

STB

FD-32760

3-27-02

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CITY



Surface Transportation Board
Washington, D.C. 20423-0001

Office Of Congressional and Public Services

March 27, 2002

The Honorable Carroll G. Robinson
Houston City Council Member
At-Large, Position Five
P.O. Box 1562
Houston, TX 77251

Dear Councilman Robinson:

This is in reply to your letter addressed to Dana White of our Section of Environmental Analysis asking for information about how the City of Houston can reopen the proceeding in which the Surface Transportation Board (the Board) approved the merger of the Union Pacific (UP) and Southern Pacific (SP) railroad systems.

Based on other correspondence we have received from you and on conversations you have had with Ms. White and with Nancy Beiter of my staff within the Section of Congressional and Press Services, my understanding is that you are opposed to the petition for exemption filed in STB Finance Docket No. 34079, *San Jacinto Rail Limited - Construction Exemption - And The Burlington Northern and Santa Fe Railway Company - Operation Exemption - Build-Out to the Bayport Loop Near Houston, Harris County, Texas*, by the San Jacinto Rail Limited and The Burlington Northern and Santa Fe Railway Company (BNSF) to construct a 12.8-mile rail line in the Bayport Industrial District in Southeast Houston. In this regard, you faxed to Ms. Beiter a proposal made by BNSF to UP offering to withdraw that petition if UP were to grant trackage rights to BNSF that would allow BNSF to provide alternative service to the shippers who support construction of the new 12.8-mile line. You also faxed a response from UP to BNSF rejecting the proposal as offered.

Because of that response by UP, it is my understanding that you are interesting in filing a petition with the Board to reopen the Board's decision issued on August 12, 1996, in Finance Docket No. 32760, *Union Pacific Corporation, Union Pacific Railroad Company, and Missouri Pacific Railroad Company--Control and Merger--Southern Pacific Rail Corporation, Southern Pacific Transportation Company, St. Louis Southwestern Railway Company, SPCSL Corp., and The Denver and Rio Grande Western Railroad Company*, authorizing the merger of the UP and SP railroad systems. In your petition, you would ask the Board to amend its 1996 decision to require UP, as a condition of the Board's approval of that merger, to grant BNSF trackage rights over a UP line that serves shippers in the Bayport Industrial District.

Under the Board's rules, a petition seeking reopening may be filed on the basis of new evidence, changed circumstances, or material error. In my view, which is not binding on the

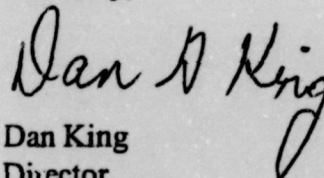
agency, it is unlikely that the Board would be able to grant a petition for reopening such as you envision at this late date. Throughout the UP/SP proceeding, various parties sought to require UP to share its Houston-area facilities with BNSF, but the Board concluded that with the other conditions it imposed, the UP/SP merger would not diminish competition, and it therefore did not order such "open access" as a merger condition. The Board's decision was affirmed in court, and the UP/SP merger was consummated several years ago. As there does not appear to be new evidence, changed circumstances, or material error, it would be difficult from a legal standpoint to impose such a new condition on UP now that the carrier has gone forward with the transaction in reliance on the Board's approval. Indeed, even the formal 5-year oversight period that the Board imposed as a merger condition has ended, as you will see from the Board's decision in STB Finance Docket No. 32760 (Sub-No. 21), *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 [General Oversight]*, Decision No. 21 (STB served Dec. 20, 2001).

Apart from the UP/SP merger, under the law the Board may require one carrier to give another carrier access to its terminal facilities. The "competitive access" statute, however, is not triggered without a finding of anticompetitive conduct. Therefore, my informal opinion is that, unless it found UP's actions anticompetitive -- which in my view is unlikely, as there is no apparent anticompetitive conduct on UP's part -- the Board could not force UP to grant trackage rights to BNSF.

Therefore, you might instead wish to file in opposition to the construction petition in STB Finance Docket No. 34079. I note that you have already asked to be put on the service list in that docket, but you have not asked to be made a party of record. You may become a party of record by filing in opposition to the petition for exemption on the merits stating the reasons for your view that the petition is inconsistent with the public convenience and necessity as set out in 49 U.S.C. 10901(b). You might take the position in your filing, for example, that the shippers can be adequately served by UP without the new construction. You may also present evidence during the environmental review process. And finally, you may file any comments you might have in opposition to the conclusions reached in the Final Environmental Impact Statement when it is issued. In this regard, I enclose, for your review, an information bulletin prepared by my office entitled "Railroad Construction Applications before the Surface Transportation Board." It contains the applicable statute, the rules from the Code of Federal Regulations, and a brief summary of the environmental review process. The general rules for presenting petitions and opposition filings to the Board can be found in the Code of Federal Regulations at 49 CFR 1104.

I hope you find this information helpful.

Sincerely,


Dan King
Director

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4-19-99

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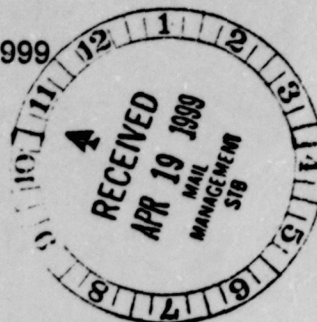
ANTONIO V. SILVA, P.C.

Attorneys at Law
2616 Montana Avenue
El Paso, Texas 79903

Antonio V. Silva*
Enrique Lopez
*Licensed in Texas
and New Mexico

Phone (915) 564-5444
Fax (915) 564-4413

April 14, 1999



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

Re: Complaint against Union Pacific Railroad Corporation

Dear Mr. Williams:

Please be advised that this law office represents Mr. Ernesto Mendoza of Union Pacific Railroad Corporation in connection with this complaint.

Please reference the United State Department of Transportation, Surface Transportation Board Finance docket No. 32760 whereby the merger of the rail carriers controlled by the Union Pacific Corporation and the Southern Pacific Corporation was approved.

On March 24, 1999, in Scottsdale, Arizona, a section 4 under New Dock was served the Union Pacific Railroad on Labor on its proposed El Paso Hub agreement. The Union Pacific operating plan to the Surface Transportation Board (STB) indicates that the Collecting Bargaining Agreement (CBA) of the Hub would be compatible with the efficiencies and economies that will benefit the public as outlined in the Carrier's Operating Plan as approved by the STB. The CBA for the El Paso Hub is calling for all inter-divisional run jobs operating between El Paso and Tucson to be home based in Tucson Arizona. This is funneling out all high paying jobs out of the Hub (El Paso) to an outside source (Tucson). The economies and efficiencies of the public for El Paso Hub is not being met because it is discriminatory and retaliatory to remove all these jobs from El Paso whose population is 72% Hispanic and will be detrimental to the public economy as well as that of the State of Texas. Likewise, many of the employees affected are Hispanic. Finally, the reasons stated for the move are false.

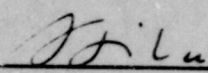
Therefore, on behalf of Mr. Ernesto Mendoza, we are asking that you intervene so that this decision be corrected and the Union Pacific Railroad comply with its initial operating plan for El Paso, i.e, no jobs be transferred out El Paso and that the economies be addressed.

Should you have any questions or comments or need further information, please feel free to call.

Sincerely,

ANTONIO V. SILVA, P.C.

By: _____


Antonio V. Silva

AVS:ms

cc: Mr. Ernesto Mendoza

STB FD 32760

4-19-99

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FD 32760

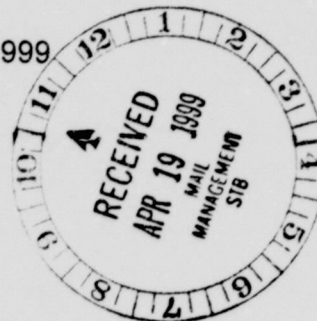
ANTONIO V. SILVA, P.C.

Attorneys at Law
2616 Montana Avenue
El Paso, Texas 79903

Antonio V. Silva*
Enrique Lopez
*Licensed in Texas
and New Mexico

Phone (915) 564-5444
Fax (915) 564-4413

April 14, 1999



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

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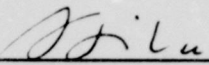
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Therefore, on behalf of Mr. Ernesto Mendoza, we are asking that you intervene so that this decision be corrected and the Union Pacific Railroad comply with its initial operating plan for El Paso, i.e, no jobs be transferred out El Paso and that the economies be addressed.

Should you have any questions or comments or need further information, please feel free to call.

Sincerely,

ANTONIO V. SILVA, P.C.

By: 
Antonio V. Silva

AVS:ms
cc: Mr. Ernesto Mendoza

STB FD

32760

4-13-99

J

MAYER, BROWN & PLATT

1909 K STREET, N.W.

WASHINGTON, D.C. 20006-1101



MAIN TELEPHONE
202-263-3000
MAIN FAX
202-263-3300

WRITER'S DIRECT DIAL:
(202) 263-3232

April 12, 1999

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

RE: **Finance Docket No. 32760 (Sub-No. 21), Union Pacific Corporation, et al.--
Control and Merger--Southern Pacific Rail Corporation, et al. [General
Oversight]**

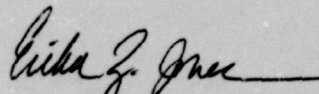
Dear Mr. Williams:

This is to notify you and all parties of record in the above-captioned proceeding that the address of the undersigned counsel for The Burlington Northern and Santa Fe Railway Company has changed to:

1909 K Street NW
Washington, DC 20006-1101

Please revise your records accordingly.

Sincerely,


Erika Z. Jones

cc: All Parties of Record

STB FD

32760

2-19-99

J

LEBOEUF, LAMB, GREENE & MACRAE
L.L.P.

