston, TX 77029

Sincerely,

George T. Williamson

George T. Williamson
Managing Director



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1-17-96

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Board of County Commissioners

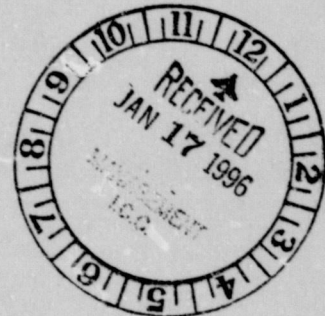
FREMONT COUNTY

615 Macon, Room 102 • Canon City, Colorado 81212

Phone 719 275-1515 • Fax 719 275-7626

Donna K. Murphy
Joseph F. Rell
Myron F. Smith

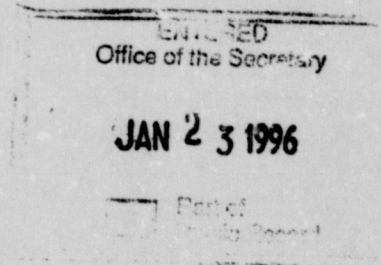
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Return Receipt Requested
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Interstate Commerce Commission
Attn: Honorable Vernon Williams
12th and Constitution NW
Washington, D.C. 20423

January 11, 1996

Subjects: Docket No. AB-8 (Sub-No.39)
Docket No. AB-8 (Sub-No.36X)
Docket No. AB-3 (Sub-No.130)
NOTICE OF INTENT TO ABANDON AND DISCONTINUE SERVICE



- and -

ICC Finance Docket No. 32760
PROPOSED CONSOLIDATION, et al

Dear Secretary;

Pursuant to the Interstate Commerce Commission procedural schedule adopted by Decision No.6 in the above outlined four (4) Dockets, please accept this as our official "Notice of Intent to Participate" in all four (4) Subject Dockets as listed above.

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

Fremont County Commissioners
Myron F. Smith, Chairman
615 Macon Ave., Room #102
Canon City, CO 81212
Telephone # (719)275-1515
FAX # (719)275-7626

Item No. _____

Page Count 3

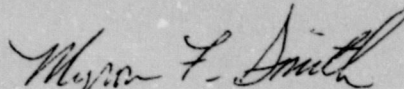
JAN 24 7

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

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

Thank you very much.

Respectfully submitted,



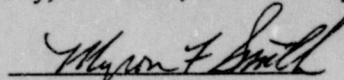
Myron F. Smith
Chairman, Fremont Board of County Commissioners

CERTIFICATE OF SERVICE

I hereby certify that I have this day served the foregoing document upon Applicant's Representative, Gary Laakso, General Attorney, Southern Pacific Building, Room 846, One Market Plaza, San Francisco, California 94105, by Prepaid, First-Class, Certified Return Receipt Requested, United States Postal Service.

Dated at 615 Macon Ave., Room #102, Canon City, Colorado, this 11th day of January 1996.

ATTEST:

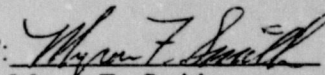

Myron F. Smith

CERTIFICATE OF SERVICE

I hereby certify that I have this day served the foregoing document upon the Applicant's Representative, Robert T. Opal, General Attorney, 1416 Dodge Street, Omaha, NE 68179-0830, by Prepaid, First-Class Certified Return Receipt Requested, United States Postal Service.

Dated at 615 Macon Ave., Room #102, Canon City, Colorado, this 11th day of January 1996.

ATTEST:


Myron F. Smith

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

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

Thank you.

Sincerely,

Bernice Tuttle
Bernice Tuttle, President
Kiowa County WIFE Chapter # 124

And The Individual Members and Others Representing Kiowa County Women Involved in Farm Economics Chapter # 124:

Joyce Berry
Maurine Firner
Dorothy Negley
Mary Ann Richardson
Catherine Scherler
Freda Schmidt

Maxine Weber
Theresa Weber
Mary Lou Williams
Suzanne Williams
Hazel Woelk

CERTIFICATE OF SERVICE

I hereby certify that I have this day served the foregoing document to:

Jerome Nelson, Administrative Law Judge
Interstate Commerce Commission
ICC Finance Docket No. 32760, Decision No. 6
825 North Capitol Street, N.E.
Washington, D.C. 20426
Certified Mail Receipt # P 282 425 072

by Pre-Paid, First Class, Certified Return Receipt Requested, United States Postal Service.
Dated at Towner, Colorado, this 17th day of January, 1996.

