April 29, 1996

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. 32, enclosed for filing with the Board is an original and five (5) copies of the Certificate of Service of Cargill, Incorporated, ("CARG") certifying that a copy of an index listing all numbered documents filed to date by Cargill has been mailed to all additional parties of record in this proceeding.

Respectfully submitted,

John K. Maser III
Attorney for Cargill, Incorporated

ENCLOSURES
1200-190
Index of Documents Filed With the Surface Transportation Board
By Cargill, Incorporated
Finance Docket No. 32760

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CERTIFICATE OF SERVICE

I hereby certify that, pursuant to Decision No. 32 a copy of the foregoing INDEX OF DOCUMENTS FILED BY CARGILL, INCORPORATED. has been served via first class mail, postage prepaid, on all additional parties of record in this proceeding on the 29th day of April, 1996.

Elinor G. Brown

Elinor G. Brown
April 29, 1996

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. 32, 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 additional parties of record in this proceeding.

Respectfully submitted,

Nicholas J. DiMichael
Frederic L. Wood
Attorneys for The National Industrial Transportation League

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CERTIFICATE OF SERVICE

I hereby certify that, pursuant to Decision No. 32, 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 additional parties of record in this proceeding on the 29th day of April, 1996.

Elinor G. Brown

Elinor G. Brown
VIA HAND DELIVERY

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


Dear Secretary Williams:

Attached for filing in the above-captioned proceeding please find the original and twenty copies of the Petition of The San Diego & Imperial Valley Railroad Company for Leave to Intervene (SDIV-1) and the original and twenty copies of the Opposition of the San Diego & Imperial Valley Railroad Company to the Conditions Requested by United States Gypsum Company at Plaster City, CA (SDIV-2). Also enclosed is a 3.5-inch diskette formatted in WordPerfect 5.1.

Please have the extra copies of the Petition and the Opposition time and date stamped and returned with our messenger.

Respectfully submitted,

Karl Morell
Attorney for:
SAN DIEGO & IMPERIAL VALLEY RAILROAD COMPANY

Enclosures
BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 32760

UNION PACIFIC CORPORATION, UNION PACIFIC RAILROAD COMPANY,
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

PETITION OF
THE SAN DIEGO & IMPERIAL VALLEY RAILROAD COMPANY
FOR LEAVE TO INTERVENE

Dated: April 29, 1996

Karl Morell
Louis E. Gitomer
of Counsel
BALL, JANIK & NOVACK
1101 Pennsylvania Avenue, N.W.
Suite 1035
Washington, D.C. 20004
(202) 466-6530

Attorneys for:
SAN DIEGO & IMPERIAL VALLEY
RAILROAD COMPANY
Pursuant to 49 C.F.R. § 1112.4, the San Diego & Imperial Valley Railroad Company ("SDIV") seeks leave to intervene in this proceeding solely to respond in opposition to the conditions requested by United States Gypsum Company ("USG") for access by The Atchison, Topeka and Santa Fe Railway Company ("Santa Fe") to USG's facility at Plaster City, CA.

Pursuant to Decision No. 9, served December 27, 1995, notices of intent to participate in this proceeding were due on January 16, 1996. Because SDIV's interests were not directly affected by the proposed consolidation of the Union Pacific Railroad Company, et al., and the Southern Pacific Transportation Company, et al., SDIV opted not to participate in this proceeding. On March 29, 1996, however, USG filed a request for conditions (USG-2) seeking, among other things, trackage rights for Santa Fe over the 129.61 mile line SDIV operates between Plaster City and San Diego, CA. Until SDIV
received a copy of USG-2, SDIV had no knowledge that USG would be seeking conditions in this proceeding that directly affected SDIV.

The Plaster City conditions sought by USG would have a direct, adverse affect on SDIV. The trackage rights sought by USG are not over applicants’ rail lines, but over the line exclusively operated by SDIV. Accordingly, due process and fundamental fairness require that SDIV be permitted to intervene in opposition to USG’s Plaster City conditions.

Granting SDIV’s Petition to Intervene will not unduly disrupt the schedule in this proceeding. SDIV’s response to USG’s comments (SDIV-2) is being concurrently tendered for filing and is within the filing deadline for responses to comments established by the Board. SDIV’s response is limited to addressing the Plaster City conditions sought by USG and, therefore, will not unduly broaden the issues in this proceeding.

For the foregoing reasons, SDIV urges the Board to grant SDIV leave to intervene in this proceeding and to accept for filing SDIV’s tendered response in SDIV-2.

Respectfully submitted

[Signature]

Karl Morell
Louis E. Gitomer
of Counsel
BALL, JANIK & NOVACK
1101 Pennsylvania Avenue, N.W.
Suite 1035
Washington, D.C. 20004
(202) 466-6530

Attorneys for:
SAN DIEGO & IMPERIAL VALLEY RAILROAD COMPANY

Dated: April 29, 1996
CERTIFICATE OF SERVICE

I certify that on April 29, 1996, copies of the Petition of the San Diego & Imperial Valley Railroad Company for Leave to Intervene (SDIV-1) have been served on all parties of record and Administrative Law Judge Nelson by first class mail, postage prepaid and on counsel for Union Pacific Railroad Company and Southern Pacific Transportation Company by hand.

Louis E. Gitomer
April 23, 1996

Office of the Secretary, Case Control Branch
Attn: Finance Docket No. 32760
Interstate Commerce Commission
1201 Constitution Avenue, N.W.
Washington, DC 20423

Re: Finance Docket No. 32760

Dear Sir or Ms.:

The maps in the above reference docket continue to show San Francisco in the middle of Monterey Bay. They should be corrected.

Sincerely,

Mark Delaplaine

cc: Arvid E. Roach II
Paul A. Cunningham
By First Class Mail

Parties of Record
Finance Docket No. 32760

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

To Whom It May Concern:

In accordance with the Decision #32 of the Surface Transportation Board (served April 24, 1996), we enclose a list of all filings of Chemical Manufacturers' Association to date in this proceeding. Copies of any of these documents are available upon request.

Sincerely,

Scott N. Stone

Scott N. Stone
CMA-1
Comments on the Procedural Schedule Proposed by the Interstate Commerce Commission
(September 18, 1995)

CMA-2
Notice of Intent to Participate
(January 4, 1996)

CMA-3
Notice of Pleadings to Parties of Record
(February 26, 1996)

CMA-4
Chemical Manufacturers Association's Interrogatories to Applicants and Requests for Production
of Documents
(February 26, 1996)

CMA-5
Chemical Manufacturers Association's Objections to Applicants' Interrogatories and Requests for
Production of Documents
(March 4, 1996)

CMA-6
Chemical Manufacturers Association's Responses and Objections to Applicants' Interrogatories
and Requests for Production of Documents
(March 14, 1996)

CMA-7
Comments of the Chemical Manufacturers Association
(March 29, 1996)

CMA-8
Chemical Manufacturers Association's Responses and Objections to Applicants' Second Set of
Interrogatories and Requests for Production of Documents
(April 9, 1996)

CMA-9
Chemical Manufacturers Association's Response to Applicants' Fifth Set of Interrogatories and
Requests for Production of Documents
(April 10, 1996)

CMA-10
Notice of Pleadings to Parties of Record
(April 29, 1996)
April 29, 1996

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


Dear Mr. Secretary:

In accordance with the Board's Decision No. 32 in the above-captioned proceeding, enclosed please find an original and five (5) copies of a Certificate of Service which indicates that service of a list of all numbered pleadings and discovery requests which have been filed or served by Wisconsin Public Service Corporation was served upon each additional party of record to the captioned proceeding.

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

Thank you for your attention to this matter.

Sincerely,

Kelvin J. Dowd
An Attorney for Wisconsin Public Service Corporation

Enclosure
CERTIFICATE OF SERVICE

In accordance with the Board's Decision No. 32 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 29th day of April, 1996, a list of all numbered pleadings and discovery requests which were filed or served on behalf of Wisconsin Public Service Corporation was served via first class mail, postage prepaid, upon each additional party of record.

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


Dear Mr. Secretary:

In accordance with the Board’s Decision No. 32 in the above-captioned proceeding, enclosed please find an original and five (5) copies of a Certificate of Service which indicates that service of a list of all numbered pleadings and discovery requests which have been filed or served by Texas Utilities Electric Company was served upon each additional party of record to the captioned proceeding.

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

Thank you for your attention to this matter.

Sincerely,

John H. LeSeur  
An Attorney for Texas Utilities Electric Company
CERTIFICATE OF SERVICE

In accordance with the Board's Decision No. 32 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 29th day of April, 1996, a list of all numbered pleadings and discovery requests which were filed or served on behalf of Texas Utilities Electric Company was served via first class mail, postage prepaid, upon each additional party of record.

Patricia E. Kolesar
Patricia E. Kolesar
April 29, 1996

Mr. Vernon A. Williams  
Surface Transportation Board  
Case Control Branch  
Room 1324  
1201 Constitution Ave., N.W.  
Washington, D.C. 20423

-- Control and Merge: Southern Pacific Corporation, et al.

Dear Secretary Williams:

Pursuant to Administrative Law Judge Nelson's Order of April 16, 1996, served April 22, 1996, in Finance Docket 32760, The International Paper Company hereby submits five copies of this appendix to its Comments filed on March 25, 1996, in the above referenced docket. This Appendix is designated as document IP-14.

Very truly yours,

John F.C. Luedke
Attorney for The International Paper Company

XINJIYUAN-GKMG LAW OFFICE  
AFFILIATED FIRM  
SUITE 415, YI ZI BUILDING, SICHUAN MANSION  
A-1 Fu Wai Avenue  
BEIJING 100037 PEOPLE'S REPUBLIC OF CHINA  
Tel: 011-86-10-836-6880  Fax: 011-86-10-836-6878
Dear Secretary Williams:

Pursuant to a request from your office concerning the confidentiality designation of IP-14, this letter is to verify that all pages of the deposition transcripts contained in IP-14 have been redesignated as non-confidential, despite the "Highly Confidential" initial classification contained on the cover page of each deposition transcript.