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

1875 CONNECTICUT AVENUE, N.W.
WASHINGTON, DC 20009-5728

(202) 986-8000

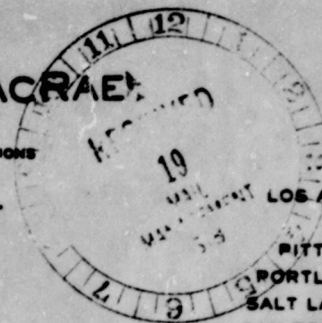
TELEX: 440274 FACSIMILE: (202) 986-8102

NEW YORK
WASHINGTON
ALBANY
BOSTON
DENVER
HARRISBURG
HARTFORD
HOUSTON
JACKSONVILLE

WRITER'S DIRECT DIAL:

(202) 986-8050

February 16, 1999



LOS ANGELES
NEWARK
PITTSBURGH
PORTLAND, OR
SALT LAKE CITY
SAN FRANCISCO
BRUSSELS

PARIS

MOSCOW

ALMA

LONDON

(A LONDON-BASED
MULTINATIONAL PARTNERSHIP)

SÃO PAULO

IN ASSOCIATION WITH
TAVARES GUERREIRO ADVOGADOS

VIA FACSIMILE

Surface Transportation Board
Office of the Secretary
1925 K Street, N.W., Seventh Floor
Washington, DC 20423-0001
Attn: Mr. Cambridge

Re: Finance Docket No. 32760 -- Change to Service List

Dear Mr. Cambridge:

Please remove the following name from the official service list in the above-referenced matter:

Daniel Aronowitz, Esq.
LeBoeuf, Lamb, Greene & MacRae, L.L.P.
1875 Connecticut Avenue, N.W.
Washington, D.C. 20009-5728

Sincerely,

Michael F. McBride

Michael F. McBride
Brenda Durham

Attorneys for Farmland Industries, Inc.

cc: All Parties of Record

STB

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32760

3-29-98

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Item No. _____

Page Count 2

Mar #742

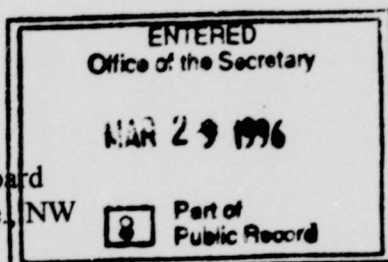
Dakota

n Growers Association

415 38th St. SW, Fargo, ND 58103 / 701-277-0573 / FAX: 701-282-6623

March 22, 1996

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
12th and Constitution Ave.
Washington, D.C. 20423



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

Dear Secretary Williams:

The profitability of American agriculture relies not only on the ability of farmers to produce food, but also their ability to transport raw and processed ag products. Many times, the profit margin is defined by the availability of economic transportation systems. Major changes to this infrastructure reverberate throughout the Heartland.

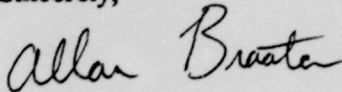
The North Dakota Corn Growers Association consists of 800 farmer members who raise corn, soybeans, wheat and livestock. As federal farm changes to directly meet the demands of the marketplace, it becomes crucial that our products can reach their markets in raw or processed form in the most economical way. Agriculture in the upper Great Plains has little flexibility in transporting goods. With no river access and the limited ability and expense of truck transportation, the rail industry plays a vital role in our profitability.

We have already seen the conglomeration of one major system, Burlington Northern. With the merger of Union Pacific and Southern Pacific, only two major railroads will exist in the western half of this country. Competition is heavy and prices remain stable if all railroads remain on an equal playing field. We have already faced rail car shortages and elevators which cannot buy more grain because they were at capacity. Our farmers cannot wait for elevators or railroads when they harvest their crops. They need to take their grain somewhere if they can't store it on their farms. This does not allow the farmer to search for the best price and forces them to sell when they may not want to sell. We are concerned that this merger will place additional undue burden on farmers with affects reaching the entire industry.

This issue needs to be researched intensively for its implications to farmers of our state and county. We can not let the big business of railroads trap the captive business of agriculture in the name of growth and power. Please continue to fight for the agriculturists of this state and country.

I state that this information is correct and that I am qualified to offer this statement on behalf of the North Dakota Corn Growers.

Sincerely,

A handwritten signature in cursive script that reads "Allan Braaten". The signature is written in dark ink and is positioned below the word "Sincerely,".

Allan Braaten
President, ND Corn Growers

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32760

3-29-98

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Item No. _____

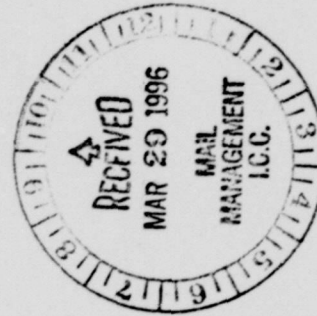
Page Count 2

R: Mar #743

JASMIN • RIO BRAVO POSO • RIO BRAVO ROCKLIN

March 28, 1996

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



Via UPS

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

ENTERED
Office of the Secretary

MAR 29 1996

8 Part of
Public Record

Dear Secretary Williams:

I am the General Manager of Rio Bravo Poso and Rio Bravo Jasmin which owns and operates two coal-fired cogeneration plants near Bakersfield, California. I am responsible for purchasing and arranging for the delivery of as much as 260,000 tons of coal annually consumed by these plants. Such deliveries are regularly transported by Union Pacific Corp. as well as other railroads. I am submitting this statement in opposition to the proposed UP/SP merger unless the level of competition which currently exists in the market for rail services to these plants can be maintained.

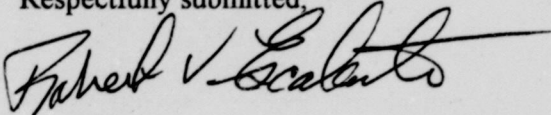
Coal for the Rio Bravo Poso and Rio Bravo Jasmin plants originates in the Utah coal fields and is transported by rail about 900 miles to a rail unloading facility in Wasco, California. The contract portion of the plants' coal must be originated on the Utah Railway and Southern Pacific, interchanged with the Union Pacific at Provo, Utah and interchanged again at Barstow, California for final delivery by BNSF. I have the option of shipping the remaining portion of my coal requirements via other combinations of railroads which include Southern Pacific. In addition, when my existing rail contract expires, I will have additional competitive options which involve all of these railroads.

The multiple rail options available to me for delivering coal from Utah provides me with the opportunity to obtain competitive rail rates. I have solicited for and obtained competitive bids for rail shipments of Utah coal from Southern Pacific via an 1,100 routing through Stockton, California involving only Southern Pacific and BNSF. Despite the 200 mile distance disadvantage afforded by this routing, the rail rate involving these railroads (which excludes Union Pacific) was less than the rate quoted by the combination of railroads which include Union Pacific. Obviously, rail competition exists between Southern Pacific and Union Pacific and were the proposed UP/SP merger to be approved, such competition would be eliminated. I am not persuaded that the ancillary trackage rights agreements with BNSF and Utah Railway preserve the level of competition that are currently enjoyed.

Mr. Vernon Williams
March 28, 1996
Page 2

Therefore, on behalf of Rio Bravo Poso and Rio Bravo Jasmin, I wish to go on record in opposition of the proposed UP/SP merger unless some mechanism can be imposed which preserves the level of competition which currently exists.

Respectfully submitted,

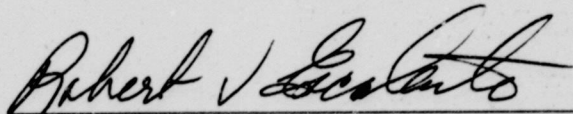


Robert V. Escalante
General Manager
Rio Bravo Poso
Rio Bravo Jasmin

RVE:ls

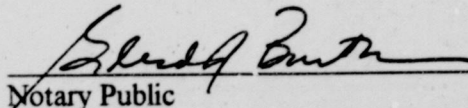
I, Robert V. Escalante, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this statement.

Executed on March 28, 1996



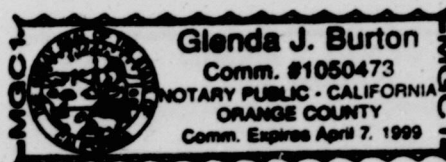
Robert V. Escalante
General Manager
Rio Bravo Poso
Rio Bravo Jasmin

Subscribed and sworn to before me this 28th day of March, 1996.


Notary Public

My commission expires.

4/7/99



STB

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4-1-96

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62391

Item No. _____

Page Count 2

Apr # 16

62391

SLOVER & LOFTUS

ATTORNEYS AT LAW

1224 SEVENTEENTH STREET, N. W.

WASHINGTON, D. C. 20036

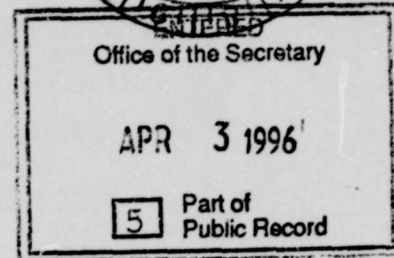
WILLIAM L. SLOVER
C. MICHAEL LOFTUS
DONALD G. AVERY
JOHN H. LE SEUR
KELVIN J. DOWD
ROBERT D. ROSENBERG
CHRISTOPHER A. MILLS
FRANK J. PERGOLIZZI
ANDREW B. KOLESAR III
PATRICIA E. KOLESAR
EDWARD J. McANDREW*

*ADMITTED IN PENNSYLVANIA ONLY

April 1, 1996



202 347-7170



BY HAND DELIVERY

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

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

Dear Mr. Secretary:

In accordance with the Board's Decision No. 26 in the above-captioned proceeding, enclosed please find an original and five (5) copies of a Certificate of Service which indicates that service of a list of all numbered pleadings and discovery requests which have been filed or served by Peabody Holding Company, Inc. was served upon each additional party of record to the captioned proceeding.

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

Thank you for your attention to this matter.

Sincerely,

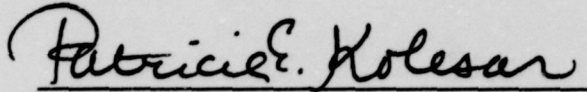
C. Michael Loftus / *ML*

C. Michael Loftus
An Attorney for Peabody Holding
Company, Inc.

Enclosure

CERTIFICATE OF SERVICE

In accordance with the Board's Decision No. 26 in Finance Docket No. 32760, Union Pacific Corporation, et al. -- Control and Merger -- Southern Pacific Rail Corporation, et al., the undersigned attorney hereby certifies that on the 1st day of April, 1996, a list of all numbered pleadings and discovery requests which were filed or served on behalf of Peabody Holding Company, Inc. was served via first class mail, postage prepaid, upon each additional party of record.


