

STB

FD-32760

5-3-00

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198395

198395

FLETCHER & SIPPEL LLC

Two Prudential Plaza, Suite 3125
180 North Stetson Avenue
Chicago, Illinois 60601-6721

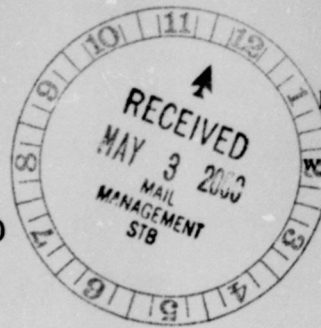
Office of the Secretary

MAY 03 2000

Part of
Public Record

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 700
Washington, DC 20423-0001

April 26, 2000



Phone: (312) 540-0500
Fax: (312) 540-9098
www.fletcher-sippel.com

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

Dear Secretary Williams:

We are counsel for Illinois Central Railroad Company, one of the parties of record in the above-captioned proceeding. Please note our new firm affiliation and address, effective immediately:

Fletcher & Sippel LLC
Two Prudential Plaza, Suite 3125
180 North Stetson Avenue
Chicago, IL 60601-6721
Ph: (312) 540-0500
Fax: (312) 540-9098

Twenty-five copies of this letter are enclosed for filing at the Board. Copies also have been served on counsel for the Primary Applicants and The Burlington Northern and Santa Fe Railway Company. Thank you for your assistance on this matter.

Very truly yours,

Thomas J. Litwiler

TJL:tl

Enclosures

cc: J. Michael Hemmer, Esq.
Erika Z. Jones, Esq.

STB

FD-32760

4-12-00

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MOC



Office of the Chairman

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

FILE IN DOCKET
FD-32760

April 12, 2000

The Honorable Jerry F. Costello
U.S. House of Representatives
Washington, D.C. 20515

Dear Congressman Costello:

Thank you for your recent letter sent jointly with Senator Christopher Bond, Senator John Ashcroft, and Congresswoman Pat Danner concerning the status of the petition filed by AmerenUE (UE) for clarification and enforcement of conditions that the Board imposed on the merger of Union Pacific and Southern Pacific railroads in Finance Docket No. 32760. You urge the Board to consider, as quickly as possible, UE's request that its coal-fired electric generating station in Labadie, MO, be restored to its prior position as a shipper served by two competing rail carriers.

UE filed its petition with the Surface Transportation Board (Board) on January 19, 2000. The record closed on March 3, 2000. UE's petition is under active consideration, and a decision addressing the issues raised in the petition will be issued as soon as possible. Because the matter is pending before the Board, it would be inappropriate for me to comment on the merits of the proceeding.

I have had your letter and my response placed in the public docket for this proceeding, and your name has been added to the service list so that you will receive copies of all future Board decisions issued in this case.

I appreciate your interest in this matter, and if I may be of further assistance, please do not hesitate to contact me.

Sincerely,

Linda J. Morgan
Linda J. Morgan



Office of the Chairman

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

FILE IN DOCKET

April 12, 2000

The Honorable Christopher Bond
United States Senate
Washington, D.C. 20510

Dear Senator Bond:

Thank you for your recent letter sent jointly with Senator John Ashcroft, Congressman Jerry F. Costello, and Congresswoman Pat Danner concerning the status of the petition filed by AmerenUE (UE) for clarification and enforcement of conditions that the Board imposed on the merger of Union Pacific and Southern Pacific railroads in Finance Docket No. 32760. You urge the Board to consider, as quickly as possible, UE's request that its coal-fired electric generating station in Labadie, MO, be restored to its prior position as a shipper served by two competing rail carriers.

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I appreciate your interest in this matter, and if I may be of further assistance, please do not hesitate to contact me.

Sincerely,

Linda J. Morgan
Linda J. Morgan



Office of the Chairman

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

FILE IN DOCKET

April 12, 2000

The Honorable John Ashcroft
United States Senate
Washington, D.C. 20510

Dear Senator Ashcroft:

Thank you for your recent letter sent jointly with Senator Christopher Bond, Congressman Jerry F. Costello, and Congresswoman Pat Danner concerning the status of the petition filed by AmerenUE (UE) for clarification and enforcement of conditions that the Board imposed on the merger of Union Pacific and Southern Pacific railroads in Finance Docket No. 32760. You urge the Board to consider, as quickly as possible, UE's request that its coal-fired electric generating station in Labadie, MO, be restored to its prior position as a shipper served by two competing rail carriers.

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I appreciate your interest in this matter, and if I may be of further assistance, please do not hesitate to contact me.

Sincerely,

Linda J. Morgan
Linda J. Morgan



Office of the Chairman

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

FILE IN DOCKET

April 12, 2000

The Honorable Pat Danner
U.S. House of Representatives
Washington, D.C. 20515

Dear Congresswoman Danner:

Thank you for your recent letter sent jointly with Senator Christopher Bond, Senator John Ashcroft, and Congressman Jerry F. Costello concerning the status of the petition filed by AmerenUE (UE) for clarification and enforcement of conditions that the Board imposed on the merger of Union Pacific and Southern Pacific railroads in Finance Docket No. 32760. You urge the Board to consider, as quickly as possible, UE's request that its coal-fired electric generating station in Labadie, MO, be restored to its prior position as a shipper served by two competing rail carriers.

UE filed its petition with the Surface Transportation Board (Board) on January 19, 2000. The record closed on March 3, 2000. UE's petition is under active consideration, and a decision addressing the issues raised in the petition will be issued as soon as possible. Because the matter is pending before the Board, it would be inappropriate for me to comment on the merits of the proceeding.

I have had your letter and my response placed in the public docket for this proceeding, and your name has been added to the service list so that you will receive copies of all future Board decisions issued in this case.

I appreciate your interest in this matter, and if I may be of further assistance, please do not hesitate to contact me.

Sincerely,

Linda J. Morgan
Linda J. Morgan

Congress of the United States
Washington, DC 20515

FILE IN DOCKET

March 15, 2000

The Honorable Linda J. Morgan
Chairman
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

RECEIVED
SURFACE TRANSPORTATION
BOARD
MAR 20 5 13 PM '00
OFFICE OF
CHAIRMAN MORGAN

Re: *AmerenUE's "2-to-1" status resulting from the Union Pacific Corp. et al—Control and Merger—Southern Pacific Rail Corp. et al. proceeding, STB Finance Docket No. 32760*

Dear Chairman Morgan:

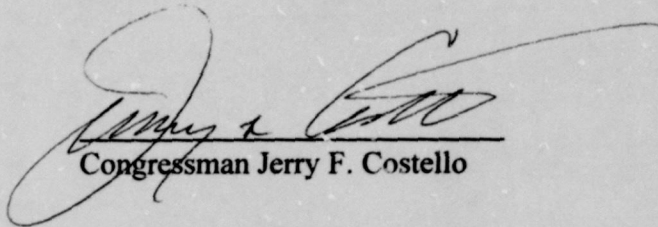
We are writing to express our interest in the above-referenced matter. We request that AmerenUE ("UE") receive prompt attention to its concerns. The Surface Transportation Board should consider, as quickly as possible, UE's request that it be restored to its prior position as a shipper with two rail carrier access at its Labadie plant.

UE's coal-fired electric generating station in Labadie, Missouri is UE's largest plant, shipping nearly 9 million tons of coal annually. UE provides energy service and electricity to 1.2 million customers in Missouri and Illinois. The Labadie plant currently is a "captive" shipper, serviced by the Union Pacific Railroad ("UP"). AmerenUE's Labadie plant previously was not a captive shipper. Prior to the merger of the UP and the Southern Pacific Railroad ("SP"), the Labadie plant had direct rail service from both UP and SP, making Labadie a "2-to-1" shipper.

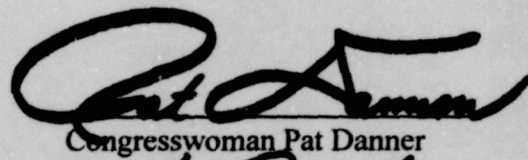
In the interest of the Missouri and Illinois electricity customers served by AmerenUE's Labadie plant, we ask that you rule on AmerenUE's petition as soon as possible and in accordance with established administrative law procedure. Restoring two rail carrier access to the Labadie coal-fired electric generating plant could benefit all the Missouri and Illinois electricity consumers served by Labadie.

Thank you for your attention to this matter and please keep us informed on the progress of your action on AmerenUE's "2-to-1" status.

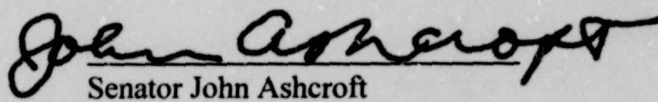
Sincerely,



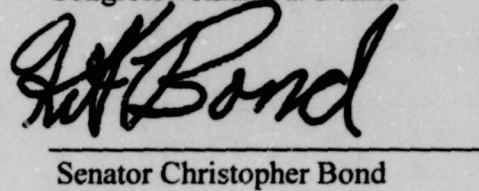
Congressman Jerry F. Costello



Congresswoman Pat Danner



Senator John Ashcroft



Senator Christopher Bond

cc: Vice-Chairman Wayne O. Burkes
Commissioner William Clyburn, Jr.

STB

FD-32760

4-5-00

J

UNION



Office of the Chairman

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

FILE IN DOCKET

FD-32760

April 5, 2000

Mr. A.A. Dupree, Sr.
and Colleagues
19100 Slover Ave.
Bloomington, CA 92316

Dear Mr. Dupree:

Thank you for the letter from you and your colleagues regarding the implementation of the Union Pacific (UP) and Southern Pacific (SP) railroad merger and the continued adverse effects on certain clerical employees represented by the Transportation Communications Union (TCU). You disagree with the December 31, 1999 letter prepared by Mr. J.J. Marchant, Vice President for Labor Relations at UP, responding to the clerks' concerns.

In particular, you oppose the contracting out of work in the Southern California Area, and you have filed a number of complaints with the carrier regarding this matter. Your collective bargaining or implementing agreement should cover the carrier's right to contract out work. You should work with your union in pursuing your claims. The Board remains ready to exercise its review authority where warranted.

I appreciate your interest in this matter. As in the past, I will have your letter and my response made a part of the public docket for the UP/SP proceeding.

Sincerely,

Linda J. Morgan
Linda J. Morgan

FILE IN DOCKET

March 3, 2006

Ms. Linda Morgan, Chairwoman
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423-0001

Dear Ms. Morgan,

This letter is in reference to Mr. Merchant's letter dated December 13, 1999 from Union Pacific's Labor Relation's Office in Omaha, Nebraska. He responded to ASD/TCU Chairman Richard Cota's letter dated September 27, 1999 regarding crew hauling positions and other positions at West Colton and City of Industry, California.

Mr. Cota only wrote you because the Union Pacific is violating our Labor Agreement. They are continuing to cut our Clerical positions and hiring outside contractors. At West Colton, we were awarded two (2) crew hauling positions each shift plus relief positions by the Public Law Board. The positions were guaranteed to haul crews within a two (2) hour radius from West Colton yard, but with only two (2) positions, we agreed to haul crews to Loma Linda to the East, So. Fontana to the west, Highland to the north and all areas within the Colton yard. This was in 1995 when we were still Southern Pacific R.R..

Since the Union Pacific has taken over, (this was not a merger, it was a sellout), we, the clerical employees have been getting screwed ever since. They moved the majority of our positions to Omaha and St. Louis. All the Clerks were informed at West Colton, Monterey Park, Los Angeles, Bakersfield and City of Industry, that if you don't bid on these positions, you will not have a job with the Union Pacific Railroad. Of course, everyone bided to positions in those two areas, but in 1998, the Union Pacific hired twenty-six (26) new clerks in Southern California to cover their rear ends during the crisis. Now they are cutting them off and hiring Renzenberger drivers at less pay and no benefits to do the same job we are/were doing. At the present time, the U.P. has a Renzenberger dispatcher in the office with us, with several drivers around the clock, dispatching them to the same locations and in-yard pickups that were guaranteed to us.

We have complained to management over and over again about this abuse of the agreement, but their only reply is "file a claim". We have filed so many claims, that if we ever get paid for them, we can all retire.

Mr. Marchant's letter dated December 13, 1999 is totally false. West Colton is now the hub areas for crews in Southern California, which means an increase of crews to haul. If there were less crews to haul, why would we need Renzenberger, an outside contractor, on the property 24 hours a day, seven days a week with several drivers? More than the two (2) we were guaranteed, waiting to do our work. If Mr. Marchant really wanted to abide by our agreement, he would get Renzenberger off the property immediately, and if two (2) drivers is not enough, he would hire more clerks like the agreement states, not an outside contractor.

