

STB

FD-32760

1-14-96

J

ID-60814

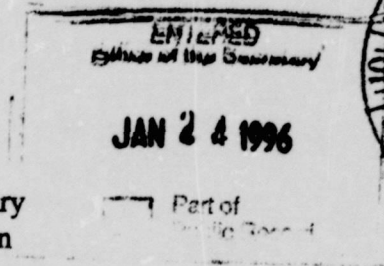
60814

LSBC Holdings, Inc.

121 West First Street
Geneseo, Illinois 61254

January 9, 1996

Mr. Vernon A. Williams, Secretary
Interstate Commerce Commission
1201 Constitution Avenue
Washington, DC 20423



RE: Finance Docket
Docl.et

#32760

#AB-8 (Sub-No. 36X)

#AB-12 (Sub-No. 139X)

Denver and Rio Grande Western Railroad Co.

Southern Pacific Transportation Company

--Discontinuance Exemption--

--Abandonment Exemption--

Mr. Williams:

LSBC Holdings, Inc., a Delaware Corporation, has invited the Southern Pacific Transportation Company to enter into negotiations for the sale to **LSBC Holdings, Inc.**, all of the assets of their Denver and Rio Grande Western Railroad subsidiary (DRGW). A copy of our letter of invitation is enclosed.

The principals of **LSBC Holdings, Inc.** believe that the sale of the DRGW to our group could substantially reduce or eliminate current opposition to the proposed merger between the Union Pacific and Southern Pacific railroads.

Because our invitation to negotiate includes trackage that has been filed for abandonment under the proposed merger and pursuant to the Interstate Commerce Commission procedural schedule adopted by Decision No. 6 in the above-outlined three (3) Dockets, please accept this as **LSBC Holdings, Inc.**'s official "Notice of Intent to Participate" in all three (3) Subject Dockets as listed above.

Please direct all future correspondence with respect to the Subject Dockets to:

LSBC Holdings, Incorporated
121 West First Street
Geneseo, Illinois 61254
ATTN: Thomas Zwica, Executive Vice-President

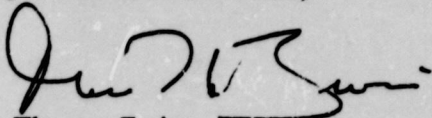
Item No. _____
Page Count 5
492

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

Please advise if any changes occur in these proceedings.

The principals of *LSBC Holdings, Inc.* believe our offer would represent the best long-term interests of the many parties affected by the proposed merger, and therefore, we would ask the ICC to consider their final approval of this merger process to be contingent upon the successful completion of our negotiations with the Southern Pacific Railroad for the aforementioned properties.

On Behalf of the Board,

A handwritten signature in dark ink, appearing to read "Thomas Zwica", written over a horizontal line.

Thomas Zwica
Executive Vice-President

LSBC Holdings, Inc.

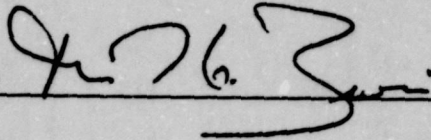
121 West First Street
Geneseo, Illinois 61254

Certificate of Service

I hereby certify that I have this day served the foregoing documents upon Applicant's Representative, Mr. Gary Laakso, General Attorney. Additionally, these documents have also been served upon Mr. Phil Anschutz, Chairman of the Board. These documents were served at Southern Pacific Building, One Market Plaza, San Francisco, California 94105, by Prepaid, First Class, Certified Return Receipt Requested, United States Postal Service.

* Dated at Geneseo, Illinois, this 9th day of January, 1996.

Signature

A handwritten signature in dark ink, appearing to be "J. T. G.", written over a horizontal line.

LSBC Holdings, Inc.

121 West First Street
Geneseo, Illinois 61254

January 9, 1996

Mr. Phil Anschutz, Chairman
Southern Pacific Transportation Company
One Market Plaza
San Francisco, CA 94105

Dear Mr. Anschutz:

LSBC Holdings, Inc., a Delaware Corporation, is interested in entering into negotiations with the Southern Pacific Transportation Company for the purchase of all of the assets of the former Denver and Rio Grande Western Railroad (DRGW), including the railroad and all associated trackage, all operating, trackage and haulage rights, all associated buildings and real estate, signals and dispatching facilities, equipment, parts, patents, trademarks and namesakes, and any and all motive power specifically configured to operate on the DRGW.

The principals of *LSBC Holdings, Inc.* believe that the sale of the DRGW to our group could substantially reduce or completely eliminate the current opposition to the proposed merger between the UP/SP, and thus allow the UP/SP management the opportunity to focus on longer-term strategic corporate goals.

Additionally, the principals of *LSBC Holdings, Inc.* have identified a number of other attractive opportunities that can enable this transaction to be a positive situation for all parties involved.

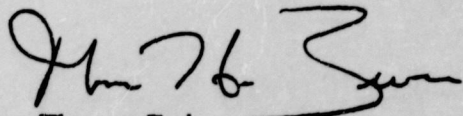
Because our invitation to negotiate includes trackage that has been filed for abandonment, *LSBC Holdings, Inc.* has filed a "Notice of Intent to Participate" with the Interstate Commerce Commission.

Thank you for your consideration. We look forward to your reply.

On behalf of the Board,



Timothy C. Eklund
President



Thomas Zwica
Executive Vice-President

LSBC Holdings, Inc.

121 West First Street
Geneseo, Illinois 61254

January 9, 1996

Mr. Gary Laakso, General Attorney
Southern Pacific Transportation Company
One Market Plaza
Room 846
San Francisco, CA 94105

Dear Mr. Laakso:

LSBC Holdings, Inc., a Delaware Corporation, is interested in entering into negotiations with the Southern Pacific Transportation Company for the purchase of all of the assets of the former Denver and Rio Grande Western Railroad (DRGW), including the railroad and all associated trackage, all operating, trackage and haulage rights, all associated buildings and real estate, signals and dispatching facilities, equipment, parts, patents, trademarks and namesakes, and any and all motive power specifically configured to operate on the DRGW.


The principals of **LSBC Holdings, Inc.** believe that the sale of the DRGW to our group could substantially reduce or completely eliminate the current opposition to the proposed merger between the UP/SP, and thus allow the UP/SP management the opportunity to focus on longer-term strategic corporate goals.

Additionally, the principals of **LSBC Holdings, Inc.** have identified a number of other attractive opportunities that can enable this transaction to be a positive situation for all parties involved.

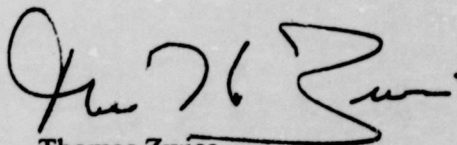
Because our invitation to negotiate includes trackage that has been filed for abandonment, **LSBC Holdings, Inc.** has filed a "Notice of Intent to Participate" with the Interstate Commerce Commission.

Thank you for your consideration. We look forward to your reply.

On behalf of the Board,



Timothy C. Eklund
President



Thomas Zwica
Executive Vice-President

STB

FD-32760

1-9-96

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ID-60778

MAYER, BROWN & PLATT

2000 PENNSYLVANIA AVENUE, N.W.

WASHINGTON, D.C. 20006-1882

Item No. 60778

Page Count 2

JAN #54

January 9, 1996

BY HAND

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
12th Street & Constitution Ave., NW
Room 2215
Washington, DC 20423

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

Dear Secretary Williams:

Enclosed for filing in the above-captioned docket are an original and twenty (20) copies of a letter from Erika Jones that was served today on all parties on the Restricted Service List.

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

Sincerely,

Kelley O'Brien

Kelley O'Brien

FILED

JAN 16 1996



BN/SANTA FE DOCUMENT DEPOSITORY PROCEDURES

1. Location

The document depository is located at the offices of Mayer, Brown & Platt, 2000 Pennsylvania Avenue, N.W., Washington, D.C.

2. Depository Hours

The document depository will be open from Monday through Friday from 9:00 a.m. until 6:00 p.m., and on Saturdays by special arrangement. Visitors to the document depository will be asked to sign in and out in a log provided at the depository.

3. To Arrange A Visit

Parties, their outside counsel or their consultants who would like to visit the depository should contact Kelley O'Brien (202) 778-0607 or Ted Bardach (202) 778-0124.

Advance notice is needed in order to allow coordination of visits and staff assistance. For visits during normal hours, calls should be made at least one hour in advance. For visits at other times, two days' notice is requested so that special arrangements can be made.

4. Access to Confidential and Highly Confidential Documents

Only parties' outside counsel and consultants who are aware of and have signed the undertaking governing highly confidential material will be allowed access to documents classified "Highly Confidential." Outside counsel and consultants should either bring a copy of their signed undertaking governing highly confidential material, or should be prepared to sign a copy of the undertaking governing highly confidential material when they arrive at BN/Santa Fe's document depository.

Only parties and their outside counsel and consultants who are aware of and have signed the undertaking governing confidential material will be allowed access to documents classified "Confidential." Parties, outside counsel and consultants should either bring a copy of their signed undertaking governing confidential material, or should be prepared to sign a copy of the undertaking governing confidential material when they arrive at BN/Santa Fe's document depository.

5. Copying Depository Documents

No documents may be removed from the depository, but documents in the depository will be copied upon request, for a charge of 10 cents per page. Visitors must identify documents to be copied by Bates number. Copies will be provided within two business days of request, if possible, and bills will be sent for copying charges.

STB

FD-32760

1-5-96

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ID-60764

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MAYER, BROWN & PLATT

2000 PENNSYLVANIA AVENUE, N.W.

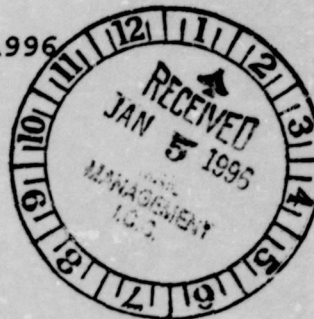
WASHINGTON, D.C. 20006-1882

202-463-2000
TELEX 892603
FACSIMILE
202-861-0473

CHICAGO
DALLAS
DENVER
HOUSTON
LONDON
LOS ANGELES
NEW YORK
MEXICO CITY CORRESPONDENT
JAUREGUI, NAVARETTE, NADER Y ROJAS

ERIKA Z. JONES
202-778-0642

January 3, 1996



VIA HAND DELIVERY

Alan E. Lubel, Esq.
Troutman Sanders LLP
Suite 640
North Building
601 Pennsylvania Avenue, N.W.
Washington, D.C. 20004

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

Dear Mr. Lubel:

This responds to your letter of December 28, 1995, and confirms our agreement with regard to your request for a third set of traffic tapes from BN and Santa Fe containing certain additional data.

In our discussions yesterday, I agreed to arrange to provide your consultant, Mr. Joseph Plaistow at Snavely King & Associates, with a traffic tape for BN and a traffic tape for Santa Fe containing a code indicating whether a particular waybill has been re-billed. You agreed to withdraw the remainder of your request for other data on the traffic tapes.