Patricia E. Kolesar
Patricia E. Kolesar

STB

FD

• 32760

4-1-96

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• 62396

Item No. _____

Page Count 2

Apr #21

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

* ADMITTED IN PENNSYLVANIA ONLY

SLOVER & LOFTUS

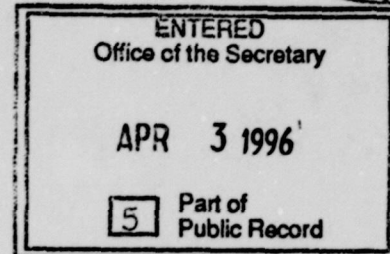
ATTORNEYS AT LAW
224 SEVENTEENTH STREET, N. W.
WASHINGTON, D. C. 20036

April 1, 1996



BY HAND DELIVERY

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



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

Dear Mr. Secretary:

In accordance with the Board's Decision No. 26 in the above-captioned proceeding, enclosed please find an original and five (5) copies of a Certificate of Service which indicates that service of a list of all numbered pleadings and discovery requests which have been filed or served by Entergy Services, Inc., and its affiliates Arkansas Power & Light Company and Gulf States Utilities Company was served upon each additional party of record to the captioned proceeding.

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

Thank you for your attention to this matter.

Sincerely,

Christopher A. Mills
An Attorney for Entergy Services, Inc.,
and its affiliates Arkansas Power &
Light Company and Gulf States
Utilities Company

Enclosure

CERTIFICATE OF SERVICE

In accordance with the Board's Decision No. 26 in Finance Docket No. 32760, Union Pacific Corporation, et al. -- Control and Merger -- Southern Pacific Rail Corporation, et al., the undersigned attorney hereby certifies that on the 1st day of April, 1996, a list of all numbered pleadings and discovery requests which were filed or served on behalf of Entergy Services, Inc., and its affiliates Arkansas Power & Light Company and Gulf States Utilities Company was served via first class mail, postage prepaid, upon each additional party of record.

Patricia E. Kolesar

Patricia E. Kolesar

STB

FD

• 32760

4-1-96

J

• 62390

Item No. _____

Page Count 2

Apr # 15

SLOVER & LOFTUS

ATTORNEYS AT LAW

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

C. RICHARD LOFTUS
DONALD G. AVERY
JOHN H. LE SEUR
KELVIN J. DOWD
ROBERT D. ROSENBERG
CHRISTOPHER A. MILLS
FRANK J. PERGOLIZZI
ANDREW B. KOLESAR III
PATRICIA E. KOLESAR
EDWARD J. MCANDREW*

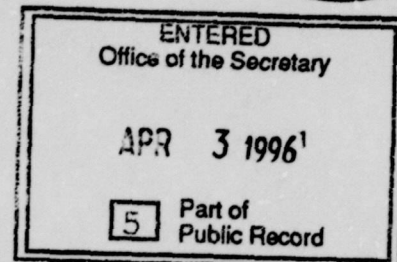
* ADMITTED IN PENNSYLVANIA ONLY

April 1, 1996



BY HAND DELIVERY

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



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

Dear Mr. Secretary:

In accordance with the Board's Decision No. 26 in the above-captioned proceeding, enclosed please find an original and five (5) copies of a Certificate of Service which indicates that service of a list of all numbered pleadings and discovery requests which have been filed or served by Texas Utilities Electric Company was served upon each additional party of record to the captioned proceeding.

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

Thank you for your attention to this matter.

Sincerely,

John H. LeSeur

John H. LeSeur
An Attorney for Texas Utilities Electric Company

Enclosure

CERTIFICATE OF SERVICE

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Patricia E. Kolesar
Patricia E. Kolesar

STB

FD

32760

4-1-96

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62382

Item No. _____

Page Count 2

Apr #7

62382

SLOVER & LOFTUS

ATTORNEYS AT LAW

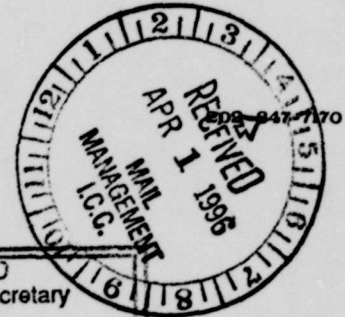
1224 SEVENTEENTH STREET, N. W.

WASHINGTON, D. C. 20036

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

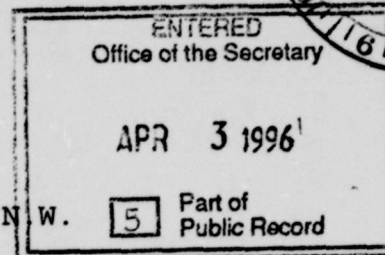
* ADMITTED IN PENNSYLVANIA ONLY

April 1, 1996



BY HAND DELIVERY

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



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

Dear Mr. Secretary:

In accordance with the Board's Decision No. 26 in the above-captioned proceeding, enclosed please find an original and five (5) copies of a Certificate of Service which indicates that service of a list of all numbered pleadings and discovery requests which have been filed or served by Wisconsin Public Service Corporation was served upon each additional party of record to the captioned proceeding.

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

Thank you for your attention to this matter.

Sincerely,

Kelvin J. Dowd

Kelvin J. Dowd
An Attorney for Wisconsin Public Service Corporation

Enclosure

CERTIFICATE OF SERVICE

In accordance with the Board's Decision No. 26 in Finance Docket No. 32760, Union Pacific Corporation, et al. -- Control and Merger -- Southern Pacific Rail Corporation, et al., the undersigned attorney hereby certifies that on the 1st day of April, 1996, a list of all numbered pleadings and discovery requests which were filed or served on behalf of Wisconsin Public Service Corporation was served via first class mail, postage prepaid, upon each additional party of record.

Patricia E. Kolesar
Patricia E. Kolesar

STB

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32760

4-1-96

J

62380

Item No. _____

Page Count 2

Apr 7 5

SLOVER & LOFTUS

ATTORNEYS AT LAW

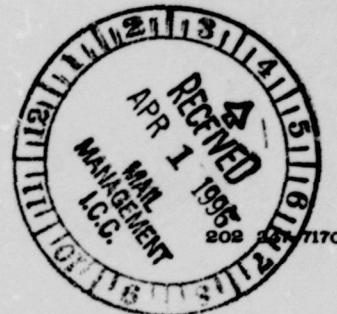
224 SEVENTEENTH STREET, N. W.

WASHINGTON, D. C. 20036

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

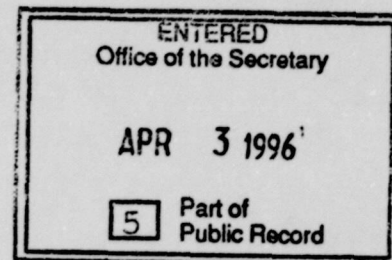
* ADMITTED IN PENNSYLVANIA ONLY

April 1, 1996



BY HAND DELIVERY

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



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

Dear Mr. Secretary:

In accordance with the Board's Decision No. 26 in the above-captioned proceeding, enclosed please find an original and five (5) copies of a Certificate of Service which indicates that service of a list of all numbered pleadings and discovery requests which have been filed or served by the Western Coal Traffic League was served upon each additional party of record to the captioned proceeding.

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

Thank you for your attention to this matter.

Sincerely,

C. Michael Loftus /RL

C. Michael Loftus
An Attorney for the Western Coal Traffic League

Enclosure

CERTIFICATE OF SERVICE

In accordance with the Board's Decision No. 26 in Finance Docket No. 32760, Union Pacific Corporation, et al. -- Control and Merger -- Southern Pacific Rail Corporation, et al., the undersigned attorney hereby certifies that on the 1st day of April, 1996, a list of all numbered pleadings and discovery requests which were filed or served on behalf of the Western Coal Traffic League was served via first class mail, postage prepaid, upon each additional party of record.

Patricia E. Kolesar
Patricia E. Kolesar

STB

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• 32760

4-1-96 J

• 62379

Item No. _____

62379

Page Count 2

Apr # 4

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

SLOVER & LOFTUS

ATTORNEYS AT LAW
1224 SEVENTEENTH STREET, N. W.
WASHINGTON, D. C. 20036

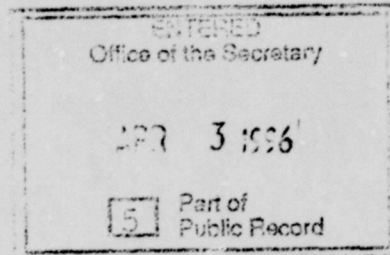


April 1, 1996

* ADMITTED IN PENNSYLVANIA ONLY

BY HAND DELIVERY

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



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

Dear Mr. Secretary:

In accordance with the Board's Decision No. 26 in the above-captioned proceeding, enclosed please find an original and five (5) copies of a Certificate of Service which indicates that service of a list of all numbered pleadings and discovery requests which have been filed or served by Lower Colorado River Authority and the City of Austin, Texas was served upon each additional party of record to the captioned proceeding.

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

Thank you for your attention to this matter.

Sincerely,

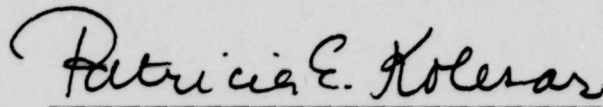
C. Michael Loftus, Rk

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

Enclosure

CERTIFICATE OF SERVICE

In accordance with the Board's Decision No. 26 in Finance Docket No. 32760, Union Pacific Corporation, et al. -- Control and Merger -- Southern Pacific Rail Corporation, et al., the undersigned attorney hereby certifies that on the 1st day of April, 1996, a list of all numbered pleadings and discovery requests which were filed or served on behalf of Lower Colorado River Authority and the City of Austin, Texas was served via first class mail, postage prepaid, upon each additional party of record.