Very truly yours,

John F.C. Luedke
Attorney for The International Paper Company
BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760

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

______________
APPENDIX TO COMMENTS OF
THE INTERNATIONAL PAPER COMPANY

______________

Edward D. Greenberg
Andrew T. Goodson
John F.C. Luedke
GALLAND, KCHARASC, MORSE &
GARFINKLE, P.C.
1054 Thirty- First Street, N.W.
Second Floor
Washington, D.C. 20007
(202) 342-5200

Attorneys for The International Paper Company

April 29, 1996
APPENDIX TO COMMENTS OF
THE INTERNATIONAL PAPER COMPANY

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BEFORE THE
SURFACE TRANSPORTATION BOARD
Finance Docket No. 32760
UNION PACIFIC CORPORATION, UNION PACIFIC RAILROAD
COMPANY AND MISSOURI PACIFIC RAILROAD COMPANY
-- CONTROL 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
HIGHLY CONFIDENTIAL
Washington, D.C.
Thursday, January 25, 1996
Continued deposition of RICHARD J.
BARBER, a witness herein, called for examination
by counsel for the Parties in the above-entitled
matter, pursuant to agreement, the witness being
duly previously sworn, taken at the offices of
Covington & Burling, 1201 Pennsylvania Avenue,
N.W., Washington, D.C., 20044, at 10:10 a.m.,
Thursday, January 25, 1996, and the proceedings
being taken down by Stenotype by JAN A. WILLIAMS,
RPR, and transcribed under her direction.
then create enough additional capacity to be able to handle northbound trains, whether they be trackage rights or something moving from a local point, and there will be some of that on a UP line, that they can handle that and without crippling or undermining or counteracting the efficiencies that they can basically get from one-way operations without a lot of extra wasteful capital investment.

Q. On page 465 of your testimony, you state at locations where shippers are now served --

A. Just a second. I must have gotten the wrong volume. Please proceed.

Q. At page 465 of your testimony, you state, at locations where shippers are now served by both UP and SP and by no other railroad, consolidation can clearly be harmful to competition. And you qualify that by using the word could. And then, in a footnote which I understand to be the explanation of your qualification, you state, and this is footnote 107, at some locations traffic may be so truck or water competitive that a reduction in the number of railroads from two-to-one might not
appreciably affect competition.

Did you in your analysis undertake to
determine whether there are any such locations
where competition from truck or water traffic
could mean that the two-to-one location was not
necessarily an anticompetitive situation?

A. I looked at a number of these situations that I think fit this category and
several of them involve chemical movements out of
the gulf coast, like out of Bayport or Channel
View or Port Neches or Plaquemine, Louisiana, or
others, where there is very substantial barge or
water close to long-haul competition against
long-haul rail. And that would overlap those
circumstances.

However, I did not come to a conclusion
on this point for this reason, first two-to-one
points that meet the definition set forth here on
page 465 and as specified in the settlement
agreement, those are all covered. In other
words, if it's a two-to-one point in the sense of
a shipper at a location having been served by
both UP and SP and no other railroad, if that
situation is prevailing, then that is a
two-to-one point and access is provided. There's
no qualification in the settlement of that sort I suggest as an economist that I might consider. They give it to them anyway.

So that chemical plants, say Bayview, Bayview can ship by water. Some of the other plants in the south could ship certain things, Bayport can ship by water. That's a very strong competition against rail. The shippers for some products play off rail against barge as well as rail against rail. I think that's powerful.

But, if it's a two-to-one place down there like Bayview, even a prospective one like Mont Belvieu or Orange or Amelia, the settlement agreement provides without ambiguity for access to and by BN/SF. So that's one reason why I didn't really want -- need to go any further. The settlement agreement may go further than I think might be necessary, but why should I study it because it's already provided for.

The second thing is that the settlement agreement I concluded not only takes the two-to-one points as defined and ensures that there will continue to be a rail choice of them, even where there could be -- or would be say truck or water competition, but provides for rail
competition as well. So that in a way, wherever there would be truck or water competition for a location, that comes from a competitive standpoint in addition to the provision in the settlement for continued strong railroad competition at these two-to-one locations.

So in a way the issue raised, if you could argue about truck or water, the settlement agreement says, well, we won’t argue about it; if it’s a two-to-one point, another strong railroad is going to go in there to serve it.

Q. I understand. Based on what you’ve just said then, is it correct that you undertook no study as to whether or not shippers in Pine Bluff or Camden, Arkansas, could receive service by truck or water?

A. I did not, I didn’t study that. But I would think that they would not be in that category. Water shipments on the West Coast say or chemical shipments out of the gulf or chemical movements to the East Coast, those could be. But I don’t see Camden, Arkansas, as in that category.

Q. Nor Pine Bluff?

A. No, nor Pine Bluff. Some things could
be bumped over and moved by barge which isn’t very far away. But that would affect only certain products.

Q. I want to direct your attention to your testimony in the WC control merger proceeding. I’d like to direct your attention to page 71. And I’ll give you a chance to get there. If you could read the only full paragraph that’s on that page.

A. I’ve read it. What do you want me to do with it?

Q. Is it a correct characterization of that testimony that in that proceeding it was your opinion that shipments of long-haul pulp were economically ill adapted to truck transportation?

A. Yes, for long-haul movements here, in this case it was movement from Canada, Alabama, moving to plants in Wisconsin at Green Bay roughly and north of Green Bay and from other distant origins which I think included places in Georgia and Florida and that sort of -- very extended lengths of haul.

Q. Would it be your opinion today that long-haul pulp shipments would be economically
to say, well, it appeared in the Wisconsin
Central case from a lot of discovered testimony.
I mean a lot of that seemed to be a problem,
probably still is. But I suppose I would ask
somebody to try to be current.

Q. When you used the phrase long-haul
pulp, long-haul pulp in your WC testimony, do you
recall what length of shipment you were
considering to be long haul?
A. I don't recall precisely. It would
have been guided by that testimony. But it was
at least 50 miles.

Q. If you turn to page 72 of your
testimony --
A. In Wisconsin Central?
Q. Yes. Have you had a chance to look at
that?
A. Yes.
Q. Okay. In there you suggest that paper
mills in general are geared to the receipt of
inputs by rail and that a switch to a rail would
not be practical as a matter of logistics.

MR. ROACH: A switch to what?
BY MR. GOODSON:
Q. I'm sorry, a switch to truck. Thank
you. A switch to truck would not be practical as a matter of logistics. Is that still your opinion today?

A. I think it still remains my opinion and for the same reason as indicated, like this outfit that I quoted from on page 72, it's a fairly good size company. I have no reason to dispute it, I think this makes sense.

Again, though, if I was putting together the current information, I would simply ask somebody who runs a large container board or similar type mill like -- whatever it would be, it could be your client, it could be somebody else who would make something out of this, simply to say answer a little question on a postcard which would be, you know, how much of this stuff do you get by truck. And they probably would tell me not much, in which case I wouldn't be surprised. But you never know.

Q. Well, you may be hearing from us. Can you turn to figure 42, please. This would be between 79 and 80 of your WC testimony. And that is a figure which depicts what you call rail dominant traffic by STCC code product and particular moves. And in it you indicate that
shipments of paperboard and printing paper -- let me take it one at a time.

Printing paper in heavy shipments, 65 tons or more, and paperboard in heavy shipments, 55 tons or more, would be rail dominant traffic.

Do you still maintain that opinion today?

A. For shipments of that size, yes. With the exception that -- and I was thinking here the text makes this clear because I was dealing with shipments from paper and pulpboard mills in the Wisconsin area and Minnesota and adjoining areas. That, in coastal movements, where a plant was on water, stuff could be moved by water.

And in that case I would regard it as subject to inquiries as to how much rail really was moving, how much water was moving. But, for the big shipments in at least inland locations at 65 or 55 tons or more, that single movement rail certainly seemed to me to have the edge.

Q. Would you consider Camden and Pine Bluff to be inland locations?

A. I would put them in that category, I would believe so. And then my question in my mind would be how many shipments do you make, must you make at the 65 or 55 ton and up.
categories, because obviously there was testimony in Wisconsin Central, there was examples of shipments of say 65 tons that moved rail and none that move truck, they couldn't move truck because they would be at the weight limit.

But some were moving them, like printing paper from Wisconsin mills, were making them by truck, but by simply dividing them into say three portions. And some people said they couldn't do that, some people did it. But my testimony here was limited to the single shipments that has to go by -- in the big tonnage excess truck weight category.

Q. Okay. Just so I understand, are you saying then that your statement in the WC proceeding, that printing and paperboard would be rail dominant -- I'm sorry, let me finish my question -- was limited just to the shipments that were involved in that proceeding?

A. Yes, which were the 65 and 55 ton shipments.

Q. Okay. Do you have any reason to believe that 65 and 55 ton shipments in and out of Arkansas would not be rail dominant?

A. No, I wouldn't think so, because of
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, ST. LOUIS
SOUTHWESTERN RAILWAY COMPANY, SPCSL CORP. AND THE
DENVER AND RIO GRANDE WESTERN RAILROAD COMPANY
HIGHLY CONFIDENTIAL
Washington, D.C.
Friday, February 9, 1996
Deposition of R.B. (BRAD) KING and
MICHAEL D. ONGERTH, witnesses herein, called for
examination by counsel for the Parties in the
above-entitled matter, pursuant to agreement, the
witnesses having been previously duly sworn,
taken at the offices of Covington & Burling, 1201
Pennsylvania Avenue, N.W., Washington, D.C.,
20044, at 9:10 a.m., Friday, February 9, 1996,
and the proceedings being taken down by Stenotype
by FERNITA R. FINKLEY and CRAIG KNOWLES and
transcribed under their direction.
against running the SP line northbound?

MR. KING: I don't recall exactly what all was in the decision.

MR. GOODSON: Mr. Ongerth, did you participate in this process at all?

MR. ONGERTH: Yes.

MR. GOODSON: Let me ask you, do you recall any specific factor which in your mind was significant in terms of how the SP line would be run?

MR. ONGERTH: I can think of two.

MR. GOODSON: What are the two?

MR. ONGERTH: The first one is that for -- since at least 1972, because of the orientation of the hump at Pine Bluff, we have the capability of coming off the Arkansas River bridge with an inbound train, yarding it on the hump lead, cutting the power off, and immediately shoving it over the hump. Pine Bluff is one of the fastest yards I've ever operated in to get cars from the receiving yard to the hump to the bowl because of that. It works much better as a southbound yard than as a northbound yard, and that would be a factor of some significant.

MR. GOODSON: What else?
MR. ONGERTH: The second factor is that a section of the rabbit is nonsignaled, and we felt there was a significant benefit to route loaded trains on the alternative route on the UP as opposed to routing them on the SP.

MR. GOODSON: So is it the plan to run only empty trains over the rabbit?

MR. ONGERTH: No, it’s not the plan to run only empty trains, but the predominant flow would have predominantly loaded trains running via the UP, via Palestine.