You also agreed to pay the full costs associated with converting the BN and Santa Fe traffic tapes into the tape size and format preferred by your consultant, which is different than that maintained by BN and by Santa Fe. I have asked our

Office of the Secretary

JAN 11 1996

Part of

Item No. _____

Page Count 2

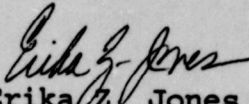
JAN 41

Alan E. Lubel, Esq.
January 3, 1996
Page 2

consultant, Christopher Kent of Klick, Kent & Associates, to bill
Snively King & Associates directly for the conversion costs.

Please call if you have any questions.

Sincerely,


Erika Z. Jones

cc: The Honorable Jerome Nelson
Richard E. Weicher, Esq.
Christopher Kent

STB

FD-32760

1-5-96

J

ID-60763

DISTRICT OFFICE:
331 W. NORTHWEST HIGHWAY
ROOM 107
PALATINE, ILLINOIS 60067
(708) 358-0529
708) 358-0559 (FAX)

SPRINGFIELD OFFICE:
G-3 STRATTON BUILDING
SPRINGFIELD, ILLINOIS 62706
(217) 782-8026



GENERAL ASSEMBLY
STATE OF ILLINOIS
Bernard E. Pedersen
STATE REPRESENTATIVE - 54TH DISTRICT

December 27, 1995

9600514
COMMITTEES: 60763-
CHAIRMAN,
INSURANCE
VICE-CHAIRMAN,
HUMAN SERVICES
APPROPRIATIONS
COMMERCE, INDUSTRY &
LABOR
CONSUMER PROTECTION
HEALTH CARE

Ms. Linda Morgan, Chairperson
Interstate Commerce Commission
12th Street and Constitution Avenue, NW
Washington, DC 20423

Re: Finance Docket 32760 - Union Pacific/Southern
Pacific

Dear Ms. Morgan,

My name is Bernard E. Pedersen. I am a member of the
Illinois General Assembly.

I am writing this letter to formally advise you that
I support the Union Pacific and Southern Pacific merger.

The reason for my support of this acquisition is signi-
ficant service improvements and stronger competition. The
UP/SP will be able to compete with the BN/Santa Fe merger.

Your serious considerations of this matter will be
beneficial to the transportation industry and would be appre-
ciated by my colleagues in the Illinois General Assembly.

Cordially,

Bernard E. Pedersen
STATE REPRESENTATIVE

BEP:mgb

CC: David Fischer, Director Government Affairs
Union Pacific Railroad
1416 Dodge Street, Rm. 801, Omaha, NE 68179

Item No. _____

Page Count 1

JND #40

STB

FD-32760

1-4-96

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ID-60751

Item No. _____

Page Count _____

JAN #28

60751

BROTHERHOOD OF LOCOMOTIVE ENGINEERS

GENERAL COMMITTEE OF ADJUSTMENT
ST. LOUIS SOUTHWESTERN RAILWAY LINES
D. E. THOMPSON, CHAIRMAN
414 MISSOURI BOULEVARD
SCOTT CITY, MO 63780



M. R. STEPHENS, SEC'Y TREAS
ROUTE 2 BOX 2250
SCOTT CITY, MO 63780

December 26, 1995

ICC-307



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

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

Dear Secretary Williams:

Please place the Brotherhood of Locomotive Engineers/St. Louis Southwestern Railway Lines General Committee of Adjustment and its representatives indicated below on the list of all parties of record. Being a subsidiary of the Southern Pacific, this Committee certainly has a vested interest into all filings with the Commission and all decisions from the Commission. At this time we are uncertain as to submitting any filings in accordance with the requirements codified at 49 CFR 1104 and we have not received a service list at this time.

David E. Thompson
BLE-SSW General Chairman
414 Missouri Blvd.
Scott City, MO 63780

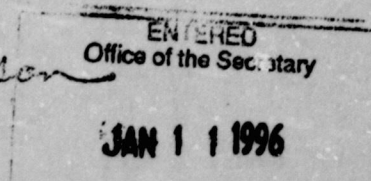
Dennis R. Svetlich
BLE-SSW Special Rep.
Route 1 Box 361
Brumley, MO 65017

Please contact me if you have any questions on this matter

Sincerely,

D. E. Thompson

D. E. Thompson



cc: Administrative Law Judge Nelson
D. R. Svetlich

STB

FD-32760

1-3-96

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ID-60735

60735

~~G S F INVESTMENT CO.~~

J. Tucker
President

Office of the Secretary
Interstate Commerce Commission
Washington, D.C. 20423
Dec. 28, 1995

Item No. _____

Page Count 1

JAN # 12



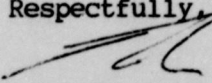
Sirs,

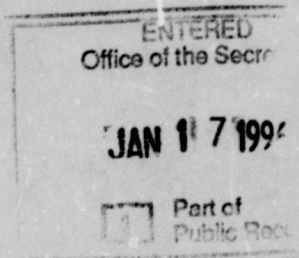
Please place our name and address on the mailing list " Service List of Interested Persons and Corporations " in reference to the merger application of the Union Pacific Railroad, Finance Docket # 32760. Thank you.

Mail to :

P.O. Box 25181
Arlington, VA
22202-5181

Respectfully,


J. Tucker



STB FD-32760 1-3-96 J ID-60734

Item No. 160734

Page Count 1

Jan # 11



united transportation union

LOUISIANA STATE LEGISLATIVE BOARD

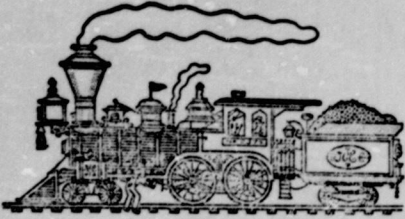
429 Government Street

POST OFFICE BOX 3477

BATON ROUGE, LOUISIANA 70821

(504) 383-5741 OR fax # 383-8847

TYRONE BOUDREAU
STATE DIRECTOR



Mr. Vernon A. Williams, Secretary
Interstate Commerce Commission
Room 2209
12th & Constitution Avenue; N.W.
Washington, D.C. 20423



1995

Re: F.D. 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:

Please be advised that I request the undersigned be added as a party of record in the above referenced proceeding.

I ask that all information, documents, notice of hearings, notice of scheduled hearings, documents submitted by either or both Rail Companies listing their reorganization of yards and lines, requests for any trackage rights by any other rail lines, or any other pertinent information in the above referenced docket be forwarded to the above listed address.

Thank you for your co-operation in this matter.

Sincerely,

Tyrone Boudreaux
State Director

cc: C.L. Little, President-UTU
Linda Morgan, Chairperson-I.C.C.

Office of the Secretary

JAN 0 4 1996

STB

FD-32760

1-3-96

J

ID-60733



Wheelabrator Clean Water Systems Inc.

A Wheelabrator Technologies Company
2101 S. Hamilton Road, Suite 202
Columbus, OH 43232

Phone 614.759.9260
Fax 614.759.7988

Item No. _____

Page Count 2

JAN # 10

December 28, 1995

FD 32760



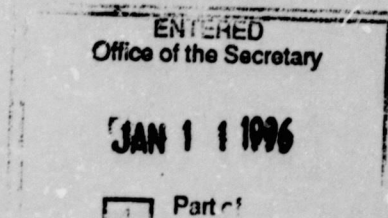
Mr. David LeVan
President & CEO
Consolidated Rail Corp.
2001 Market Street - c17N
Philadelphia, PA 19101-1417

Dear Mr. David LeVan:

Wheelabrator Water Technologies is extremely concerned about the competitive effects on us of the proposed acquisition of SF by UP. While we have reviewed the proposed agreement between UP and BN/Santa Fe which is intended to remedy those effects, we are far from persuaded that it will produce effective competition for our traffic.

We have also considered the possibility that Conrail would acquire some of SP's eastern lines in connection with the merger, especially the lines running from Chicago and St. Louis to Texas and Louisiana. We find this possibility to be much more appropriate and effective in addressing our concerns. We think your proposal is better because it involves your ownership of the lines, whereas most of the UP-BN/Santa Fe deal involves only trackage rights. We have learned that the benefits of trackage rights are uncertain in that they can be easily lost if the railroads argue about whose traffic had priority, who is in charge of operations on the line, and so forth.

Another reason Wheelabrator Water Technologies favors Conrail's proposal is that it would provide the best service for us. To the extent that our shipments go to the northeast and midwest markets, Conrail service would be the fastest and most direct, and would involve the fewest handlings. This is important to us given the nature of our products.



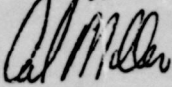
Page 2

December 28, 1995

Finally, we think your proposal helps assure that we and other Conrail customers will have multiple rail operations. We are extremely concerned about the trend toward only a few giant railroads. This is definitely not in the customers interest.

For all these reasons, Wheelabrator Water Technologies will oppose the UP-SP merger at the ICC, unless it is conditioned an acceptance of Conrail's proposal.

Sincerely,

A handwritten signature in cursive script, appearing to read "Cal Miller".

Cal Miller
Director of Product Marketing

plts\conrailett

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FD-32760

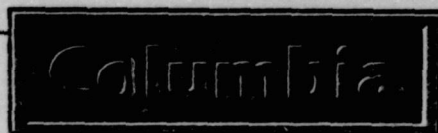
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Form No. _____
Page Count 2
NOV. 70



November 9, 1995

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

FO-32760

Dear Honorable Williams:

Columbia Iron & Metal Company is extremely concerned about the competitive effects on us of the proposed acquisition of SP by the UP. Even though the UP has given the BN/Santa Fe competitive access to their rail lines, there is an unknown factor if the Bi/SF can still be competitive through trackage rights.

In our industry (scrap) which moves from one market to another, the selling price is affected mostly by the transportation costs. The only way to keep the freight rates competitive is for our customers to have multiple rail options. With Conrail's proposal to purchase SP's eastern lines, this will give our customers the flexibility to negotiate with more than one railroad for their business. In addition, Conrail's service would be fastest & most direct & would involve the fewest handlings. Since scrap is an important ingredient for the making of steel, this direct service would be welcomed.

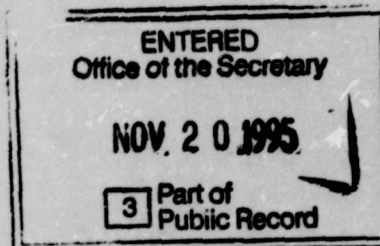
For all these reasons is why Columbia Iron & Metal opposes the UP/SP merger, unless it is conditioned on acceptance of Conrail's proposal.