Patricia E. Kolesar
Patricia E. Kolesar

STB

FD

32760

4-1-96

J

62377

Apr #2

62377

LAW OFFICES

KELLER AND HECKMA

1001 G STREET, N.W.
SUITE 500 WEST
WASHINGTON, D.C. 20001
TELEPHONE (202) 434-4100
FACSIMILE (202) 434-4646

BOULEVARD LOUIS SCHMIDT 87
B-1040 BRUSSELS
TELEPHONE 32(2) 732 52 80
FACSIMILE 32(2) 732 53 92

JOSEPH E. KELLER (1907-1994)
JEROME H. HECKMA
WILLIAM H. BORGHESE, JR.
MALCOLM D. MACARTHUR
WAYNE V. BLACK
TERRENCE D. JONES
MARTIN W. BERCOVICI
JOHN S. ELDRED
RICHARD J. LEIGHTON
ALFRED S. REGNIERY
WILLIAM L. KOVACS
DOUGLAS J. BEHR
RAYMOND A. KOWALSKI
SHIRLEY A. COFFIELD
MICHAEL F. MORRONE
JOHN S. RICHARDS
JEAN SAVIGNY
JOHN B. DUBECK
PETER L. DE LA CRUZ
MELVIN S. DROZEN
LAWRENCE P. HALPRIN
RALPH A. SIMONS
RICHARD F. MANN

C. DOUGLAS JARRETT
SHEILA A. MILLAR
GEORGE S. MIERO
STEPHAN E. BECKER
PATRICK J. HURD
MARK A. SIEVERS
GAREN E. DODGE
JEAN-PHILIPPE MONFORT
DAVID G. SARVACH
JONATHAN R. SPENCER
CATHERINE R. NIELSEN
SUSAN M. HAFELI
AMY N. RODGERS
ELLIOT BELLOS
MARK L. ITZKOFF
ROSEMARIE A. KELLEY
T. PHILLIPS BECK
ARTHUR S. GARRETT III
LESLIE E. SILVERMAN
ELIZABETH N. HARRISON
ROBERT H. G. LOCKWOOD
CAROL MOORE TOTH
JOAN C. SYLVAIN

MARTHA E. MARRAPESE
DONALD T. WURTH
DAVID S. BERRY
S. DEBORAH ROSEN
DAVID R. JOY
FREDERICK A. STEARNS
TONY RUSSELL EPPS
THOMAS C. BERGER
JOHN F. FOLEY
ALEXANDRE HENCK VON ZEBINSKY
PHILIP H. ANDREWS
JENNIFER A. BONANNO
JOHN REARDON
PATRICK W. RATKOWSKI
MARA A. MICHAELS
PAULA DEIZA
JOHN W. HOPKINS, JR.

*NOT ADMITTED IN D.C.
*RESIDENT BRUSSELS

SCIENTIFIC STAFF

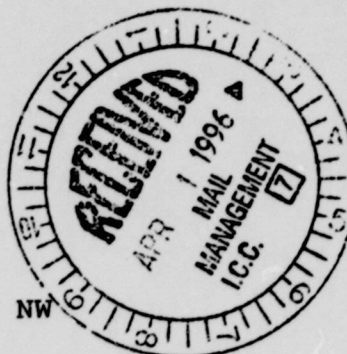
DANIEL S. DIXLER, Ph. D.
CHARLES V. BREDER, Ph. D.
ROBERT A. MATTHEWS, Ph. D., D.A.B.T.
JOHN P. MODDERMAN, Ph. D.
HOLLY RUTHIRE FOLEY
JUSTIN C. POWELL, Ph. D.
JANETTE HOUK, Ph. D.
LESTER BORODINSKY, Ph. D.
THOMAS C. BROWN
MICHAEL T. FLOOD, Ph. D.
ANDREW P. JOVANOVIH, Ph. D.

WRITER'S DIRECT DIAL NUMBER

March 29, 1996

(202) 434-4144

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



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

Dear Secretary Williams:

Enclosed for filing in the above-captioned docket proceeding, please find an original and twenty (20) copies of Comments of Quantum Chemical Corporation (QCC-2), responsive to the primary application. Also enclosed is a 3.5" disk containing the text of the pleading in Word Perfect 5.1.

As required by the Commission, Quantum Chemical Corporation has established a document depository, located at the address referenced above. Persons interested in visiting the depository or obtaining copies of documents should contact Barbara E. Fitzpatrick (202-434-4107).

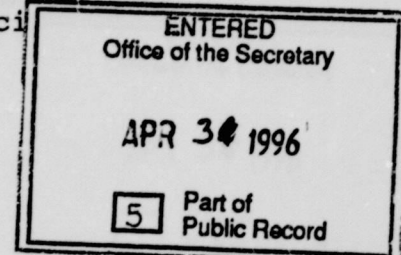
Copies of the enclosed Comments are being served contemporaneously on the parties shown below, by first-class mail, unless otherwise indicated.

Very truly yours,

Martin W. Bercovici

Enclosures

cc: Arvid E. Roach II, Esquire (By Hand)
Paul A. Cunningham, Esquire (By Hand)
Administrative Law Judge Jerome Nelson
Attorney General
Secretary of Transportation
All Parties of Record



STB

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32760

3-29-96

J

62142

Item No. _____

Page Count 2

Mar #624

RAILROADS

62142

Lynn T. Cecil
President

Rick Cecil
Executive Vice President



March 25, 1996

Honorable Vernon A. Williams

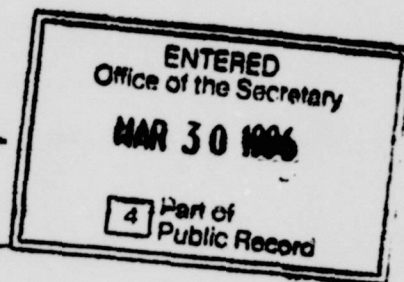
Secretary

Surface Transportation Board

12th St. & Constitution Ave. NW

Washington, DC 20423

**ADVISE OF ALL
PROCEEDINGS**



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

Members of the Surface Transportation Board:

This letter is being written to show our support for the settlement agreement reached by the Burlington Northern Santa Fe Railroad with the Union Pacific and Southern Pacific railroads. My name is Lynn T. Cecil and I am the majority owner and C.E.O. of Kyle Railways, Inc. I have been responsible for supervising all operations of this company since its inception in 1957. Prior to that time I worked for the Apache Railroad in Arizona in all departments. Kyle Railways is a holding company headquartered in Scottsdale, Arizona. It operates ten subsidiary shortline and regional railroads totaling approximately 1600 track miles throughout the United States. Many of the 10 subsidiary railroads interchange with one or more of the Class I railroads listed above involved with the merger.

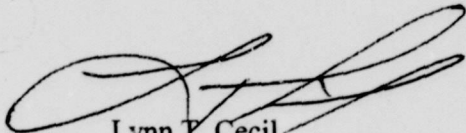
The settlement agreement reached by the BNSF and the UP/SP will clearly preserve the existence of competition as well as enhance the competitive alternatives available to the majority of our companies. An example of this situation would be demonstrated on the San Joaquin Valley Railroad (SJVR) located in central California. Presently the SJVR interchanges with the BNSF and the Southern Pacific Railroads. The Southern Pacific is the only carrier available to the SJVR for non-circuitous routes to the Pacific Northwest (PNW). This settlement agreement will enable the BNSF to compete with the Southern Pacific for our traffic with their newly acquired Bieber to Keddie line and joint trackage authority from Keddie to Sacramento and Stockton. We are confident this improved competitive environment will not just stabilize our PNW traffic, but likely increase our total volume.

*Surface Transportation Board-
BNSF and UP/SP Settlement Agreement
Page 2*

An additional example of this merger agreement improving our competitive alternatives would be on an other subsidiary, Kyle Railroad Company in Kansas and Colorado. The Kyle Railroad currently ships a substantial quantity of grain traffic to Laredo, Texas, for export into Mexico principally using the Union Pacific Railroad. The settlement agreement provides for the BNSF to have joint trackage from Houston to Brownsville. This enables the BNSF to now compete for our grain traffic to Laredo, Texas for export to Mexico. It is crucial that Kyle Railroad Company be in a position to effectively compete for the expanding Mexican markets. We are confident this trackage agreement will be a dramatic improvement in this direction.

We strongly urge the Surface Transportation Board to impose the negotiated Settlement Agreement as a condition to the UP/SP merger. We consider this agreement a key component to perpetuating a vital competitive western railroad network.

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



Lynn T. Cecil
President

STB

FD

• 32760

3-29-96

J •

62141

FAX OR MAIL THIS LETTER TODAY

(The deadline for public comments is March 29.)

The Honorable Vernon A. Williams
Secretary

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

FAX TO: (501) 727-2180

MAIL TO: P.O. Box 5
Brinkley, AR 72721



Arkansans For
Competitive Rail Service
James B. Sharp, Treasurer

Item No. 62141
Page Count 1
Mar # 623

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

Signature

Charlotte Akkath - Quaker

City

Box 103 - Learden, Ar. 71720

Thank you!!!

62141

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32760

3-29-96 J

62140

Item No. _____

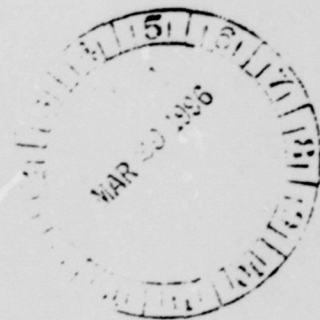
Page Count 6

Mar # 622

placement document

109 62140

BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423



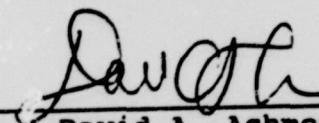
Finance Docket No. 32760

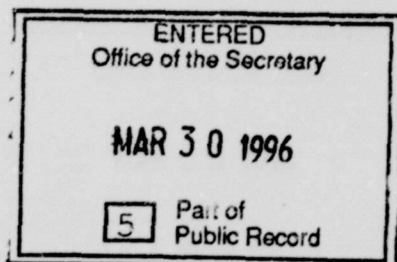
UNION PACIFIC CORPORATION, et al.
--CONTROL AND MERGER--
SOUTHERN PACIFIC RAIL CORPORATION, et al.

CERTIFICATION OF SERVICE

Pursuant to the decision of the Surface Transportation Board, served March 25, 1996, Decision No. 26, copies of the attached Notice of Intent to Participate were served upon all newly added parties of record listed in the March 25, 1996 decision by first-class mail, postage prepaid.

Dated at Washington, D.C., this 29th day of March 1996.


David A. Ashmore



ACC-1

BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20422

Finance Docket No. 32760

UNION PACIFIC CORPORATION, et al.
--CONTROL AND MERGER--
SOUTHERN PACIFIC RAIL CORPORATION, et al.

NOTICE OF INTENT
TO PARTICIPATE

Pursuant to the decision, served October 19, 1995, Decision No. 6, ARCO Chemical Company, a Delaware corporation, advises the Board of its intent to participate in the proceeding as a party of record without asserting a position for or against the proposed merger and as its interests may otherwise appear and asks that the appearances of its attorneys be entered. It has selected the acronym "ACC" for identifying the filings it will be making.