The profile -- compare the profile of the two lines, the UP profile favors running the heavy trains on the UP side northbound as opposed to on the SP side. Yesterday and -- in the Conrail questions, there was a question about tonnage limitations and that that gives -- that’s part of the reason for tonnage limitations, is because of the undulation territory on the rabbit.

I don’t think you can underestimate the benefit to the system of the ability to use the capability of Pine Bluff as a one-directional hump and the capability of Little Rock as the other directional hump. It does significant
constructive. Do you understand that the southbound flow going to San Antonio will not go down through Shreveport and then turn west through Marshall and Longview; it's going to go straight on south through Big Sandy?

MR. GOODSON: Yes, I do. That's irrelevant to my question.

MR. HEMMER: I'm lost.

MR. GOODSON: Thank you.

MR. ONGERTH: Perhaps I can help also.

To amplify on what Brad has said, just going through the Shreveport terminal area is about comparable in terms of area where you're going to encounter bidirectional flow as going between Longview and Marshall. That's not a significant impediment or reason.

And if you go back to what I said earlier, the weight and the balance, which we did, is much better for us, suits the operation and suits the terrain and suits the existing facilities much better to run the cotton belt as the southbound flow. That's why we reached that decision. It was a decision that a lot of people looked at. A lot of people that had a lot of experience with that territory looked at it.
There's always some factors you can come up with and say, well, you know -- if you make a list, say -- on one side, say what would the benefits be of running the cotton belt northbound. Put those down on the list. Say what would the benefits be of running the cotton belt southbound. You put them on the list. You can do this in a fairly scientific fashion.

In fact, I think some of these teams did basically this. They'd sit down, brainstorm and they'd use charts and they put stuff on the walls and they'd say, okay, how do we best utilize these capabilities. When you get done with this, it's what I would call a no-brainer to do it the way we did it.

MR. GOODSON: So you weren't aware of -- are you aware -- I'll direct this question to you, Mr. Ongerth -- of any factor that would argue in favor of running the SP line directionally northbound?

MR. ONGERTH: In the balance I think I have I've said now three times I think it's very strongly in favor of running the SP southbound.

MR. GOODSON: Would you agree with that, Mr. King?
to exact routes and trains and such as that.

MR. GOODSON: When you say going
directional, you mean directional in the way the
operating plan now proposes or just directional
in the general sense?

MR. KING: I don’t recall. This was a
living document, a living process as we went
through, and I don’t remember exactly when they
firmed it up finally.

(Recess.)

(King-Ongerth Exhibit No. 16
was marked for identification.)

MR. GOODSON: Mr. Ongerth, I’m going to
hand to you what has been marked as King-Ongerth
Exhibit 16. I’ve handed you a copy of figure
13-22 of the operating plan which is at page 289,
and it purports to show UP-SP trackage at Pine
Bluff, Arkansas, and I’d like to return to
testimony, Mr. Ongerth, that you gave concerning
one of these significant benefits of running the
SP trackage southbound directionally when you
talked about how the Pine] Bluff yard is set up
such that it would be an enormous benefit to do
so.

And I’m wondering if using this Exhibit
16 you can elaborate on those benefits that you
were referring to before. And I guess the first
thing is you mentioned a bridge over the Arkansas
River, and can you tell where that bridge would
be on this drawing?

MR. ONGERTH: I’ll mark the location of
the Arkansas River bridge on the diagram, and it
is generally north of the cotton belt yard.

MR. NORTON: Which is identified as the
SSW?

MR. ONGERTH: SSW yard.

MR. GOODSON: And do you know the
distance between the bridge and the yard, the
entrance to the yard?

MR. ONGERTH: It’s between -- I don’t
recall the exact length, but it is certainly long
enough to chamber at least an 8,000-foot train
between the switches on the main line -- that
come off the main line on the south end of the
bridge and the switch to the actual hump lead.

In fact, these tracks are used
repetitively as -- in the humping process, so
they lay adjacent to the main track. The main
track is actually on the west side of the yard,
or in this diagram it would make it look like at
the -- if you look at the north arrow, what I'm
calling north would appear to be actually east.

MR. GOODSON: Or northeast.

MR. ONGERTH: Northeast. So it's on
the north -- on the northwest side is where the
main line is and the hump leads and the running
track coming off the south side of the yard are
an arrayed -- as you go to the east from west to
east. From west to east you have the main drag
and then a couple of hump leads, then another
running track. That's on -- that will get you
onto the east side of that section of tracks.

So there are approximately four tracks
in this area between the south end of the bridge
and the hump lead. And then in this area where
it says SSW yard, there are receiving and
departure tracks both on the west side of the
yard and on the east side of the yard and the
bowl is in the middle.

MR. GOODSON: Can you indicate
approximately on there where the bowl would be on
Exhibit 16?

MR. ONGERTH: Recognizing this is still
schematic and not an exact in any way engineering
diagram, the bowl is in the middle. You have the
receiving and departure tracks on the east side. You have receiving and departure tracks on the west side. Now, in addition to this, there is a local yard that's south of that.

MR. GOODSON: Is the bowl a fishtail or teardrop style at the pull-out end?

MR. ONGERTH: I'm not familiar with either of those terms.

MR. GOODSON: Neither am I.

MR. NORTON: Perhaps Mr. Carey would wish to explain.

MR. CAREY: Would you like me to?

MR. HUT: No.

MR. GOODSON: Off the record.

(Discussion off the record.)

MR. GOODSON: Based on some off-the-record colloquy, Mr. Ongerth, can you answer my previous question which is whether the bowl at the Pine Bluff yard is a fishtail or teardrop at the pull-out end?

MR. ONGERTH: I can't recall that.

MR. GOODSON: Can you further elaborate the reason why you believe southbound directional running is an important benefit at the Pine Bluff yard?
MR. ONGERTH: I think the ability to yard a train on one of the hump leads, receive a train on one of the hump leads, and then have a hump engine immediately go against it and push it over the hump without having to take it down to the receiving yard on either side and then later pull it back before you hump it, gives Pine Bluff the capability of being one of the fastest yards I have ever operated in.

I'm comparing -- I have been responsible for operations at Eugene, West Colton, Houston, Strang. And when I say responsible for, I have supervised shift operations at each of those yards. There's only -- I've only eliminated in our present system Grand Junction, and Roosevelt is currently operating hump yards. And of all the yards I have worked in, Pine Bluff is the fastest, the capability of getting trains the fastest from arrival into the bowl.

And if you're working on trying to increase your process -- to decrease your processing time and improve the flow through the yard, this is a big benefit. The yard that comes closest to Pine Bluff in this capability is West
Colton. West Colton’s receiving yard is in line with the hump so that it can be used in a similar fashion. In fact, West Colton’s design, patent designed feature at West Colton was borrowed from Pine Bluff.

MR. GOODSON: So I understand, the Pine Bluff yard is somewhat unique in its ability to quickly flow traffic southbound into the receiving tracks?

MR. ONGERTH: Yes. No. Into -- from -- using one of the tracks adjacent to north of the hump as a receiving track allows you to rapidly -- length of time between the time the train arrives in the yard on the receiving track to the time you have it in the bowl is perhaps the shortest at Pine Bluff of all the yards I have worked in, managed.

MR. GOODSON: And that is even as it exist today as a bidirectional yard?

MR. ONGERTH: This benefit is specific to southbound trains.

MR. GOODSON: Is the southbound benefit available if there are northbound trains running through the yard?

MR. ONGERTH: Yes.
MR. GOODSON: I take it you -- in your view, it wouldn't be as great a benefit?

MR. ONGERTH: Earlier in my in answer to an earlier question I believe you asked, I spoke to the benefits of not having to have the yard be bidirectional. It will take me about five minutes to give you railroading hump yard operations 101. If you want me to do that, I'll do that. I've already described this once.

MR. GOODSON: No. I don't want you to repeat anything that you've told me before. That's not necessary. But what I believe my question was, whether -- I will withdraw that question.

You spoke of a two- to three-hour delay in processing trains at the yard. Can you elaborate on what that two- to three-hour delay results from?

MR. NORTON: Asked and answered.

MR. GOODSON: You can answer. I don't think I've asked you this question.

MR. ONGERTH: I was referring to the amount of time it took you to change the direction -- the direction that you were using the yard to block in, referring to the time it
takes to clean out the bowl, you know, trim the
tracks, and reverse -- in essence, reverse the
blocking function of the yard from southbound to
northbound.

And you do this twice a day. When
you're operating the yard, at least twice a day,
when you're operating the yard bidirectional. If
you're operating it in one direction, you now
have the ability to just continue to process cars
southbound, and you don't have to stop and
straighten out the bowl and then go back, change
the blocking pattern so that now you're blocking
northbound blocks. So you eliminate all of
that. What I was referring to is the length of
time it takes to basically reverse the direction
of the yard.

MR. GOODSON: Is there any intent
presently to block trains in the Pine Bluff yard
northbound?

MR. ONGERTH: Not in our operating
plan.

MR. GOODSON: Would you agree with
that, Mr. King?

MR. KING: The only northbound
blocks -- there are some cars that have to move
between Pine Bluff and north Little Rock, which
is, compasswise -- at least the way the timetable
reads, is north. So there will be some movements
between north Pine Bluff and north Little Rock.

MR. ONGERTH: But if you look at the
diagram, they’ll leave the yard going south to
get to the Little Rock branch?

MR. GOODSON: That’s a good point.

Will the BN be blocking any trains at the SSW
yard, Mr. Ongerth?

MR. ONGERTH: I don’t know.

MR. GOODSON: Mr. King?

MR. KING: We said the details of that
hadn’t been worked out yet.

MR. GOODSON: If, in fact, the BN did
block trains at that yard, SSW yard northbound,
that would then bring back the delay that would
otherwise be avoided by running the trains
directionally south through the yard, would it
not?

MR. ONGERTH: It would depend on how
this was organized. There’s a UP yard at Pine
Bluff, and it’s quite possible that Santa Fe
would do its work in the UP yard.