Sincerely,

Ronald R. Havrilla

Ronald R. Havrilla,
Vice President - Corporate Transportation

cc: Attached



KEY ADDRESSES

Senator Phil Graham
712 Main Street, Suite 2400
Houston, TX 77002
(713) 229-2766

Senator Kay Bailey Hutchinson
1919 Smith, Suite 800
Houston, TX 77002
(713) 653-3456

Mr. Drew Lewis
Chairman & CEO
Union Pacific Corp.
Martin Tower
8th & Eaton
Bethlehem, PA 18018

Mr. John P. Sammon
Senior Vice President - Core/Service Manager
Conrail Corporation
2001 Market St.
Two Commerce Square
Philadelphia, PA 19101

Mr. Ronald R. Short
Account Executive
Conrail Corporation
24950 Great Northern Blvd.
Corporate Center, Suite 370
North Olmsted, OH 44070-3310

Representative Steve Stockman
2490 McFaddin
Beaumont, TX 77702
(409) 838-0061
(409) 832-0738 - fax
(202) 225-2947 - fax U. S. House of Representatives

Chairman Barry Williamson
Texas Railroad Commission
P. O. Box 12967
Austin, TX 78711
(512) 463-7131

STB

FD-32760

11-13-95

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ID-60398



CITY OF LOVELOCK, NEVADA

RAY ESPINOZA, MAYOR

TELEPHONE (702) 273-2356

P.O. Box 238

LOVELOCK, NEVADA 89419

(702) 273-7626

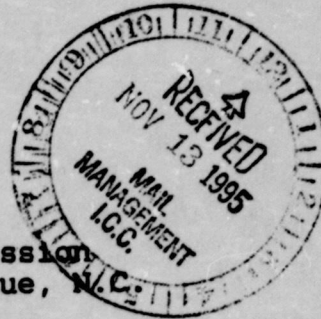


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Page Count 1

Nov. 72

November 8, 1995



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

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

I am writing in support of the proposed merger between the Union Pacific Railroad and the Southern Pacific Railroad.

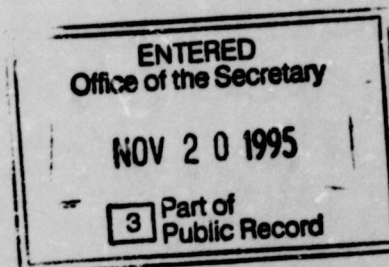
The merger will allow the UP-S to compete directly with the merged Burlington Northern and Santa Fe Railroads. Without the merger, the Union Pacific and the Southern Pacific will remain much smaller than the BN-Santa Fe railroad, and will be at a competitive disadvantage to that railroad. The merger of the Union Pacific and the Southern Pacific will provide for two competitive railroad systems in the area of the country.

I encourage you to support the UP-S merger as it will improve service and strengthen competition by creating a competitor that is fully the equal of B-Santa Fe.

Sincerely,

Ray Espinoza

Ray Espinoza, Mayor



STB

FD-32760

11-13-95

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ID-60397

60397



WIFE Women Involved in Farm Economics

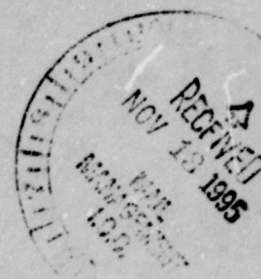
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Nov. 73

November 8, 1995

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



Dear Secretary Williams:

I am a farmer and rancher and live west of Sheridan Lake, Colorado. The Union Pacific Railroad Company has filed a notice of intent to merge with Southern Pacific Railroad Company and abandon the railroad line that runs through Kiowa and Crowley counties.

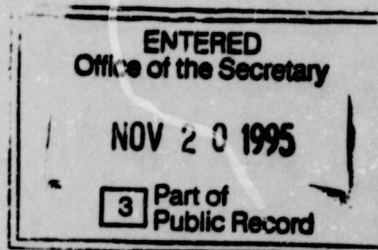
I am very concerned about this abandonment because it is the only railroad system that serves our county. I live close to the tracks and see lots of traffic go by several times a day.

Our highway system is in bad need of repairs. If they close the railroad there will be more truck traffic and it will do a lot of harm to our county and state roads.

I am opposed to the merger and abandonment and ask that you seek to deny ICC Finance Docket No. 32760. I would like to know your views on this matter.

Sincerely,

Maxine Weber
Maxine Weber, Member
Kiowa County WIFE Chapter # 124
64330 Highway 96
Sheridan Lake, CO 81071




STB

FD-32760

11-13-95

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ID-86330

Degussa 

Degussa-
Corporation

Item No. _____

Page Count 2

Nov. 92

86330

ENTERED
Office of the Secretary

November 6, 1995

NOV 20 1995

☒ Part of
Public Record



Mr. Vernon Williams
Interstate Commerce Commission
Room 3315
12th and Constitution, N.W.
Washington, DC 20423-0001

Dear Mr. Williams:


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

Dégussa Corporation has been a major user of rail service for transportation between the United States and Mexico. The Laredo/Nuevo Laredo gateway has been our primary route for shipments between the two countries for the majority of international traffic. This gateway also possesses the largest amount of customs brokers. It also provides the shortest routing between major Mexican industrial and population centers and our plants in the United States.

Our company depends on competition to keep rail rates down and to spur improvements in products and services. For many years Union Pacific and Southern Pacific have competed for our traffic via Laredo, resulting in substantial cost savings and a number of service innovations. TexMex has been Southern Pacific's partner in reaching Laredo in competition with Union Pacific, as Southern Pacific does not reach Laredo directly.

A merger of Union Pacific and Southern Pacific will probably eliminate our competitive alternatives via the Laredo gateway. Although these railroads have recently agreed to give certain trackage rights to the new Burlington Northern Santa Fe Railroad, we do not believe the BNSF, as the only other major rail system remaining in the Western United States, will be an effective competitive replacement for an independent Southern Pacific on this important route.

We understand TexMex has indicated a willingness to operate over trackage rights from Corpus Christi to Houston, Texas (or purchase trackage where possible) and to connect with the Kansas City Southern Railroad and other rail carriers at Houston. Trackage rights operating in such a way as to allow TexMex to be competitive are essential to maintain the competition at Laredo that would otherwise be lost in the merger. I urge the Commissioners to correct this loss of

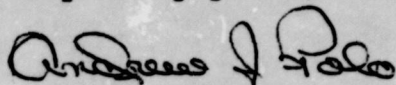
Degussa 

Degussa
Corporation

competition by conditioning this merger with a grant of
trackage rights to TexMex allowing service to Houston.

Economical access to international trade routes should not be
jeopardized when the future prosperity of both countries
depends so strongly on international trade.

Very truly yours,



Andrew J. Polo
Distribution Manager
Chemical Group

AJP:lf

STB

FD-32760

11-9-95

J

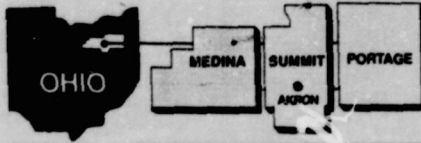
ID-60372

Item No. _____

60372

Page Count 2

Nov. #59

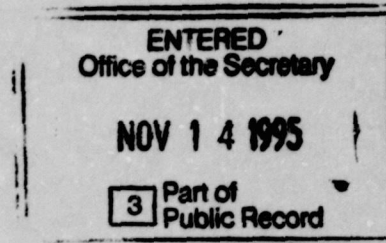


Akron Regional Development Board

November 7, 1995

FD-32760

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



Dear Secretary Williams:

I am writing regarding the Union Pacific/Southern Pacific [UP/SP] Railroad merger and Conrail's attempt to purchase of the SP's eastern lines. Our primary concern is that the Interstate Commerce Commission support railroad structural changes that assure reliable, up-to-date and low-cost transportation between our region and the Southwest states and Mexico.

As a three-county economic development organization centered in Northeast Ohio that represents over 1500 businesses, the Akron Regional Development Board (ARDB) has a vested interest in protecting the rail interests of our region and our rail shippers. Our region is a leading manufacturing region servicing the entire world with technologically sophisticated polymer, metal and machinery products.

The ARDB and its rail shippers recently concluded a three-year effort to reserve our region's rail infrastructure. That effort resulted in the creation of a multi-county port authority and the acquisition of key segments of rail that are vital to the movement of products. More importantly, rail competition has been preserved and our region continues to be served by major and short-line railroads.

Conrail is seeking support for its entry into the Mid-South and Gulf Coast rail service area. Conrail has stated that its entry will give Ohio direct, efficient rail access to the growing Gulf Coast, Mid-South and Mexican markets.

OFFICE OF SECRETARY
ICC

NOV 9 3 13 PM '95

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Page 2.

November 7, 1995

Hon. Vernon A. Williams

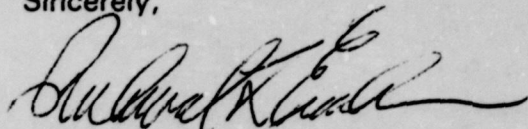
Consider these important factors:

- Mexico is Ohio's fifth largest export market;
- Ohio's trade with Mexico is growing at a tremendous rate; Ohio's exports to Mexico have grown from \$254 million in 1987, to \$751 million in 1994; and
- Ohio's exports to Mexico are projected to reach the \$1 billion mark by the end of 1995.

Rail shipping is integral to Ohio's expanding Mexican market. In order for our businesses to maintain and enhance their exporting capabilities, they will require a competitive rail shipping environment that ensures the free-flow of their products to Mexico. Vigorous rail competition will continue to bring even more Ohio export products, which in turn will create more Ohio jobs. Conrail has advocated that its purchase of the SP's eastern lines will promote such an environment.

On behalf of the members of the Akron Regional Development Board, we ask the Interstate Commerce Commission to consider all the ramifications of a UP/SP merger and give Conrail's proposal the fullest consideration.

Sincerely,



Richard L. Erickson
President & CEO

STB

FD-32760

11-9-95

J

ID-60371

60371

TOWN OF OLNEY SPRINGS

P.O. BOX 156
OLNEY SPRINGS, CO 81062
719-267-5567

Item No. _____

Page Count 2

Nov. #58

November 2, 1995



Mr. Vernon Williams
Interstate Commerce Commission
12th and Constitution Aves. NW
Washington, D.C. 20423

Re: ICC Finance Docket No. 32760

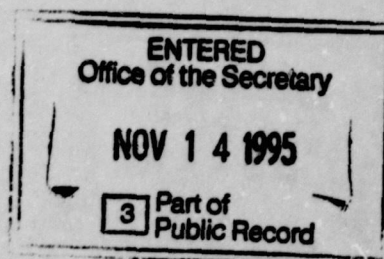
Dear Mr. Williams:

As Mayor of Olney Springs, Crowley County, Colorado, I am very concerned about the notice of intention to abandon the only railroad in Crowley County as a part of the sale to Southern Pacific by Union Pacific Railroad.

Not only would Crowley County, an economically depressed area, suffer from the significant loss of tax revenue, but I am concerned about the ability of the railroad to reassign trains to other lines.

There are between thirty-one to thirty-three trains daily on this track and they are often sidetracked. Last Monday there were four trains, three westbound and one eastbound, waiting on sidetracks between here and the airport at Pueblo, Colorado. I have often seen trains shut down waiting for new crews to arrive since the operating crew's shift ran out. I cannot see that many trains shunted to other lines without causing scheduleing nightmares and greatly increased danger to any area to where the trains were shifted.

I am especially worried about the increased chances of train-vehicle crashes because of greatly increased traffic on those lines in view of the fact that there have been six vehicle-train wrecks here in the last year and a half. I know driver error was responsible for five of these accidents, but I feel that the greatly increased traffic on the railroad was also a factor.

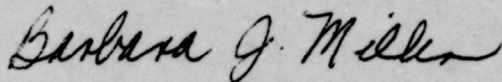


Page 2

A third factor is the decreased ability of any town along the line to attract any companies into the area. Any attempt at economic development would be doomed.

