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Item No. _____

Page Count 9

June II ~~228~~ 228

NS CUNNINGHAM

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1800 ONE COMMERCE SQUARE

2005 MARKET STREET

PHILADELPHIA, PA 19103-7042

215 851-6700

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ENTERED
Office of the Secretary

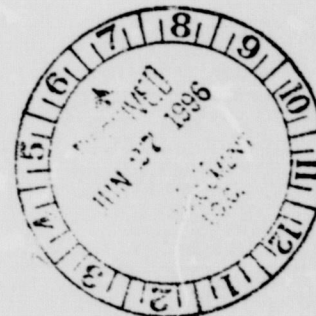
JUN 28 1996

June 27, 1996

☒ Part of
Public Record

BY HAND

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



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

Dear Mr. Williams:

Enclosed for filing in the above-referenced proceeding are an original and 20 copies of a document designated as UP/SP-265, Notice of Filing of Deposition Transcripts and Related Materials. Also enclosed is a diskette containing the text of this document in WordPerfect 5.1 format

Accompanying this filing are the deposition transcripts and related materials referred to in the notice, together with an original and one copy of all deposition exhibits (or, in cases where original exhibits are available, two copies of the deposition exhibits). Applicants are filing these transcripts in accordance with 49 C.F.R. § 1114.25(h) and the Stipulation and Order Regarding Placing of Deposition Transcripts on the Record, entered by Administrative Law Judge Nelson in this proceeding on April 2, 1996.

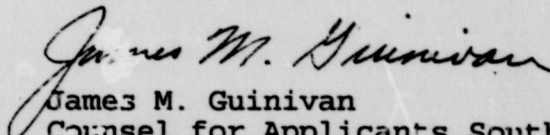
Those transcripts containing material designated as "Highly Confidential" or "Confidential" under the protective order in this proceeding (Decision No. 2, served September 1,

HARKINS CUNNINGHAM

Mr. Vernon A. Williams, Secretary
June 27, 1996
Page 2

1995) are filed under seal. Transcripts filed under seal are accompanied by redacted copies, to be filed on the public record.

Very truly yours,



James M. Guinivan
Counsel for Applicants Southern
Pacific Rail Corporation, Southern
Pacific Transportation Company, St.
Louis Southwestern Rail Company,
SPCSL Corp., and The Denver and Rio
Grande Western Railroad Company

Enclosures

ENTERED
Office of the Secretary

JUN 28 1996

5 Part of
Public Record

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760

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

-- CONTROL AND MERGER --

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

NOTICE OF FILING OF DEPOSITION TRANSCRIPTS
AND RELATED MATERIALS

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Transportation Company
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and The Denver and Rio Grande
Western Railroad Company

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

June 27, 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
RIO GRANDE WESTERN RAILROAD COMPANY

NOTICE OF FILING OF DEPOSITION TRANSCRIPTS
AND RELATED MATERIALS

Applicants Union Pacific Corporation ("UPC"), Union Pacific Railroad Company ("UPRR"), Missouri Pacific Railroad Company ("MPRR"),^{1/} Southern Pacific Rail Corporation ("SPR"), Southern Pacific Transportation Company ("SPT"), St. Louis Southwestern Railway Company ("SSW"), SPCSL Corp. ("SPCSL"), and The Denver and Rio Grande Western Railroad Company ("DRGW"),^{2/} hereby give notice that, for the convenience of the Board and the parties, they are filing this day the transcripts, exhibits, and related materials from certain depositions taken in this action, as listed in the Attachment hereto.^{3/}

^{1/} UPC, UPRR and MPRR are referred to collectively as "Union Pacific." UPRR and MPRR are referred to collectively as "UP."

^{2/} SPR, SPT, SSW, SPCSL and DRGW are referred to collectively as "Southern Pacific." SPT, SSW, SPCSL and DRGW are referred to collectively as "SP."