MR. GOODSON: Are you aware of any
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, ST. LOUIS
SOUTHWESTERN RAILWAY COMPANY, SPCSL CORP. AND THE
DENVER AND RIO GRANDE WESTERN RAILROAD COMPANY
HIGHLY CONFIDENTIAL
Washington, D.C.
Friday, February 23, 1996
Deposition of NEAL D. OWEN, a witness
herein, called for examination by counsel for the
Parties in the above-entitled matter, pursuant to
agreement, the witness being duly sworn by JAN A.
WILLIAMS, RPR, a Notary Public in and for the
District of Columbia, taken at the offices of
Mayer, Brown & Platt, 2000 Pennsylvania Avenue,
N.W., Washington, D.C., 20006-1882, at
10:05 a.m., Friday, February 23, 1996, and the
proceedings being taken down by Stenotype by JAN
A. WILLIAMS, RPR, and transcribed under her
direction.
1 says most manifest trains would originate and
terminate at HB&T's New South Yard. In this line
segment, if I'm right, on Houston-Memphis, with
respect to manifest trains, there will be two
originating from Houston and two terminating in
Houston; is that right?
    A. Yes.

Q. How many is most in that number?
    A. The schedule plan would originate and
terminate trains at New South Yard. There may be
days that a train will consist of primarily PTRA
traffic or exclusively PTRA traffic. On such
days I'm sure that BN/Santa Fe management would
opt to terminate that train on the PTRA instead
of the HB&T. So there's going to be some
exception to that. But most is most.

Q. Okay. But you meant in terms of
numbers of days rather than trains per day?
    A. Yes.

Q. Okay. On the top of page 21, with
respect to the Pine Bluff yard, is there anything
in the agreement that obligates UP/SP postmerger
to give BN access to the Pine Bluff yard?

MS. KUSSKE: Objection to the extent it
calls for a legal conclusion.
THE WITNESS: I can't answer as to the absolute obligation or lack thereof. Our operating description assumes that we would set out a block of cars that UP/SP would switch for us at Pine Bluff and that they would make a block of cars for us to pick up, certainly one block going east and one block going west, although we have not addressed the detail of the blocking plan pending any implementing agreement.

We assumed that BN/SF would set out a block of cars. That block would consist basically of cars destined for Pine Bluff proper and for Little Rock, that UP/SP would switch that block of cars. If it's a Pine Bluff proper car, it would go to the industry. If it were a Little Rock car, it would go into a UP train going to Little Rock.

BY MR. HUT:

Q. There are three yards at Pine Bluff, are there not?
A. I believe that's right, I believe there's -- the main yard is the Southern Pacific hump yard.

Q. Is that the yard you're referring to to which you believe -- the classification yard to
percentage terms or otherwise of the SP Pine Bluff yard that you expect to have access to will, in fact, be available for BN classification?

A. That's a detail that has to be worked out in an implementing agreement for our work in Pine Bluff. I wouldn't expect we would have any multiple 100 car volume a day at Pine Bluff that's going to require extensive trackage room. We would be setting out and picking up blocks of cars.

Those blocks of cars would be destined basically as I stated Pine Bluff proper or Little Rock inbound. Outbound we could get by with minimal separation, perhaps only north and south is all we would need. That detail is yet to be worked out in a blocking plan that would be established.

Q. In the next paragraph on page 21, you discuss Memphis terminal issues. And you make reference to existing and proposed intermodal facilities at Harvard/West Memphis?

A. Yes.

Q. Are those proposed intermodal facilities for BN?
providing -- or improving their capacity to do so. I'm fully aware of a major project as I stated before that BN put in at Teague, Texas, to increase its storage capacity. I don't know of any other specific expansion plans that they currently have.

Q. Do you understand that the BN/Santa Fe currently has excess capacity for storage or is short on capacity or is simply meeting its current customer requirements?

A. It's my understanding based -- it's a conclusion I've drawn on my own from some comments and just general discussions on the topic that they would like more than they currently have. And whether or not that translates to undercapacity or not I don't know. But I would have to understand -- I would have to interpret the discussions I've participated in that they want more.

Q. But you said you're not familiar with whether that more is to serve current customers or that more is to seek new customers?

A. It's my understanding it's both. But I am not privy to any specific market or operating plan that they have pointing toward that end.
Q. With regard to the Teague facility you mentioned, is that project completed at this time?

A. I believe it's complete or nearly complete, yes.

Q. Do you know how many car capacity the BN/Santa Fe has at Teague?

A. I can't quote a number. The plan at Teague was a two-phase plan. The first phase, when I last dealt with it directly, was under construction. And I don't know whether the second phase is under construction or complete, I don't know the current status. But it was to increase the capacity I believe by at least a couple hundred cars for SIT traffic at Teague.

Q. And this is only for loaded cars; is that right?

A. I believe that's correct.

Q. And does a railroad need comparable capacity for empties?

A. They certainly need some capacity for empties. Whether it's comparable or not, I can't respond without a special analysis.

Q. Do you have any idea of what percentage of the plastics covered hopper car fleet to
actually hit storage of --

A. No, I don't.

Q. Any order of magnitude?

A. Just hearsay, if you will, but certainly commodities, I understand the majority of it will go into storage of certain types of plastic products. But I don’t have specific knowledge that I can quote numbers or seven digit STCC codes or anything like that to you.

Q. Do you know what those products are, do you know what those products are?

A. It's my understanding that it's a lightweight plastic product that can be subsequently formed into any number of consumer products and it's just produced in bulk and stored until there's a customer wanting that product.

Q. Do the names polyethylene or polypropylene mean anything to you in this context?

A. They strike a familiar chord, yes, that that's the preponderance of what's to be stored.

Q. Where is the Teague yard located?

A. Teague is a little over 100 miles north of Houston as I recall, I would have to consult
the BN timetable to be exact, and it's on what's known as the joint Texas division, the former BN Rock Island line that's now the BN's main line between Houston and Dallas.

Q. Approximately what is the distance from Houston to Dallas?
A. A little over 200 miles I believe, between 200 and 300.

Q. If cars are stored at Teague and are then destined to one of the eastern gateways, for example, East St. Louis, would the BN/SF route those cars via Dallas or would they return the cars to Houston and use the Houston to Memphis corridor, assuming that the merger is approved and that corridor were available to BN/SF?
A. I would have to examine the situation at the time or whoever made that decision would have to examine the situation at the time to see which is the most effective routing. Based strictly on mileage which would be the basis for the answer that I'll give you right now, that car, once released and billed out of Teague, would go through Tulsa and on to St. Louis the way it would today.

Q. Are the cars -- you said released and
clears KCS main track at either location.

My first question is are the movements that are described in that paragraph, is that the access that the applicants are seeking to obtain for BN/Santa Fe?

A. There are two routes through Shreveport. And KCS by virtue of its acquisition of the Mid-South here awhile back as I understand owns both of those routes. I believe there's also a piece that's common between the two routes. One route will take SP trains by or through the current SP yard and the other route which is the historic KCS route bypasses the Southern Pacific yard facility at Shreveport.

And those routes are necessary to get from Houston -- one of those routes, like I said, my recollection, I've been to Shreveport but not in conjunction with this exercise. My recollection is there's actually a small piece of that route at the timetable south end or the west end that's common, that those are the routes that SP currently uses.

They have the option, it's up to the KCS yardmaster and the work that the Southern Pacific train has to perform, if any, at
Shreveport as to which route they use. And that’s the purpose of this ruling. And we would plan that BN/SF trains would do the same thing except that our trains would not be doing work per se at Shreveport, they would be changing crews and continuing on.

Q. Would the BN/SF trains be subject to this instruction?
A. Yes, or as modified, yes.

Q. So BN/SF trains, in order to move, assuming that the application for access to the KCS line was granted, they would have to obtain permission from the KCS yardmaster to move onto those tracks?
A. Yes.

Q. Do you know whether or not BN/SF has had any discussions with KCS regarding that movement?
A. I don’t know.

Q. There is a requirement, is there not, in the settlement agreement that the BN/SF trains that are moving along the trackage rights granted under that agreement will be given equal dispatch?
A. Yes.
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, ST. LOUIS
SOUTHWESTERN RAILWAY COMPANY, SPDSL CORP. AND THE
DENVER AND RIO GRANDE WESTERN RAILROAD COMPANY

HIGHLY CONFIDENTIAL

Washington, D.C.

Wednesday, February 14, 1996

Deposition of CARL R. ICE, a witness
herein, called for examination by counsel for the
Parties in the above-entitled matter, pursuant to
agreement, the witness being duly sworn by MARY
GRACE PRESTO, RPR, a Notary Public in and for the
District of Columbia, taken at the offices of
Mayer, Brown & Platt, 2000 Pennsylvania Avenue,
N.W., Washington, D.C., at 10:00 a.m., Wednesday,
February 14, 1996, and the proceedings being
taken down by Stenotype by MARY GRACE PRESTO,
RPR, and transcribed under her direction.
A. We use our own crews to San Antonio.

Q. And beyond San Antonio?

A. Beyond San Antonio, SP is providing the crews.

Q. How about power?

A. That depends. Sometimes it comes out of San Antonio, sometimes at Eagle Pass, I believe.

Q. Let's go back to the directional flow, if I may for a moment. You said you are aware of the directional flows in the Houston-Memphis corridor, is that correct?

A. Yes.

Q. When did you become aware of that?

A. After UP and SP filed their application.

Q. So you were not aware of it at the time that the settlement agreement was signed?

A. No.

Q. Have you been provided a copy of the application of Union Pacific/Southern Pacific in this proceeding?

A. No.

Q. On page 9 of your statement, you state that Burlington Northern/Santa Fe will be in a
Preliminary Analysis

Opportunities for Burlington Northern/Santa Fe
From the Union Pacific/Southern Pacific Merger

ALK Associates, Inc. 8/24/95 Privileged and Confidential
Executive Summary

UP/SP merger would have major reduction in competition
  • Far more so than BNSF, not quite as bad as SFSP

Significant opportunities exist for BNSF to provide competitive relief
  • South Texas, including access to Mexico
  • Central Corridor
  • I-5 Corridor
  • Arkansas Corridor
  • Selected locations in Houston area and Southern California

BNSF must make the case that they would provide true competitive relief while others (KCS) would not
Why do opportunities exist?

UP/SP merger must be approved by the Interstate Commerce Commission (ICC) or its successor. BNSF has opportunity to benefit from negotiated or imposed conditions.