I hope you will consider my concerns before granting the right to sell as planned and to make the abandonment a condition of that sale.

Sincerely,

A handwritten signature in cursive script, reading "Barbara J. Miller".

• Barbara J. Miller, Mayor

BJM/wt

STB

FD-32760

11-9-95

J

ID-60369



Item No. _____

Page Count 1Nov. #56

60369

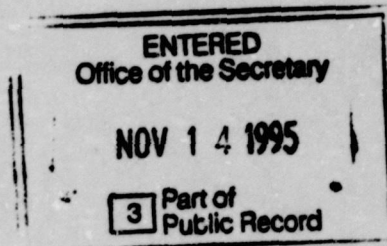
City of Willoughby

David E. Anderson
Mayor and Safety Director

November 6, 1995

FD-32460

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



Dear Secretary Williams:

Willoughby ranks among Ohio's top manufacturing cities. Our firms are diverse firms, but all have transportation needs that grow as they grow. Additionally, Willoughby needs a strong manufacturing sector regionally. Quality, cost-effective rail service is a strategic must for us.

Therefore, I oppose the proposed Union Pacific-Southern Pacific Railroad merger as it stands as not in the public interest of Northeast Ohio. What does it have to do with Willoughby and our region? A lot. We would be better served if UP-SP's eastern routes were sold to Conrail, not "rented" to the Burlington Northern-Santa Fe as proposed by UP-SP.

Why? First, by keeping Conrail strong, we ensure a variety of service options and strong price competition among the major railroads in our region, namely CSX, Norfolk and Southern, and Conrail.

Second, because our region needs better access to the "petrochemical coast" of Texas and Louisiana, as well as to Mexico. An owner-carrier, such as Conrail, is preferable to a renter railroad on several dimensions, such as reliability, maintenance and economic development incentive.

We therefore oppose the UP-SP merger unless it includes a Conrail purchase of the eastern lines of the old Southern Pacific. Only with the Conrail acquisition will Northeast Ohio's public and economies be best served.

Thank you for your time.

Sincerely,

David E. Anderson
Mayor

DEA:mlc

OFFICE OF SECRETARY
100

NOV 9 3 13 PM '95

RECEIVED
"The Courtesy City"

STB

FD-32760

11-8-95

ID-60368

ENGELHARD

Item No. _____

Page Count 2
Nov. #55

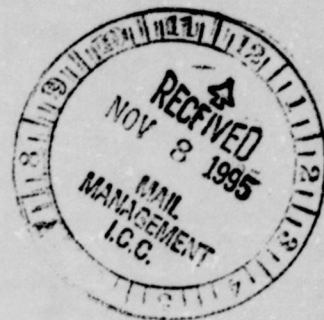
ENGELHARD CORPORATION
101 WOOD AVENUE
ISELIN, NEW JERSEY 08830-0770
908-205-5000

November 6, 1995

ENTERED
Office of the Secretary

NOV 8 1995

☒ Part of
Public Record



Mr. Vernon Williams
Interstate Commerce Commission
Room 3315
12th and Constitution, N.W.
Washington, D.C. 20423-0001

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

Dear Mr. Williams:

Our company has been a major user of rail service for transportation between the United State and Mexico. The Laredo/Nuevo Laredo gateway is the primary route for shipments between the two countries for the majority of international traffic. This gateway possesses the strongest infrastructure of customs brokers. It also provides the shortest routing between major Mexican industrial and population centers and the Midwest and Eastern United States.

Our company depends on competition to keep prices down and to spur improvements in products and services. For many years Union Pacific and Southern Pacific have competed for our traffic via Laredo, resulting in substantial cost savings and a number of service innovations. TexMex has been Southern Pacific's partner in reaching Laredo in competition with Union Pacific, as Southern Pacific does not reach Laredo directly.

A merger of Union Pacific and Southern Pacific will seriously reduce, if not eliminate, our competitive alternatives via the Laredo gateway. Although these railroads have recently agreed to give certain trackage rights to the new Burlington Northern Santa Fe Railroad, we do not believe the BNSF, as the only other major rail system remaining in the Western United States, will be an effective competitive replacement for an independent Southern Pacific on this important route.

I understand there is an alternative that will preserve effective competition for my traffic. TexMex has indicated a willingness to operate over trackage rights from Corpus Christi

Finance Docket No. 32760

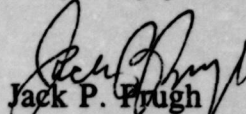
November 6, 1995

Page 2

(or purchase trackage where possible) to connect with other rail carriers to provide efficient competitive routes. Trackage rights operating in such a way as to allow TexMex to be truly competitive are essential to maintain the competition at Laredo that would otherwise be lost in the merger. Thus I urge the Commissioners to correct this loss of competition by conditioning this merger with a grant of trackage rights via efficient routes between Corpus Christi and these connecting railroads.

Economical access to international trade routes should not be jeopardized when the future prosperity of both countries depends so strongly on international trade.

Very truly yours,



Jack P. Frugh
Corporate Manager Transportation

STB

FD-32760

11-7-95

J

ID-86328

Item No. _____

Page Count. 3

NOV. #43

86328

INTERNATIONAL PAPER

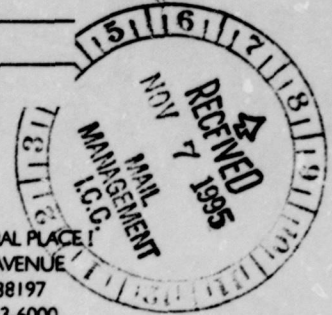
November 3, 1995

ENTERED
Office of the Secretary

Mr. Vernon Williams
Interstate Commerce Commission. NOV 7 1995
Room 3315
12th and Constitution, N.W.
Washington, DC 20423-0001

☒ Part of
Public Record

INTERNATIONAL PAPER
6400 POPLAR AVENUE
MEMPHIS, TN 38197
PHONE 901 763-6000



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

Dear Mr. Williams:

International Paper Company is a worldwide producer of paper, packaging, forest and specialty products that operates manufacturing and distribution facilities throughout the United States and in 130 other nations around the world. In 1994, International Paper Company had net sales of \$15 billion dollars.

One of our fastest growing markets is Mexico where in 1995, International Paper Company will export over 100,000 tons of forest products. The Laredo, TX gateway is the primary border crossing used to access our Mexican customers, and provides the shortest routing between major Mexican industrial/population centers and our producing mills in the Southeast and Southwestern United States.

Fundamental to maintaining and growing business, International Paper Company depends on reliable rail transportation service at competitive prices. Because the distance from many of our facilities to our customers in Mexico exceeds 1,000 miles, rail transportation is the only viable mode of transportation that can be used to competitively place our products in this market.

International Paper is very concerned that reduced competition as a result of the proposed merger of Southern Pacific (SP) and Union Pacific (UP) will have serious consequences for International Paper Company.

The Texas Mexican Railway Company has been Southern Pacific's partner in reaching Laredo in competition with Union Pacific, as Southern Pacific does not reach Laredo directly. Currently, Southern Pacific and The Texas Mexican Railway Company jointly provide effective competition to the services provided by Union Pacific. In fact, their joint service is superior to that provided by Union Pacific. Our rail service monitoring processes show that Southern Pacific and the Texas Mexican Railway company

provides International Paper Company with superior service in terms of equipment supply and condition, transit-time consistency and economics.

A merger of Union Pacific and Southern Pacific will seriously reduce, if not effectively eliminate, our competitive alternatives via the Laredo gateway and negatively impact our ability to market our products in Mexico. Although these railroads have recently agreed to give certain trackage rights to the new Burlington Northern Santa Fe Railroad, we do not believe the Burlington Northern Santa Fe Railroad is financially strong enough to act as a real alternative. Moreover, the Burlington Northern Santa Fe Railroad does not have the terminals, locomotives, crews, boxcars, etc, to be able to service traffic over anything but limited distances outside its own system. Unfortunately, it is therefore quite unlikely that Burlington Northern Santa Fe Railroad will be an effective competitive replacement for an independent Southern Pacific throughout the 4,000 plus miles of trackage rights/sales involved in their agreement with Union Pacific/Southern Pacific at any time in the foreseeable future and of major concern here, certainly not on this important route as well.

I understand there is an alternative that will preserve effective competition for International Paper's traffic. The Texas Mexican Railway Company has indicated a willingness to purchase trackage where possible so as to be able to operate from Corpus Christi to connecting points with other rail carriers to provide efficient competitive routes and preserve their ability to compete for their customers' business. If the opportunity to own connecting trackage is foreclosed from consideration then the imposition of properly conditioned trackage rights (i.e. which would include appropriate interchange and adequate existing terminal facilities as well as joint control of dispatching on the trackage involved so as to assure The Texas Mexican Railway Company a bona fide ability to provide effective service to customers under equal and non-discriminatory conditions) may prove an effective way to address the loss of their sole connecting carrier.

The proponents of this merger recognize the necessity of these trackage right conditions when the Southern Pacific in its opening brief before the ICC in finance docket 32133 dated October 12, 1994 (Union Pacific control of Chicago North Western) stated:

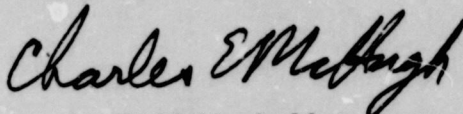
"SP's evidence has demonstrated substantial deficiencies in UP's handling of SP trains operating over UP's lines pursuant to trackage rights...(T)he evidence shows that UP failed to take appropriate and sufficient steps to afford SP trains the equal, non-discriminatory treatment required under the Commission's orders." And again, "Because control of the dispatching and movement of SP trains over the UP lines was in the hands of UP, SP was not in a position to avoid delays, to take steps to make up for them, and to provide consistent, reliable performance, as UP was able to and did do for its own trains."

Even the Union Pacific recognizes that trackage rights are inadequate to provide a viable competitive alternative. Recently, Union Pacific declined Southern Pacific's offer of reciprocal switching as an alternative to Union Pacific's building a 10 mile branch to serve several Texas chemical plants, saying "it has to have its own tracks to make best use of its operational effectiveness" as reported in the July 26, 1995 issue of Chemical Week. Trackage rights operating in such a way as to allow The Texas Mexican Railway Company to be truly competitive are essential to maintain the competition at Laredo that would otherwise be lost in the merger.

In the fateful event the Commission sees fit to approve this merger in any form, the International Paper Company urges the Commission to find it in the public interest to correct this particular loss of competition by conditioning this merger preferably with the sale of appropriate trackage and facilities to the Texas Mexican Railway Company or a grant of appropriately conditioned trackage rights (including adequate terminals and an equal voice in controlling dispatching over the affected lines) to them via efficient routes between Corpus Christi and these other connecting railroads.

Economical access to competitive international trade routes should not be jeopardized when the future prosperity of both countries depends so strongly on international trade.