^{3/} Original exhibits to the transcripts of the depositions of William E. Nock (taken May 10, 1996) and Gerald A. Abood

(continued)

Where any part of a deposition transcript is subject to the "Highly Confidential" or "Confidential" designation, the original transcript is being filed under seal, with markings to that effect on the cover page of the transcript and on the sealed envelope in which the transcript has been placed. In such instances, an additional copy of the transcript, from which all "Highly Confidential" and "Confidential" material has been redacted, is being filed on

^{3/}(...continued)

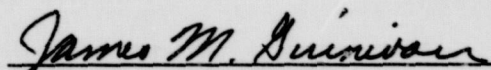
(taken May 28, 1996), and Roy A. Giangrosso (taken May 30, 1996) could not be located. In those cases, two copies of the exhibits have been filed in lieu of the original and one copy.

With the exception of the original Nock transcript exhibits, the materials being filed this day include all the materials which Applicants' Notice of Filing of Deposition Transcripts of May 31, 1996 (UP/SP-259) indicated would be the subject of a filing supplemental to that Notice.

the public record. The Attachment notes those transcripts for which redacted versions are being filed herewith.^{4/}

Respectfully submitted,

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

June 27, 1996

^{4/} The transcripts of the depositions of Dale E. Salzman (taken May 9, 1996) and John T. Gray (taken May 17, 1996) are being filed this day in redacted form only, because the unredacted versions were previously filed under seal (see UP/SP-259).

ATTACHMENT

Date of Deposition	Witness	Redacted Version Filed	Documents Accompanying This Filing
4/21	Hunt/Oderwald	Filed On 5-13-96 (see UP/SP-245)	Signature Page; Errata
5/9	Salzman	Yes	Original Exhibits; Redacted Transcript ✓
5/10	Nock	N/A	Signature Page; Exhibits
5/13	Rebensdorf	Filed On 5-31-96 (see UP/SP-259)	Signature Page
5/14	Speight	Yes	Transcript (Including Signature Page, Original Exhibits, Errata); Redacted Transcript (Including Redacted Errata) ✓
5/15	Bernheim	Filed On 5-31-96 (see UP/SP-259)	Errata (In Redacted and Highly Confidential Forms); Signature Page ✓
5/16	Gehring	Filed On 5-31-96 (see UP/SP-259)	Original Exhibits
5/16	Kent/Klick	Filed On 5-31-96 (see UP/SP-259)	Original Exhibit
5/17	Gray	Yes	Original Exhibits; Redacted Transcript ✓

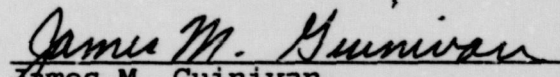
5/17	Vann	Yes	Transcript (Including Signature Page, Original Exhibits, Errata); Redacted Transcript ✓
5/28	Abood	Yes	Transcript (Including Signature Page, Exhibits); Redacted Transcript ✓
5/28	Quinlan	N/A	Transcript (Including Signature Page, Exhibits, Errata)
5/29	Weishaar	Yes	Transcript (Including Signature Page, Errata); Redacted Transcript ✓
5/30	Giangrosso	Yes	Transcript (Including Signature Page, Exhibits, Errata); Redacted Transcript ✓

CERTIFICATE OF SERVICE

I, James M. Guinivan, certify that, on this 27th day of June 1996, I caused a copy of the foregoing Notice of Filing of Deposition Transcripts and Related Materials (UP/SP-265) to be served by first-class mail, postage prepaid, or by a more expeditious manner of delivery on all parties of record in Finance Docket No. 32760, and on

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

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


James M. Guinivan

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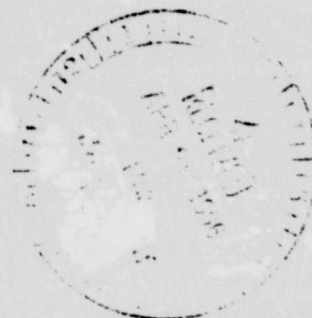
PATTON ROGGS, L.L.P.
2550 M STREET, N.W.
WASHINGTON, D.C. 20037-1350
(202) 457-6000

FACSIMILE: (202) 457-6315

WRITER'S DIRECT DIAL
(202) 457-6335

April 29, 1996

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



Re: Finance Docket 32760, Union Pacific Corp., et al. --
Control & Merger -- Southern Pacific Rail Corp., et al.