Respectfully,

A.C. Duke - Clerk - West Colton

R Grant
Don W. Steinman Clerk Colton
R Santoyo - Clerk - WC

STB

FD

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6-8-99

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194691

194691

COVINGTON & BURLING

1201 PENNSYLVANIA AVENUE, N. W.

P.O. BOX 7566

WASHINGTON, D.C. 20044-7566

(202) 662-6000

FACSIMILE: (202) 662-6291

MICHAEL L. ROSENTHAL

DIRECT DIAL NUMBER

(202) 662-5448

DIRECT FACSIMILE NUMBER

(202) 778-5448

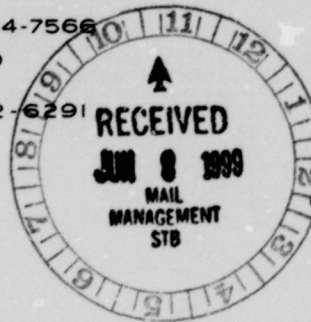
mrosenthal@cov.com

ENTERED
Office of the Secretary

JUN 08 1999

Part of
Public Record

June 8, 1999



LECONFIELD HOUSE
CURZON STREET
LONDON W1Y 8AS
ENGLAND

TELEPHONE: 44-171-495-5655
FACSIMILE: 44-171-495-3101

KUNSTLAAN 44 AVENUE DES ARTS
BRUSSELS 1040 BELGIUM
TELEPHONE: 32-2-549-5230
FACSIMILE: 32-2-502-1598

BY HAND

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

J

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

Dear Secretary Williams:

This letter responds to the filings recently submitted by the National Industrial Transportation League ("NIT League") and the Society of the Plastics Industry ("SPI") in support of the petition for access to Four Star Sugar filed by Burlington Northern and Santa Fe Railway Company ("BNSF").¹

Although the two filings purport to be "replies" to BNSF's petition, they are actually support statements. If the Board considers those filings, we ask that it also consider this brief reply.

The NIT League and SPI filings simply parrot BNSF's arguments without providing any additional factual information or analysis. They thus suffer from the same two basic flaws that UP identified in its reply to BNSF's petition.

¹ These two filings were served by mail, and thus we did not receive them until last Thursday in the case of NIT League, and last Friday in the case of SPI. In fact, we never received SPI's original filing and were unaware that any such filing existed until we received a copy of SPI's "corrected" filing.

Honorable Vernon A. Williams

June 8, 1999

Page 2

First, NIT League and SPI wrongly suggest that UP is preventing BNSF from filling the role that the Board envisioned when it approved the UP/SP merger as conditioned. The evidence from two years of oversight proceedings, and the evidence that will be presented in this year's annual oversight proceeding, establishes that UP has complied with all of the merger conditions and that BNSF is providing intense competition using the rights it obtained in the merger. Any claim that UP has "frustrated" (NITL, p. 2) BNSF's ability to compete under the merger conditions is false. Disputes have been few and far between, and UP has gone out of its way to ensure that BNSF is able to fill the competitive role envisioned by the Board. See Applicants' Reply to Comments (UP/SP-361), filed Sept. 30, 1998, pp. 43-57. If NIT League or SPI had any contrary factual evidence, they surely would have presented it.

Second, NIT League and SPI fail to recognize that Four Star's specific circumstances make the situation different from the others in which UP has agreed that BNSF may access a new facility, and make it clear that Four Star is not located "on" a trackage rights line. As BNSF's own filing demonstrates, UP has not adopted a restrictive definition of what it means to be located "on" a trackage rights line. UP has agreed on several occasions that BNSF may access new facilities located along industrial leads. In responding to BNSF requests for access, UP has, as SPI urges, given "consideration to the practicalities of both facility location and railroad operations" (SPI, p. 4). As UP's reply shows, when the "practicalities" are considered, it is clear that the Four Star facility is not located "on" a trackage rights line — it is located in the back of an active rail yard and can only be accessed by using an active, multipurpose line of railroad over which BNSF does not have trackage rights.

The recent filings by NIT League and SPI serve only the unnecessary and unfortunate role of heating up the level of rhetoric. They add nothing of substance to the fact-specific dispute between UP and BNSF regarding access to Four Star.

Sincerely,



Michael L. Rosenthal

cc: All Parties of Record

STB

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32760

2-26-96

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61386

Item No. _____

Page Count 2

Feb II 249

CLEARY, WOOD & MASER, P.C.

ATTORNEYS AND COUNSELORS AT LAW

SUITE 750

1100 NEW YORK AVENUE, N.W.
WASHINGTON, D.C. 20005-3934

TELECOPIER: (202) 371-0900

FEB 28 1996
OFFICE: (202) 371-9500

5 Part of
Public Record

February 26, 1996

Via Hand Delivery

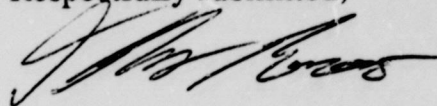
Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1201 Constitution Avenue, N.W.
Washington, D.C.

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

Dear Secretary Williams:

Pursuant to Decision No. 16, enclosed for filing with the Board is an original and five (5) copies of the Certificate of Service of The Dow Chemical Company ("DOW") certifying that a copy of an index listing all numbered documents filed to date by Dow has been mailed to all parties of record in this proceeding.

Respectfully submitted,



Nicholas J. DiMichael
Jeffrey O. Moreno
Attorneys for The Dow Chemical Company

Enclosures
1700/020

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FEB 28 1 47 PM '96
ICC
OFFICE OF SECRETARY

CERTIFICATE OF SERVICE

I hereby certify that, pursuant to Decision No. 16, a copy of the foregoing INDEX OF DOCUMENTS FILED BY THE DOW CHEMICAL COMPANY has been served via first class mail, postage prepaid, on all parties of record in this proceeding on the 26th day of February, 1996.

Elinor G. Brown
Elinor G. Brown

STB

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2-26-96

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Item No. _____

Page Count 2

FEB II 247

RY, WOOD & MASER, P.C.

ATTORNEYS AND COUNSELORS AT LAW

SUITE 750

1100 NEW YORK AVENUE, N.W.

WASHINGTON, D.C. 20005-3934

OFFICE: (202) 371-9500

TELECOPIER: (202) 371-0900

February 26, 1996

Via Hand Delivery

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

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

Dear Secretary Williams:

Pursuant to Decision No. 16, enclosed for filing with the Board is an original and five (5) copies of the Certificate of Service of The National Industrial Transportation League ("NITL") certifying that a copy of an index listing all numbered documents filed to date by the NITL has been mailed to all parties of record in this proceeding.

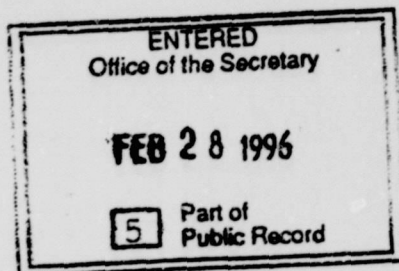
Respectfully submitted,

Nicholas J. DiMichael

Nicholas J. DiMichael

Frederic L. Wood

Attorneys for The National Industrial
Transportation League



Enclosures
0124/480

RECEIVED
FEB 26 1 47 PM '96
OFFICE OF SECRETARY

CERTIFICATE OF SERVICE

I hereby certify that, pursuant to Decision No. 16, a copy of the foregoing INDEX OF DOCUMENTS FILED BY THE NATIONAL INDUSTRIAL TRANSPORTATION LEAGUE has been served via first class mail, postage prepaid, on all parties of record in this proceeding on the 26th day of February, 1996.

Elinor G. Brown

Elinor G. Brown

STB

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2-26-96

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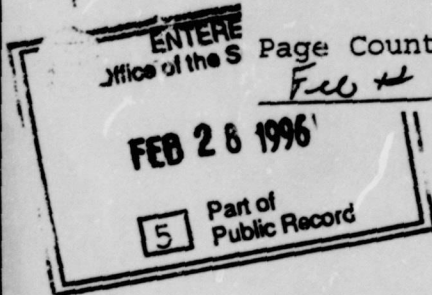
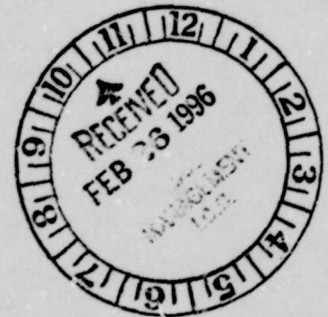
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Item No. _____

Page Count 4

Fee # 245

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



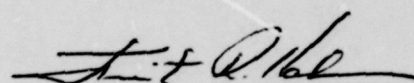
Finance Docket No. 32760

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

CERTIFICATE OF SERVICE

Pursuant to the Board's decision, served February 16, 1996, the prior filing of Shell Chemical Company, a copy of which is attached, has been served upon each of the parties of record, by mailing them copies by first-class mail, postage prepaid.

Dated at Washington, DC, this 26th day of February 1996.



Fritz R. Kahn
Fritz R. Kahn, P.C.
Suite 750 West
1100 New York Avenue, NW
Washington, DC 20005-3934
Tel.: (202) 371-8037

LAW OFFICES
FRITZ R. KAHN, P.C.
SUITE 750 WEST
1100 NEW YORK AVENUE, N.W.
WASHINGTON, D.C. 20005-3934
(202) 371-8037
FAX (202) 371-0900

February 7, 1996

Hon. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

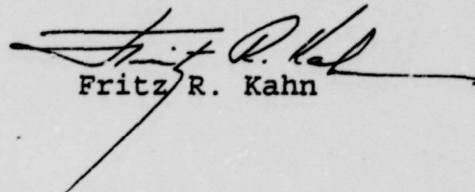
Dear Secretary Williams:

In Finance Docket No. 32760, Union Pacific Corp., et al.--
Control and Merger--Southern Pacific Rail Corp., at the time of its
filing of the attached Notice of Intent to Participate, Shell
Chemical Company inadvertently neglected to effect the service
called for by the decision, served December 27, 1995, Decision No.
9.

By copy of this letter, service is being effected.

Shell Chemical Company regrets any inconvenience its failure
to effect service in a timely fashion may have occasioned.

Sincerely yours,


Fritz R. Kahn

enc.
cc: Arvid E. Roach II, Esq.
Paul Cunningham, Esq.
Hon. Frank E. Kruesi
Robert McGeorge, Esq.
Hon. Jerome Nelson
Mr. Brian P. Felker

Shell Chemical Company

An affiliate of Shell Oil Company



One Shell Plaza
PO Box 2463
Houston TX 77262

Via Express Delivery

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



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

Dear Secretary Williams:

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

Respectfully submitted,

A handwritten signature in cursive script that reads "Brian P. Felker".

Brian P. Felker
Manager, Products Traffic
Shell Chemical Company
One Shell Plaza
P.O. Box 2463
Houston, TX 77262-2463

BEFORE THE
DEPARTMENT OF TRANSPORTATION
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 32760

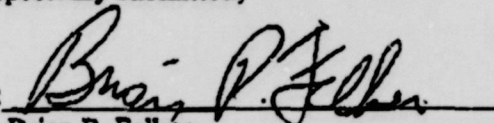
UNION PACIFIC CORPORATION, UNION PACIFIC RAILROAD COMPANY
AND MISSOURI PACIFIC RAILROAD COMPANY
— CONTROL AND MERGER —
SOUTHERN PACIFIC RAIL CORPORATION, SOUTHERN PACIFIC
TRANSPORTATION COMPANY, SPCSL CORP. AND THE DENVER AND
RIO GRANDE WESTERN RAILROAD COMPANY

NOTICE OF INTENT TO PARTICIPATE

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

Respectfully submitted,

By:


Brian P. Felker

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

Dated: January 19, 1996

STB

FD

32760

2-26-96

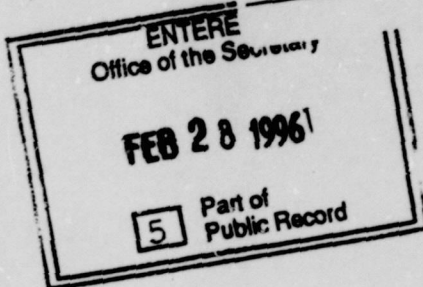
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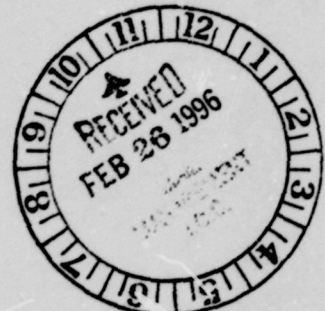
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GRR-3

Item No. _____
Page Count 7
File 243



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



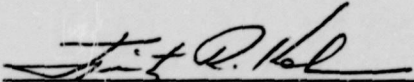
Finance Docket No. 32760

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

CERTIFICATE OF SERVICE

Pursuant to the Board's decision, served February 16, 1996,
the prior filings of Georgetown Railroad Company, et al., copies of
which are attached, have been served upon each of the parties of
record, by mailing them copies by first-class mail, postage
prepaid.

Dated at Washington, DC, this 26th day of February 1996.


Fritz R. Kahn
Fritz R. Kahn, P.C.
Suite 750 West
1100 New York Avenue, NW
Washington, DC 20005-3934
Tel.: (202) 371-8037

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.



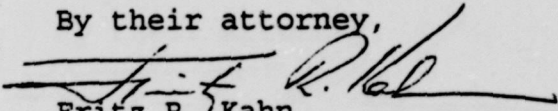
NOTICE OF INTENT
TO PARTICIPATE

Pursuant to the decision, served October 19, 1995, Decision No. 6, Georgetown Railroad Company and Texas Crushed Stone Company of Georgetown, Texas, advise the Board of their intention to participate in the proceeding as their interests may appear and ask that the appearance of their attorney be entered.