Respectfully submitted,

ARCO CHEMICAL COMPANY

By its attorneys,

Richard H. Gross
ARCO CHEMICAL COMPANY
3801 West Chester Pike
Newtown Square, PA 19073
Tel.: (610) 359-3202



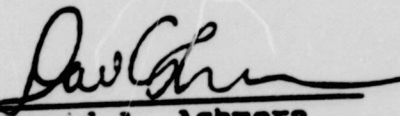
Michael N. Sohn
Paul T. Denis
David A. Ashmore
ARNOLD & PORTER
555 Twelfth Street, N.W.
Washington, D.C. 20004
Tel.: (202) 942-5000

Dated: January 16, 1996

CERTIFICATION OF SERVICE

Copies of the foregoing Notice of Intent to Participate were served upon counsel for the Applicants, the Attorney General, the Secretary of the Interstate Commerce Commission, and Administrative Law Judge Nelson by first-class mail, postage prepaid.

Dated at Washington, D.C., this 16th day of
January 1996.


David A. Ashmore

STB

FD

• 32760

3-29-96

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• 62139

Item No. _____

Page Count 3

Mar #621



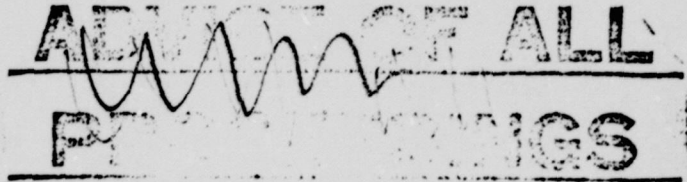
PPG Industries, Inc.
One PPG Place Pittsburgh, Pennsylvania 15272 USA

Distribution and Transportation Department
Chemicals



March 20, 1996

Vernon A. Williams, Secretary
Attn: Finance Docket 32760
Surface Transportation Board
1201 Constitution Avenue, N.W.
Washington D. C. 20423



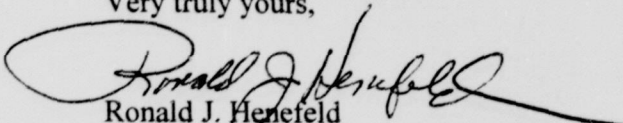
Re: Finance Docket No. 32760, Union Pacific Corporation, Union Pacific Railroad Company and Missouri Pacific Railroad Company -- Control and Merger -- Southern Pacific Rail Corporation, Southern Pacific Transportation Company, St. Louis Southwestern Railway Company, SPSCL Corp. and The Denver and Rio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

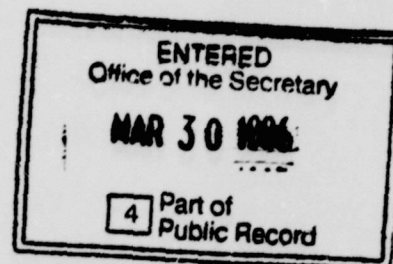
Dear Sir:

Enclosed please find the original and five (5) copies of the PPG's pleading filed under F. D. 32760 and the Certificate of Service filed pursuant to Decision No. 16 the above proceeding.

Please receipt duplicate copy of this transmittal and return to above address.

Very truly yours,


Ronald J. Henefeld
Manager Transportation - Rail
Chemicals
(412) 434-3532



Responsible Care.[®]
A Public Commitment



PPG Industries, Inc.
One PPG Place Pittsburgh, Pennsylvania 15272 USA

Distribution and Transportation Department
Chemicals

March 20, 1996

TO: ALL PARTIES OF RECORD

Re: F.D. DOCKET NO. 32760, UNION PACIFIC CORPORATION, UNION PACIFIC RAILROAD COMPANY AND MISSOURI PACIFIC RAILROAD COMPANY----- CONTROL AND MERGER ----- SOUTHERN PACIFIC RAIL CORPORATION, SOUTHERN PACIFIC TRANSPORTATION COMPANY, ST. LOUIS SOUTHWESTERN RAILWAY COMPANY, SPCSL CORP. AND THE DENVER AND RIO GRANDE WESTERN RAILWAY COMPANY

Pursuant to Decision No. 16 served in the above-captioned proceeding on February 22, 1996, the following is a list of pleadings filed to date by PPG Industries, Inc.

PPG'S NOTIFICATION OF INTENT TO PARTICIPATE
(JANUARY 12, 1996)

A copy of the foregoing pleading will be provided to any party, upon request to the undersigned .

A handwritten signature in dark ink, appearing to read 'Ronald J. Henefeld', written over a horizontal line.

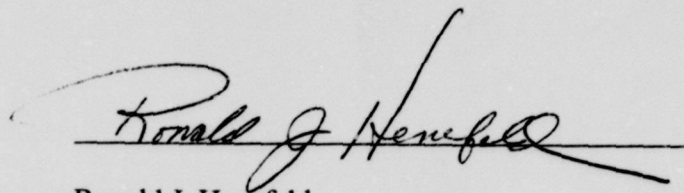
Ronald J. Henefeld
Manager Transportation - Rail
Chemicals
(412) 434-3532



Responsible Care.®
A Public Commitment

CERTIFICATE OF SERVICE

I hereby certify that I have served a copy of the forgoing PPG's Industry, Inc. List of pleadings filed , on all parties of record on the service list in this proceeding, Finance Docket No. 32760, and an original plus five copies on the Secretary of the Surface Transportation Board by first class mail, postage prepaid this 20th day of March 1996.

A handwritten signature in cursive script, reading "Ronald J. Henefeld", written over a horizontal line.

Ronald J. Henefeld
Manager Transportation - Rail
Chemicals

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32760

3-29-96

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Item No. _____

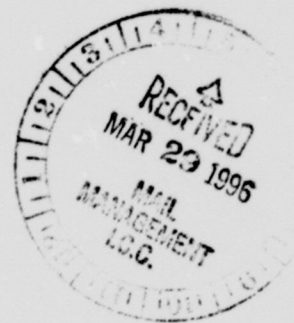
Page Count 1

Mar #620

62138

Arlington, Texas
March 27, 1996

Mr. Vernon Williams, Secretary
Interstate Commerce Commission
c/o Federal Surface Transportation Board
Washington, DC 20423



Dear Mr. Williams,

I wrote you on January 5, 1996, regarding a dispute I was having with the Burlington Northern Santa Fe Railroad concerning my eligibility under the *Northern Lines Merger Agreement*.

It was my understanding this case, with the closing of the ICC, was transferred over to the Surface Transportation Board for a ruling.

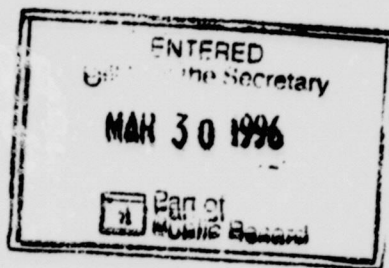
To date, I have not heard anything from the Surface Transportation Board. Can you advise me the current status of my inquiry?

Thank you for any assistance you are able to provide.

Sincerely,

W R Hiatt

William R. Hiatt
2523 Wild Rose Court
Arlington, Texas 76006-4085



**ADVISE OF ALL
PROCEEDINGS**

STB

FD

• 32760

3-29-96

J

• 62137

Item No. _____

Page Count 2
Mar #619

ROADWAY
Express inc.

62137

P.O. BOX 471 • 1077 GORGE BOULEVARD • AKRON, OH 44309-0471 • (216) 384-1717

JAMES D. STALEY
VICE PRESIDENT - OPERATIONS

ADVISE OF ALL PROCEEDINGS

Honorable ~~Vernon A. Williams~~

Secretary

Surface Transportation Board
12th & Constitution Avenue, NW
Washington, DC 20423

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

Dear Sir:

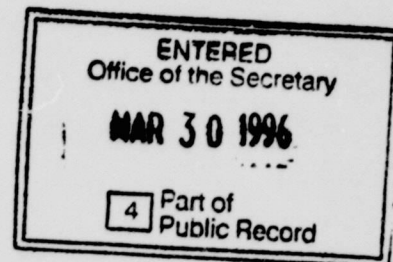
I am writing this letter in support of the BN/Santa Fe agreement reached with Union Pacific/Southern Pacific relative to the above proceedings

I am the Vice President of Operations for Roadway Express, Inc., where I have been employed for 24 years. In my position, I am responsible for all field operations including the linehaul operations of our company, a significant portion of which involves the intermodal services of the rail carriers represented here.

Roadway Express, Inc., is a motor carrier specializing in the transportation of general commodities, both LTL and truckload, generally between longhaul markets. Our revenue in 1995 was \$2.3 billion derived from approximately 14 million shipments.

We presently utilize the services of Union Pacific Railroad between Chicago and the Pacific Northwest. Chicago and Texas, Chicago and Salt Lake City/Reno, Kansas City and Salt Lake City and Kansas City and the Pacific Northwest. We utilize the services of Southern Pacific between Southern California and Oregon. We utilize BNSF between Chicago and California, Chicago and the Pacific Northwest, and Chicago and Denver. We utilize BNSF from St. Louis/Kansas City, from Memphis, and from Dallas to (and from) the same Western points in California, Oregon, and Washington. All of these operations supplement a primary road operation between these points, with approximately 40% of the movement being intermodals. Total intermodal revenues on these operations should approximate \$120 million in 1996.

March 25, 1996



Honorable Vernon A. Williams

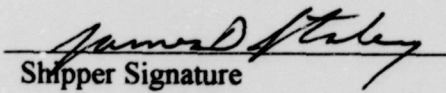
Page 2

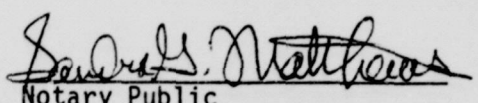
March 25, 1996

I have reviewed in its entirety the agreement between BNSF and UP/SP reached as a condition of the merger. I, as a significant intermodal customer of all railroads involved, feel that the agreement is acceptable to Roadway Express and strongly support imposing it as a condition of the merger. In fact, the agreement will enhance our situation by providing more competitive services over our key routes. Specifically we will have a much more competitive situation in the Salt Lake City and Reno markets, better competition on the Southern California to Portland route, and an opportunity for faster service from the Midwest into Northern California. All of these are key markets for us, and the new service described in the agreement will greatly enhance our ability to provide reduced transit times to our customers.