In accordance with the Surface Transportation Board's Order concerning deposition transcripts (served April 22, 1996), we enclose five copies of the excerpts of depositions cited by Chemical Manufacturers Association in its March 29, 1996 Comments (CMA-7), as shown below:

<u>Comment Page No.</u>	<u>Comment Footnote No.</u>	<u>Deponent</u>	<u>Deposition Page Nos.</u>
1	1	Davidson	74-76
7	8	Grinstein	69-70
11	17	Grinstein	69-70
16	32	Willig	462-464
19	40	Davidson	77-79
20	41, 42	Barber	521-522
20	42	Davidson	74-76

Confidential

Sincerely,

Scott N. Stone/dg

Scott N. Stone

Office of the Secretary

APR 30 1996

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Item No. _____

Page Count 8

APR # 398

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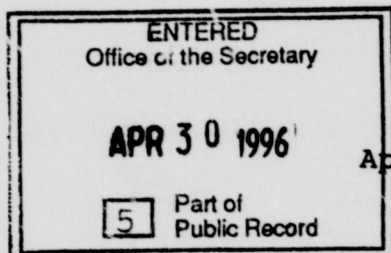
1800 ONE COMMERCE SQUARE

2005 MARKET STREET

PHILADELPHIA, PA 19103-7042

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FACSIMILE 215 851-6710



April 29, 1996

Original

BY HAND

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

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

Dear Mr. Williams:

Enclosed for filing in the above-referenced proceeding are an original and 20 copies of a document designated as UP/SP-236. Notice of Filing of Deposition Transcripts. Also enclosed is a diskette containing the text of this document in WordPerfect 5.1 format.

Accompanying this filing are the deposition transcripts referred to in the notice, together with an original and one copy of all deposition exhibits. Applicants are filing these transcripts in accordance with 40 C.F.R. § 1114.25(h) and the Stipulation and Order Regarding Placing of Deposition Transcripts on the Record, entered by Administrative Law Judge Nelson in this proceeding on April 2, 1996.

Those transcripts containing material designated as "Highly Confidential" or "Confidential" under the protective order in this proceeding (Decision No. 2, served September 1, 1995) are filed under seal. Transcripts filed under seal are accompanied by redacted copies, to be filed on the public record, if counsel for deponents have provided Applicants with

HARKINS CUNNINGHAM

Mr. Vernon A. Williams, Secretary
April 29, 1996
Page 2

designations of the non-confidential portions of the transcript. Applicants will promptly file redacted copies of the other transcripts after we receive the applicable confidentiality designations.

Very truly yours,

James M. Guinivan
James M. Guinivan

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

Enclosures

BEFORE THE
SURFACE TRANSPORTATION BOARD



Finance Docket No. 32760

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

NOTICE OF FILING OF DEPOSITION TRANSCRIPT

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(202) 973-7601

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Southern Pacific Transportation
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Railway Company, SPCSL Corp.,
and The Denver and Rio Grande
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Attorneys for Union Pacific
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Railroad Company and Missouri
Pacific Railroad Company

April 29, 1996

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760

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

-- CONTROL AND MERGER --

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

NOTICE OF FILING OF DEPOSITION TRANSCRIPTS

For the convenience of the Board and the parties,
Union Pacific Corporation ("UPC"), Union Pacific Railroad
Company ("UPRR"), Missouri Pacific Railroad Company
("MPRR"),^{1/} Southern Pacific Rail Corporation ("SPR"),
Southern Pacific Transportation Company ("SPT"), St. Louis
Southwestern Railway Company ("SSW"), SPCSL Corp. ("SPCSL"),
and The Denver and Rio Grande Western Railroad Company
("DRGW"),^{2/} are filing this day the transcripts and exhibits
of the depositions taken in this action since [March 25,]
1996, as listed in the Attachment hereto.

Where any part of a deposition transcript is subject
to the "Highly Confidential" or "Confidential" designation,
the original transcript is being filed under seal, and the

UPC, UPRR and MPRR are referred to collectively as "Union
Pacific." UPRR and MPRR are referred to collectively as "UP."