Respectfully submitted

GEORGETOWN RAILROAD COMPANY
TEXAS CRUSHED STONE COMPANY

By their attorney,

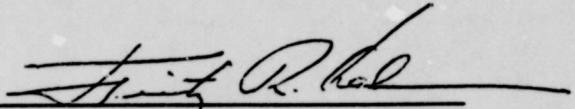

Fritz R. Kahn
Fritz R. Kahn, P.C.
Suite 750 West
1100 New York Avenue, NW
Washington, DC 20005-3934
Tel.: (202) 371-8037

Dated: January 5, 1996

CERTIFICATE OF SERVICE

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

Dated at Washington, DC, this 5th day of January 1996.


Fritz R. Kahn

STAMP AND RETURN

GRR-1

BEFORE THE
INTERSTATE COMMERCE COMMISSION
WASHINGTON, D. C. 20423



Finance Docket No. 32760

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

COMMENTS
OF
GEORGETOWN RAILROAD COMPANY and
TEXAS CRUSHED STONE COMPANY

Protestants, Georgetown Railroad Company of Georgetown, Texas ("GRR"), and Texas Crushed Stone Company of Georgetown, Texas, respond in opposition to the schedule proposed by the Commission's decision, served September 1, 1995, Decision No. 1, as follows:

1. The foremost consideration whether a proposed merger of two Class I railroads should be authorized by the Commission, pursuant to the provisions of 49 U.S.C. 11344(b)(1), is whether the transaction would have an adverse effect on competition among rail carriers in the affected region.

2. As portrayed by the Applicants themselves, no proposed railroad merger potentially will be as anticompetitive as that of the UP and SP; unless the Applicants were to make significant concessions not yet disclosed or the Commission were to impose meaningful conditions unlike those recently attached, the UP will

control the only railroad routes along the Gulf Coast, between Corpus Christi and New Orleans, the only railroad routes along the Pacific Coast, between Seattle and San Diego, and the only central corridor routes, between Denver and San Francisco.

3. A transaction as destructive of railroad competition as the proposed merger promises to be does not warrant the rush to judgment that the Applicants' suggested procedural schedule would effect and that the Commission's further abbreviation of it would exacerbate. It is one thing for the Commission to have taken twelve years to decide the Rock Island case -- a procedural disaster that obviously continues to haunt the Commission; it is an altogether different thing for the Commission to commit itself, as well as whatever agency will succeed it at year's end, to resolve in 'approximately six months' time the many difficult issues posed by the Applicants' proposal. The timetable is simply too short.

4. The statute, 49 U.S.C. 11345(b), permits parties, such as Protestants, 45 days after Federal Register publication to submit their comments on the Application and 90 days to file their inconsistent applications, if any. Applicants and presumably the Commission would not provide for the filing of comments at all; indeed, the Commission didn't see fit to allow the filing of comments in the recent BN/ATSF proceeding. Applicants at least recognize that the statute provides a 90-day period for opposition parties to file their inconsistent applications; the Commission proposes to reduce the filing time to 30 days. Presumably the Commission believes it can do so by the incantation of the section

10505 findings, but how the Commission can conclude, as it conveniently did in its decision of September 5, 1995, Decision No. 3, that in the context of this proceeding its modification of the procedural requirements that otherwise would obtain is of limited scope is unfathomable.

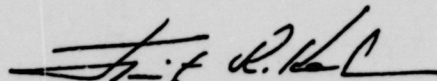
5. The Commission's rules, 49 C.F.R 1180.0, et seq., set out a carefully crafted timetable for processing an application in a major transaction as Applicants' proposed merger obviously is, and the Applicants have failed to make a showing of good cause why it should be shortened, as they have suggested. The BN/ATSF proceeding, contrary to Applicants' assertion, does not establish a precedent, for that transaction could not be consummated until the Commission had acted. In contrast, UP's tender offer has been successfully completed, and UP now holds 25 percent of the SP's stock, albeit in a voting trust pending the Commission's conclusion of the case. SP lacks neither the management nor the resources to continue to be able to operate successfully in the meantime. In the circumstances, the rights of opposing parties should not be trampled in the stampede to approve the Applicants' proposal.

WHEREFORE, Protestants, Georgetown Railroad Company and Texas Crushed Stone Company, oppose the procedural schedule the Applicants have proposed and its abbreviation by the Commission.

Respectfully submitted,

GEORGETOWN RAILROAD COMPANY
TEXAS CRUSHED STONE COMPANY

By their attorney,



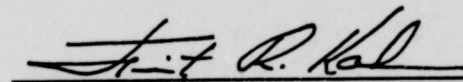
Fritz R. Kahn
Fritz R. Kahn, P.C.
Suite 750 West
1100 New York Avenue, NW
Washington, DC 20005-3934
Tel.: (202) 371-8037

Dated: September 18, 1995

CERTIFICATE OF SERVICE

Copies of the foregoing Comments this day were served by me by mailing copies thereof, with first-class postage prepaid, to counsel for each of the Applicants, the Attorney General, the Secretary of Transportation and ALJ Nelson.

Dated at Washington, DC, this 18th day of September 1995.



Fritz R. Kahn

STB

FD

32760

2-26-96

J

61379

Item No. _____

Page Count 2

Fee # 242

WILLIAM L. SLOER
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*

SLOVER & LOFTUS

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

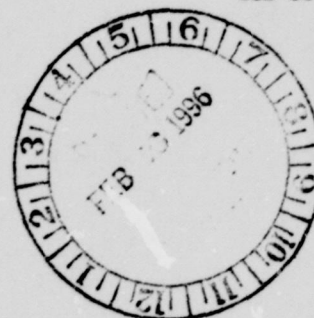
202 347-7170

February 26, 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:

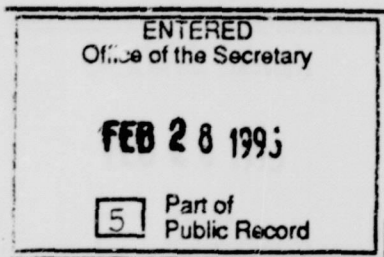
In accordance with the Board's Decision No. 15 in the captioned proceeding, enclosed please find an original and five (5) copies of a Certificate of Service which indicates that service of a list of all numbered pleadings and discovery requests which have been filed or served by Arizona Electric Power Cooperative, Inc. was served upon all parties 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
An Attorney for Arizona Electric
Power Cooperative, Inc.



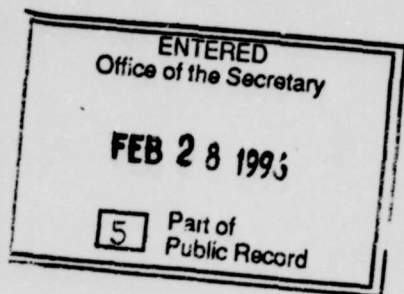
Enclosure

CERTIFICATE OF SERVICE

In accordance with the Board's Decision No. 15 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 26th day of February, 1996, a list of all numbered pleadings and discovery requests which were filed or served on behalf of Arizona Electric Power Cooperative, Inc. was served via first class mail, postage prepaid, upon all parties of record.

Patricia E. Kolesar

Patricia E. Kolesar



STB

FD

32760

2-26-96

J

61377

Item No. _____

Page Count 7

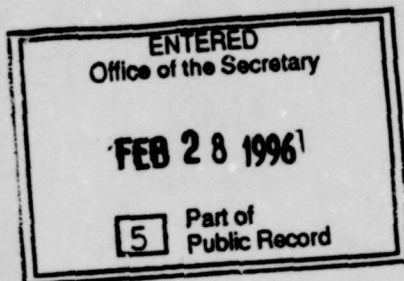
Feb # 236

61377

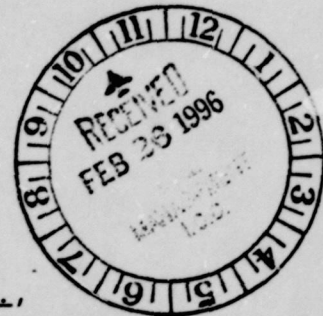
ORIGINAL

SLIN-2

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



Finance Docket No. 32760

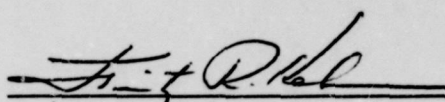


UNION PACIFIC CORPORATION, et al.,
-CONTROL AND MERGER--
SOUTHERN PACIFIC RAIL CORPORATION, et al.

CERTIFICATE OF SERVICE

Pursuant to the Board's decision, served February 16, 1996, the prior filing of Shintech, Incorporated, a copy of which is attached, has been served upon each of the parties of record, by mailing them copies by first-class mail, postage prepaid.

Dated at Washington, DC, this 26th day of February 1996.



Fritz R. Kahn
Fritz R. Kahn, P.C.
Suite 750 West
1100 New York Avenue, NW
Washington, DC 20005-3934
Tel.: (202) 371-8037

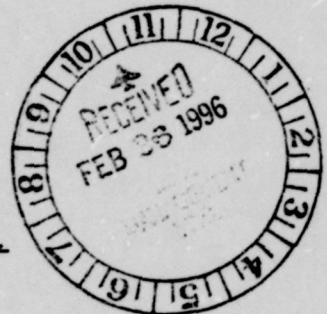
STAMP AND RETURN

SHIN-1

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.



NOTICE OF INTENT
TO PARTICIPATE

Pursuant to the decision, served October 19, 1995, Decision No. 6, Shintech Incorporated ("Shintech") advises the Board of its intention to participate in the proceeding and asks that the appearance of its attorneys be entered. Shintech is on record in support of the merger of the Union Pacific Railroad and the Southern Pacific Transportation Company but, nevertheless, believes it desirable to be separately represented herein. As a major shipper of polyvinyl chloride, Shintech intends to keep itself informed of developments in this proceeding.

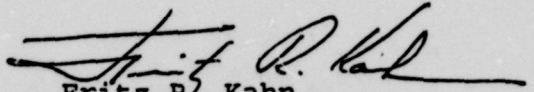
Shintech has selected the acronym "SHIN" for identifying such filings as it may be making.

Respectfully submitted,

SHINTECH INCORPORATED

By its attorneys,

W. David Tidholm
Hutcheson & Grundy
1200 Smith Street (#3300)
Houston, TX 77002-4579
Tel.: (713) 951-2800



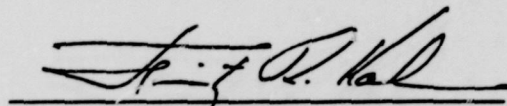
Fritz R. Kahn
Fritz R. Kahn, P.C.
Suite 750 West
1100 New York Avenue, NW
Washington, DC 20005-3934
Tel.: (202) 371-8037

Dated: January 16, 1996

CERTIFICATE OF SERVICE

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

Dated at Washington, DC, this 15th day of January 1996.

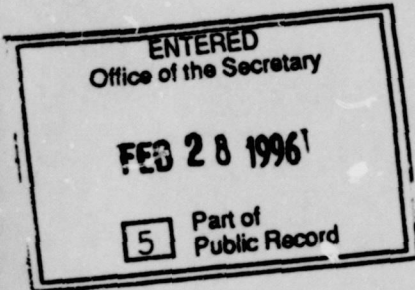
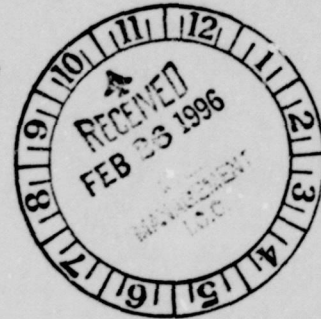


Fritz R. Kahn

ORIGINAL

MMA-3

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



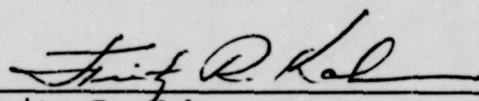
Finance Docket No. 32760

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

CERTIFICATE OF SERVICE

Pursuant to the Board's decision, served February 16, 1996, the prior filings of Magma Copper Company, et al., copies of which are attached, have been served upon each of the parties of record, by mailing them copies by first-class mail, postage prepaid.

Dated at Washington, DC, this 26th day of February 1996.


Fritz R. Kahn
Fritz R. Kahn, P.C.
Suite 750 West
1100 New York Avenue, NW
Washington, DC 20005-3934
Tel.: (202) 371-8037

STAMP AND RETURN

MGMA-2

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

Finance Docket No. 32760

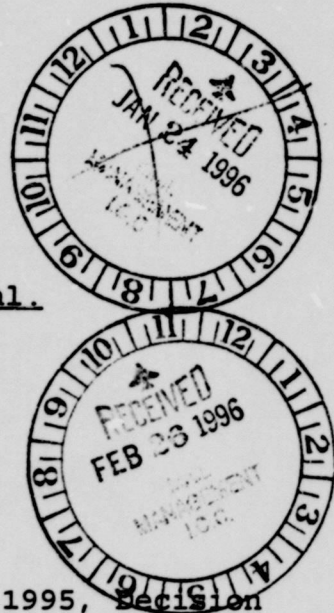
UNION PACIFIC CORPORATION, et al.,
--CONTROL AND MERGER--
SOUTHERN PACIFIC RAIL CORPORATION, et al.

NOTICE OF INTENT TO FILE RESPONSIVE APPLICATION

Pursuant to the decision, served October 19, 1995, Decision No. 6, Magma Copper Company and its wholly owned subsidiaries, The Magma Arizona Railroad Company ("MAA") and the San Manuel Arizona Railroad Company ("SMA") advise the Board of their intention to file a responsive application herein.