Bernice Tuttle
Bernice Tuttle

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32760

1-17-96

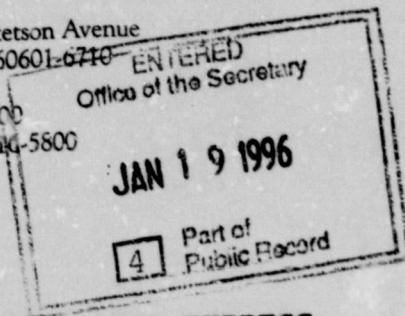
D

60970

OPPENHEIMER WOLFF & DONNELLY

Two Prudential Plaza
45th Floor
180 North Stetson Avenue
Chicago, IL 60601-6710

(312) 616-1800
FAX (312) 616-5800



Item No. _____

Page Count 5
JAN 246

January 15, 1996



Brussels

Chicago

Minneapolis

New York

Paris

Saint Paul

Washington, D.C.

VIA FEDERAL EXPRESS

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
12th Street & Constitution Avenue, N.W.
Washington, DC 20423

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

Dear Secretary Williams:

Enclosed for filing with the Board in the above-captioned proceeding are an original and twenty copies of the **Notice of Intent of Gateway Western Railway Company to Participate in Proceeding (GWWR-1)**, dated January 15, 1996.

An extra copy of GWWR-1 and of this transmittal letter are also enclosed. I would request that you date-stamp those copies to show receipt of this filing and return them to me in the provided envelope.

Thank you for your assistance on this matter.

Respectfully submitted,

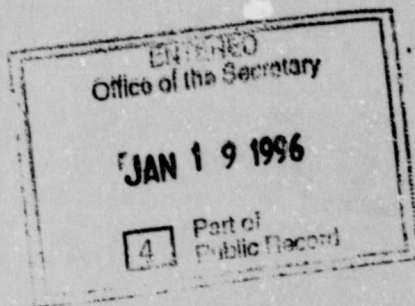
Thomas J. Healey
Attorney for Gateway Western
Railway Company

TJH:tjl

Enclosures

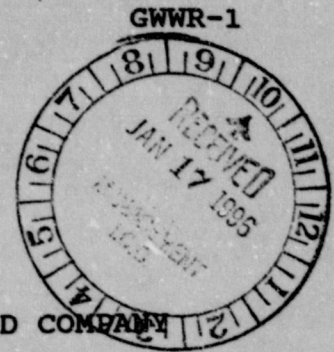
cc: Parties on Certificate of Service

ORIGINAL



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 OF GATEWAY WESTERN
RAILWAY COMPANY TO PARTICIPATE IN PROCEEDING**

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 15, 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

**NOTICE OF INTENT OF GATEWAY WESTERN
RAILWAY COMPANY TO PARTICIPATE IN PROCEEDING**

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 provides notice to the Surface
Transportation Board and Primary Applicants of its intent to
participate as a party of record in this proceeding. GWWR's
participation herein may also include participation by Gateway
Eastern Railway Company, a wholly-owned GWWR subsidiary.

GWWR requests that all decisions, pleadings and
correspondence in this proceeding be sent to GWWR's representatives
at the following addresses:

Robert H. Wheeler
Thomas J. Healey
Oppenheimer Wolff & Donnelly
Two Prudential Plaza, 45th Floor
180 North Stetson Avenue
Chicago, Illinois 60601
Ph: (312) 616-1800
Fax: (312) 616-5800

Thomas Lawrence, III
Oppenheimer Wolff & Donnelly
1020 Nineteenth Street, N.W.
Suite 400
Washington, DC 20036
Ph: (202) 293-6300
Fax: (202) 293-6200

WHEREFORE, GWWR respectfully requests that it be included
as a party of record on the service list in this proceeding.