In closing, I urge the Surface Transportation Board to accept and impose this agreement as a condition of the proposed merger.

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


Shipper Signature


Notary Public

SANDRA G. MATTHEWS, Notary Public
Residence - Summit County
State Wide Jurisdiction, Ohio
My Commission Expires Dec. 11, 1996

STB

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3-29-96

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Item No. _____

Page Count 4

MAY #805

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760

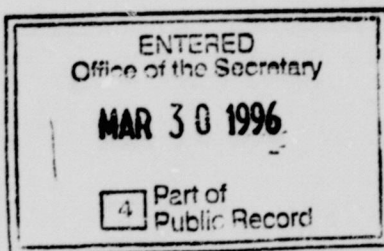
UNION PACIFIC CORPORATION, UNION PACIFIC RAILROAD COMPANY
AND MISSOURI PACIFIC RAILROAD COMPANY

--CONTROL AND MERGER--

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



REQUEST TO BE
DESIGNATED AS PARTY OF RECORD



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

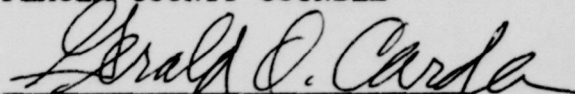
Comes now the County of Placer, a political subdivision of the State of California appearing by and through its attorneys Placer County Counsel and Gerald O. Carden, Chief Deputy, and requests that it be designated a party of record for purposes of submitting Comments regarding the proposed merger. The County had previously filed its Notice of Intent to Participate with this Board.

This Request, as well as a copy of the County's only pleading filed, our prior Notice of Intent to Participate, is being served on all parties of record.

Dated: 3/28/96

Respectfully Submitted,

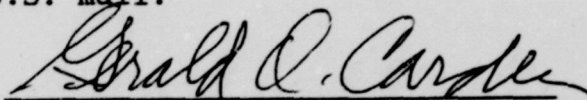
PLACER COUNTY COUNSEL


Gerald O. Carden,
Chief Deputy

CERTIFICATE OF SERVICE

Pursuant to 49 CFR Section 1104.12, I certify that I have this day served copies of the foregoing "Request to Be Designated as Party of Record" and the "Notice of Intent to Participate of County of Placer" upon all parties of record in this proceeding by first class postage prepaid U.S. mail.

Dated: 3/28/96


Gerald O. Carden, Chief Deputy
Placer County Counsel

BEFORE THE
SURFACE TRANSPORTATION BOARD
UNITED STATES DEPARTMENT OF TRANSPORTATION

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

Finance Docket
No. 32760

NOTICE OF INTENT TO PARTICIPATE
OF
COUNTY OF PLACER

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

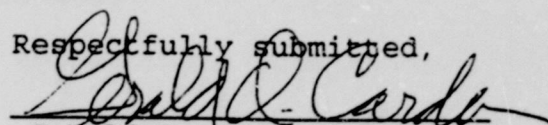
Comes now County of Placer, a California County ("Placer County"), appearing by and through its attorneys, Gerald O. Carden, Chief Deputy, Placer County Counsel and gives notice of its intent to formally participate in the subject proceeding as an interested party whose position of support or opposition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

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

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

Dated: January 12, 1996

Respectfully submitted,


Gerald O. Carden,
Chief Deputy

STB

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3-29-96

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VII

Item No. _____

Page Count 1

Mar # 674

COMMITTEES:

Co-Chair

Health and Human Services

Member

Government Affairs

Elections and Procedures

Legislative Commission

MAR 29 1996

8 Part of
Public Record

State of Nevada
Assembly

Sixty-Eighth Session



DISTRICT OFFICE:

1665 Carlin Street
Reno, Nevada 89503
Office: (702) 747-3448
Fax No.: (702) 747-9696

LEGISLATIVE BUILDING:

401 S. Carson Street
Carson City, Nevada 89710
Office: (702) 687-3594 or 687-5739
Fax No.: (702) 687-5962



March 27, 1996

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

Subject: Finance Docket No. 32760, Proposed Merger Between the
Union Pacific and Southern Pacific Railroads

Dear Secretary Williams,

This letter is a follow up to my previous letter of December 27,
1995.

While I continue to support the proposed merger, additional
information on the potential impacts, should the merger be
approved, have significantly increased the concerns expressed in my
previous letter.

To be more specific, these are the concerns:

- 1) a daily increase in the number of trains running through Reno,
- 2) the potential increase of hazardous material transport,
- 3) the increase in surface traffic delays through downtown at
numerous grade crossings, and
- 4) the potential delay in public safety response.

In your analysis as to whether to approve this merger, please take
into serious account these enumerated concerns of those of us who
live and work in Reno.

Sincerely,

Vivian Freeman

Vivian Freeman

STB

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32760

3-29-96

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83074

Item No. _____

Page Count 1

MAN #818

R. W. GODWIN, General Chairman
J. A. MUENCH, Secretary-Treasurer
Telephone: (716) 827-2653
FAX: (716) 827-2655

General Committee of Adjustment
Brotherhood of Locomotive Engineers
Consolidated Rail Corporation

810 Abbott Road, Suite 200, Buffalo, New York 14220

March 28, 1996



Honorable Vernon A. Williams, Secretary
Surface Transportation Board
12th and Constitution Avenue
Washington, DC 29423

Dear Mr. Secretary:

As General Chairman of the Brotherhood of Locomotive Engineers for the Conrail General Committee representing over 2,500 Locomotive Engineers, I am writing to urge that you do not approve the proposed merger of the Union Pacific and Southern Pacific Railroads as it has been presented by the UP Railroad. Specifically, the portions of the SP referred to as SP-East and former Cotton Belt should be separated from the merger as including them will seriously affect the employment rights and opportunities of not only the Locomotive Engineers employed in the State of Texas but also employees in other crafts.

As a former Erie Engineer, I am all too familiar with the effects of such a merger. Where railroads have parallel trackage, equity disputes arise among employees which go on for years creating animosities and hard feelings that last for generations. For the Unions, it is a "no win" deal. We cannot equitably resolve the concerns of the parties without offending one or the other or both. The merger as it is proposed, will result in significant loss of work for SP Engineers. This could be avoided by, for example, a Conrail purchase of the SP-East and former Cotton Belt lines. In such an end-to-end merger, the SP employees will retain employment because there are no parallel lines in conflict and employment may even increase because Conrail will then connect Gulf Coast customers with customers in the Northeast. Seamless service such as this should result in a number of efficiencies that will cause the business to grow. This would be a "win-win" situation for the rail industry, its employees and customers.

In closing, I again urge you to deny the UP merger as it is currently proposed. I remain

Sincerely yours,

R. W. Godwin
R. W. Godwin
General Chairman

RWG:rm

c:

L. W. Sykes, District Chairman
W. A. Thompson, District Chairman
J. A. Muench, Secretary/Treasurer
David LeVan, President/CEO
Ronald Conway, Vice President
John McKelvey, Vice President
Dennis Arouca, Vice President
William McCain, Asst. Vice President
James Glass, Senior Director

STB

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Item No. 1

RICH,
AL

Page Count 1

Mar #652

GE OF GROSSE TETE

P.O. BOX 98

E TETE LOUISIANA 70740-0098

CHAEI CHAUFFE
ALDERMAN

PHILIP D. SARULLO
MAYOR

JUANITA HILL
ALDERMAN

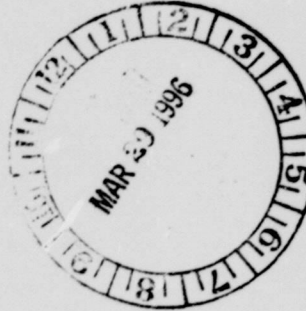
3-28-96

83072 167
AUBREY ST. ANGELO
CHIEF OF POLICE

KAY KLEINPETER, CMC
MUNICIPAL CLERK

TOWN HALL-648-2131
MAYOR-648-2285
FAX-648-2285

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
12th and Constitution Avenue, N.W.
Room 1324
Washington, D. C. 20423-0001



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

Dear Mr. Williams,

This letter is to convey my support for the proposed merger of the Union Pacific and Southern Pacific railroads which is before you for consideration.

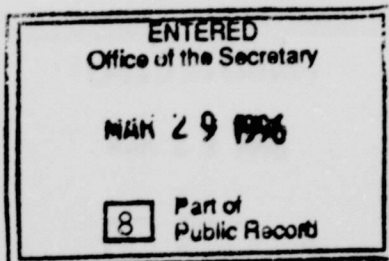
A major benefit in northern Louisiana and the central part of the state will be a new single line route across to southern California through New Mexico and Arizona which will open new markets for Louisiana products. Shippers previously unable to access Union Pacific will gain new routes north to mid-western, upper mid-western, pacific northwest states and Canada. A dramatic improvement is expected in increased equipment supply, more reliable service, cost savings through more efficient routing and customer service. The Union Pacific would bring substantial capital investment to a combined rail system that Southern Pacific has been unable to generate and this financial strength will certainly improve the overall rail network.

Higher quality rail service will enable our Louisiana rail users to better compete in the market place with their own products. Additionally, successful rail carriers are a must for any area which seeks economic expansion and this merger will provide our area more attractive incentives for potential companies who may wish locate in our area.

I believe this rail merger is in the public interest and should be approved and urge your action in that direction. Thank you for consideration of these comments and support.

Sincerely,

Philip D. Sarullo, Mayor



STB

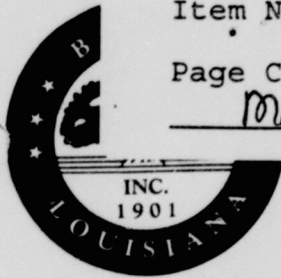
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Item No: _____

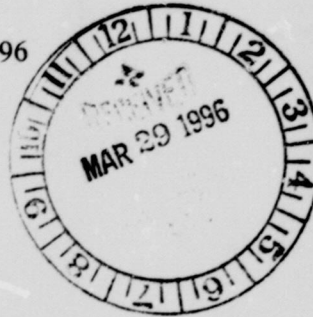
Page Count 1

MAR #654

1 of Brusly

P. O. Box 510
Louisiana 70719-0510

March 25, 1996



MAYOR
Lynn J. Pourciau

ALDERMEN
Ridley P. Guillot
Gary E. LaBauve
Joseph G. Mancuso
Sherrill M. Rhodes
James J. Woods, Jr.