The responsive application will seek overhead trackage rights over the lines heretofore operated by the Southern Pacific Transportation Company ("SP") between Magma, Arizona, and Phoenix and Nogales, Arizona, for the MAA and between Hayden (via the Copper Basin Railway Company ("CBRY"), a switching carrier for the SP operating between Hayden, Arizona, and Magma) and Phoenix and Nogales for the SMA.

Pursuant to 49 C.F.R. 1180(d)(4)(ii) and (iv), petitioners request that their responsive application be designated a minor transaction. The request, as already noted, is simply for overhead trackage rights to Phoenix and Nogales, there to



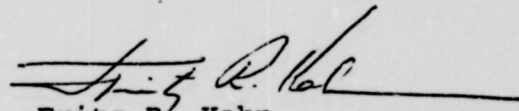
interchange traffic with the merged railroad, as well as the other connecting carriers. The trackage rights would be for a distance of about 36 miles to Phoenix and about 142 miles to Nogales. Petitioners do not anticipate that they will have more than two trains a week going to Phoenix and two to Nogales, over SP lines which have been operated at nowhere near their capacities.

Petitioners, moreover, request that the requirement that they submit an operating plan, pursuant to 49 C.F.R. 1180.9(b), be waived. The trackage rights request, if approved by the Board, will necessitate the negotiation of a mutually acceptable trackage rights agreement between petitioners and the merged railroad, including provisions governing the dispatching of MAA's and SMA's trains. That agreement, in effect, will constitute the operating plan. To try to devise an operating plan in the meantime would be pure conjecture and surmise and would not contribute anything of substance to the record in this proceeding.

Respectfully submitted,

MAGMA COPPER COMPANY
THE MAGMA ARIZONA RAILROAD COMPANY
SAN MANUEL ARIZONA RAILROAD COMPANY

By their attorney,

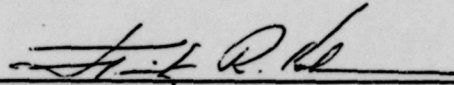

Fritz R. Kahn
Fritz R. Kahn, P.C.
Suite 750 West
1100 New York Avenue, NW
Washington, DC 20005-3934
Tel.: (202) 371-8037

Dated: January 24, 1996

CERTIFICATE OF SERVICE

Copies of the foregoing Notice of Intent to File Responsive Application were served upon counsel for the Applicants, the Attorney General, the Secretary of Transportation and Administrative Law Judge Nelson, by first-class mail, postage prepaid.

Dated at Washington, DC, this 24th day of January 1996.

A handwritten signature in dark ink, appearing to read "Fritz R. Kahn", is written over a horizontal line.

Fritz R. Kahn

STB

FD

32760

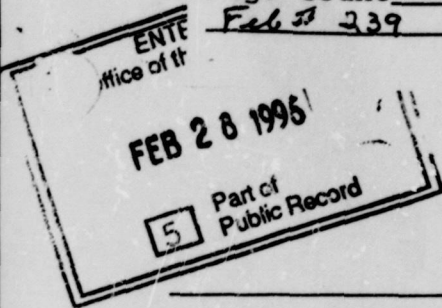
2-26-96

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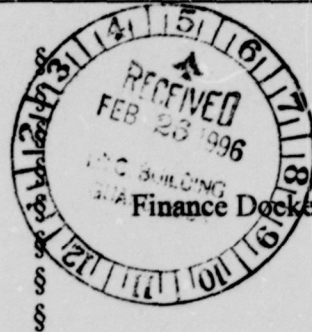
Item No. _____

Page Count 2
Feb 23 1996

CMTA-6

BEFORE THE
SURFACE TRANSPORTATION BOARD

Union Pacific Corporation, Union Pacific
Railroad Company, and Missouri Pacific
Railroad Company -- Control and Merger
-- Southern Pacific Railroad Corporation,
Southern Pacific Transportation Company,
St. Louis Southwestern Railway Company,
SPCSL Corp., and the Denver and Rio
Grande Western Railroad Company



CAPITAL METROPOLITAN TRANSPORTATION
AUTHORITY'S LIST OF NUMBERED PLEADINGS FILED TO DATE

CMTA-1	01/16/96	Notice of Intent to Participate and Request For Service By Capital Metropolitan Transportation Authority
CMTA-2	01/29/96	Description of Responsive Application Anticipated by Capital Metropolitan Transportation Authority
CMTA-3	01/29/96	Petition of Capital Metropolitan Transportation Authority for Clarification of Waiver
CMTA-4	02/26/96	Capital Metropolitan Transportation Authority's First Set of Interrogatories and Document Production Requests to Applicants
CMTA-5	02/26/96	Capital Metropolitan Transportation Authority's First Set of Interrogatories and Document Production Requests to BN/SF

CERTIFICATE OF SERVICE

I certify that on this 26th day of February, 1996, a copy of the foregoing Capital Metropolitan Transportation Authority's List of Numbered Pleadings Filed To Date was served by hand-delivery to:

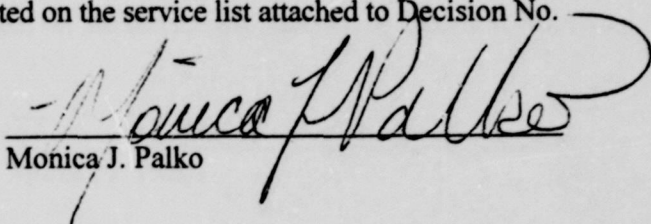
The Honorable Jerome Nelson
Federal Energy Regulatory Commission
888 First Street, N.E.
Room 11F-21
Washington, D.C. 20426

Erika Z. Jones
Mayer, Brown & Platt
2000 Pennsylvania Avenue, N.W.
Suite 6500
Washington, D.C. 20006

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

Paul A. Cunningham, Esq.
Harkins & Cunningham
1300 19th Street, N.W.
Washington, D.C. 20036

and by first class mail to all other parties of record listed on the service list attached to Decision No. 15.


Monica J. Palko

STB

FD

32760

2-26-96

J

61375

61375

Item No. _____

Page Count 1

Feb # 238a

ON AUTHORITY

JUSTON, TEXAS 77029-4327

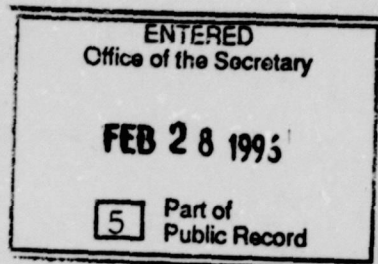
MAILING ADDRESS: P.O. BOX 2562 • HOUSTON, TEXAS 77252-2562
TELEPHONE: (713) 670-2400 • FAX: (713) 670-2611



MARTHA T. WILLIAMS
General Counsel
(713) 670-2614

February 23, 1994

BY HAND



Honorable Vernon A. Williams
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 Corporation,
et. al. -- Control and Merger -- Souther Pacific Rail
Corporation, et. al.

Dear Secretary Williams:

I hereby request that the designation in Finance Docket 32760 for George T. Williamson, representing the Port of Houston Authority, be corrected from VIS (interested party) to POR (party of record).

I hereby certify that a copy of the Port of Houston Authority's previous filing in this proceeding, submitted on January 16, 1996, has been served by first class U.S. mail, postage prepaid, upon all parties of record on the service list attached to Decision No. 15.

Respectfully submitted,

Martha T. Williams

Martha T. Williams, General Counsel
Port of Houston Authority
P. O. Box 2565
111 East Loop North
Houston, TX 77252-2562
(713) 670-2453

STB

FD

32760

2-26-96

J

61374

61374

WILLIAM Item No. _____
C. MICHAEL _____
DONALD C. _____
JOHN H. I. _____
KELVIN J. _____
ROBERT D. _____
CHRISTOPH _____
FRANK J. PLACOLIZZI _____
ANDREW B. KOLESAR III _____
PATRICIA E. KOLESAR _____
EDWARD J. McANDREW _____

Page Count 2
Feb # 237

LOFTUS & LOFTUS
ATTORNEYS AT LAW
NINETEENTH STREET, N. W.
WASHINGTON, D. C. 20036

202 347-7170

February 26, 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. 15 in the 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 Central Power & Light Company was served upon all parties of record to the captioned proceeding.

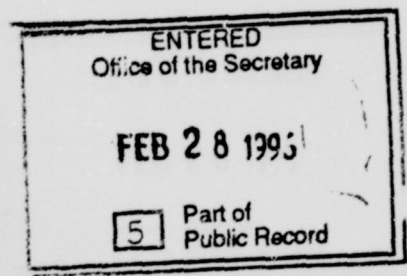
An extra copy of this letter and Certificate of Service is enclosed. Kindly indicate receipt and filing by time-stamping this extra copy and returning it to the bearer of this letter.

Thank you for your attention to this matter.

Sincerely,

C. Michael Loftus

C. Michael Loftus
An Attorney for Central Power &
Light Company



Enclosure

CERTIFICATE OF SERVICE

In accordance with the Board's Decision No. 15 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 26th day of February, 1996, a list of all numbered pleadings and discovery requests which were filed or served on behalf of Central Power & Light Company was served via first class mail, postage prepaid, upon all parties of record.

Patricia E. Kolesar
Patricia E. Kolesar

STB FD 32760 2-26-96 J

61371



AFL-CIO, CLC

Item No. _____

Page Count 2

IN Feb II 234

LEGAL DEPARTMENT

UNICATIONS

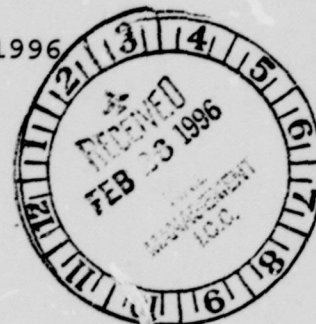
41371

ROBERT A. SCARDELLETTI
International President

MITCHELL M. KRAUS
General Counsel

LARRY R. PRUDEN
Assistant General Counsel

February 26, 1996



VIA HAND DELIVERY

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

Re: Finance Docket No. 32760

Dear Mr. Williams:

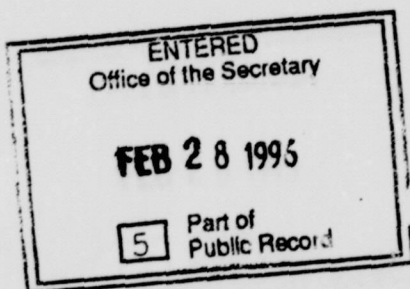
Enclosed please find an original and five (5) copies of the Index and Certificate of Service of the Transportation Communications International Union in the above-referenced matter.

Very truly yours,

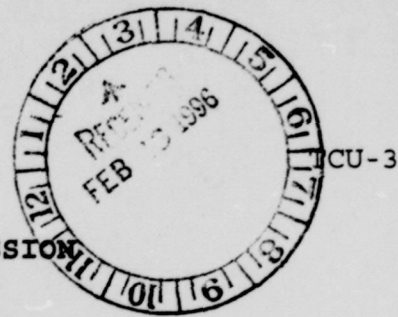
Larry R. Pruden

Larry R. Pruden
Assistant General Counsel

LRP:fm
Enclosures



BEFORE THE
INTERSTATE COMMERCE COMMISSION



Finance Docket No. 32760

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

-- CONTROL AND MERGER --

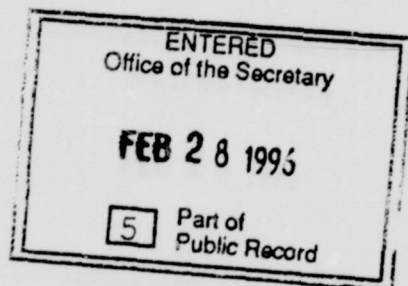
SOUTHERN PACIFIC RAIL CORPORATION, SOUTHERN PACIFIC
TRANSPORTATION COMPANY, ST. LOUIS SOUTHWESTERN RAILWAY
COMPANY, SPCSL CORP. AND THE DENVER AND
RIO GRANDE WESTERN RAILROAD COMPANY

TRANSPORTATION•COMMUNICATIONS INTERNATIONAL UNION'S
INDEX OF DOCUMENTS

To: All Parties of Record

In conformance with Decision No. 16, listed below is an index
of all filings by the Transportation•Communications International
Union (TCU) in the above-captioned matter:

TCU-1	Transportation•Communications International Union's Notice of Intervention
TCU/UTU-1	Transportation•Communications International Union and United Transportation Union's Petition to Clarify Information Required Pursuant to 49 C.F.R. 1180.6(a)(2)(v)
TCU/UTU/IAM-1	Transportation Unions' Opposition to Applicants' Proposed Procedural Schedule and Comments
TCU-2	Transportation•Communications International Union's First Set of Interrogatories to Applicants



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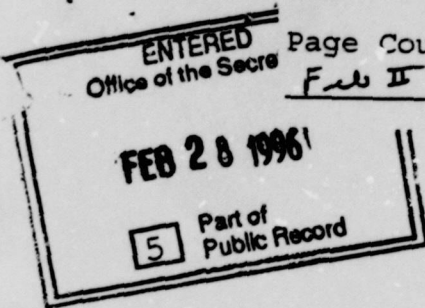
2-26-96

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Item No. _____



Page Count 1

Feb II 253

N. P.C.

EST

1100 NEW YORK AVENUE, N.W.
WASHINGTON, D.C. 20005-3934

(202) 371-8037

FAX (202) 371-0900



February 26, 1996

VIA HAND DELIVERY

Hon. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

Enclosed for filing in Finance Docket No. 32760, Union Pacific Corporation, et al.--Control and Merger--Southern Pacific Rail Corporation, et al., are the following:

1. The original and twenty copies of EGL-3, the Appearance of Stephen D. Alfors, Esq., as additional counsel for Eagle County, Colorado, et al.