Yours truly,



Charles E. McHugh, Manager
U.S. Distribution Operations

CEM/mat

cc: L.D. Fields - The Texas Mexican Railway Company
E.D. Greenberg, Esq.
M.W. Hubbell - International Paper

STB

FD-32760

11-7-95

J

ID-60366



M A G M A M E T A L S C O M P A N Y

A Subsidiary of Magma Copper Company

60366

Item No. _____

Page Count 2
Nov. #44

October 30, 1995

ENTERED
Office of the Secretary

NOV 8 1995

3 Part of
Public Record



Mr. Vernon Williams
Interstate Commerce Commission
Room 3315
12th and Constitution, N. W.
Washington, D. C. 20423-0001

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

Dear Mr. Williams:

Magma Copper Company and its operating divisions are major users of rail service for transportation between the United States and Mexico. The Laredo/Nuevo Laredo gateway is the primary route for shipments between the two countries for the majority of international traffic. This gateway possesses the strongest infrastructure of customs brokers. It also provides the shortest routing between major Mexican industrial and population centers and the Midwest and Eastern United States.

Magma depends on competition to keep prices down and to generate improvements in products and services. For many years Union Pacific and Southern Pacific have competed for traffic via Laredo, resulting in substantial cost savings and a number of service innovations. TexMex has been Southern Pacific's partner in reaching Laredo in competition with Union Pacific, as Southern Pacific does not reach Laredo directly.

A merger of Union Pacific and Southern Pacific will seriously reduce, if not eliminate, the competitive alternatives via the Laredo gateway. Although these railroads have recently agreed to give certain trackage rights to the new Burlington Northern Santa Fe Railroad, we do not believe the BNSF, as the only other major rail system remaining in the Western United States, will be an effective competitive replacement for an independent Southern Pacific on this important route.

I understand there is an alternative that will preserve effective competition in this corridor. TexMex has indicated a willingness to operate over trackage rights from Corpus Christi to

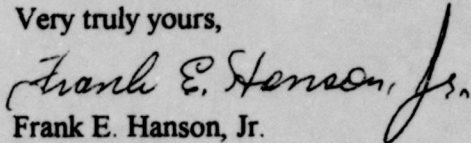
Mr. Vernon Williams
Interstate Commerce Commission
Page Two

Houston, Texas (or purchase trackage where possible) and to connect with the Kansas City Southern Railroad and other rail carriers at Houston. Trackage rights will allow Tex Mex to be truly competitive and are essential to maintaining the competition at Laredo that would otherwise be lost in the merger.

I urge the Commissioners to correct this loss of competition by conditioning this merger with a grant of trackage rights to TexMex allowing TexMex service to Houston.

Economical access to international trade routes should not be jeopardized when the future prosperity of the U.S. and Mexico depends so strongly on international trade.

Very truly yours,



Frank E. Hanson, Jr.
Director, Corporate Transportation & Logistics

STB

FD-32760

11-7-95

J

ID-60365

Item No. _____

Page Count 2
Nov. #45



United Catalysts Inc.

Girdler, CCI and Houdry Catalysts

P.O. Box 32370
Louisville, KY 40232 USA

ENTERED
Office of the Secretary

NOV 7 1995

3 Part of
Public Record

Telephone: 502-634-7200
Telex: 204190, 204239
Fax: 502-637-3732

November 1, 1995

Mr. Vernon Williams
Interstate Commerce Commission
Room 3315
12th and Constitution, N.W.
Washington, D.C. 20423-0001



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

Dear Mr. Williams:

My company is a major user of the rail service for transporting our products from the United States into Mexico. Some years, about 20% of our business is exports to Mexico. The primary route used for these shipments is the Laredo/Nuevo Laredo gateway. This gateway provides shortest routing between my company and Mexico's industrial center. The Laredo/Nuevo Laredo gateway also possesses the strongest infrastructure of customs brokers.

My company depends upon competition to keep prices down. For many years, Union Pacific and Southern Pacific have competed for my traffic through Laredo. As a result, I have realized substantial cost savings and my company has stayed competitive. TexMex has been Southern Pacific's partner in reaching Laredo, as Southern Pacific does not reach Laredo directly.

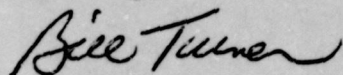
A merger of Union Pacific and Southern Pacific will seriously reduce, if not eliminate entirely, our competitive alternatives via the Laredo gateway. Although these railroads have agreed to give certain trackage rights to the new Burlington Northern Santa Fe Railroad (BNSF), I do not believe the BNSF will be an effective competitive replacement for an independent Southern Pacific. This route is very important to us.

I understand there is an alternative that will preserve effective competition in this gateway. TexMex has indicated a willingness to operate over trackage rights from Corpus Christi to Houston, Texas (or purchase trackage where possible) and to connect with the Kansas City Southern Railroad and other rail carriers at Houston. Trackage rights operating in such a way as to allow TexMex to be truly competitive are essential to

maintain the competition at Laredo, that would otherwise be lost in the merger. Thus, I urge the Commissioners to correct this loss of competition by conditioning this merger with a grant of trackage rights to TexMex; allowing service to Houston.

Economical access to international trade routes is key to the future prosperity and longevity of my company's business. Thanks for your kind consideration.

Sincerely,

A handwritten signature in cursive script that reads "Bill Turner".

Bill Turner, Manager
Purchasing and Traffic

STB

FD-32760

11-7-95

J

ID-60364

Item No. _____

Page Count 2

Nov. #46



City of Grand Rapids Michigan

OFFICE OF THE MAYOR

JOHN H. LOGIE
MAYOR

ENTERED
Office of the Secretary

NOV 8 1995

3 Part of
Public Record

November 1, 1995



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

Dear Secretary Williams:

Subject: Finance Docket 32760

The City of Grand Rapids has reviewed the proposed Union Pacific/Southern Pacific merger, and its effects on this community and the State of Michigan. While there may be benefits to the consolidation between these two railroads, it is important from an economic development standpoint that other options and proposals be weighed and considered before any merger approval is given by the Interstate Commerce Commission (ICC). Further, the City of Grand Rapids is not persuaded that the proposed agreement between the Union Pacific and the Burlington Northern/Santa Fe will satisfy our concerns over competition.

Conrail, Inc. has approached the City of Grand Rapids with its proposal for acquiring some of the Southern Pacific Eastern lines from Chicago and St. Louis to Texas and Louisiana. This proposal has great benefit for those midwest cities and states eager to encourage economic growth through the NAFTA.

Conrail has been and continues to be a good corporate resident of Grand Rapids and its level of service has greatly benefited the manufacturers and shippers in our community. This proposed acquisition by Conrail should only enhance the current service being provided. Economic expansion opportunities will be available to the businesses and industries in our community. In addition, with direct shipments of midwest-made products to new markets in Mexico, the mid-south and Gulf Coast regions, areas currently not easily accessed by midwest shippers, will be opened.

November 2, 1995
Page 2
Finance Docket 32760

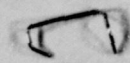
For these reasons, I am pleased to support Conrail's purchase of the Southern Pacific Eastern lines. Without the Conrail proposal being a part of the ICC's approval, the Union Pacific/Southern Pacific merger should not be consummated. Conrail's ownership of the Southern Pacific Eastern lines is good business sense and brings more corporate responsibility than the lease arrangement as proposed by Burlington Northern/Santa Fe.

Very truly yours,



JOHN H. LOGAN
MAYOR

c: David LeVan, CRC



STB

FD-32760

1-7-95

J

ID-60363



Specialty Flat-Rolled Steels
Butler Operations

ENTERED
Office of the Secretary

NOV 7 1995

Part of
Public Record

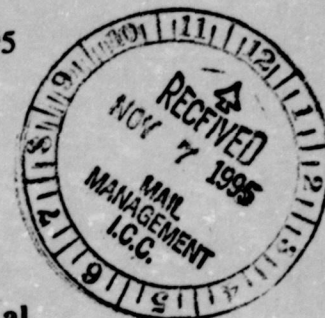
November 2, 1995

Item No. 160363

Page Count 1

NOV. #47

Mr. Vernon Williams
Interstate Commerce Commission
Room 3315
12th and Constitution, N.W.
Washington, D.C. 20423-0001



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

Dear Mr. Williams:

Our company has been a major user of rail service for transportation between the United States and Mexico. The Laredo/Nuevo Laredo gateway is the primary route for shipments between the two countries for the majority of international traffic. This gateway possesses the strongest infrastructure of customs brokers. It also prides the shortest routing between major Mexican industrial and population centers and the Midwest and Eastern United States.

Our company depends on competition to keep prices down and to spur improvements in products and services. For many years Union Pacific and Southern Pacific have competed for our traffic via Laredo, resulting in substantial cost savings and a number of service innovations. TexMex has been Southern Pacific's partner in reaching Laredo in competition with Union Pacific, as Southern Pacific does not reach Laredo directly.

A merger of Union Pacific and Southern Pacific will seriously reduce, if not eliminate, our competitive alternatives via the Laredo gateway. Although these railroads have recently agreed to give certain trackage rights to the new Burlington Northern Santa Fe Railroad, we do not believe the BNSF, as the only other major rail system remaining in the Western United States will be an effective competitive replacement for an independent Southern Pacific on this important route.

I understand there is an alternative that will preserve effective competition for my traffic. TexMex has indicated a willingness to operate over trackage rights from Corpus Christi (or purchase trackage where possible) to connect with other rail carriers to provide efficient competitive routes. Trackage rights operating in such a way as to allow TexMex to be truly competitive are essential to maintain the competition at Laredo that would otherwise be lost in the merger. Thus, I urge the Commissioners to correct this loss of competition by conditioning this merger with a grant of trackage rights via efficient routes between Corpus Christi and these connecting railroads.

Economical access to international trade routes should not be jeopardized when the future prosperity of both countries depends so strongly on international trade.

Yours truly,

William J. Ripple

William J. Ripple
Manager, Traffic & Logistics

STB

FD-32760

11-7-95

J

ID-60362



Item No. _____

Page Count 2

Nov. #48

60362

Enterprise Suite 200, 300 Madison Avenue, Toledo, Ohio, 43604-1575 • 419/243-8191 • Fax 419/241-8302

October 27, 1995

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

ENTERED
Office of the Secretary

NOV 8 1995

3 Part of
Public Record



RE: Finance Docket 32760

Dear Secretary Williams:

The Toledo Area Chamber of Commerce has carefully evaluated the proposed Union Pacific/Southern Pacific merger, and its effects on this community and the State of Ohio. While there may be benefits to the consolidation between these two railroads, it is important from an economic development standpoint that other options and proposals be weighed and considered before any merger approval is given by the Interstate Commerce Commission (ICC). Further, the Toledo Area Chamber of Commerce is not persuaded that the proposed agreement between the Union Pacific and the Burlington Northern/Santa Fe will satisfy our concerns over competition.

Conrail, Inc. has approached the Toledo Area Chamber of Commerce with its proposal for acquiring some of the Southern Pacific Eastern lines from Chicago and St. Louis to Texas and Louisiana. This proposal has great benefit for those midwest cities and states eager to encourage economic growth through the North American Free Trade Agreement (NAFTA).

Conrail has been and continues to be a good corporate resident of Toledo and its level of service has greatly benefited the manufacturers and shippers in our community. This proposed acquisition by Conrail will only enhance the current service being provided. Economic expansion opportunities will be available to the businesses and industries in our community. In addition, with direct shipments of midwest-made products to new markets in Mexico, the mid-south and Gulf Coast regions, areas currently not easily accessed by midwest shippers, will be opened.