Rationale for conditions will be maintenance of competition that existed pre-merger:
- **Not** maintenance of particular competitors
- **Not** introduction of new competition
Thresholds of opportunity

No opportunity unless number of competitors is reduced
Little opportunity if HHI test is not met
  • Defined by Antitrust Division, U.S. Department of Justice
  • Each merging partner must have 10% of the market prior to merger
  • Combined share after merger must be 50% or more
  • If below this threshold, market concentration is typically not a concern to DOJ

Best opportunities are where
  • Number of competitors is reduced
  • HHI threshold is met
  • Geographic or modal competition is not readily arguable
  • Affected shippers are willing to work for remediation
This preliminary study: identify areas where

- Number of competitors is reduced
- HHI threshold is met (using 1993 data)

Later steps:

- Check HHI thresholds using 1994 data
- Analyze geographic and modal competition
- Identify affected shippers and consignees
Types of competition studied

**Corridor competition**
- "I-5" corridor
- Central corridor
- Arkansas corridor

**Point competition**
- By Business Economic Area (BEA): a metropolitan area and surrounding rural counties
- By 6-digit Standard Point Location Code (SPLC): a collection of competitive freight stations

**Gateway competition**
- Access to Mexican gateways
Corridor competition

- I-5 Corridor
- Central Corridor
- Arkansas Corridor
Corridor definition is open to interpretation

No widely accepted standards (like BEA & SPLC for point competition)

- Our definition: a corridor connects a group of BEAs with another group of BEAs
- This study uses a preliminary definition of which BEAs are in which corridors, based on expert judgement
- Can get fancier (non-judgmental model) for final study using 1994
Corridor: profile

Loads: 271,561
Balance: 43% northbound, 57% southbound

Five largest commodities:
- Misc. mixed 20%
- Pulp and paper 18%
- Lumber or wood 18%
- Food or kindred 7%
- Waste or scrap 6%

Meets HHI threshold of concern

1993 Load Shares

- UP/SP 4%
- UP 13%
- SP 83%
- Other 0%
Central Corridor: profile

- **1993 Load Shares**
  - Other: 31%
  - UP/SP: 2%
  - UP: 45%
  - SP: 22%

- Loads: 1,865,690
  - Balance: 60% westbound, 40% eastbound

- Five largest commodities:
  - Misc. mixed: 29%
  - Coal: 13%
  - Food or kindred: 11%
  - Farm products: 9%
  - Chemicals: 8% (incl. soda ash)

- Meets HHI threshold of concern

EXTERNAL REFERENCES:

- ALK Associates, Inc. 8/24/95

PRIVILEGED AND CONFIDENTIAL
Kansas Corridor: profile

Loads: 929,410
Balance: 46% northbound, 54% southbound

Five largest commodities:
- Misc. mixed 19%
- Transport equipment 16%
- Chemicals 16%
- Lumber or wood 8%
- Food or kindred 7%

- Meets HHI threshold of concern

1993 Load Shares

- SP 23%
- Other 19%
- UP 57%
- UP/SP 1%
Point competition
As with competitors reduced to 1

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<th>SP %</th>
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<td>42%</td>
<td>100%</td>
<td></td>
</tr>
<tr>
<td>Salt Lake City, UT</td>
<td>651,413</td>
<td>67%</td>
<td>29%</td>
<td>96%</td>
<td>(4)</td>
</tr>
</tbody>
</table>

**UP/SP greatly exceeds HHI for all these except Odessa-Midland**

Notes:

1. After tabulating GRR loads by their SP and UP interchanges
2. Remainder is TM, whose only U.S. outlets are UP and SP
3. Includes traffic to/from Mexican gateways
4. Remainder is BNSF truck service to Salt Lake City
## Competitors reduced to 2: Top group

<table>
<thead>
<tr>
<th>Location</th>
<th>1993 Loads</th>
<th>UP</th>
<th>SP</th>
<th>Sum</th>
<th>BNSF</th>
<th>Notes</th>
</tr>
</thead>
<tbody>
<tr>
<td>Little Rock, AR</td>
<td>287,483</td>
<td>71%</td>
<td>15%</td>
<td>86%</td>
<td>0%</td>
<td>(1) (3)</td>
</tr>
<tr>
<td>Lafayette, LA</td>
<td>18,960</td>
<td>39%</td>
<td>61%</td>
<td>100%</td>
<td>0%</td>
<td>(2) (3)</td>
</tr>
<tr>
<td>174 Redding, CA</td>
<td>20,300</td>
<td>12%</td>
<td>81%</td>
<td>93%</td>
<td>4%</td>
<td></td>
</tr>
<tr>
<td>177 Sacramento, CA</td>
<td>78,589</td>
<td>17%</td>
<td>65%</td>
<td>82%</td>
<td>18%</td>
<td></td>
</tr>
</tbody>
</table>

### This group: UP/SP exceeds HHI threshold, and BNSF could add the smaller of UP or SP’s loads and not exceed the threshold

**Notes:**

- (1) BNSF serves Hardy, Mammoth Springs; no traffic in 1993 waybill
- (2) IC serves ________; no traffic in 1993 waybill
- (3) Choice of BNSF or KCS for relief may hinge on where traffic is going to and coming from
## Competitors reduced to 2: Middle group

<table>
<thead>
<tr>
<th>Location</th>
<th>1993 Loads</th>
<th>UP</th>
<th>SP</th>
<th>Sum</th>
<th>BNSF</th>
<th>Notes</th>
</tr>
</thead>
<tbody>
<tr>
<td>Portland, OR</td>
<td>847,132</td>
<td>33%</td>
<td>22%</td>
<td>55%</td>
<td>44%</td>
<td></td>
</tr>
<tr>
<td>San Francisco, CA</td>
<td>671,146</td>
<td>27%</td>
<td>41%</td>
<td>68%</td>
<td>32%</td>
<td></td>
</tr>
<tr>
<td>Stockton, CA, CA</td>
<td>245,230</td>
<td>41%</td>
<td>17%</td>
<td>58%</td>
<td>33%</td>
<td>(1)</td>
</tr>
<tr>
<td>Los Angeles, CA</td>
<td>2,321,027</td>
<td>17%</td>
<td>46%</td>
<td>63%</td>
<td>36%</td>
<td></td>
</tr>
</tbody>
</table>

**This group:** UP/SP exceeds HHI threshold, but BNSF cannot add the smaller of UP or SP's loads without exceeding the threshold

**BNSF may have opportunity to add some traffic (selected locations).**

**Notes:**

(1) Remaining traffic is principally MET, which connects to SP & SF
### Competitors reduced to 2: Bottom group

<table>
<thead>
<tr>
<th>Location</th>
<th>1993 Loads</th>
<th>UP</th>
<th>SP</th>
<th>Sum</th>
<th>BNSF</th>
<th>Notes</th>
</tr>
</thead>
<tbody>
<tr>
<td>Shreveport, LA</td>
<td>164,391</td>
<td>48%</td>
<td>9%</td>
<td>57%</td>
<td>0%</td>
<td>(1)</td>
</tr>
<tr>
<td>Waco-Temple, TX</td>
<td>46,316</td>
<td>43%</td>
<td>5%</td>
<td>48%</td>
<td>52%</td>
<td>(2)</td>
</tr>
<tr>
<td>El Paso, TX</td>
<td>251,521</td>
<td>6%</td>
<td>40%</td>
<td>46%</td>
<td>54%</td>
<td>(3)</td>
</tr>
<tr>
<td>Wichita, KS</td>
<td>193,365</td>
<td>26%</td>
<td>14%</td>
<td>40%</td>
<td>59%</td>
<td></td>
</tr>
<tr>
<td>140 Salina, KS</td>
<td>64,398</td>
<td>73%</td>
<td>1%</td>
<td>74%</td>
<td>26%</td>
<td></td>
</tr>
<tr>
<td>157 Denver, CO</td>
<td>437,090</td>
<td>29%</td>
<td>16%</td>
<td>45%</td>
<td>55%</td>
<td></td>
</tr>
<tr>
<td>158 C. Sprgs-Pueblo, CO</td>
<td>72,593</td>
<td>2%</td>
<td>35%</td>
<td>37%</td>
<td>42%</td>
<td>(4)</td>
</tr>
<tr>
<td>173 Eugene, OR</td>
<td>78,304</td>
<td>1%</td>
<td>87%</td>
<td>88%</td>
<td>12%</td>
<td></td>
</tr>
</tbody>
</table>

**This group: UP/SP does not exceed HHI threshold**

**Notes:**

1. Balance is primarily KCS
2. After tabulating RSS loads by its (only) UP interchange
3. Includes traffic to/from Mexican gateways
4. Balance is CW (SP & BNSF) and SLC (SP)
Other BEAs where UP/SP exceeds HHI:

<table>
<thead>
<tr>
<th>BEA</th>
<th>1993 Loads</th>
<th>UP</th>
<th>SP</th>
<th>Sum</th>
<th>BNSF</th>
<th>Notes</th>
</tr>
</thead>
<tbody>
<tr>
<td>Tyler-Longview, TX</td>
<td>98,669</td>
<td>56%</td>
<td>26%</td>
<td>82%</td>
<td>17%</td>
<td>(1)</td>
</tr>
</tbody>
</table>

UP would exceed HHI:

<table>
<thead>
<tr>
<th>BEA</th>
<th>1993 Loads</th>
<th>UP</th>
<th>SP</th>
<th>Sum</th>
<th>BNSF</th>
<th>Notes</th>
</tr>
</thead>
<tbody>
<tr>
<td>122 Houston, TX</td>
<td>1,503,733</td>
<td>35%</td>
<td>35%</td>
<td>70%</td>
<td>30%</td>
<td></td>
</tr>
<tr>
<td>125 Dallas/Ft. Worth, TX</td>
<td>878,004</td>
<td>36%</td>
<td>21%</td>
<td>57%</td>
<td>39%</td>
<td></td>
</tr>
</tbody>
</table>

Notes:

(1) After tabulating ANR & TSE loads to their (only) SP interchange; balance is KCS
Summary of BEAs most likely for conditions

- BNSF could relieve entire BEA and stay within HHI
  - Central Corridor
    - 164 Reno, NV
    - 165 Salt Lake City, UT
    - 174 Redding, CA
    - 177 Sacramento, CA
  - South Texas
    - 123 Austin
    - 129 San Antonio
    - 130 Corpus Christi
    - 131 Brownsville
  - Arkansas Corridor
    - 111 Little Rock, AR
    - 120 Tyler-Longview, TX
    - 115 Lafayette, LA

- BNSF could not relieve entire BEA and stay within HHI
  - West Coast
    - 172 Portland, OR
    - 176 San Francisco, CA
    - 178 Stockton, CA
    - 180 Los Angeles, CA
  - Texas
    - 122 Houston, TX
    - 125 Dallas-Ft. Worth, TX

Note: for this group, UP/SP does not exceed HHI by nearly as much as the group to the left; will probably require relief only at certain locations
Point Competition:
By 6-digit SPLC
## Central Corridor SPLCs