2. The original and five copies of each of the following:

a. EGL-2, the Certificate of Service of Eagle County, Colorado, et al.

b. SHIN-2, the Certificate of Service of Shintech, Incorporated.

c. MGMA-3, the Certificate of Service of Magma Copper Company, et al.

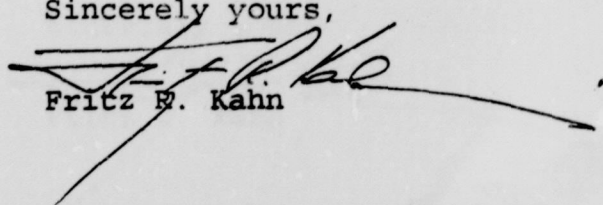
d. GRR-2, the Certificate of Service of Georgetown Railroad Company, et al.

e. SHL-2, the Certificate of Service of Shell Chemical Company.

f. MTN-2, the Certificate of Service of Mountain Coal Company.

Additional copies of each of the foregoing are attached for you to stamp to acknowledge your receipt of them

Sincerely yours,


Fritz E. Kahn

STB FD 32760

2-26-96

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Item No. _____

ORIGIN

Page Count 1

Feb 228

MAN

201 WACKER DRIVE - SUITE 1330

CHICAGO, ILLINOIS 60606-2902

TELEPHONE: (312) 236-6204

FAX (312) 201-9695

THOMAS F. McFARLAND, JR.

February 26, 1996



TO: All PORs in Finance Docket No. 32760
FROM: Stephen C. Herman, Attorney for IBP, Inc.
DATE: February 26, 1996
SUBJECT: Service of Previously-Filed Pleadings

Pursuant to Decision No. 15 in the above proceeding served February 16, 1996, hereby served upon you are IBP, Inc.'s (1) notice of intent to participate in the proceeding, dated January 15, 1996, and (2) description of anticipated inconsistent and responsive applications and petition for waiver and clarification, dated January 29, 1996.

Please change your service list in this proceeding to reflect the change of law firm name and address for the undersigned counsel for IBP, Inc.

Very truly yours,

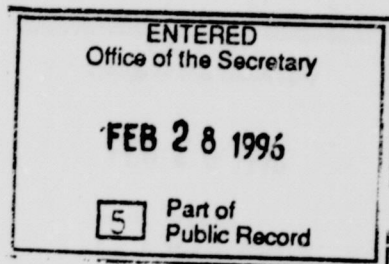
Stephen C. Herman
IBP, Inc.

SCH:kl:490

Enclosures

CERTIFICATE OF SERVICE

I hereby certify that on February 26, 1996, I served the above mentioned previously-filed pleadings, to all parties of record, by first-class, U.S. mail, postage prepaid, at Chicago, IL.


Stephen C. Herman

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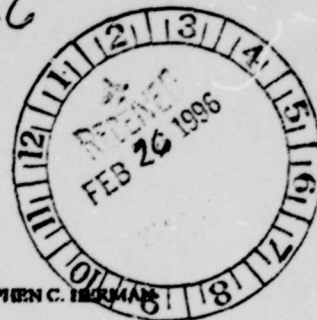
2-26-96

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LAW OFFICES
McFARLAND & HERMAN
30 NORTH WACKER DRIVE - SUITE 1330
CHICAGO, ILLINOIS 60606-2902
TELEPHONE (312) 236-0204
FAX (312) 201-9695

Item No. _____

Page Count _____

1 Feb II 227

February 26, 1996

TO: All PORs in Finance Docket No. 32760
FROM: Thomas F. McFarland, Attorney for Wisconsin Electric Power Company
DATE: February 26, 1996
SUBJECT: Service of Previously-Filed Pleadings

Pursuant to Decision No. 15 in the above proceeding served February 16, 1996, hereby served upon you are Wisconsin Electric Power Company's (1) notice of intent to participate in the proceeding, dated January 10, 1996, and (2) description of anticipated inconsistent and responsive application and petition for waiver and clarification, dated January 29, 1996.

Please change your service list in this proceeding to reflect the change of law firm name and address for the undersigned counsel for Wisconsin Electric Power Company.

Very truly yours,

Tom McFarland

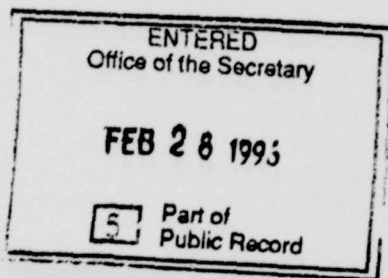
Thomas F. McFarland, Jr.
Wisconsin Electric Power Company

TMCF:kl:521

Enclosures

CERTIFICATE OF SERVICE

I hereby certify that on February 26, 1996, I served the above mentioned previously-filed pleadings, to all parties of record, by first-class, U.S. mail, postage prepaid, at Chicago, IL.



Thomas F. McFarland Jr.
Thomas F. McFarland, Jr.

STB

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2-26-96

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ORIGINAL

LAW OFFICES

EDON P. MACDOUGALL

685 CONNECTICUT AVE., N. W.

WASHINGTON, D. C. 20036

TELEPHONE

AREA CODE 202

223-9736

Item No. _____

Page Count 1

Feb # 226

bruary 26, 1996

Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423



Re: F.D. No. 32760, et al.

Union Pacific-Control & Merger-Southern Pacific

Dear Mr. Williams:

This is to certify, in accordance with Decision No. 15 (served February 16, 1996), that I have served a copy of all filings submitted so far in this proceeding (UTUI-1, JDF-1) on behalf of United Transportation Union, Illinois Legislative Board, and United Transportation Union, General Committee of Adjustment, on all parties of record by first class mail postage-prepaid.

Very truly yours,

Edon P. MacDougall

Attorney for UTU-IL and UTU-GCA

ENTERED	
Office of the Secretary	
FEB 28 1996	
5	Part of Public Record

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2-26-96

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TROUTMAN SANDERS LLP
ATTORNEYS AT LAW
A LIMITED LIABILITY PARTNERSHIP

601 PENNSYLVANIA AVENUE, N.W.
SUITE 640
NORTH BUILDING
WASHINGTON, D.C. 20004
TELEPHONE: 202-274-2950
FACSIMILE: 202-274-2964

DIRECT: 202-274-2953

Item No. _____

Page Count 5

FEB 22 1996

HAND DELIVERED

February 26, 1996

Mr. Vernon A. Williams
Surface Transportation Board
Case Control Branch
Room 2215
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 & Merger -- Southern Pacific Rail Corporation, Southern Pacific Transportation Company, St. Louis Southwestern Railway Company, SPCSL Corp. and the Denver and Rio Grande Western Railroad Company*

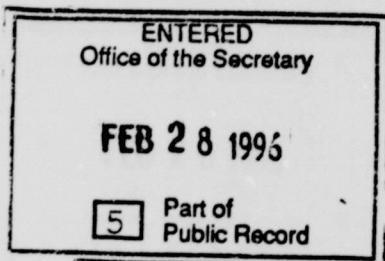
Dear Secretary Williams:

Enclosed for filing are an original and five copies of The Kansas City Southern Railway Company's List of Numbered Pleadings filed to date in the above referenced proceeding, with attached Certificate of Service. This document is being filed pursuant to the Surface Transportation Board's Decisions 15 and 16.

Sincerely yours,

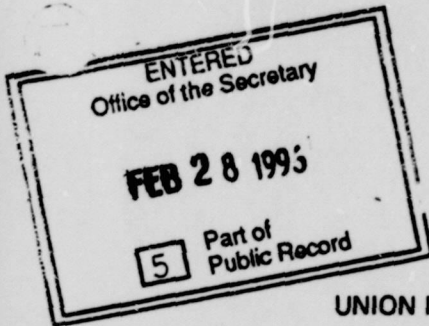
William A. Mullins

Enclosures



ORIGINAL

KCS-23



BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760

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



LIST OF NUMBERED PLEADINGS FILED BY
THE KANSAS CITY SOUTHERN RAILWAY COMPANY

Notice is hereby given that the following pleadings have been filed by The Kansas City Southern Railway Company ("KCS") in this proceeding. Parties of record may obtain a copy of any or all of these pleadings by directing a written request, specifying the pleadings requested and the name and address of the person to whom such request should be directed, to: William A. Mullins, Troutman Sanders, 601 Pennsylvania Avenue, N.W., Suite 640, North Building, Washington, D.C. 20004. The requested pleadings will be mailed within three days of receipt of the request.

KCS-1--08/14/95--Comments of Kansas City Southern Railway Company on Proposed Procedural Schedules & Opposition to Proposed Protective Order

KCS-2--08/14/95--Opposition of Kansas City Southern Railway Company to Proposed Protective Order

KCS-3--09/18/95--Comments of the Kansas City Southern Railway Company on Proposed Procedural Schedule

KCS-4--10/10/95--Petition of the Kansas City Southern Railway Company for leave to file Additional Comments on Proposed Procedural Schedule

KCS-5--09/05/95--Petition Of the Kansas City Southern Railway Company for a Stay of Decision

KCS-5 (A)--10/10/95--Additional Comments of the Kansas City Southern Railway Company on Proposed Procedural Schedule

KCS-6--09/05/95--Petition of the Kansas City Southern Railway Company to Reopen and Reconsider the Commission's Decision

KCS-7--11/13/95--Kansas City Southern Railway Company's First Interrogatories to Applicants

KCS-8--11/13/95--Kansas City Southern Railway Company's First Requests for Admission to Applicants

KCS-9--11/22/95--Kansas City Southern Railway Company's First Request for Production of Documents to Burlington Northern Santa Fe Corporation and Related Entities

KCS-10--12/14/95--Amendment to Kansas City Southern Railway Company's Request for Admission to Applicants

KCS-11--12/29/95--Kansas City Southern Company's Revised First Interrogatories to Applicants

KCS-12--01/02/96--Kansas City Southern Railway Company's Memorandum of Law in Support of Motion to Compel Applicants to Produce Documents and Information Regarding the Negotiations of the Burlington Northern/Santa Fe Trackage Rights Agreement

KCS-13--01/05/96--Kansas City Southern Railway Company's Second Discovery Requests to Applicants

KCS-14--01/11/96--Kansas City Southern Railway Company's Third Discovery Requests to Applicants

KCS-15--01/11/96--Kansas City Southern Railway Company's Notice of Intent to Participate

KCS-16--01/24/96--The Kansas City Southern Railway Company's Fourth Discovery Requests to Applicants

KCS-17--01/24/96--Comments of the Kansas City Southern Railway Company in Support of the Motion by Western Shippers Coalition for Enlargement of Procedural Schedule

KCS-18--01/29/96--Notice of the Kansas City Southern Railway Company

KCS-19--02/08/96--Kansas City Southern Railway Company's Subpoena to Gerald Grinstein (not issued)

KCS-20--02/21/96--Kansas City Southern Railway Company's Fifth Discovery Requests to Applicants

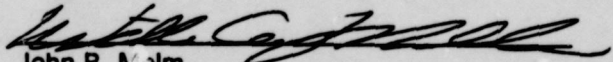
KCS-21--02/22/96--Kansas City Southern Railway Company's Second Discovery Requests to BNSF Corporation and its Predecessors in Interest

KCS-22--02/23/96--Kansas City Southern Railway Company's Sixth Discovery Requests to Applicants

This 26th day of February, 1996.

Richard P. Bruening
Robert K. Dreiling
The Kansas City Southern
Railway Company
114 West 11th Street
Kansas City, Missouri 64105
Tel: (816) 556-0392
Fax: (816) 556-0227

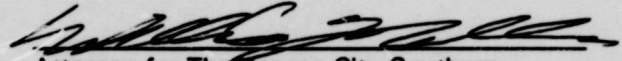
James F. Rill
Sean F.X. Boland
Virginia R. Metallo
Collier, Shannon, Rill & Scott
3050 K Street, N.W.
Suite 400
Washington, D.C. 20007
Tel: (202) 342-8400
Fax: (202) 338-5534


John R. Molm
Alan E. Lubel
William A. Mullins
Troutman Sanders LLP
601 Pennsylvania Avenue, N.W.
Suite 640 - North Building
Washington, D.C. 20004-2608
Tel: (202) 274-2950
Fax: (202) 274-2994

Attorneys for The Kansas City Southern
Railway Company

CERTIFICATE OF SERVICE

I hereby certify that a true copy of the foregoing "List of Numbered Pleadings Filed by The Kansas City Southern Railway Company" was served this 26th day of February, 1996, on all parties of record in this proceeding by depositing a copy in the United States mail in a properly addressed envelope with adequate postage thereon.



Attorney for The Kansas City Southern
Railway Company

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Item No. _____

Page Count 3

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U. S. Department of Justice
Antitrust Division

325 7th Street, N.W.
Washington, DC 20530

February 26, 1996

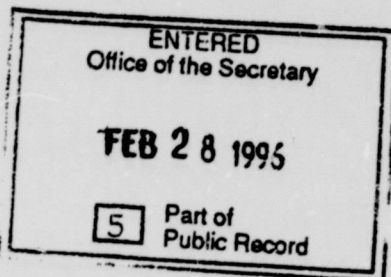
BY HAND

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

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

Dear Secretary Williams:

Pursuant to Decision No. 16, I am enclosing an original and five copies of a certificate of service for a listing of all pleadings filed by the Department of Justice in this proceeding to date.