^{2/} SPR, SPT, SSW, SPCSL and DRGW are referred to
collectively as "Southern Pacific." SPT, SSW, SPCSL and DRGW
are referred to collectively as "SP."

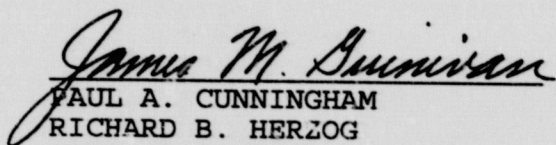
sealed envelope and cover page are appropriately marked. In such instances, an additional copy of the transcript, from which all "Highly Confidential" and "Confidential" material has been redacted, is being filed on the public record if counsel for the deponent has provided Applicants with designation of those portions of the transcript that may be made public. The Attachment notes those transcripts for which redacted versions are being filed herewith.

Applicants expect to file very shortly the errata, signature pages, and redacted versions that are not presently

available, as listed in the column "Supplemental Filing" in the Attachment hereto.

Respectfully submitted,

CANNON Y. HARVEY
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(202) 662-5388

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

April 29, 1996

ATTACHMENT

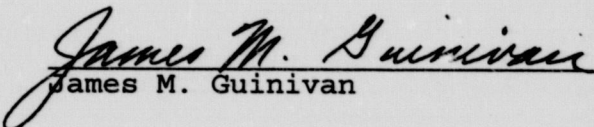
Date of Deposition	Witness	Redacted Version Filed	Supplemental Filing
4/9	Carey, Ratcliffe & Sheppard	Y	Signature page
4/10	Giangrosso	Y	
4/10	McFarlen	Y	
4/16	Ellebracht	Y	
4/17	Gebo	Y	
4/18	Grimm	Y	Signature page
4/18	Simpson/Turner	N/A	Signed errata and signature page
4/19	Hass		Redacted version, errata, and signature page
4/19	Ploth	Y	Signature page
4/19	Skinner	Y	Errata and signature page
4/21	Hunt/Oderwald		Redacted version, errata, and signature page
4/22,23	Crowley		Redacted version, signed errata, and signature page
4/22	O'Connor/Darling		Redacted version and signature page
4/23	Christensen		Errata and signature page
4/24	Majure		Redacted version, errata, and signature page

CERTIFICATE OF SERVICE

I, James M. Guinivan, certify that, on this 29th day of April, 1996, I caused a copy of the foregoing Notice of Filing of Deposition Transcripts (UP/SP-236) to be served by first-class mail, postage prepaid, or by a more expeditious manner of delivery on all parties of record in Finance Docket No. 32760, and on

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

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


James M. Guinivan

STB

FD

32760

4-19-96

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82673

Item No. _____

Page Count 4

Apr #323 LEARY, WOOD & MASER, P.C.

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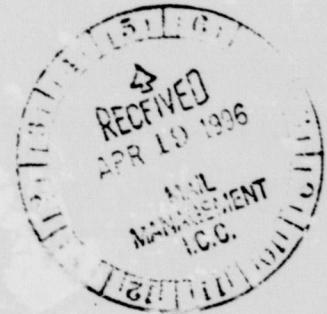
OFFICE: (202) 371-9500

TELECOPIER: (202) 371-0900

April 19, 1996

VIA HAND DELIVERY

Honorable Vernon A. Williams, Secretary
Surface Transportation Board
12th Street & Constitution Avenue, NW
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 Williams:

Enclosed for filing are an original and five (5) copies of the DEPOSITION EXCERPTS USED IN MARCH 29, 1996 COMMENTS FILED BY THE NATIONAL INDUSTRIAL TRANSPORTATION LEAGUE pursuant to Judge Nelson's order in the Discovery Conference held on April 12, 1996.

Confidential

Respectfully submitted,

Nicholas J. DiMichael

Frederic L. Wood

Nicholas J. DiMichael

*Attorneys for The National Industrial
Transportation League*

ENCLOSURES
0124-480