<table>
<thead>
<tr>
<th>Location</th>
<th>Loads/Yr</th>
<th>Principal Commodities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Lake City, CA</td>
<td>&gt;200,000</td>
<td>Misc. Mixed Food/Kindred Trans. Equip.</td>
</tr>
<tr>
<td>Lake City, UT</td>
<td>&gt;100,000</td>
<td>Misc. Mixed Chemicals Food/Kindred</td>
</tr>
<tr>
<td>Provo, UT</td>
<td>&gt;50,000</td>
<td>Metallic Ores Primary Metals (Coal)</td>
</tr>
<tr>
<td>Ogden, UT</td>
<td>&gt;50,000</td>
<td>Coal Food/Kindred Chemicals</td>
</tr>
<tr>
<td>Little Mtn., UT</td>
<td>&gt;10,000</td>
<td>Farm Prod. Food/Kindred</td>
</tr>
<tr>
<td>College Park, CA</td>
<td>&gt;5,000</td>
<td>Chemicals (Pulp/Paper) (Nonmet. Min) Food/Kindred</td>
</tr>
<tr>
<td>W. Sacramento, CA</td>
<td>&gt;5,000</td>
<td>Food/Kindred Lumber/Wood</td>
</tr>
</tbody>
</table>

**Notes:**
- Listed SPLCs are those over 5,000 loads/year, where UP/SP exceeds HHI, and BNSF would not exceed HHI.
- Commodities are the largest for the SPLC, in rank order.
- UP/SP does not exceed HHI for the commodities in parenthesis.
### South Texas SPLCs

<table>
<thead>
<tr>
<th>SPLC</th>
<th>Loads/Yr</th>
<th>Principal Commodities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Antonio, TX</td>
<td>&gt;100,000</td>
<td>Coal, Misc. Mixed</td>
</tr>
<tr>
<td>Corpus Christi</td>
<td>&gt;25,000</td>
<td>Farm Products, Nonmetal Min. (Petrol. Prod.)</td>
</tr>
<tr>
<td>Brownsville, TX</td>
<td>&gt;10,000</td>
<td>(Farm Prod.), (Trans. Equip.) Chemicals</td>
</tr>
<tr>
<td>Baytown, TX</td>
<td>&gt;10,000</td>
<td>Petrol. Prod., Chemicals</td>
</tr>
<tr>
<td>Orange, TX</td>
<td>&gt;10,000</td>
<td>Chemicals</td>
</tr>
<tr>
<td>Amelia, TX</td>
<td>&gt;5,000</td>
<td>Chemicals</td>
</tr>
<tr>
<td>Waco, TX</td>
<td>&gt;5,000</td>
<td>Pulp/Paper, Waste/Scrap (Chemicals)</td>
</tr>
<tr>
<td>Tyler, TX</td>
<td>&gt;5,000</td>
<td>Nonmet. Min., Chemicals</td>
</tr>
</tbody>
</table>

**Notes:**
- Listed SPLCs are those over 5,000 loads/year, where UP/SP exceeds HHI, and BNSF would not exceed HHI.
- Commodities are the largest for the SPLC, in rank order.
- UP/SP does not exceed HHI for the commodities in parenthesis.
## Arkansas Corridor and Other SPLCs

### Arkansas Corridor

<table>
<thead>
<tr>
<th>Location</th>
<th>Loads/Yr</th>
<th>Principal Commodities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Little Rock, AR</td>
<td>&gt;25,000</td>
<td>Pulp/Paper</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>&gt;10,000</td>
<td>(Forw/Mixed)</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Farm Prod.</td>
</tr>
<tr>
<td></td>
<td></td>
<td>(2 others)</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Chemicals</td>
</tr>
<tr>
<td></td>
<td></td>
<td>(Food/Kindred)</td>
</tr>
</tbody>
</table>

### Other SPLCs

<table>
<thead>
<tr>
<th>Location</th>
<th>Loads/Yr</th>
<th>Principal Commodities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Lake Charles, LA</td>
<td>&gt;10,000</td>
<td>Chemicals</td>
</tr>
<tr>
<td>Ontario, CA</td>
<td>&gt;10,000</td>
<td>Farm Prod.</td>
</tr>
<tr>
<td>Wilmington, CA</td>
<td>&gt;5,000</td>
<td>(Trans. Equip)</td>
</tr>
<tr>
<td>Vernon, CA</td>
<td>&gt;5,000</td>
<td>Food/Kindred</td>
</tr>
</tbody>
</table>

Other SPLCs over 5,000 loads (BNSF already serve, or no particular commodity where UP/SP exceeds LLC):

- Beaumont TX
- Shreveport, LA
- Topeka, KS
- Warm Springs, CA
- Modesto, CA
- Carrollton, TX
- Colton, CA

ALK Associates, Inc. 8/24/95
Gateway Competition

(to be added)
Conclusions

UP/SP problems with the most promise for BNSF:

- **South Texas incl. Mexico access**
  - Need to build case for BNSF rather than KCS
- **Central corridor**
  - Haulage or trackage rights may not be enough (ref: SFSP)
- **I-5 corridor (yours if you want it)**
  - Trackage rights/haulage over WP probably sufficient
- **Arkansas corridor**
  - UP/SP unlikely to hold out if shippers, state agitate
    - Need to build case for BNSF rather than KCS
- **Selected locations near Houston & in S. California**
  - Haulage rights probably the appropriate solution

- Need to show BNSF can provide more effective competition (via single-line service) than KCS
April 26, 1996

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


Dear Mr. Williams:

Pursuant to Surface Transportation Board Decision No. 32 in Finance Docket No. 32760 served on April 23, 1996, please find enclosed a list of The International Brotherhood of Teamster's ("IBT") pleadings filed to date in the above-captioned proceeding along with a Certificate of Service indicating service on those new Parties of Record listed in Decision No. 32. Copies of filings will be provided to parties of record within three days upon request.

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

Sincerely,

[Signature]

John W. Butler

Enclosure
CERTIFICATE OF SERVICE

I hereby certify that I have this 26th day of April, 1996, served the foregoing attached list of Pleadings filed by the International Brotherhood of Teamsters on those Parties of Record listed in Surface Transportation Board's Decision No. 32 in Finance Docket No. 32760 by first class mail, postage prepaid.

[Signature]

John W. Butler
SERVICE LIST

Timm R. Adams
Chairman, Idaho Barley Commission
1199 Main Street, Suite G
Boise, ID 83702

Gerald O. Carden, Chief Deputy
Placer County Counsel
175 Fulweiler Avenue
Auburn, CA 95603

Terry L. Claassen
President, Corn Refiners Association
1701 Pennsylvania Avenue, N.W.
Washington, D.C. 20006

Paul M. Donovan
LaRoe, Winn, Moerman & Donovan
3506 Idaho Avenue, N.W.
Washington, D.C. 20016

Steven J. Kalish, Esq.
McCarthy, Sweeney & Harkaway, P.C.
1750 Pennsylvania Avenue NW
Washington, D.C. 20006

Scott Kessler
Planning Director for the City of
Alturas and County of Modoc
202 West Fourth Street
Alturas, CA 94102

Jerry R. Kress
Chairman, Idaho Wheat Commission
1109 Main Street, Suite 310
Boise, ID 83702

C.A. Mennell
President, Lackland and Western Railroad Company
31 Oak Terrace
Webster Groves, MO 63119

Christopher J. Neary
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Willits, CA 95490
Peter Q. Nyce, Jr.
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U.S. Army Legal Services Agency
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Arlington, VA 22203

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Assistant General Counsel
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2727 North Loop West
Houston, TX 77210

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PO Box 96456
Washington, D.C. 20090

Joseph A. Stinger
Assistant to President
International Brotherhood of Boilermakers &
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Michael Mattia
Institute of Scrap Recy.
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Clarence R. Ponsler
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General Committee of Adjustment
United Transportation Union
1017 W. Main Street
Belleville, IL 62220

John D. Heffner, Esq.
Rea, Cross & Auchincloss
Suite 420
1920 N Street, N.W.
Washington, DC 20036

Daniel A. LaKemper
General Counsel
Pioneer Railcorp
1318 S. Johnson Road
Peoria, IL 61607
This list is provided pursuant to Surface Transportation Board Decision No. 32 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. Letter to Williams from JWB enclosing copy of IBTs' Motion for an Extension of Time to Reply to Applicants' Petition for Exemption December 14, 1995 (IBT-4)

5. The International Brotherhood of Teamsters' First Set of Interrogatories and Requests for Production of Documents Directed January 12, 1996 (IBT-5)


8. IBT's Second Set of Interrogatories and Requests for Production of Documents Directed To Applications
   February 16, 1996 (IBT-7)

9. IBT's First Set of Interrogatories and Requests for Production of Documents Directed Jointly to Overnite Transportation Company and Applicants
   February 16, 1996 (IBT-8)

10. IBT's First Set of Interrogatories and Requests for Production of Documents Directed Jointly to Pacific Motor Transport Company and Applicants
    February 16, 1996 (IBT-9)

11. IBT's First Set of Interrogatories Directed to Burlington Northern RR Company, et al
    February 16, 1996 (IBT-10)

12. IBT's Third Set of Interrogatories and Requests for Production of Documents Directed to Applicants
    February 26, 1996 (IBT-11)

13. Comments of the International Brotherhood of Teamsters Requesting Conditions on Any Approval of the Merger Application
    March 29, 1996 (IBT-12)

14. International Brotherhood of Teamsters Opposition to Applicants' Petition for Exemption
    March 29, 1996 (IBT-13)

ANY PARTIES WISHING TO RECEIVE COPIES MAY CONTACT:

John W. Butler
Sher & Blackwell
Suite 612
2000 L Street, N.W.
Washington, D.C. 20036
Telephone: 202/463-2510
Telecopy: 202/463-4950
April 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:

Based upon the Surface Transportation Board’s Decision Nos. 17, 26 and 32 which revised the service list in this proceeding to include additional parties of record, enclosed please find an original plus 5 copies of Canadian National Railway Company’s Certificate of Service for filing in compliance with the Board’s Decision No. 16.

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

Sincerely,

Alicia M. Serfaty
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

CERTIFICATE OF SERVICE

Pursuant to Decision No. 16 of the Surface Transportation Board (the "Board"),

I hereby certify that on April 26, 1996 all additional parties of record evidenced in the
Board's Decision Nos. 17, 26 and 32 have been served by first-class, U.S. mail, postage
prepaid with a copy of this Certificate of Service listing all pleadings filed in this matter
on behalf of the Canadian National Railway Company ("CN"):

(1) Notice of Appearance (CN-1).