Enclosures

Sincerely yours,

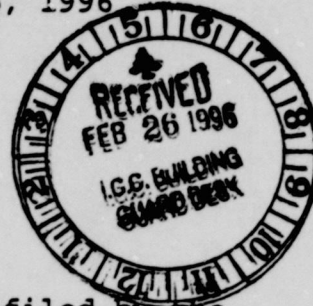
Michael D. Billiel
Attorney
Antitrust Division



U. S. Department of Justice
Antitrust Division

325 7th Street, N.W.
Washington, DC 20530

February 26, 1996



To: All Parties of Record

Re: Finance Docket No. 32760

The following is a list of the pleadings filed by the Department of Justice in this proceeding:

DOJ-1: Comments by the Department of Justice on Proposed Procedural Schedule (Sept. 18, 1995);

DOJ-2: Petition of the Department of Justice for Leave to File Additional Comments on the Procedural Schedule (Oct. 2, 1995);

DOJ-3: Additional Comments by the Department of Justice on Proposed Procedural Schedule (Oct. 2, 1995);

DOJ-4: Notice of Intent to Participate (Jan. 16, 1996);

DOJ-5: Response of the United States Department of Justice to Motion for Enlargement of the Procedural Schedule (Jan. 25, 1996).

In addition to these formal pleadings, the Department provided the Applicants with informal discovery requests on November 14, 1995. Any party wishing to receive copies of any of these documents should contact Sasha Foster (202/514-6372) or Shea Bruce (202/307-0177).

Sincerely yours,

Michael D. Billiel
Attorney
Antitrust Division

BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C.

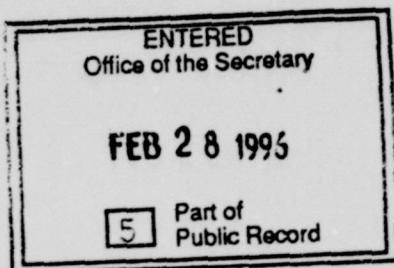
UNION PACIFIC CORP., UNION PACIFIC)
RAILROAD CO. AND MISSOURI PACIFIC)
RAILROAD CO.-- CONTROL AND MERGER --)
SOUTHERN PACIFIC RAIL CORP., SOUTHERN) FINANCE DOCKET
PACIFIC TRANSPORTATION CO., ST. LOUIS) NO. 32760
SOUTHWESTERN RAILWAY CO., SPCSL CORP.)
AND THE DENVER AND RIO GRANDE WESTERN)
RAILROAD CO.)

CERTIFICATE OF SERVICE

Pursuant to Decision No. 16, I hereby certify that I have caused a copy of the attached listing of pleadings filed by the Department of Justice in this proceeding to be served on all parties of record, this 26th day of February, 1996.

Michael D. Billiel

Michael D. Billiel
Antitrust Division
U.S. Department of Justice
325 Seventh Street, N.W.
Suite 500
Washington, D.C. 20530



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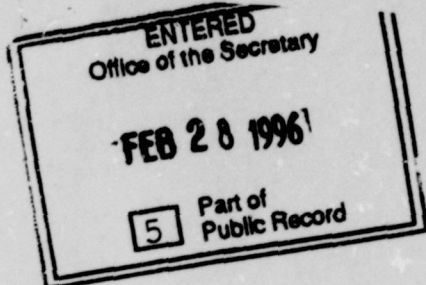
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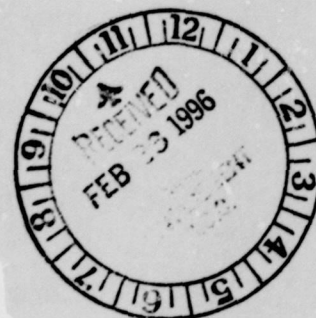
Item No. _____
Page Count 5
File 233

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EGL-2



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



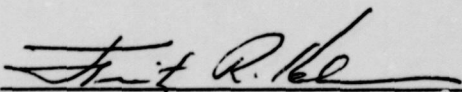
Finance Docket No. 32760

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

CERTIFICATE OF SERVICE

Pursuant to the Board's decision, served February 16, 1996, the prior filing of Eagle County, Colorado, et al., a copy of which is attached, has been served upon each of the parties of record, by mailing them copies by first-class mail, postage prepaid.

Dated at Washington, DC, this 26th day of February 1996.


Fritz R. Kahn
Fritz R. Kahn, P.C.
Suite 750 West
1100 New York Avenue, NW
Washington, DC 20005-3934
Tel.: (202) 371-8037

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



Finance Docket No. 32760¹

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, the Boards of County Commissioners of the Counties of Eagle and Lake, State of Colorado, and the Towns of Eagle, Minturn, Gypsum, Vail and Red Cliff advise the Board of their intention to participate in the proceeding as their interests may appear and ask that the appearance of their attorneys be entered. They have selected the acronym "EGL" for identifying the filings they will be making.

Respectfully submitted,

THE BOARD OF COUNTY COMMISSIONERS OF
THE COUNTY OF EAGLE, STATE OF COLORADO

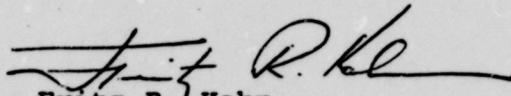
THE BOARD OF COUNTY COMMISSIONERS OF
THE COUNTY OF LAKE, STATE OF COLORADO

¹ Embracing, among others, Docket No. AB-12 (Sub-No. 189X), Southern Pacific Transportation Company--Abandonment Exemption--Sage-Leadville Line in Eagle and Lake Counties, CO, and Docket No. AB-12 (Sub-No. 188X), Southern Pacific Transportation Company--Abandonment--Malta-Canon City Line in Lake, Chafee and Freemont Counties, CO.

- TOWN OF EAGLE, MUNICIPAL CORPORATION
TOWN OF MINTURN, MUNICIPAL CORPORATION
TOWN OF GYPSUM, MUNICIPAL CORPORATION
TOWN OF VAIL, MUNICIPAL CORPORATION
TOWN OF RED CLIFF, MUNICIPAL CORPORATION

By their attorneys,

James R. Fritze
Eagle County Attorney
P. O. Box 850
Eagle, CO 81631
Tel.: (970) 328-8685

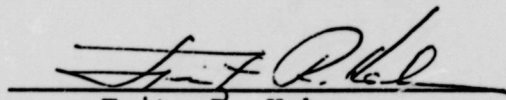

Fritz R. Kahn
Fritz R. Kahn, P.C.
Suite 750 West
1100 New York Avenue, NW
Washington, DC 20005-3934
Tel.: (202) 371-8037

Dated: January 11, 1996

CERTIFICATE OF SERVICE

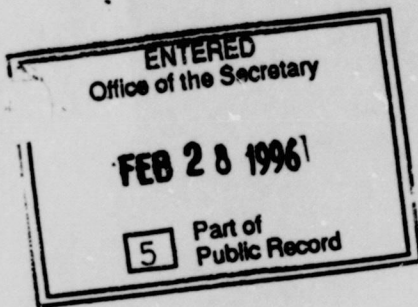
Copies of the foregoing Notice of Intent to Participate were served upon counsel for the Applicants, the Attorney General, the Secretary of Transportation and Administrative Law Judge Nelson, by first-class mail, postage prepaid.

Dated at Washington, DC, this 11th day of January 1996


Fritz R. Kahn

ORIGINAL

EGL-3



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.

APPEARANCE

Please enter the following additional appearance on behalf
of Eagle County, Colorado, et al., a party of record:

Stephen D. Alferts
Alfers & Carver
730 17th Street (#340)
Denver, CO 80202
Tel.: (303) 592-7674

CERTIFICATE OF SERVICE

Copies of the foregoing Appearance this day were served by me
by mailing copies thereof, with first-class postage prepaid, to
each of the parties of record.

Dated at Washington, DC, this 26th day of February 1996

Fritz R. Kahn
Fritz R. Kahn, P.C.
Suite 750 West
1100 New York Avenue, NW
Washington, DC 20005-3934
Tel.: (202) 371-8037

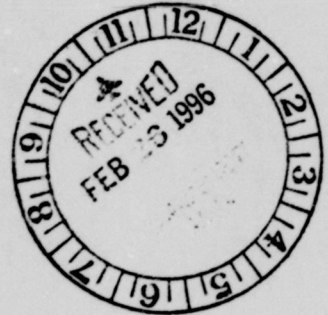
ENTERED
Office of the Secretary

FEB 28 1996

5 Part of
Public Record

EGL-3

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.

APPEARANCE

Please enter the following additional appearance on behalf
of Eagle County, Colorado, et al., a party of record:

Stephen D. Alfers
Alfers & Carver
730 17th Street (#340)
Denver, CO 80202
Tel.: (303) 592-7674

CERTIFICATE OF SERVICE

Copies of the foregoing Appearance this day were served by me
by mailing copies thereof, with first-class postage prepaid, to
each of the parties of record.

Dated at Washington, DC, this 26th day of February 1996

Fritz R. Kahn
Fritz R. Kahn, P.C.
Suite 750 West
1100 New York Avenue, NW
Washington, DC 20005-3934
Tel.: (202) 371-8037

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Item No. _____

Page Count 2

Feb 22

JAMES M.
COMMISSIONER DIST. NO. 1

RICHARD A. MARTINEZ
COMMISSIONER DIST. NO. 2

KATHY FARLEY
COMMISSIONER DIST. NO. 3



BOARD OF COUNTY COMMISSIONERS

February 23, 1996

61361
DR. RICHARD A. MARTINEZ
CHAIRMAN OF BOARD

GARY L. PETERSON
DIRECTOR, OFFICE OF BUDGET

TERRY A. HART
COUNTY ATTORNEY

Honorable Vernon a. Williams
Secretary, Room 2215
Surface Transportation board
Department of Transportation
1201 Constitution Ave., N.W.
Washington, D.C. 20423

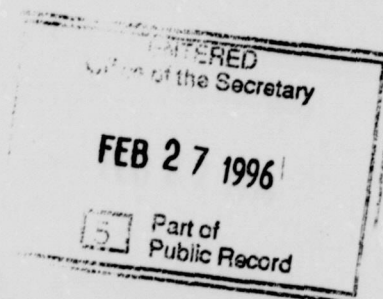


RE: Finance Docket No. 32760, Union Pacific Corp., et al. -- Control & Merger -- Southern Pacific Rail Corp., et al.

This letter is to request correction of the service list attached to Decision No. 15 of the Surface Transportation Board. That service list designates Tami J. Yellico representing Pueblo County, Colorado, as VIS or interested party in the matter referenced above; however, Ms. Yellico complied with the service requirements set forth in 49 CFR 1180.4(a) and (d), and the requirements set forth in Decision No. 9. Pueblo County's original Notice of Intent to Participate as a Party of Record was filed with the I.C.C. prior to the designated deadline of January 16, 1996 along with twenty (20) copies together with a 3.5" diskette containing same on this date. The foregoing was also served on Robert T. Opal, General Attorney. Pueblo County has also served all parties of record as designated on the most current service list as required by Decision No. 15. The original Certificate of Service and five (5) copies of said service are also enclosed.

Pueblo County is requesting that its status appearing on the service list be corrected accordingly and designation be made as POR or party of record. The information as is appears on the service list is as follows:

Tami J. Yellico
Pueblo County Courthouse
215 West 10th Street
Pueblo, CO 81003
Represents: Pueblo County, CO



PUEBLO COUNTY COURT HOUSE
215 W. 10TH ST., PUEBLO, CO 81003-2992
(719) 583-6000
FAX. (719) 583-6549

Thank you for your time and consideration in this matter.

BY: 

Pueblo County Attorney's Office

Tami J. Yellico,

Terry A. Hart

215 West 10th Street

Pueblo, Colorado 81003

Telephone: (719) 583-6630

pc: Hon. Jerome Nelson

STB

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32760

2-26-96

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Item No. _____

Page Count 2

OVER & LOFTUS

ATTORNEYS AT LAW

TWENTEENTH STREET, N. W.

WASHINGTON, D. C. 20036

WILLIA

C. MICI

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*

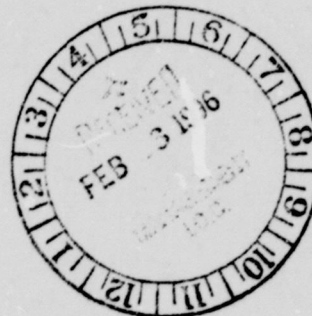
* ADMITTED IN PENNSYLVANIA ONLY

February 26, 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:

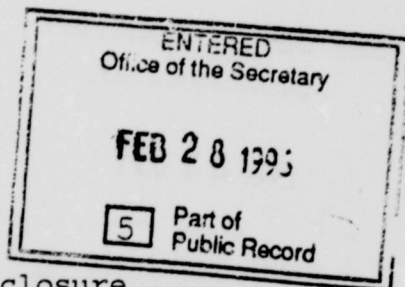
In accordance with the Board's Decision No. 15 in the captioned proceeding, enclosed please find an original and five (5) copies of a Certificate of Service which indicates that service of a list of all numbered pleadings and discovery requests which have been filed or served by Colorado Springs Utilities was served upon all parties 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
An Attorney for Colorado Springs
Utilities



Enclosure

CERTIFICATE OF SERVICE

In accordance with the Board's Decision No. 15 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 26th day of February, 1996, a list of all numbered pleadings and discovery requests which were filed or served on behalf of Colorado Springs Utilities was served via first class mail, postage prepaid, upon all parties of record.