Respectfully submitted,

By: Tom Healey

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 15, 1996

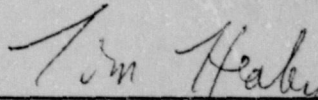
CERTIFICATE OF SERVICE

I hereby certify that on this 15th day of January, 1996,
a copy of the foregoing Notice of Intent of Gateway Western Railway
Company to Participate in Proceeding 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



Thomas J. Healey

STB

FD

32760

1-17-96

D

60969

40969

Item No. _____

Page Count 5
JAN 245

Two Prudential Plaza
45th Floor
180 North Stetson Avenue
Chicago, IL 60601
(312) 616-1800
FAX: (312) 616-5800

Brussels
Chicago
London
Minneapolis
New York
Paris
St. Paul
Washington, D.C.

January 15, 1996

VIA FEDERAL EXPRESS

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
12th Street & Constitution Avenue, N.W.
Washington, DC 20423



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

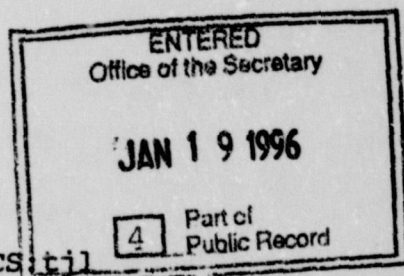
Dear Secretary Williams:

Enclosed for filing with the Board in the above-captioned proceeding are an original and twenty copies of the Notice of Intent of Illinois Central Railroad Company to Participate in Proceeding (IC-2), dated January 15, 1996.

An extra copy of IC-2 and of this transmittal letter are also enclosed. I would request that you date-stamp those copies to show receipt of this filing and return them to me in the provided envelope.

Thank you for your assistance on this matter.

Respectfully submitted,



William C. Sippel
William C. Sippel
Attorney for Illinois Central
Railroad Company

WCS:tl

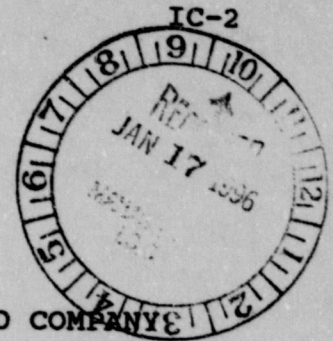
Enclosures

cc: Parties on Certificate of Service

ORIGINAL

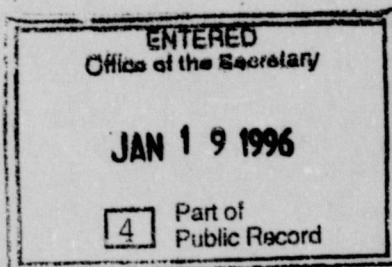
BEFORE THE
SURFACE TRANSPORTATION BOARD

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 OF ILLINOIS CENTRAL
RAILROAD COMPANY TO PARTICIPATE IN PROCEEDING



Ronald A. Lane
Myles L. Tobin
Illinois Central Railroad Company
455 North Cityfront Plaza Drive
Chicago, Illinois 60611-5504
(312) 755-7621

William C. Sippel
Kevin M. Sheys
Thomas J. Litwiler
Oppenheimer Wolff & Donnelly
Two Prudential Plaza, 45th Floor
180 North Stetson Avenue
Chicago, Illinois 60601
(312) 616-1800

ATTORNEYS FOR ILLINOIS CENTRAL
RAILROAD COMPANY

Dated: January 15, 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

**NOTICE OF INTENT OF ILLINOIS CENTRAL
RAILROAD COMPANY TO PARTICIPATE IN PROCEEDING**

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, Illinois Central Railroad
Company ("IC") hereby provides notice to the Surface Transportation
Board and Primary Applicants of its intent to participate as a
party of record in this proceeding.

IC requests that all decisions, pleadings and
correspondence in this proceeding be sent to IC's representatives
at the following addresses:

Ronald A. Lane
Myles L. Tobin
Illinois Central Railroad Company
455 North Cityfront Plaza Drive
Chicago, Illinois 60611-5504
Ph: (312) 755-7500
Fax: (312) 755-7669

William C. Sippel
Thomas J. Litwiler
Oppenheimer Wolff & Donnelly
Two Prudential Plaza, 45th Floor
180 North Stetson Avenue
Chicago, Illinois 60601
Ph: (312) 616-1800
Fax: (312) 616-5800

Kevin M. Sheys
Oppenheimer Wolff & Donnelly
1020 Nineteenth Street, N.W.
Suite 400
Washington, DC 20036
Ph: (202) 293-6300
Fax: (202) 293-6200

WHEREFORE, IC respectfully requests that it be included as
a party of record on the service list in this proceeding.