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
12th and Constitution Avenue, N.W.
Room 1324
Washington, D. C. 20423-0001

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

Dear Mr. Williams,

This letter is to convey my support for the proposed merger of the Union Pacific and Southern Pacific railroads which is before you for consideration.

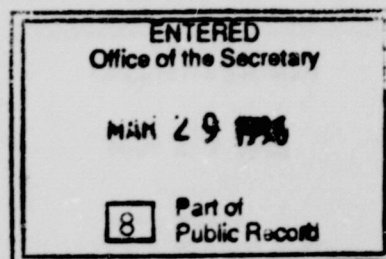
A major benefit in northern Louisiana and the central part of the state will be a new single line route across to southern California through New Mexico and Arizona which will open new markets for Louisiana products. Shippers previously unable to access Union Pacific will gain new routes north to mid-western, upper mid-western, Pacific northwest states and Canada. A dramatic improvement is expected in increased equipment supply, more reliable service, cost savings through more efficient routing and customer service. The Union Pacific would bring substantial capital investment to a combined rail system that Southern Pacific has been unable to generate and this financial strength will certainly improve the overall rail network.

Higher quality rail service will enable our Louisiana rail users to better compete in the market place with their own products. Additionally, successful rail carriers are a must for any area which seeks economic expansion and their merger will provide our area more attractive incentives for potential companies who may wish to locate in our area.

I believe this rail merger is in the public interest and should be approved and urge your action in that direction. Thank you for your consideration of these comments and support.

Sincerely,

Lynn Pourciau
Mayor



STB

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2-29-96

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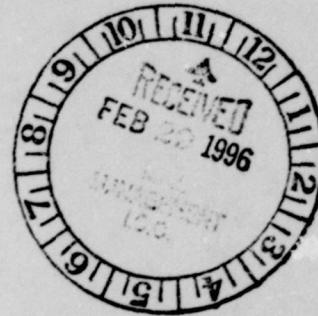
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Item No. _____

Page Count 1

Feb 24 365

DENVER AND RIO GRANDE WESTERN
EMPLOYEES LABOR COMMITTEE
2048 J ROAD
FRUITA, COLORADO 81521



February 26, 1996

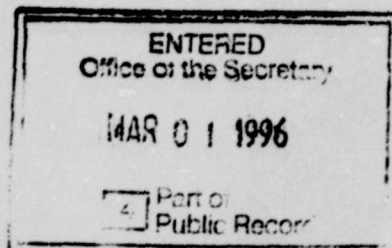
Office of the Secretary
Case Control Branch
Attn: Finance Docket No. 32760
Surface Transportation Board
1201 Constitution Avenue, N.W.
Washington, D.C. 20423

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

Dear Mr. Secretary,

The Denver and Rio Grande Western Employees Labor
Committee (DELCO) wishes to participate, as a Party of Record,
in the pending proceedings of Finance Docket No. 32760.

Enclosed for filing in the docket are the original and
twenty copies, in accordance with the Commission's
requirements.



Sincerely yours,

A handwritten signature in black ink, appearing to read "Steve Tucker".

Steve Tucker
President

cf: Honorable Jerome Nelson
Arvid E. Roach II, Esq
Paul A. Cunningham, Esq

STB

FD

32760

2-23-96

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W. W. WHITEHURST & ASSOCIATES, INC.

Item No. _____ ECONOMIC CONSULTANTS
Page Count 2 21 HAPPY HOLLOW ROAD
FEB 21 1996 YPSVILLE, MARYLAND 21030
PHONE (410) 252-2422



February 21, 1996

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
• 12th Street and Constitution Avenue, NW
Washington, DC 20423

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

Dear Mr. Williams:

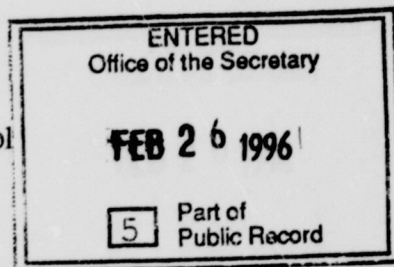
In accordance with Decision No. 15 in FD 32760, (served February 16, 1996), this letter will confirm that William W. Whitehurst, Jr., a party of record (POR) in this proceeding, has not so far submitted any filings in FD 32760. Therefore Mr. Whitehurst is in compliance with the directive at page of one of Decision No. 15.

Very truly yours,

William W. Whitehurst Jr.

William W. Whitehurst, Jr.

WWW/jpl



CERTIFICATE OF SERVICE

I hereby certify that on February 21, 1996 an original plus five copies of the foregoing document were served by first-class, U. S. mail, postage prepaid on the Secretary of the Surface Transportation Board.

William W. Whitehurst Jr.

William W. Whitehurst, Jr.

STB

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2-21-96

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Expedited Consideration Requested

UP/SP-94

Item No. _____ BEFORE THE
JRFACE TRANSPORTATION BOARD

Page Count 7

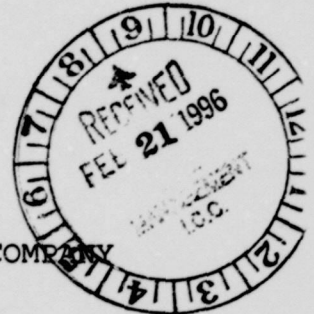
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Finance Docket No. 32760

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

-- CONTROL AND MERGER --

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

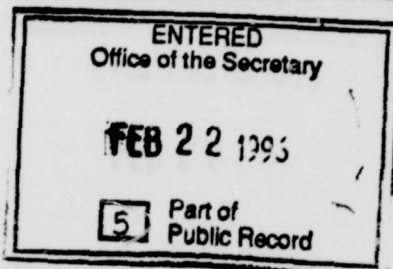


REQUEST FOR MODIFICATION
OF DECISION NO. 15

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

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

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



February 21, 1996

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

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

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

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

BEFORE THE
SURFACE TRANSPORTATION BOARD



Finance Docket No. 32760

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

-- CONTROL AND MERGER --

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

REQUEST FOR MODIFICATION
OF DECISION NO. 15

UPC, UPRR, MPRR, SPR, SPT, SSW, SPCSL and DRGW,
collectively, "Applicants," joined by the active parties noted
in the margin,^{1/} hereby request that the Board modify
Decision No. 15, served Feb. 16, 1996.

In Decision No. 15, each party to this proceeding
was ordered to serve within 10 days on some 300 parties of
record a copy of all filings submitted thus far by that party
in this proceeding. In addition, parties were ordered to
serve all future filings on all parties of record.

Applicants, joined by the numerous other active
parties to this proceeding listed in footnote 1, request that

^{1/} The parties that have indicated their support for this
motion as of this time are: the Department of Justice, KCS,
Tex Mex, BN/Santa Fe, CP, NIT League, Western Coal Traffic
League, Western Shippers Coalition, International Brotherhood
of Teamsters, RLEA/UTU, International Association of
Machinists, Society of the Plastics Industry, Sierra Pacific
Power Company, Brownsville & Rio Grande International
Railroad, International Paper, Union Carbide, Montell USA,
Quantum Chemical, Dow Chemical, Kennecott Utah Copper,
Kennecott Energy Company, U.S. Borax, and City of Pueblo, CO.

the Board modify Decision No. 15 to allow service on all parties of record of a list of numbered pleadings filed to date, along with an offer to provide any or all of those pleadings upon request. Further, Applicants ask the Board to clarify that, as has been the practice in this proceeding thus far, future discovery-related pleadings need only be served on parties who elect to be placed on the Restricted Service List established by paragraph 9 of the Order Adopting Discovery Guidelines, served Dec. 7, 1995.

Applicants believe that the proposed modification is reasonable in light of the circumstances and the burden that would be involved in complying with Decision No. 15. To supply each of 300 parties of record with all of the numbered pleadings that have been served in this case would be tremendously burdensome and in most instances provide material that would go unread. (This would be all the more true if the word "filings" in Decision No. 15 were read as encompassing not only numbered pleadings but the many letters and notices, such as those regarding discovery conference dates and deposition dates, that have been filed with the Board as well as being sent to other parties.) Photocopying costs for Applicants' numbered pleadings, not including the application, would be almost \$200 per party, or almost \$60,000 for all parties of record.

Few of those who are listed as parties of record expressed a desire to be served with copies of all pleadings

when they filed their notices of intent to participate, and it is not likely that these parties have any desire to receive the several hundred filings that have been made to date. A substantial number of the pleadings that parties have filed involved procedural disputes that have been resolved by the Board and have no continuing relevance. Moreover, Applicants, as well as other parties, have already served all parties known to be interested in this proceeding with copies of numbered pleadings (with the exception of discovery pleadings). However, different parties have entered this case at different times, and the only way to certify that all parties have received everything is to serve everyone once again.

Most of the pleadings in this case have involved parties' discovery requests. The Board approved in the Order Adopting Discovery Guidelines, served Dec. 7, 1996, the use of a Restricted Service List for distribution of discovery-related material to interested parties. All parties that had indicated their desire to participate in this proceeding received notice of this list. Only a few of those now listed as parties of record elected to be placed on the Restricted Service List. It is important to clarify whether service of discovery-related proceedings can still be limited to the Restricted Service List.

Finally, in the event the Board adheres to its direction to the parties to serve all prior filings on all

parties of record, Applicants request, on behalf of all active parties, additional time to comply. Decision No. 15 was served on Friday, February 16, giving parties only five business days to update their service lists and duplicate hundreds of copies of their prior filings. For Applicants, it would be physically impossible to comply with the order. While Applicants are attempting to determine which parties on the Board's list have previously received copies of the application, it is clear that Applicants simply do not have available the number of copies of the application that would be required in order to guarantee that all parties on the list have received a copy. Applicants have already provided approximately 500 copies of the application to interested parties. Applicants would have to print additional copies, and the process of printing and delivering those copies would take approximately three weeks.^{2/}

Applicants submit that the proposed process of providing all parties with a listing of all numbered pleadings that have been filed, along with an offer to provide any or all of those pleadings on request, is sufficient to enable all parties to participate in this matter to the fullest extent.

^{2/} Moreover, many parties that have contacted Applicants to receive a copy of the application have elected to receive something less than the full 15 books containing the application -- most request only the volumes that are relevant to them. It would be exceedingly expensive to provide copies of the entire application to a large number of parties that simply have no interest in receiving much of it.