Patricia E. Kolesar

Patricia E. Kolesar

STB

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32760

2-26-96

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61357

Item No. _____

Page Count 3

FEB 21 8

HER & BLACKWELL

ATTORNEYS AT LAW

SUITE 612

2000 L STREET, N.W.

WASHINGTON, D.C. 20036

ROBERT J. BLACKWELL
JOHN W. BUTLER
CINDY G. BUYS
MARC J. FINK
R. FREDERIC FISHER*
JEFFREY F. LAWRENCE
ANNE E. MICKEY
STEVEN Y. QUAN
WAYNE R. ROHDE
STANLEY O. SHER
TORBJORN B. SJOGREN
DAVID F. SMITH

TELEPHONE (202) 463-2500
FACSIMILE (202) 463-4950/4840

WRITER'S DIRECT DIAL NO.

(202) 463-2510

February 26, 1996

SUITE 1100

555 MONTGOMERY STREET
SAN FRANCISCO, CA 94111
TELEPHONE (415) 788-9150
FACSIMILE (415) 788-9456

SUITE 510

15 EXCHANGE PLACE
JERSEY CITY, NJ 07302
TELEPHONE (201) 915-0100
FACSIMILE (201) 915-0393

*ADMITTED IN CA ONLY

*ADMITTED IN MD ONLY

By Hand

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Room 2215
12th and Constitution Avenue, N.W.
Washington, D.C.



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

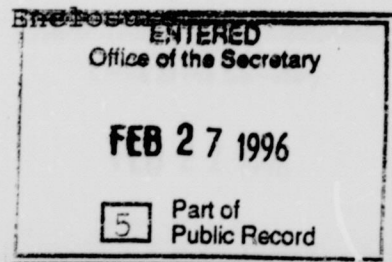
Dear Mr. Williams:

Enclosed for filing on behalf of The International Brotherhood of Teamsters ("IBT") are an original and five (5) copies of a list of the IBT's non-discovery pleadings filed to date in the above-captioned proceeding, along with five (5) copies of a Certificate of Service indicating service of that list on all Parties of Record as ordered by the Board in Decision Nos. 15 and 16. I also enclose a disk containing the list and Certificate of Service in WordPerfect 5.1 format.

Finally, I enclose an extra copy of this filing that I ask that you date-stamp as received and return by our messenger. Please do not hesitate to contact me should you have any questions.

Sincerely,

John W. Butler
John W. Butler



ENTERED
Office of the Secretary

FEB 27 1996

5 Part of
Public Record

SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760

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



NON DISCOVERY PLEADINGS FILED BY
INTERNATIONAL BROTHERHOOD OF TEAMSTERS
IN FINANCE DOCKET NO. 32760

This list is provided pursuant to Surface
Transportation Board Decision No. 16 in Finance Docket No. 32760.

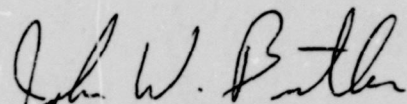
1. Comments of the International Brotherhood of Teamsters.
September 18, 1995 (IBT-1)
2. Petition by the International Brotherhood of Teamsters
to Reopen Decision No. 3 with Respect to Waiver of
Inclusion of Wholly Owned Motor Carriers as Applicants.
September 25, 1995 (IBT-2)
3. Petition by the International Brotherhood of Teamsters
for Leave to File Response to Applicants' Reply to
IBT's Petition to Reopen Decision No. 3. and
International Brotherhood of Teamsters' Response to
Applicants' Reply to IBT's Petition to Reopen Motor
Carrier Waiver Decision.
October 11, 1995 (IBT-3)
4. Notice of Intent to Participate.
January 16, 1996 (IBT-6)
5. Statement of the International Brotherhood of Teamsters
in Support of the Western Shippers' Coalition's Motion
for Enlargement of the Procedural Schedule.
January 25, 1996 (IBT-7)

ANY PARTIES WISHING TO RECEIVE COPIES MAY CONTACT:

Marc J. Fink
John W. Butler
Sher & Blackwell
Suite 612
2000 L Street, N.W.
Washington, D.C. 20036
Telephone: 202/463-2500
Telecopy: 202/463-4950

CERTIFICATE OF SERVICE

I hereby certify that I have this 26th day of February, 1996, served the foregoing attached list of Non-Discovery Pleadings filed by the International Brotherhood of Teamsters on the Parties of Record as ordered by the Surface Transportation Board's Decision No. 16 in Finance Docket No. 32760 by first class mail, postage prepaid.



John W. Butler

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Item No. _____

Page Count 3

Feb # 217

D & CLAYMAN, P.C.

ET, N.W.

D.C. 20004

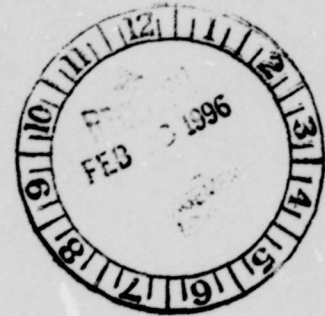
4-7400

FACSIMILE: (202) 624-7420

JOSEPH GUERRIERI, JR.
JOHN A. EDMOND
ROBERT S. CLAYMAN
DEBRA L. WILLEN
HOLLY B. FECHNER
JEFFREY A. BARTOS
ANA L. AVENDAÑO*
AMYBETH GARCIA-BOKOR*

*NOT ADMITTED IN D.C.

February 26, 1996



VIA HAND DELIVERY

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Case Control Branch
1201 Constitution Avenue, NW
Washington, DC 20423

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

Dear Secretary Williams:

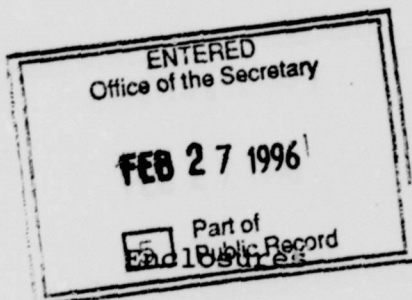
Pursuant to the Surface Transportation Board's Decision Nos. 15 and 16, please find enclosed one original and five copies of the List of Documents Filed to Date in the above-referenced case by the International Association of Machinists and Aerospace Workers ("IAM"), together with a Certificate of Service reflecting that service of this List has been made on each party of record.

Thank you for your attention to this matter.

Sincerely,

Debra L. Willen

Debra L. Willen
Counsel for the International
Association of Machinists and
Aerospace Workers



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

LIST OF DOCUMENTS FILED TO DATE BY THE IAM

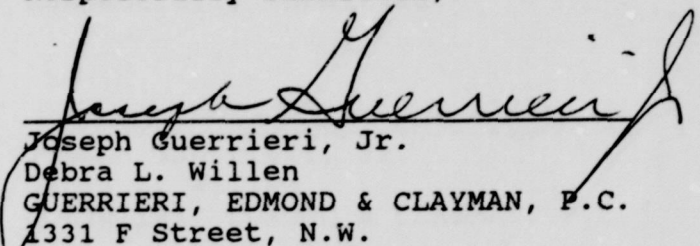
Pursuant to Decision No. 16 of the Surface Transportation Board, the International Association of Machinists and Aerospace Workers ("the IAM") hereby lists as follows all documents filed to date on its behalf in this proceeding:

IAM-1. IAM's First Set of Interrogatories to Applicants

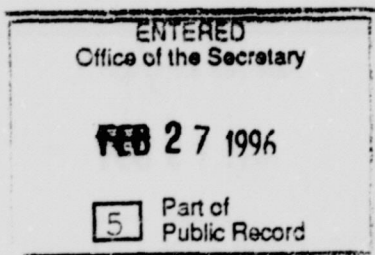
IAM-2 IAM's Notice of Intent to Participate.

Copies of these documents will be provided to any party of record upon request.

Respectfully submitted,


Joseph Guerrieri, Jr.
Debra L. Willen
GUERRIERI, EDMOND & CLAYMAN, P.C.
1331 F Street, N.W.
Washington, D.C. 20004
(202) 624-7400

Counsel for the International
Association of Machinists
and Aerospace Workers



Date: February 26, 1996

CERTIFICATE OF SERVICE

I hereby certify that copies of the foregoing List of Documents Filed to Date by the IAM were served by first-class mail, postage prepaid, upon all parties of record in this proceeding upon this 26th day of February, 1996.

Debra L. Wilson

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2-26-96

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Item No. _____

Page Count 2

FEB 21 1996

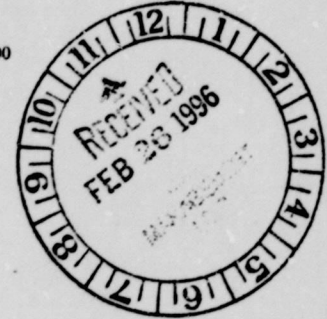
61352

AND SUTTER

(A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS)

888 SIXTEENTH STREET, N.W., WASHINGTON, D.C. 20006 (202) 835-8000
FACSIMILE (202) 835-8136

CHICAGO OFFICE THREE FIRST NATIONAL PLAZA 60602
DALLAS OFFICE 3700 BANK ONE CENTER 1717 MAIN STREET 75201



ALICIA M. SERFATY
(202) 835-8049

February 26, 1996

BY HAND DELIVERY

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Room 1324
12th Street & Constitution Avenue, N.W.
Washington, D.C. 20423

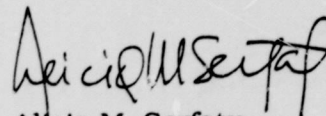
Re: Union Pacific Corp. et al. -- Control & Merger --
Southern Pacific Rail Corp., et al., Finance Docket No. 32760

Dear Mr. Williams:

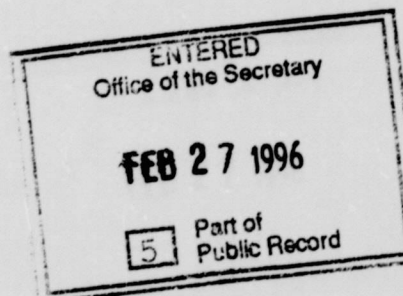
Pursuant to the Surface Transportation Board's Decision No. 16, enclosed please find an original plus 5 copies of the Intermountain Power Agency's ("IPA") Certificate of Service for filing in the above-referenced action.

Please date-stamp the extra copy provided and return it with our messenger.
Thank you.

Sincerely,


Alicia M. Serfaty

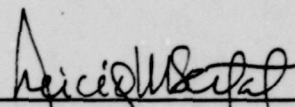
AMS/lfb
Enclosure
cc: All Parties of Record



CERTIFICATE OF SERVICE

Pursuant to Decision No. 16 of the Surface Transportation Board (the "Board"), I hereby certify that on February 26, 1996 a copy of the following pleading previously filed with the Board was served by first-class, U.S. mail, postage prepaid, upon all parties of record in this proceeding:

- (1) Notice of Intent to Participate (IPA-1).



Alicia M. Serfaty

STB

FD

32760

2-26-96

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61351

Item No. _____
Page Count 2
Feb II 212

61351

& SUTTER

(A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS)

888 SIXTEENTH STREET, N.W., WASHINGTON, D.C. 20006 (202) 835-8000
FACSIMILE (202) 835-8136

CHICAGO OFFICE THREE FIRST NATIONAL PLAZA 60602
DALLAS OFFICE 3700 BANK ONE CENTER 1717 MAIN STREET 75201

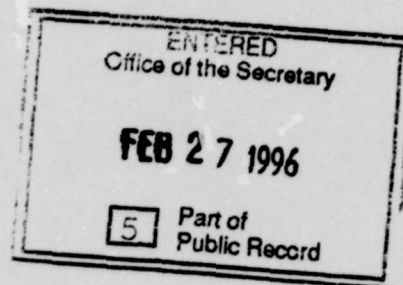


ALICIA M. SERFATY
(202) 835-8049

February 26, 1996

BY HAND DELIVERY

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Room 1324
12th Street & Constitution Avenue, N.W.
Washington, D.C. 20423



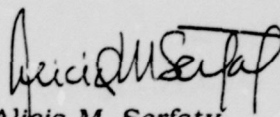
Re: Union Pacific Corp. et al. -- Control & Merger --
Southern Pacific Rail Corp., et al., Finance Docket No. 32760

Dear Mr. Williams:

Pursuant to the Surface Transportation Board's Decision No. 16, enclosed please find an original plus 5 copies of Vail Associates Real Estate Group, Inc.'s ("VAIL") Certificate of Service for filing in the above-referenced action.

Please date-stamp the extra copy provided and return it with our messenger.
Thank you.

Sincerely,

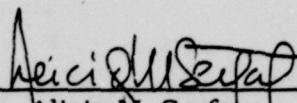

Alicia M. Serfaty

AMS/llb
Enclosure
cc: All Parties of Record

CERTIFICATE OF SERVICE

Pursuant to Decision No. 16 of the Surface Transportation Board (the "Board"), I hereby certify that on February 26, 1996 a copy of the following pleading previously filed with the Board was served by first-class, U.S. mail, postage prepaid, upon all parties of record in this proceeding:

- (1) Notice of Intent to Participate (VAIL-1).