Respectfully submitted,

By: 

Ronald A. Lane
Myles L. Tobin
Illinois Central Railroad Company
455 North Cityfront Plaza Drive
Chicago, Illinois 60611-5504
(312) 755-7621

William C. Sippel
Kevin M. Sheys
Thomas J. Litwiler
Oppenheimer Wolff & Donnelly
Two Prudential Plaza, 45th Floor
180 North Stetson Avenue
Chicago, Illinois 60601
(312) 616-1800

**ATTORNEYS FOR ILLINOIS CENTRAL
RAILROAD COMPANY**

Dated: January 15, 1996

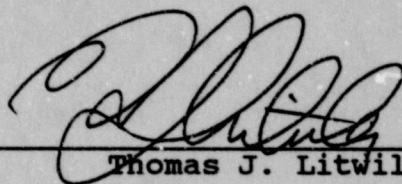
CERTIFICATE OF SERVICE

I hereby certify that on this 15th day of January, 1996,
a copy of the foregoing Notice of Intent of Illinois Central
Railroad Company to Participate in Proceeding 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



Thomas J. Litwiler

STB FD

32760

1-16-96 D 60840

City of Memphis

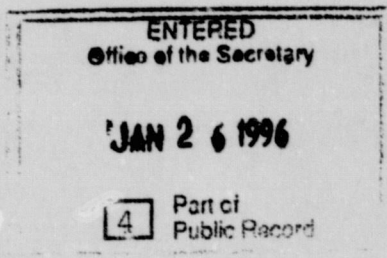
TENNESSEE

E.C. JONES
Councilman - District 1

CITY COUNCIL

January 2, 1996

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



Item No. _____
Page Count 2
Jan 11/17

Re: Finance Docket 32760

Dear Secretary Williams:

As a member of the Memphis City Council, I am extremely concerned about the competitive affects on Memphis and Shelby County businesses relative to the proposed acquisition of the Southern Pacific (SP) Railroad by Union Pacific (UP). While I am somewhat familiar with the proposed agreement between UP and the Burlington Northern-Santa Fe (BNSF) which is intended to remedy those effects, I am not persuaded that this arrangement will produce effective competition for area rail traffic in Memphis, Tennessee.

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

Another reason I favor Conrail's proposal is that it would provide efficient service for area shippers, especially to the Northeast and Midwest markets. Presently, the Port of Memphis averages 3,000 loaded rail cars a month and Conrail's service to the Northeast would be the fastest and most direct and involve the fewest car handlings.

Finally, I believe Conrail's proposal will ensure that area rail customers have multiple rail options. I am extremely concerned about the recent merger trend that could lead to only a few giant railroads serving the nation's business.

For all of theses reasons, I oppose the UP-SP merger unless it is conditioned upon acceptance of

**ADVICE OF ALL
PROCEEDINGS**

City of Memphis

TENNESSEE

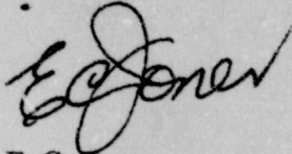
E.C. JONES
Councilman - District 1

CITY COUNCIL

January 2, 1996
E. C. Jones
Page Two

Conrail's proposal

Sincerely,



E. C. Jones
City Councilman

cc: David LeVan
President - Conrail

STB

FD

32760

1-16-96

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60877



ARIZONA DEPARTMENT OF TRANSPORTATION
TRANSPORTATION PLANNING GROUP

206 South Seventeenth Avenue Phoenix, Arizona 85007-3213



FIFE SYMINGTON
Governor

JAY KLAGGE
Division Director

LARRY S. BONINE
Director

January 4, 1996



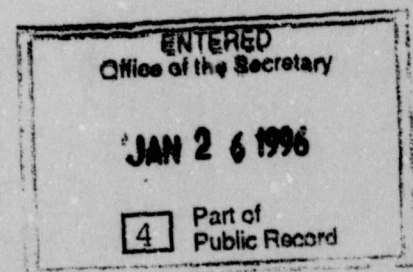
Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
Twelfth Street and Constitution Avenue, N.W.
Room 2215
Washington, D.C. 20423