(2) Notice Of Intent To Participate (CN-2).

(3) Statement Of Position And Testimony Of CN In Support Of The
Primary Application (CN-3).

(4) Verified Statement Of Gerald K. Davies as Exhibit 1 To The
Statement Of Position And Testimony Of CN In Support Of The
Primary Application (CN-3) (CN-4).
Opposition Of CN To The Joint Motion Of The National Industrial Transportation League, et al., For Clarification Of Decision No. 6 (CN-5).

Robert P. vom Eigen
Charles A. Spitulnik
Alicia M. Serfaty

HOPKINS & SUTTER
888 Sixteenth Street, N.W.
Washington, D.C. 20006
(202) 835-8000

Counsel for
Canadian National Railway Company
April 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:

Based upon the Surface Transportation Board’s Decision Nos. 17, 26 and 32 which revised the service list in this proceeding to include additional parties of record, enclosed please find an original plus 5 copies of Vail Associates, Inc.’s Certificate of Service for filing in compliance with the Board’s Decision No. 16.

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

Thank you.

Sincerely,

Alicia M. Serfaty

AMS/lib
Enclosure

cc: Additional Parties of Record
per STB Decision Nos. 17, 26 and 32.
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

CERTIFICATE OF SERVICE

Pursuant to Decision No. 16 of the Surface Transportation Board (the "Board"), I hereby certify that on April 26, 1996 all additional parties of record evidenced in the Board's Decision Nos. 17, 26 and 32 have been served by first-class, U.S. mail, postage prepaid with a copy of this Certificate of Service listing all pleadings filed in this matter on behalf of Vail Associates, Inc. ("VAIL"):

(1) Notice Of Intent To Participate (VAIL-1).

(2) Statement Of Vail (VAIL-2).

Robert P. von Elgen
Charles A. Spitulnik
Alicia M. Serfaty

HOPKINS & SUTTER
888 Sixteenth Street, N.W.
Washington, D.C. 20006
(202) 835-8000

Counsel for Vail Associates, Inc.
April 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:

Based upon the Surface Transportation Board’s Decision Nos. 17, 26 and 32 which revised the service list in this proceeding to include additional parties of record, enclosed please find an original plus 5 copies of Southern California Regional Rail Authority’s Certificate of Service for filing in compliance with the Board’s Decision No. 16.

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

Sincerely,

Alicia M. Serfaty

AMS/llb
Enclosure
cc: Additional Parties of Record
per STB Decision Nos. 17, 26 and 32.
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

CERTIFICATE OF SERVICE

Pursuant to Decision No. 16 of the Surface Transportation Board (the "Board"), I hereby certify that on April 26, 1996 all additional parties of record evidenced in the Board's Decision Nos. 17, 26 and 32 have been served by first-class, U.S. mail, postage prepaid with a copy of this Certificate of Service listing all pleadings filed in this matter on behalf of the Southern California Regional Rail Authority ("SCRRA"):

(1) Notice of Appearance (SCRR-1).
(2) First Set of Interrogatories to Applicants (SCRR-2).
(3) Notice of Intent to Participate (SCRR-3).
(4) Comments Of The SCRRA (SCRR-4).

[Signature]
Charles A. Spitulnik
Alicia M. Serfaty

HOPKINS & SUTTER
888 Sixteenth Street, N.W.
Washington, D.C. 20006
(202) 835-8000

Counsel for Southern California Regional Rail Authority
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

CERTIFICATION OF SERVICE

Pursuant to the decision of the Surface Transportation Board, served April 24, 1996, Decision No. 32, copies of the attached Notice of Intent to Participate were served upon all newly added parties of record listed in the April 24, 1996 decision by first-class mail, postage prepaid.

Dated at Washington, D.C., this 26th day of April 1996.

David A. Ashmore

Orig. Signature

ENTERED
Office of the Secretary

APR 29 1996

Part of Public Record
BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423

Finance Docket No. 22760

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

NOTICE OF INTENT
TO PARTICIPATE

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

Respectfully submitted,

ARCO CHEMICAL COMPANY

By its attorneys,

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

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

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

[Signature]

David A. Ashmore
April 26, 1996

VIA HAND DELIVERY

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

Re: Union Pacific Corp., Union Pacific RR. Co. and
Missouri Pacific RR Co. -- Control and Merger --
Southern Pacific Rail Corp., Southern Pacific
Corp. and The Denver and Rio Grande Western RR Co.,
Finance Docket No. 32760

Dear Secretary Williams:

Enclosed are an original and twenty copies of SPP-14, List
of Numbered Pleadings by Sierra Pacific Power Company and Idaho
Power Company served on Parties of Record Listed in Decision No.
32. Also enclosed is a 3.5" floppy computer disc containing a
copy of the filing in Wordperfect 5.1 format.

Sincerely,

Richard A. Allen
Jennifer P. Oakley

Enclosures

cc: Honorable Jerome Nelson
Restricted Service List
### List of Numbered Pleadings for Sierra Pacific Power Company and Idaho Power Company

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* Document not numbered
To: Parties of Record on the Surface Transportation Board's Service List for Finance Docket No. 32760 Listed in Decision No. 32

The Texas Mexican Railway Company, in compliance with Decision No. 32, served April 24, 1996, hereby provides to you a list of each of its numbered pleadings in this case. Any Party of Record wishing to have copies of any pleading on this list should send a request to:

Richard A. Allen
Andrew R. Plump
John V. Edwards
Zuckert, Scoult & Rasenberger, LLP
888 17th Street, N.W.
Suite 600
Washington, D.C. 20006

Copies of requested pleadings will be sent within three (3) days of receipt of the request.

Certificate of Service

I certify that I have served by U.S. mail, postage pre-paid, this Notice and the attached List of Numbered Pleadings of the Texas Mexican Railway Company on all Parties of Record listed in Decision No. 32.

Dated: April 26, 1996

John V. Edwards
Zuckert, Scoult & Rasenberger, LLP
888 17th Street, N.W.
Suite 600
Washington, D.C. 20006
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April 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:

Based upon the Surface Transportation Board’s Decision Nos. 17, 26 and 32 which revised the service list in this proceeding to include additional parties of record, enclosed please find an original plus 5 copies of the Intermountain Power Agency’s Certificate of Service for filing in compliance with the Board’s Decision No. 16.

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

Thank you.

Sincerely,

Alicia M. Serfaty

AMS/lib
Enclosure
cc: Additional Parties of Record
per STB Decision Nos. 17, 26 and 32.
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, SPCSLL Corp. and the Denver and Rio Grande
Western Railroad Company

CERTIFICATE OF SERVICE

Pursuant to Decision No. 16 of the Surface Transportation Board (the "Board"),
I hereby certify that on April 26, 1996 all additional parties of record evidenced in the
Board's Decision Nos. 17, 26 and 32 have been served by first-class, U.S. mail, postage
prepaid with a copy of this Certificate of Service listing all pleadings filed in this matter
on behalf of The Intermountain Power Agency ("IPA"):

(1) Notice Of Intent To Participate (IPA-1).
(2) Comments Of The IPA (IPA-2).

Charles A. Spitalnik
Alicia M. Serfaty

HOPKINS & SUTTER
888 Sixteenth Street, N.W.
Washington, D.C. 20006
(202) 835-8000

Counsel for Intermountain Power Agency
STB FD 32760 4-25-96 J 82781
April 25, 1996

BY HAND DELIVER

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


Dear Secretary Williams:

This certifies that I served the attached list of Conrail pleadings in conformity with Decision No. 32 (April 23, 1996) on the parties of record identified in Decision No. 32.

Sincerely,

Enclosure

A. Stephen Hut, Jr.
Counsel for Consolidated Rail Corporation
April 25, 1996

TO: All Parties of Record


Pursuant to Decision No. 32 of the Surface Transportation Board served on April 23, 1996, you are hereby advised that Consolidated Rail Corporation has filed the following 35 pleadings in the above-captioned docket:

1. Notice of Appearance of Consolidated Rail Corporation, dated September 7, 1995 ("CR-1");

2. Comments of Consolidated Rail Corporation in Response to Decision No. 1 (Sept. 1, 1995), dated September 18, 1995 ("CR-2");

3. Letter from Bruce B. Wilson, to Honorable Vernon A. Williams, dated October 13, 1995, further commenting on the procedural schedule ("CR-3");

4. Consolidated Rail Corporation's First Requests to Applicants for the Production of Documents and First Set of Interrogatories to Applicants, dated December 22, 1995 ("CR-4");

5. Consolidated Rail Corporation's First Requests to BNSF Corporation for the Production of Documents, dated December 28, 1995 ("CR-5");


7. Consolidated Rail Corporation's First Set of Interrogatories and Second Set of Requests for the
Production of Documents to BNSF Corporation, dated February 2 ("CR-7");

8. Consolidated Rail Corporation's Second Set of Interrogatories and Second Requests for Production of Documents to Applicants, dated February 2, 1996 ("CR-8");


10. Consolidated Rail Corporation's Third Request to BNSF Corporation for the Production of Documents, dated February 7, 1996 ("CR-10");

11. Consolidated Rail Corporation's Fourth Request to Burlington Northern Railroad Company, Atchison, Topeka and Santa Fe Railway Company, and Burlington Northern Santa Fe Corporation for the Production of Documents, dated February 16, 1996 ("CR-11");

12. Consolidated Rail Corporation's Fourth Request to Applicants for the Production of Documents, dated February 16, 1996 ("CR-12");


14. Consolidated Rail Corporation's First Request to Burlington Northern Railroad Company, Atchison, Topeka and Santa Fe Railway Company, and Burlington Northern Santa Fe Corporation for Inspection of Property, dated February 26, 1996 ("CR-14");


15A. Consolidated Rail Corporation's Objections to Applicants' First Set of Interrogatories and Requests for Production of Documents to Consolidated Rail Corporation, dated March 4, 1996 ("CR-15A");

16. Consolidated Rail Corporation's Objections to Burlington Northern Railroad Company and the Atchison, Topeka and Santa Fe Railway Company's, First Set of

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\[1\] This document was initially numbered CR-15 in error. It is now numbered CR-15A.
Interrogatories and Document Production Requests to Consolidated Rail Corporation, dated March 4, 1996 ("CR-16");

17. Reserved

18. Consolidated Rail Corporation's Responses to Applicants' First Set of Interrogatories and Requests for Production of Documents, dated March 12, 1996 ("CR-18");