Alicia M. Serfaty

STB FD 32760 2-26-96 J 61348

61348

Item No. _____

GOLLATZ, GRIFFIN & EWING, P.C.
ATTORNEYS AT LAW

Page Count 3

File # 209

3 WEST MINER STREET
POST OFFICE BOX 796
T CHESTER, PA 19381-0796

Telephone (610) 692-9116
Telecopier (610) 692-9177

PI
ST
TWO PENN CENTER PLAZA
PHILADELPHIA, PA 19102
(215) 563-9400

DELAWARE COUNTY OFFICE:
205 N. MONROE STREET
POST OFFICE BOX 1430
MEDIA, PA 19063-8430
(610) 565-6040

ERIC M. HOCKY

February 26, 1996

FEDERAL EXPRESS

Office of the Secretary
Case Control Branch
ATTN: Finance Docket No. 32760
Surface Transportation Board
1201 Constitution Ave., N.W.
Washington, DC 20423

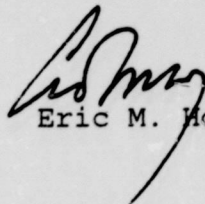
Re: Finance Docket No. 32760
Union Pacific Corporation, et al.--Control and Merger
--Southern Pacific Rail Corporation, et al.

Dear Sir or Madam:

Pursuant to Decision No. 15 and Decision No. 16 in this proceeding, enclosed for filing are the original and five (5) copies of Certificate of Service submitted on behalf of Toledo, Peoria & Western Railway Corporation. In accordance with 49 C.F.R. §1180.4(a)(2), the acronym "TPW" is selected. The enclosed document is identified as TPW-1, since the prior filing by TPW was not identified. Also enclosed is a 3.5" diskette containing the text of the pleading in WordPerfect 5.1 format.

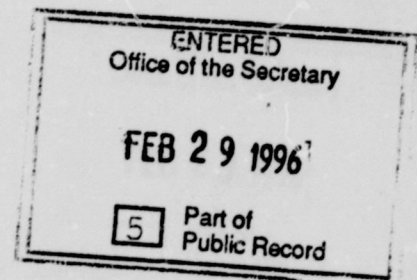
Please time stamp the extra copy of this letter to indicate receipt and return it to me in the enclosed self-addressed stamped envelope provided for your convenience.

Respectfully,


Eric M. Hocky

Enclosures

cc: (by First Class Mail)
The Honorable Jerome Nelson
All Parties of Record



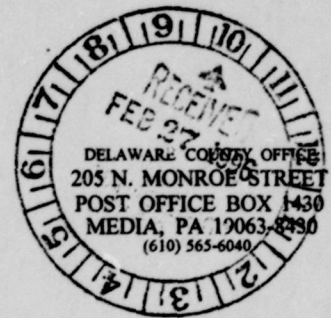
GOLLATZ, GRIFFIN & EWING, P.C.
ATTORNEYS AT LAW

213 WEST MINER STREET
POST OFFICE BOX 796
WEST CHESTER, PA 19381-0796

Telephone (610) 692-9116
Telecopier (610) 692-9177

PHILADELPHIA OFFICE:
SIXTEENTH FLOOR
TWO PENN CENTER PLAZA
PHILADELPHIA, PA 19102
(215) 563-9400

ERIC M. HOCKY



February 23, 1996

FEDERAL EXPRESS

Office of the Secretary
Case Control Branch
ATTN: Finance Docket No. 32760
Surface Transportation Board
1201 Constitution Ave., N.W.
Washington, DC 20423

CORRECTED - 2/26/96

Please note the
underlined corrections.

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

Dear Sir or Madam:

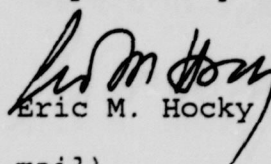
This firm has been retained to represent Toledo, Peoria & Western Railway Corporation, a party of record, in this proceeding. Accordingly, please change the following entry on the service list in this matter from [VIS] to [POR]. The new entry should be:

[POR] Eric M. Hocky
Gollatz, Griffin & Ewing
213 West Miner Street
P.O. Box 796
West Chester, PA 19381-0796
Represents: TOLEDO, PEORIA & WESTERN RAILWAY
CORPORATION

Pursuant to Decision No. 15, we are enclosing an original plus five (5) copies of this request.

I hereby certify that I have complied with the service requirements set forth in Decision No. 15 as well as the other requirements set forth in 49 C.F.R. 1180.4(a) and (d), and Decision No. 9.

Respectfully submitted,

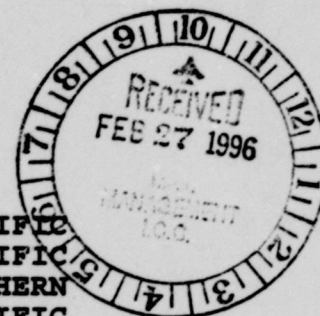

Eric M. Hocky

cc: All PORs (by first class mail)

ENTERED	
Office of the Secretary	
FEB 29 1996 ¹	
5	Part of Public Record

TPW-1

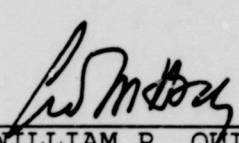
BEFORE THE
SURFACE TRANSPORTATION BOARD
FINANCE DOCKET NO. 32760



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, SPCEL CORP., AND THE DENVER
AND RIO GRANDE WESTERN RAILROAD COMPANY

CERTIFICATE OF SERVICE

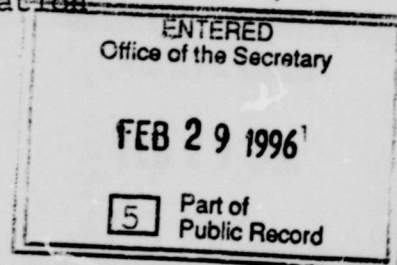
Pursuant to Decision No. 15 and Decision No. 16 in this proceeding, the undersigned counsel for Toledo, Peoria & Western Railway Corporation ("TPW"), hereby certifies that on this date a copy of all filings previously submitted in this proceeding by TPW, was sent to all parties of record by U.S. first class mail, postage prepaid.



WILLIAM P. QUINN
ERIC M. HOCKY
GOLLATZ, GRIFFIN & EWING, P.C.
213 West Miner Street
P.O. Box 796
West Chester, PA 19381-0796
(610) 692-9116

Attorneys for
Toledo, Peoria & Western
Railway Corporation

Dated: February 26, 1996



STB FD

32760

2-23-96

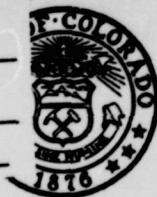
J

61333

Item No. _____

Page Count 2

Feb 21 1994



61333

GALE A. NORTON
Attorney General

STEPHEN K. ERKENBRACK
Chief Deputy Attorney General

TIMOTHY M. TYMKOVICH
Solicitor General

STATE OF COLORADO
DEPARTMENT OF LAW
OFFICE OF THE ATTORNEY GENERAL

STATE SERVICES BUILDING
1525 Sherman Street - 5th Floor
Denver, Colorado 80203
Phone (303) 866-4500
FAX (303) 866-5691

February 22, 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: Request of Change of Status in Finance Docket No. 32760, ICC
Dockets AB-12 (Sub-No. 188Ø) and AB-8 (Sub-No. 39)

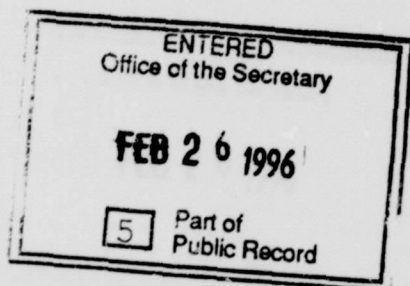
Dear Sir or Madam:

The State of Colorado would like to change its status from interested party (VIS) to party of record (POR). As stated in the Notice of Intent to Participate, the State of Colorado intends to submit comments regarding the proposed abandonment of railroad lines within the State of Colorado. We believe that we were incorrectly listed on the service list as VIS. Please change our designation. The required certificate of service is attached.

I further certify that the State has complied with all of the service requirements set forth in 49 CFR 1180.4(a) and (d), as well as requirements set forth in Decisions 9 and 15.

Sincerely,

Jane T. Feldman
Jane T. Feldman
Assistant Attorney General
Natural Resources Section
(303) 866-5073



CERTIFICATE OF SERVICE

I certify that I have this day served copies of the within Request of Change of Status by depositing copies of same in Federal Express mail, prepaid, at Denver, Colorado this 22nd day of February, 1996, addressed as follows:

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

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

The Honorable Jerome Nelson
FERC (LJ-2)
888 First St., N.E.
Washington, D.C. 20426

Margaret K. Linnis
Office of the Colorado Attorney General

STB

FD

32760

2-23-96

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61332

Item No. _____

Page Count 2

Feb # 193

LOS ANGELES
NEW YORK

LEY & AUSTIN
IF INCLUDING PROFESSIONAL CORPORATIONS

722 EYE STREET, N.W.
WASHINGTON, D.C. 20006
TELEPHONE 202: 736-8000
TELEX 89-463
FACSIMILE 202: 736-8711

FOUNDED 1866

WRITER'S DIRECT NUMBER

202: 736-8198

February 23, 1996

TO ALL PARTIES OF RECORD:

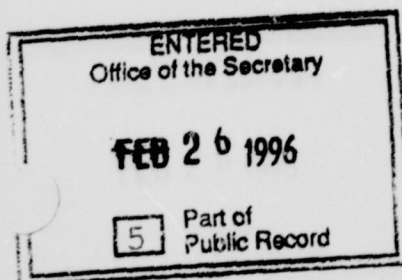
Re: F.D. Docket No. 32760, UNION PACIFIC CORPORATION,
UNION PACIFIC RAILROAD COMPANY AND MISSOURI
PACIFIC RAILROAD COMPANY -- CONTROL AND MERGER --
SOUTHERN PACIFIC RAIL CORPORATION, SOUTHERN
PACIFIC TRANSPORTATION COMPANY, ST. LOUIS
SOUTHWESTERN RAILWAY COMPANY, SPCSL CORP. AND THE
DENVER AND RIO GRANDE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

CP-1 CANADIAN PACIFIC LIMITED'S NOTICE OF
APPEARANCE AND COMMENTS REGARDING PROCEDURAL
SCHEDULE (September 18, 1995)

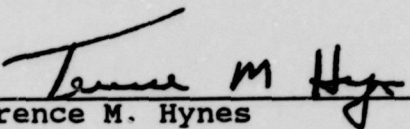
Copies of the foregoing pleadings will be provided to
any party, upon request to the undersigned counsel.

Terence M. Hynes
Terence M. Hynes
Krista L. Edwards
Counsel for Canadian
Pacific Limited



CERTIFICATE OF SERVICE

I hereby certify that I have served on all parties of record pursuant to Decision No. 15 of the Surface Transportation Board a list of all pleadings filed by Canadian Pacific Limited 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, by first class mail, postage prepaid, this 23rd day of February, 1996.


Terence M. Hynes

STB

FD

32760

2-23-96

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61331

Item No. _____

Page Count 2

FEB #192

8. AUSTIN

DING PI PROFESSIONAL CORPORATIONS

1100 EYE STREET, N.W.

WASHINGTON, D.C. 20006

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WRITER'S DIRECT NUMBER

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February 23, 1996

LONDON



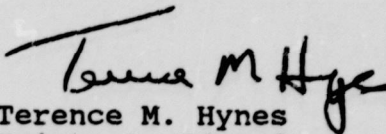
TO ALL PARTIES OF RECORD:

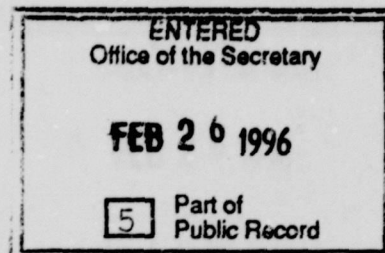
Re: F.D. Docket No. 32760, UNION PACIFIC CORPORATION,
UNION PACIFIC RAILROAD COMPANY AND MISSOURI
PACIFIC RAILROAD COMPANY -- CONTROL AND MERGER --
SOUTHERN PACIFIC RAIL CORPORATION, SOUTHERN
PACIFIC TRANSPORTATION COMPANY, ST. LOUIS
SOUTHWESTERN RAILWAY COMPANY, SPCSL CORP. AND THE
DENVER AND RIO GRANDE WESTERN RAILROAD 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 the City of Pueblo, Colorado:

PBLO-1 NOTICE OF INTENT TO PARTICIPATE (December 14,
1995)

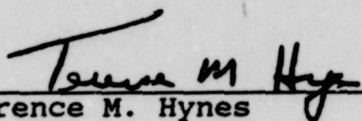
Copies of the foregoing pleadings will be provided to
any party, upon request to the undersigned counsel.


Terence M. Hynes
Krista L. Edwards
Counsel for City of
Pueblo, Colorado



CERTIFICATE OF SERVICE

I hereby certify that I have served on all parties of record pursuant to Decision No. 15 of the Surface Transportation Board a list of all pleadings filed by the City Pueblo, Colorado 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, by first class mail, postage prepaid, this 23rd day of February, 1996.


Terence M. Hynes