At the same time, such a process will free parties from the burden and expense that would be required to comply with Decision No. 15.

Respectfully submitted,

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

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

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

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

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

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

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

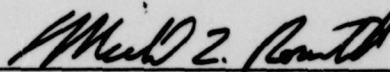
February 21, 1996

CERTIFICATE OF SERVICE

I, Michael L. Rosenthal, certify that, on this 21st day of February, 1996, I caused a copy of the foregoing document to be served by first-class mail, postage prepaid, or by a more expeditious manner of delivery on all parties of record in Finance Docket No. 32760, and on

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

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



Michael L. Rosenthal

STB

FD

32760

2-21-96

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PEPPER, HAMILTON & SCHEETZ

Item No. _____

ATTORNEYS AT LAW

Page Count 6

300 NINETEENTH STREET, N.W.
WASHINGTON, D.C. 20036-1685

FEB 16

(202) 828-1200

EX CABLE ADDRESS: 440653 (ITT)
FAX: (202) 828-1665

PHILA

N
PITTS

HARRISBURG, PENNSYLVANIA

WILMINGTON, DELAWARE
BERWYN, PENNSYLVANIA
WESTMONT, NEW JERSEY
LONDON, ENGLAND
MOSCOW, RUSSIA

WRITER'S DIRECT NUMBER

(202) 828-1415

February 21, 1996

VIA HAND-DELIVERY

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1201 Constitution Avenue, N.W.
Washington, D.C. 20549

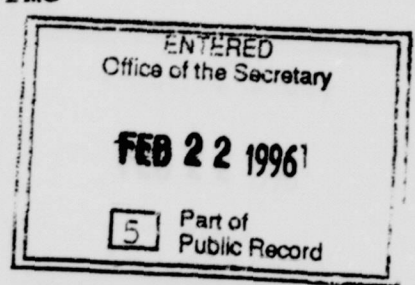
Re: Certificate of Service
Finance Docket No. 32760

Dear Mr. Williams:

In accordance with Decision No. 15 in the above-referenced docket, I enclose Geneva Steel Company's Certificate of Service which has been served by first class mail upon the persons designated as party of record [POR].

Sincerely,
John Will Ongman/rme
John Will Ongman

/rme



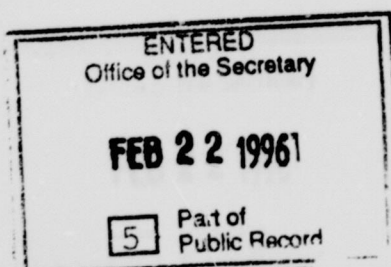
CERTIFICATE OF SERVICE

I hereby certify that I have this day caused to be served pursuant to Decision No. 15 of the Surface Transportation Board the following pleadings previously filed with the Board:

- (1) Notice of Appearance (GS-1)
- (2) Notice of Intent to Participate (GS-2)

Dated this 21st day of February, 1996

John Will Ongman
John Will Ongman



BEFORE THE
INTERSTATE COMMERCE COMMISSION

FINANCE DOCKET NO. 32760

UNION PACIFIC CORPORATION, ET AL.
-- CONTROL AND MERGER --
SOUTHERN PACIFIC RAIL CORPORATION, ET AL.



NOTICE OF APPEARANCE OF
GENEVA STEEL COMPANY

Please enter the appearance of Geneva Steel Company ("GS") and include it on the service list to be prepared. Copies of all pleadings, notices, orders and decisions should be served upon:

Kenneth C. Johnsen
Vice President and General Counsel
Geneva Steel Company
P.O. Box 2500
Provo, Utah 84603
(801) 227-9321

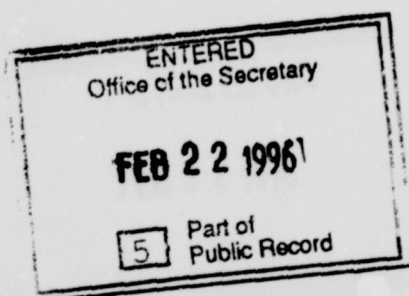
John Will Ongman
Pepper, Hamilton & Scheetz
1300 Nineteenth Street, N.W.
Washington, D.C. 20036
(202) 828-1200

A copy of this Notice has been served upon counsel for Applicants.

Respectfully submitted,

John Will Ongman

John Will Ongman
Pepper Hamilton & Scheetz
1300 Nineteenth Street, N.W.
Washington, D.C. 20036
(202) 828-1200



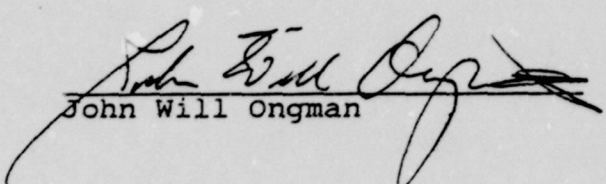
CERTIFICATE OF SERVICE

I certify that a copy of the foregoing Notice (GS-1)
was served on the following persons via first class mail:

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

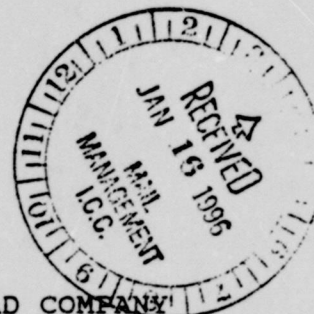
Arvid E. Roach, II
J. Michael Hemmer
Michael L. Rosenthal
Covington & Burling
1201 Pennsylvania Ave. N.W.
Washington, D.C. 20044

October 24, 1995


John Will Ongman

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 32760



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

NOTICE OF INTENT TO PARTICIPATE

Pursuant to Decision No. 6 in this proceeding, Geneva
Steel Company ("GS") hereby submits its Notice of Intent to
Participate.

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "John Will Ongman".

John Will Ongman
Pepper Hamilton & Scheetz
1300 Nineteenth Street, N.W.
Washington, D.C. 20036
Tel. (202) 828-1200
Fax. (202) 828-1665

Attorney for Geneva Steel Company

January 16, 1996

STB

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32760

2-21-96

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Item No. _____ **TON & SCHEETZ**

Page Count 3 _____ EYS AT LAW

PHILADELPHIA, PEN Feb II 162

DETROIT, MICHIGAN

NEW YORK, NEW YORK

PITTSBURGH, PENNSYLVANIA

HARRISBURG, PENNSYLVANIA

_____ NTH STREET, N.W.

WASHINGTON, D.C. 20036-1685

(202) 828-1200

TELEX CABLE ADDRESS: 440653 (ITT)

FAX: (202) 828-1665

WILMINGTON, DELAWARE

BERWYN, PENNSYLVANIA

WESTMONT, NEW JERSEY

LONDON, ENGLAND

MOSCOW, RUSSIA

WRITER'S DIRECT NUMBER **Office of the Secretary**

(202) 828-1220

FEB 22 1996

5 Part of
Public Record

February 21, 1996



VIA HAND DELIVERY

Hon. Vernon A. Williams, Secretary
Interstate Commerce Commission
Case Control Branch
Room 1324
1201 Constitution Avenue, N.W.
Washington, D.C. 20423

Attention: Finance Docket No. 32760

Re: Finance Docket No. 32760

Dear Secretary Williams:

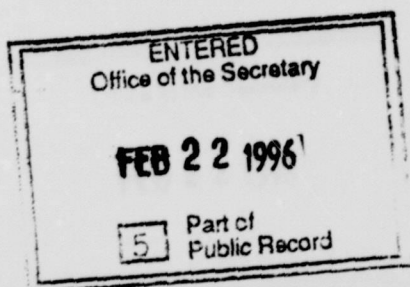
In accordance with Decision No. 15 in the above-referenced docket, I enclose Illinois Power Company's Certificate of Service which has been served by first class mail upon the persons designated as party of record [POR].

Also, pursuant to 49 C.F.R. § 1180.4(2), Illinois Power Company chooses to be identified by the acronym "ILP" in these proceedings. I am enclosing Illinois Power Company's revised Notice of Intent to Participate denominated "ILP-1" previously filed on January 16, 1996.

Sincerely,

Michelle J. Morris

Michelle J. Morris

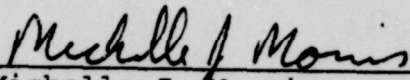


CERTIFICATE OF SERVICE

I hereby certify that I have this day caused to be served on all parties of record pursuant to Decision No. 15 of the Surface Transportation Board the following pleadings previously filed with the Board:

- (1) Notice of Intent to Participate (ILP-1)

Dated this 21st day of February, 1996



Michelle J. Morris

ILP-1

BEFORE THE
INTERSTATE COMMERCE COMMISSION

FINANCE DOCKET NO. 32760

UNION PACIFIC CORPORATION, ET AL.
-- CONTROL AND MERGER --
SOUTHERN PACIFIC RAIL CORPORATION, ET AL.



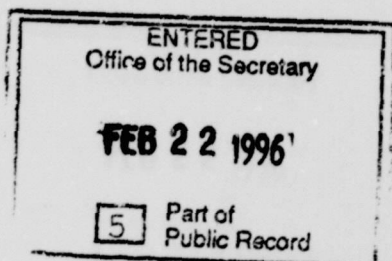
ILLINOIS POWER COMPANY'S
NOTICE OF INTENT TO PARTICIPATE

Please enter the appearance of Illinois Power Company ("ILP") as a party of record in Finance Docket No. 32760 and include it on the service list to be prepared. Copies of all pleadings, notices, orders and decisions should be served upon:

Joseph L. Lakshmanan, Esq.
Illinois Power Company
500 South 27th Street
Decatur, IL 62525

Marc D. Machlin
Michelle J. Morris
Pepper, Hamilton & Scheetz
1300 Nineteenth Street, N.W.
Washington, D.C. 20036
(202) 828-1200

A copy of this Notice has been served upon counsel for Applicants.



Respectfully submitted,

Michelle J. Morris

Marc D. Machlin
Michelle J. Morris
Pepper Hamilton & Scheetz
1300 Nineteenth Street, N.W.
Washington, D.C. 20036
(202) 828-1200

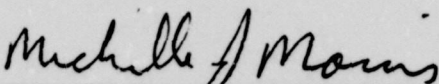
CERTIFICATE OF SERVICE

I certify that a copy of the foregoing Notice (ILP-1)
was served on the following persons via first class mail:

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

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

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



Michelle J. Morris

January 16, 1996