For these reasons, the Toledo Area Chamber of Commerce strongly supports Conrail's purchase of the Southern Pacific Eastern lines. Without the Conrail proposal being a part of the ICC's approval, the Union Pacific/Southern Pacific merger should not be consummated. Conrail's ownership of the Southern Pacific Eastern lines is good business sense and brings more corporate responsibility than the lease arrangement as proposed by Burlington Northern/Santa Fe.

Thank you for the opportunity to comment on this proposal.

Sincerely,

Mark A. V'Soske

Mark A. V'Soske
President
Toledo Area Chamber of Commerce

cc: Mr. David M. LeVan, President & CEO
Consolidated Rail Corporation
2001 Market Street - 17th Floor
Philadelphia, PA 19101-1409



Conrail Seeks Support For Westward Expansion

By RIP WATSON
Journal of Commerce Staff

While much of the rail industry is looking east for the next big rail merger, David M. LeVan, Conrail chief executive, is looking west.

In a wide-ranging interview, Mr. LeVan said he wants to build customer support for a westward expansion of the Philadelphia-based carrier, which has offered to buy nearly 3,000 miles of key Southern Pacific rail routes that would bring Conrail to Texas and the Mexican border.

He wants Conrail to be viewed as an aggressive, independent player committed to strategies that will preserve competition if SP's merger with Union Pacific Railroad goes through.

Conrail made its bid for an "SP East" in late September, just before UP and SP signed a trackage rights/purchase agreement with Burlington Northern Santa Fe Corp.

The BNSF option was promoted as preserving competitive options for shippers, but some customers apparently still harbor reservations about a deal that would lock up 97% of Western rail traffic for BNSF and the combined UP/SP if the merger is completed.

Mr. LeVan called on customers to step forward and support his company's proposal now, saying many shippers are uncertain about the UP/SP deal with Burlington Northern Santa Fe.

"We have continued to have dialogue with customers about their reaction to the Burlington Northern Santa Fe solution," he said. "We've indicated we will continue to be there (with an offer) as long as there is a basis of customer support."



LeVAN

Conrail is understood to be eyeing lines between Chicago/St. Louis and Texas, including access to Mexican border crossings at Brownsville/Laredo, Eagle Pass and El Paso. Conrail also is interested in SP's New Orleans-Houston-El Paso mainline, a major international intermodal route, and access to the key rail gateway of Memphis.

He believes Conrail's "SP East" package fits neatly with the requirements of Conrail's key customers in the chemical, intermodal and automotive industries that depend on traffic originating and terminating in that area.

Prospects for Conrail's SP offer appear questionable. The proposal flies in the face of UP statements since early August that the SP's Eastern portion, known as the Cotton Belt, is not for sale.

Union Pacific also would have to change its mind about the exclusive features of the BNSF agreement, a questionable prospect since UP takes the position that its agreement with BNSF addresses every competitive issue, making it unnecessary to grant access to others.

Besides Conrail, Kansas City Southern Railway and several other carriers have expressed interest in portions of SP.

Conrail proposed to buy the "SP East" lines because Mr. LeVan believes ownership would enable it to give better service than it would receive as a tenant on someone else's railroad.

Mr. LeVan would not say how much Conrail offered for the "SP East" package. Estimates range upward of \$400 million.

He also declined to speculate on possible opposition to the UP/SP merger if Conrail cannot buy "SP East."

Conrail's offer is consistent with an overall strategy to preserve the company as an independent carrier, despite the envious looks being cast at Conrail's key routes linking Chi-

cago, St. Louis, New York, Philadelphia, Boston and other cities in between.

Responding to questions about a possible merger involving Conrail, Mr. LeVan said "to put it in the simplest terms, Conrail is not for sale. We don't see the need to pursue a merger."

That stance hasn't stopped the rumor mill from grinding on. The most common rumor involves Norfolk Southern with CSX weighing in to take a significant chunk of Conrail's 11,700-mile system.

Mr. LeVan clearly is unhappy with that kind of talk.

"Conrail is more valuable in its entirety than its pieces are," he said. "I'd have a very hard time understanding how someone could pay a representative price for the entire system and get economic benefit out of breaking up the system."

Some securities analysts make a different valuation, suggesting that Conrail's breakup value could be \$85 a share or more, an amount 20% above the stock's current trading range.

The Conrail chief said he spoke with John W. Snow, CSX Corp. chairman, earlier this year to express disappointment with Mr. Snow's public comments about the prospects for breaking up Conrail.

While taking a guarded position on mergers and acquisitions, Mr. LeVan was upbeat about cooperative service initiatives such as the new double-stack train service with NS that was formally dedicated Wednesday in Manassas, Va.

That route, which required \$17 million worth of clearance improvements, is the first effort to create a domestic north-south stack train service that parallels the main trucking arteries through Georgia, the Carolinas and Virginia.

Conrail has other joint ventures with Norfolk Southern, such as the Triple Crown Services, an intermod-

CONTINUED

CONTINUED

al network in the East and Midwest, and EMP, a domestic container service.

Conrail's labor relations apparently do not reflect the same level of cooperation, though Mr. LeVan sees some reason for optimism.

Responding to charges leveled by the Brotherhood of Maintenance of Way Employees last week during informational picketing, Mr. LeVan said, "We are in no way dragging our feet in labor negotiations."

STB

FD-32760

11-7-95

J

ID-60361

Reichhold Chemicals, Inc.
Corporate Headquarters
P.O. Box 13582
Research Triangle Park, NC 27709-3582

Item No. _____

Page Count 2

Nov. #49

60361

REICHHOLD

October 25, 1995

FD-32760

Mr. Dave LeVan
President and CEO
Consolidated Rail Corporation
2001 Market Street
Suite 17N
Philadelphia, PA 19101-1421



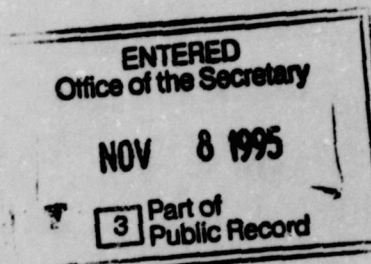
Dear Mr. LeVan:

Reichhold Chemicals, Inc. is extremely concerned about the competitive effects on us of the proposed acquisition of SP by UP. While we have reviewed the proposed agreement between UP and BN/Santa Fe which is intended to remedy those effects, we are far from persuaded that it will produce effective competition for our traffic.

We have also considered the possibility that Conrail would acquire some of SP's eastern lines in connection with the merger, especially the lines running from Chicago and St. Louis to Texas and Louisiana. We find this possibility to be much more appropriate and effective in addressing our concerns.

We think your proposal is better because it involves your ownership of the lines, where as most of the UP-BN/Santa Fe deal involves only trackage rights. We feel that the benefits of trackage rights are uncertain in that they can be easily lost if the railroads argue about whose traffic has priority, who is in charge of operations on the line, and so forth.

Another reason Reichhold Chemicals, Inc. favors Conrail's proposal is that it would provide the best service for us. To the extent that our shipments go to northeast, and midwest markets, Conrail service would be the fastest and most direct, and would involve the fewest interchanges.



TG:95103

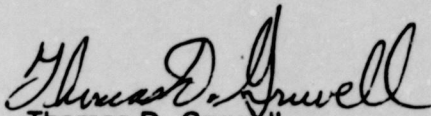
Tel: (919) 990-7500
Fax: (919) 990-7711

October 25, 1995
Page 2 of 2

Finally, we think your proposal helps to assure that we and other rail customers will have multiple rail options. We are extremely concerned about the trend toward only a few giant railroads. This is definitely not in the customers interest.

For all these reasons, Reichhold Chemicals, Inc. will actively oppose the UP-SP merger at the ICC, unless it is conditioned on acceptance of Conrail's proposal.

Very Truly Yours,



Thomas D. Gruwell
Distribution Manager

TDG/caa

cc: Mr. Drew Lewis
Union Pacific Railroad

The Honorable Vernon Williams
Interstate Commerce Commission

Mr. John Sammon
Consolidated Rail Corp.

STB

FD-32760

11-7-95

J

ID-60360

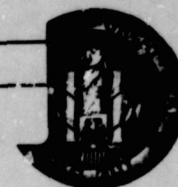
Wyoming State Legislature

213 State Capitol / Cheyenne, Wyoming 82002 / Telephone 307 / 777-1111

Item No. _____

Page Count 1

Nov. #41



October 31, 1995

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Office of the Secretary

NOV 8 1995

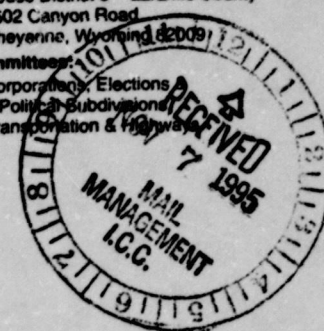
3 Part of
Public Record

House of Representatives

REPRESENTATIVE WAYNE JOHNSON

House District 9 - Laramie County
5502 Canyon Road
Cheyenne, Wyoming 82009

Committees:
Corporations, Elections
Political Subdivisions
Transportation & Highways



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

**RE: Finance Docket No. 32760, Union Pacific Corporation, Et. Al-
Control and Merger - Southern Pacific Rail Corporation, Et al.**

Dear Secretary Williams:

I have been asked to express my support of the proposed Union Pacific-Southern Pacific Railroad Merger. I am doing so with this letter. I feel that the proposed merger will strengthen rail competition throughout the western states. I also feel that it will enhance the qualities of service, especially to Wyoming producers. It will enable them to reach new markets with fair and competitive rates.

As I understand, the single-line service should provide improved efficiency and expanded capacity. This is very important to both year round and seasonal producers such as coal and grains.

As a means for improving rail service and strengthening rail competition, I support the proposed Union Pacific Railroad-Southern Pacific Railroad merger and urge your approval. I Appreciate your time and consideration concerning this issue.

Sincerely,

Wayne H. Johnson
Representative

Copy: Union Pacific Railroad Company

STB FD-32760 11-7-95 J ID-60359

60359

Trinity Packaging Corporation

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Office of the Secretary

NOV 8 1995

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Public Record

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FAX: 914-273-4715

Item No. _____

Page Count 2Nov. #42

October 27, 1995

Consolidated Rail Corporation
2001 Market Street 23-A
P.O. Box 41423
Philadelphia, PA 19101

ATTN: William Snyder Jr.

FD-32760



Dear Bill:

Trinity Packaging Corporation is extremely concerned about the competitive effects on us of the proposed acquisition of SP by UP. While we have reviewed the proposed agreement between UP and BN/Santa Fe which is intended to remedy those effects, we are far from persuaded that it will produce effective competition for our transportation business.

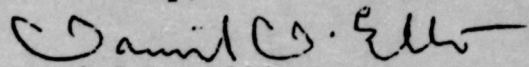
We have also considered the possibility that Conrail would acquire some of SP's eastern lines in connection with the merger, especially the lines running from Chicago and St. Louis to Texas and Louisiana. We find this possibility to be much more appropriate and effective in addressing our concerns. We think your proposal is better because it involves your ownership of the lines, whereas most of the UP-BN/Santa Fe deal involves only trackage rights. We have learned that the benefits of trackage rights are uncertain in that they can easily be lost if the railroads argue about whose traffic has priority, who is in charge of operations on the line, and so forth.