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

Dear Secretary Williams:

The State of Arizona, through its Railroad Program Planning Manager, Mr. Joe Neblett, wishes to go on record as desiring to be considered a Party Of Record, concerning the matters of the Control/Merger application of the Union Pacific and Southern Pacific Railroads. In matters of the control/merger proceedings, please mail all information to the following individual:

Mr. Joe Neblett, ACID
Manager
Rail Coordination
Transportation Planning Group
Arizona Department of Transportation
Room 330B
Phoenix, Arizona 85007-3213



Sincerely,

Joe Neblett, AICP

Item No. _____

Page Count 1

Jan 9/96

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FD-32760

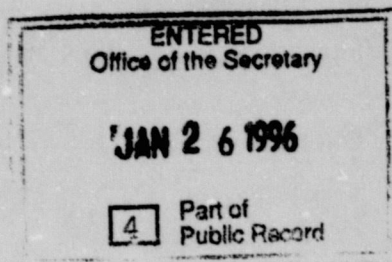
Ohio House of Representatives



BILL HARRIS

State Representative
77 S. High Street
Columbus, OH 43266-0603

(614) 466-1431
FAX (614) 644-9494
Toll Free 800-282-0253
93rd House District
Ashland, Knox, Huron (partial)
Counties



COMMITTEES:

Agriculture & Natural Resources
Economic Development & Small
Business
Education
Colleges & Universities Subcommittee
Family Services

APPOINTED:

Legislative Service Commission
Industrial Technology Enterprise
Advisory Board

January 4, 1996

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

Dear Secretary Williams:

I am writing you to let you know of my support for the Conrail initiative to acquire a portion of the Southern Pacific Railroad's Eastern Lines, specifically from Chicago to St. Louis and then into Arkansas, Texas and Louisiana. This proposed acquisition would greatly contribute to Ohio's economic well being allowing our industries to export numerous products to the South and to the new Mexican markets available due to the NAFTA agreements.

It is my sincere hope that the Interstate Commerce Commission will give favorable consideration on the Conrail plan.

Sincerely,

Bill Harris
State Representative
93rd House District

:smk

ADVISE OF ALL PROCEEDINGS

Item No. _____

Page Count _____

122

STB FD

32760

1-16-96

D

60835

DENNIS E. NOLAN
ASSEMBLYMAN
District No. 13



60835
DISTRICT OFFICE:
P.O. Box 82194
Las Vegas, Nevada 89180
Office: (702) 876-1561
Fax: (702) 876-1561

LEGISLATIVE BUILDING:
401 S. Carson Street
Carson City, Nevada 89710
Office: (702) 687-3595 or 687-5739
Fax No.: (702) 687-5962

COMMITTEES:
Chairman
Labor and Management

Member
Government Affairs
Health and Human Services
Transportation

State of Nevada
Assembly
Sixty-Eighth Session

FD 32760

December 20, 1995

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



Dear Secretary Williams,

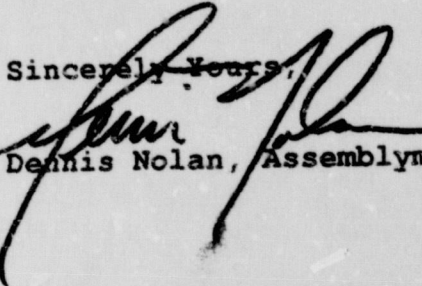
I am writing to convey my support for the approval of the merger between the Union Pacific and Southern Pacific railroad's. Such a merger could have only positive results for the citizens of Nevada and many other western states.

Increased access to points in the Midwest and Pacific Northwest mean better availability to products and desired markets as well as providing alternatives to more expensive means of transport.

Additionally, it is essential that market competition in this vital industry be permitted. Failure for this merger to occur may certainly mean the end of Southern Pacific and potentially initiate a monopolistic take over of the nation's railroad system.

On behalf of the citizens of the great State of Nevada I would strongly urge your approval of the merger before you.

Sincerely Yours,


Dennis Nolan, Assemblyman

ENTERED
Office of the Secretary

JAN 26 1996

☒ Part of
Public Record

file:R.R.

ADVISE OF ALL

PROCEEDINGS

Item No. _____

Page Count 1

Jan

FF 112