Another reason Trinity favors Conrail's proposal is that it would provide the best service for us. We are sure it would reduce our service time from Louisiana and Texas to our Pennsylvania plant by a minimum of 2 days. Conrail service would be the fastest and most direct, and would involve the fewest handlings. This is important to us given the nature of our products.

Finally, we think your proposal helps to assure that we and other rail customers will have multiple rail options. We are extremely concerned about the trend toward only a few giant railroads. This is definitely not in the customers' best interest.

For all these reasons, Trinity will actively oppose the UP-SP merger at the ICC, unless it is conditioned on acceptance of Conrail's Proposal.

Sincerely,

A handwritten signature in dark ink, appearing to read "Daniel D. Ellis", with a long horizontal flourish extending to the right.

Daniel D. Ellis
Director of Transportation

CC: ICC Commissioners
Drew Lewis, UP
Cong. _____
Sen. _____

STB

FD-32760

11-7-95

J

ID-60358

County Of Taylor

Lee Hamilton
Taylor County Judge
Taylor County Courthouse
300 Oak Street
Abilene, Texas 79602
(915) 674-1235

ENTERED
Office of the Secretary

NOV. 8 1995

3 Part of
Public Record

Item No. 60358

Page Count 4

Nov #53



October 27, 1995

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



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

Dear Mr. Williams:

My name is Lee Hamilton, and I am County Judge, Taylor County, Texas. I am writing to express my strong support for the proposed merge of the Union Pacific and Southern Pacific railroads, now before the Interstate Commerce Commission in Finance Docket 32760, Union Pacific Corporation, et al.--Control and Merger--Southern Rail Corporation, et al.

I believe the Union Pacific-Southern Pacific merger will produce important benefits for the citizens and businesses of Abilene, Taylor County, Texas. The merger should provide faster and more cost-effective rail service, improved service to many destinations, and stronger rail competition in Texas.

Our shippers will benefit from significant service improvements resulting from this merger. In particular, shippers served by Union Pacific will have access to new single-line service across Southern Pacific's Southern corridor to California. This new single-line route will give them highly efficient service to California, gateways to Western Mexico, and markets in Arizona and New Mexico. Moreover, Union Pacific and Southern Pacific have announced plans to upgrade the lines between Fort Worth and southern California. Shippers should be able to realize mileage savings and service improvements. The public should benefit from less highway congestion due to a reduction in truck traffic.

Our shippers will also gain new single-line service to other locations served by the Southern Pacific, including points in Louisiana, Arkansas, Colorado, Utah, and Oregon. Receivers will also benefit from more efficient movement of products consumed in West Texas.

Traffic moving north to Memphis, St. Louis, and Chicago, and for connections to the Northeast, should also enjoy improved service, due to the ability to coordinate terminals, use alternative routes, and build run-through trains that can avoid terminal delay. In addition, I understand that Union Pacific-Southern Pacific plans to add new service between Fort Worth and Denver following the merger.

Shippers should also benefit from better equipment supply after the merger. The merged Union Pacific-Southern Pacific will be able to reposition equipment more efficiently, thus offering greater equipment availability to shippers. In addition, yard consolidation will create new storage-in-transit opportunities.

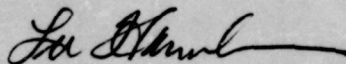
The merger should also be good for employment and economic development in the West Texas area. The improvement described above should lead to an increase in traffic and greater employment opportunities for railworkers. I expect that the improved service will also help to stimulate service growth in the area.

The Union Pacific-Southern Pacific merger should also strengthen rail competition in the region. Currently, the only efficient way to move goods from West Texas to California is along Burlington Northern-Santa Fe's Southern Corridor route. Southern Pacific's competing route has been plagued by capacity constraints and service problems. The merger between Union Pacific and Southern Pacific would create a railroad that could offer strong competition to Burlington Northern-Santa Fe along this important route. Competition should also increase for traffic moving to the east and south as a result of new operating rights Burlington Northern-Santa Fe will receive in East Texas and Louisiana and access it will receive to certain Mexican gateways.

More generally, the recent merger of the Burlington Northern and Santa Fe railroads created a large and efficient route system, with unmatched assets. Other railroads are not large enough to provide real competition to the Burlington Northern-Santa Fe. However, Union Pacific and Southern Pacific together would be large enough and efficient enough to provide effective competition. The Union Pacific-Southern Pacific merger is needed to maintain and strengthen competition and to give our Union Pacific-served shippers the ability to compete successfully with businesses served by the Burlington Northern-Santa Fe.

In conclusion, I believe that the merger will improve rail service in West Texas and that it will strengthen rail competition, all to the benefit of Abilene/Taylor County and its businesses. We strongly support the merger.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Lee Hamilton", with a long horizontal flourish extending to the right.

Lee Hamilton

LH/gr

cc: The Honorable Bob Hunter
State Representative, District 71

VERIFICATION

STATE OF TEXAS §
 §
COUNTY OF TAYLOR §

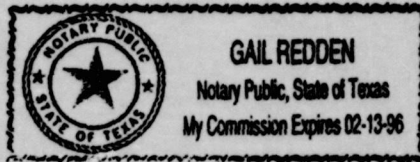
Lee Hamilton, being first duly sworn, deposes and says that he has read the foregoing document, knows the facts asserted therein, and that the same are true as stated.

Lee Hamilton
Lee Hamilton

Subscribed and sworn to before me this 2nd day of
October, 1995.
Nov.

Gail Redden
Notary Public

(Seal)



STB

FD-32760

11-7-95

J

ID-60357

600357

ROCK SPRINGS
CHAMBER OF COMMERCE



Item No. _____

Page Count 1

Nov. #52

October 27, 1995



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

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

Dear Secretary Williams:

The Rock Springs Chamber of Commerce supports the proposed merger between the Union Pacific Railroad and the Southern Pacific Railroad. Rock Springs has a long and prosperous history with Union Pacific Railroad, and views the proposed merger as an enhancement to our community.

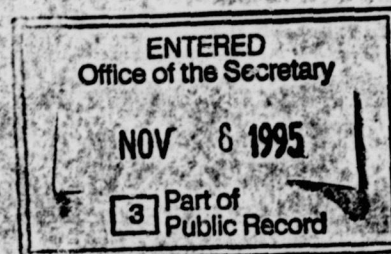
The proposed merger will strengthen the competitive opportunities of the Union Pacific Railroad. This improved competitiveness will in return enhance important economic sectors important to the Rock Springs business community. The single-line service for Wyoming businesses will open new import/export points.

The prompt approval of the UP/SP merger will provide significant economic benefits for Rock Springs and Wyoming. We urge your approval of the proposed merger.

Sincerely,

Mike Hill
President Rock Springs Chamber of Commerce

cc: David Fischer
(Union Pacific Railroad Company)
1416 Dodge St., Rm. 801
Omaha, NE 68179



Sweetwater County ...
by choice

1897 DEWAR DRIVE, P.O. Box 398, Rock Springs, WYOMING 82902-0398,
PHONE: (307) 362-3771 FAX: (307) 362-3838, 800-46-DUNES

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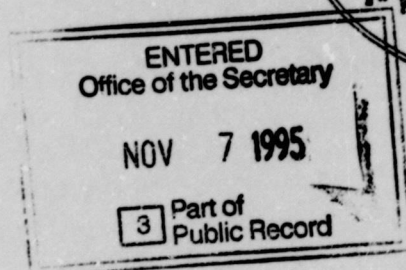
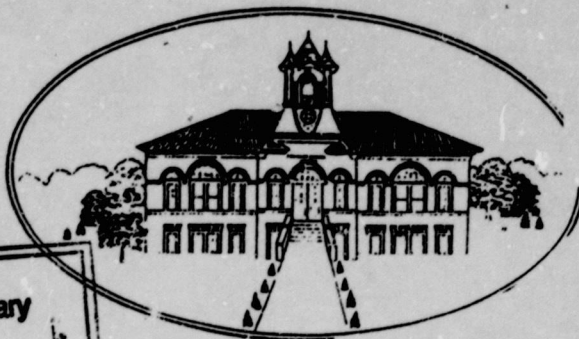
11-7-95

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ID-60356

Town of Crowley

P.O. Box 36
Crowley, Colorado 81033
(303) 267-3384



Item No. 60356

Page Count 1

Nov. #51

11-3-95

The Honorable Vernon Williams
Interstate Commerce Commission
12th and Constitution Aves. NW
Washington, D.C. 20423

RE: ICC FINANCE DOCKET NO. 32760

Dear Mr. Williams:

I am the mayor of the small Town of Crowley Colorado in Crowley County. I write to express my concern over the notice of intent to abandon service filed by the Union Pacific and Southern Pacific Railroads. Crowley County is a rural area directly dependent upon rail service for the transport of grains. The Town and County rely upon tax revenues derived from railroad properties. If service is discontinued and the track is pulled the Town and County will suffer dramatic economic consequences as it is 19% of total County base and 36% of the total Town base.

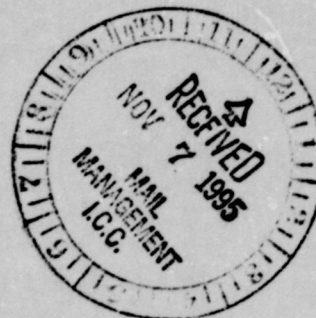
I understand that the Commission has the power to deny or condition the application to abandon. I would ask the Commission to deny the application, or to place restrictions on the application which afford our County and Town time to respond to the loss of services and revenues.

Much of our irrigation water has been transferred to cities, our school closed in Crowley. Small rural Towns which came into being because of the railroad and now have long term water and sewer bond obligations. The abandonment of the railroad could be the final blow. Also any hope of new economic development would be lost because of no railroad,

It is vital to us that you stop this action.

Sincerely,

Norene Aydelotte
Norene Aydelotte, Mayor of Crowley



STB

FD-32760

11-7-95

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ID-60355

Wyoming State Legislature

213 State Capitol / Cheyenne, Wyoming 82002 / Telephone 307 / 777-7881

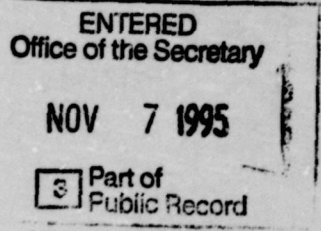


Item No. _____

Page Count 1

Nov. #54

November 2, 1995



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

RE: Finance Docket N. 32760, Union
Pacific Corporation, et al -
Control & Merger - Southern Pacific
Rail Corporation, et al.

Dear Secretary Williams:

I am submitting this letter in support of the proposed Union Pacific Railroad - Southern Pacific Railroad merger. The proposed merger should enhance opportunities for Wyoming producers to reach new import and export markets. The faster and more efficient rail service will justify increased investment to expand rail capacity and increase employment and economic growth in Wyoming.

I support the merger of the Union Pacific and Southern Pacific Railroads as a means to improve rail service and to enhance economic growth in Wyoming. I respectfully request your prompt approval of the merger.

Sincerely,

Patti L. MacMillan
State Representative

cc: David Fischer
Union Pacific Railroad Company
1416 Dodge Street, Rm. 801
Omaha, NE 68179

STB FD-32760

11-7-95

J

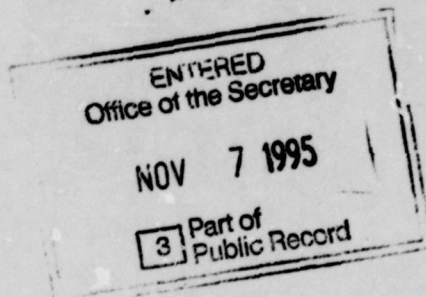
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Item No. _____

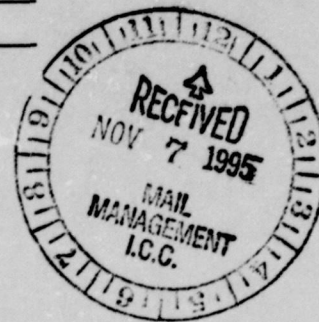
Page Count 2

Nov. #50

60354



October 26, 1995



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

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

Dear Secretary Williams:

As a member of the Utah House of Representatives representing District 29, Salt Lake City, Utah, I am writing to strongly urge support and prompt approval for the proposed merger between Union Pacific Railroad Company and Southern Pacific Transportation Company.

Union Pacific has had a long and rich history intertwined with the State of Utah since completion of the first transcontinental railroad commemorated by the driving of the golden spike in 1869 at Promontory Point, Utah. Southern Pacific, which now includes the Denver and Rio Grande Western Railroad Company, has also provided rail services in the State of Utah. Nevertheless, the recent merger of the Burlington Northern and Santa Fe Railroads has raised serious concerns regarding Southern Pacific's long-term economic viability as a competitive rail line. The UP/SP merger will assure that Utah shippers continue to have access to high quality rail service in the State.

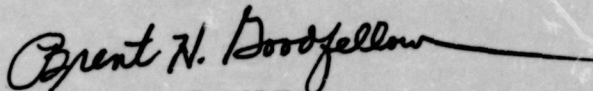
In addition, Union Pacific's negotiated track agreement with BN/SF will assure maintenance of rail competition in Utah corridors presently served by Union Pacific and Southern Pacific. This trackage agreement eliminates concerns that shippers may be held captive to rates dictated by only one railroad.

In summary, the proposed UP/SP merger will dramatically improve rail services within the State of Utah. Competition will be strengthened with entry of BN/SF to serve Utah

The Honorable Vernon A. Williams
October 26, 1995
Page 2

points now jointly served by UP and SP. Future concerns regarding SP service, finances and capital constraints will be overcome, and SP customers will have the assurance of long-term, top-quality service from a financially strong railroad. I urge your approval of the proposed merger.

Sincerely,


Brent H. Goodfellow

3620 South 6000 West
West Valley City, UT 84120
Utah House of Representatives
District 29 - Salt Lake

DCF:k

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STB

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ID-60353

STATE CAPITOL
P.O. BOX 942849
SACRAMENTO, CA 94249-0001
(916) 445-7402
DISTRICT OFFICE
10 OLD PLACERVILLE ROAD
SUITE 106
SACRAMENTO, CA 95827
(916) 302-4161

Assembly California Legislature

LARRY BOWLER
ASSEMBLYMAN, TENTH DISTRICT

60353
COMMITTEES:
BANKING & FINANCE
EDUCATION
PUBLIC SAFETY
TRANSPORTATION, Vice Chair



Item No. _____

Page Count 1

Nov. 7 1995

October 27, 1995

The Hon. Vernon Williams
Secretary, Interstate Commerce Commission
12th Street and Constitution Avenue, Room 2215
Washington, DC 20423

RE: Finance Docket No. 32760

Dear Secretary Williams:

I am writing in support of the proposed merger of the Union Pacific Railroad with the Southern Pacific Railroad.

Rail service is critical to California's economic vitality. As a result of other recent mergers, the rail market in California is on the verge of becoming uncompetitive. The UP/SP merger is vital if we are to allow smaller carriers to remain viable and competitive.

The benefits of increased competition that this merger will allow UP/SP to remain as a player in important markets such as the California-Chicago intermodal traffic and that between Seattle/Tacoma and Southern California. In addition, it will allow for greater speed of delivery, reliability and frequency of schedules as a result of increased streamlining. The result will be cost savings for rail shippers and draw increased investment for the future.

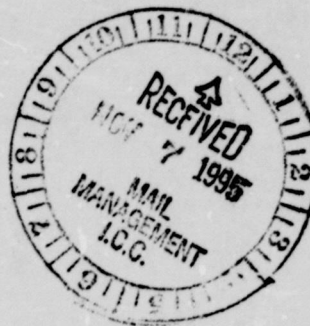
For these and other reasons, I strongly urge the Commission to approve this merger. Thank you in advance for your consideration.

Sincerely,

LARRY BOWLER

Vice-Chairman, Assembly Transportation Committee.

LB/lde



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Office of the Secretary

NOV 7 1995

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Item No. _____

Page Count 2

Nov. 7



PORT OF CLEVELAND

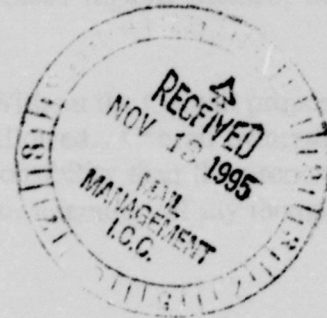
Cleveland - Cuyahoga
County Port Authority
101 Erieside Avenue
Cleveland, Ohio 44114-1095
216.241.8004 tel
216.241.8016 fax

November 8, 1995

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Public Record



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

FD-32760

Dear Secretary Williams:

We are watching the proposed Union Pacific/Southern Pacific (UP/SP) Railroad merger and are wary of its effects on Northeast Ohio. We write to ask that the merger not be allowed as currently planned. Even with the provision that the Burlington-Northern-Santa Fe (BNSF) would obtain trackage rights on the eastern end of the old SP, the proposal is anti-competitive. It would have a negative impact on rail service here. Better alternatives exist. The UP/SP merger does not serve the public interest.

The merger may work well for the railroads who are parties, but does not serve our region's economic development of efficient transportation needs. In fact, it is disadvantageous because Conrail has proposed something that does serve the public interest: namely, acquiring a large portion of the SP's eastern lines. These run from Chicago and St. Louis into Arkansas, Texas, and Louisiana.

Conrail ownership would give Ohio direct, efficient rail access to growing Gulf Coast, Mid-South, and Mexican markets. Its proposed one-line direct capacity is the fastest, most direct, and least complicated mode. Its plan would help us grow, help our companies compete, and strengthen the competition here by strengthening Conrail vis a vis the Norfolk & Southern and CSX. This ensures vigorous competition from the Midwest to the Mid-South and Gulf Coast.

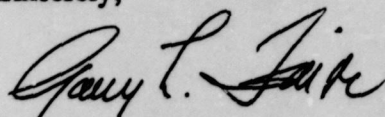
Another Conrail proposal advantage is that ownership vs leasing. Conrail proposes to own the lines. BN-SF's rented trackage rights from UP give limited benefits which can easily be lost if the two disagree over traffic priority or operational authority. We also believe an owner will invest more in the economic development of the region around its lines. Thus, we believe Conrail's proposal will add to Ohio's economic partners.

Honorable Vernon A. Williams
November 8, 1995
Page Two

Conrail is a good corporate citizen of Ohio. Its service has greatly benefitted Ohio's manufacturers and shippers. The proposed acquisition by Conrail will enhance its current service, and help businesses and industries in our state expand. With direct shipments of midwestern products to new markets in the Mid-South, and Gulf Coast regions Mexico, new markets for these products could open.

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

Sincerely,



Gary L. Failor
Executive Director

GLF:tah

cc: Bill Burges

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FD-32760

1-11-95

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WASHINGTON, D.C. 20006-1882

202-463-2000
TELEX 892603
FACSIMILE
202-861-0473

WRITER'S DIRECT DIAL NUMBER

January 11, 1996

BY HAND

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
12th Street & Constitution Ave., NW
Room 2215
Washington, DC 20423



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

Dear Secretary Williams:

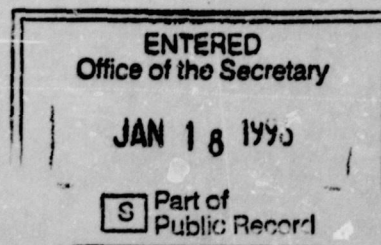
Enclosed for filing in the above-captioned docket are twenty (20) copies of a January 11, 1996 letter from Erika Jones to Michael Rosenthal.

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

Sincerely,

Kelley O'Brien

Kelley O'Brien



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202-463-2000
TELEX 892603
FACSIMILE
202-861-0473

ERIKA Z. JONES
202-778-0642

January 11, 1996

VIA FACSIMILE

Michael Rosenthal, Esquire
Covington & Burling
1201 Pennsylvania Avenue, N.W.
Washington, DC 20044

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

Dear Mr. Rosenthal:

In response to Arvid Roach's January 10 letter, Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company currently intend to attend all of the scheduled depositions.

Sincerely,

Erika Z. Jones
Erika Z. Jones *kr*

cc: Restricted Service List
Honorable Vernon A. Williams



ENTERED
Office of the Secretary

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Public Record

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WASHINGTON, D.C. 20006-1882

Item No. 60777

Page Count 2
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Office of the Secretary

JAN 16 1996

January 9, 1996

BY HAND

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
12th Street & Constitution Ave., NW
Room 2215
Washington, DC 20423

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

Dear Secretary Williams:

Enclosed for filing in the above-captioned docket are an original and twenty (20) copies of a January 5, 1996 letter from Erika Jones to All Parties of Record.

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

Sincerely,

Kelley O'Brien

Kelley O'Brien



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Office of the Secretary

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202-861-0473

JAN 4 6 1996

ERIKA Z. JONES
202-778-0642

January 5, 1995

TO ALL PARTIES OF RECORD:

This letter advises all interested parties about the availability of BN/Santa Fe's three testifying witnesses for depositions. We have endeavored to fit within the open dates on the schedule previously arranged for the UP/SP witnesses.

The BN/Santa Fe witnesses will be made available on the following dates:

Carl Ice	February 21 (to be continued on February 22 if necessary)
Neal Owen	February 23
Larry Lawrence	February 29

The witnesses will be available at the offices of Mayer, Brown & Platt, 2000 Pennsylvania Avenue, N.W., Suite 6500, Washington, D.C. 20006. Consistent with the discovery guidelines, we request counsel to identify in writing any documents they wish to use in deposing these witnesses as early as possible, but in any event no later than 24 hours before the deposition. To the extent that counsel wishes to depose a witness on a document that is not part of the BN/Santa Fe testimony or not otherwise available in the BN/Santa Fe document depository, please provide a copy of the document itself. Please direct document identifications and copies (as appropriate) to Adrian Steel at Mayer, Brown & Platt (facsimile number 202-861-0473).

Sincerely,

Erika Z. Jones
Erika Z. Jones