21. Comments of Consolidated Rail Corporation in Opposition to the Merger; Petition for Revocation of Settlement-Related Trackage Rights Class Exemption; Opposition to Petition for Exemption for Settlement-Related Line Sales; Verified Testimony; Shipper, Government, and Other Statements; Volume I (Comments, Petition for Revocation, Opposition), dated March 29, 1996 ("CR-21");

22. Comments of Consolidated Rail Corporation in Opposition to the Merger; Petition for Revocation of Settlement-Related Trackage Rights Class Exemption; Opposition to Petition for Exemption for Settlement-Related Line Sales; Verified Testimony; Shipper, Government, and Other Statements; Volume II (Verified Testimony), dated March 29, 1996 ("CR-22");

23. Comments of Consolidated Rail Corporation in Opposition to the Merger; Petition for Revocation of Settlement-Related Trackage Rights Class Exemption; Opposition to Petition for Exemption for Settlement-Related Line Sales; Verified Testimony; Shipper, Government, and Other Statements; Volume III (Shipper, Government, and Other Statements), dated March 29, 1996 ("CR-23");

24. Consolidated Rail Corporation's Supplemental Responses to Applicants' First Set of Interrogatories and Requests for Production of Documents, dated April 1, 1996 ("CR-24");
25. Consolidated Rail Corporation's Responses and Objections to Applicants' Second Set of Interrogatories and Requests for Production of Documents, dated April 9, 1996 ("CR-25");

26. Letter from A. Stephen Hut to Secretary Williams, dated April 10, 1996 ("CR-26");

27. Consolidated Rail Corporation's Responses and Objections to Applicants' Third Set of Interrogatories and Requests for Production of Documents, dated April 10, 1996 ("CR-27");


29. Consolidated Rail Corporation's Responses and Objections to Applicants' Fifth Set of Interrogatories and Requests for Production of Documents, dated April 15, 1996 ("CR-29");

30. Consolidated Rail Corporation's Responses and Objections to Applicants' Sixth Set of Interrogatories and Requests for Production of Documents, dated April 16, 1996 ("CR-30");

31. Errata to the Comments and Verified Testimony of Consolidated Rail Corporation, dated April 17, 1996 ("CR-31");

32. Errata to the Verified Testimony of Consolidated Rail Corporation, dated April 18, 1996 ("CR-32");

33. Consolidated Rail Corporation's Objections to Applicants' Tenth Set of Interrogatories and Requests for Production of Documents, dated April 19, 1996 ("CR-33");

34. Consolidated Rail Corporation's Responses to Applicants' Tenth Set of Interrogatories and Requests for Production of Documents, dated April 22, 1996 ("CR-34");
35. Consolidated Rail Corporation's Responses and Objections to Applicants' Fourteenth Set of Interrogatories and Requests for Production of Documents, dated April 24, 1996 ("CR-35");

Should you require a copy of any or all of the above pleadings, please submit a request and allow us three business days from the date of receipt to honor it. Thank you.

Very truly yours,

A. Stephen Hut, Jr.
Mr. Vernon & Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423  

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

Dear Mr. Williams:  

This is to certify that I have served a copy of pleadings designated JDF-1, JDF-2, UTUI-1, UTUI-2, and CRP-1, upon all parties designated by Decision No. 32, served April 24, 1996, by first class mail postage-prepaid.  

Very truly yours,  

[Signature]  
Attorney for United Transportation Union, Illinois Legislative Board; General Committee of Adjustment-Burlington Northern Railroad Company; and General Committee of Adjustment-Alton & Southern Railway Company.
Enclosures
TO ALL PARTIES OF RECORD ADDED TO SERVICE LIST PURSUANT TO STB DECISION NO. 32:


Pursuant to Decision No. 32, the Burlington Northern Railroad Company ("BN") and The Atchison, Topeka and Santa Fe Railway Company ("Santa Fe") provide the following list of numbered pleadings that have been filed by BN and/or Santa Fe in this proceeding:

SF-1 Notice of Appearance of Santa Fe Pacific Corporation and The Atchison, Topeka and Santa Fe Railway Company

SF-2 Partial Objection to Notice of Intent

BN-1 Notice of Appearance of Burlington Northern Railroad Company

BN/SF-1 BN/Santa Fe's Comments on the Primary Application

BN/SF-2 Objections of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company to International Paper Company's First Interrogatories and Request For Documents

BN/SF-3 Objections of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company to Conrail's First Requests for the Production of Documents

BN/SF-4 Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company's Notice of Intent to Participate
All Parties of Record  
April 25, 1996  
page 2

BN/SF-5 Responses and Objections of Burlington Northern Railroad and The Atchison, Topeka and Santa Fe Railway Company to International Paper Company’s First Interrogatories And Request For Production of Documents

BN/SF-6 Responses and Objections of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company to Consolidated Rail Corporation’s First Requests For the Production of Documents

BN/SF-7 Objections of Burlington Northern Railroad Co and The Atchison, Topeka and Santa Fe Railway Company to Entergy Services, Inc.’s First Set of Interrogatories and Document Production Requests

BN/SF-8 Objections of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company, to First Set of Interrogatories and Requests For Production of Documents of Kennecott Utah Copper & Kennecott Energy Company

BN/SF-9 Objections of Burlington Northern Railroad Company and The Atchison, Topeka & Santa Fe Railway Company to Arizona Electric Power Cooperative, Inc.’s First Set of Interrogatories and Document Request to BN/SF

BN/SF-10 Responses and Objections of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company to Entergy Services, Inc.’s First Set of Interrogatories and Document Production Requests

BN/SF-11 Objections of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company to Western Coal Traffic League’s First Set of Interrogatories and Document Production Requests to BN/Santa Fe

BN/SF-12 Objections of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company to Consolidated Rail Corp.’s First Set of Interrogatories and Second Set of Requests for the Production of Documents to BNSF Corporation

BN/SF-13 Objections of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company to the Society of the Plastic Industry, Inc.’s First Set of Interrogatories and Data Requests on Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company
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BN/SF-14 Objections of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company to The Society of the Plastics Industry, Inc.’s First Request For Admissions on Burlington Northern Railroad Company and The Atchison, Topeka, and Santa Fe Railway Company

BN/SF-15 Objections of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company to The Texas Mexican Railway Company’s First Interrogatories to Burlington Northern Santa Fe For Production of Documents

BN/SF-16 Objections of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company to The Texas Mexican Railway Company’s First Request to Burlington Northern Santa Fe For Production of Documents

BN/SF-17 Objections and Responses of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company to First Set of Interrogatories and Requests For Production of Documents of Kennecott Utah Copper Corp. and Kennecott Energy Company

BN/SF-18 Objections of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company to Consolidated Rail Corp.’s Third Request to BNSF Corporation For the Production of Documents

BN/SF-19 Responses and Objections of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company to Arizona Electric Power Cooperative, Inc.’s First Set of Interrogatories and Document Production Requests to BN/Santa Fe

BN/SF-20 Responses and Objections of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company to Consolidated Rail Corporation’s First Set of Interrogatories and Second Set of Requests For the Production of Documents to BNSF Corporation

BN/SF-21 Responses and Objections of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company to Western Coal Traffic League’s First Set of Interrogatories and Document Production Requests to BN/Santa Fe

BN/SF-22 Responses and Objections of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe
Railway Company to The Texas Mexican Railway Company's
First Interrogatories to Burlington Northern Santa Fe

BN/SF-23 Responses and Objections of Burlington Northern
Railroad Company and The Atchison, Topeka and Santa Fe
Railway Company to The Texas Mexican Railway Company's
First Request to Burlington Northern Santa Fe for
Production of Documents

BN/SF-24 Responses and Objections of Burlington Northern
Railroad Company and The Atchison, Topeka and Santa Fe
Railway Company to The Society of the Plastics
Industry, Inc.'s First Set of Interrogatories and Data
Requests on Burlington Northern Railroad Company and
The Atchison, Topeka, and Santa Fe Railway Company

BN/SF-25 Responses and Objections of Burlington Northern
Railroad Company and The Atchison, Topeka and Santa Fe
Railway Company to The Society of the Plastics
Industry, Inc.'s First Request for Admissions on
Burlington Northern Railroad Company and the Atchison,
Topeka, and Santa Fe Railway Company

BN/SF-26 Responses and Objections of Burlington Northern
Railroad Company and The Atchison, Topeka and Santa Fe
Railway Company to Consolidated Rail Corporation's
Third Request to BNSF Corporation For the Production of
Documents

BN/SF-27 Objections of Burlington Northern Railroad Company and
The Atchison, Topeka and Santa Fe Railway Company to
the International Brotherhood of Teamsters First Set of
Interrogatories upon Burlington Northern Railroad
Company and The Atchison Topeka and Santa Fe Railway
Company

BN/SF-28 Objections of Burlington Northern Railroad Company and
The Atchison, Topeka and Santa Fe Railway Company to
International Paper Company's Second Interrogatories
and Request for Documents to Burlington Northern
Railroad Company

BN/SF-29 Objections of Burlington Northern Railroad Company and
The Atchison, Topeka and Santa Fe Railway Company to
Consolidated Rail Corp.'s Fourth Request to Burlington
Northern Railroad Company, Atchison, Topeka and Santa
Fe Railway Company and Burlington Northern Santa Fe
Corp. for the Production of Documents
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BN/SF-30 Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company’s First Set of Interrogatories and Document Production Requests to Consolidated Rail Corp.

BN/SF-31 Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company’s First Set of Interrogatories and Document Production Requests to Kansas City Southern Railway Company

BN/SF-32 Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company’s First Set of Interrogatories and Document Production Requests to Montana Rail Link, Inc.

BN/SF-33 Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company’s First Set of Interrogatories and Document Production Requests to The Texas Mexican Railway Company

BN/SF-34 Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company’s First Set of Interrogatories and Document Production Request to Wisconsin Central Ltd.

BN/SF-35 Objections of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company to Brownsville and Rio Grande International’s First Set of Interrogatories and Informal Requests for Production of Documents to the Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company (“BNSF”)

BN/SF-36 Objections of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company to the Kansas City Southern Railway Company’s Second Discovery Requests to BNSF Corp. and Its Predecessors in Interest

BN/SF-37 Objections of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company to Texas Utilities Electric Company’s First Set of Interrogatories and Document Production Requests to BN/Santa Fe

BN/SF-38 Objections of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company to Illinois Power Company’s First Set of Interrogatories and Document Production Requests To Burlington Northern...
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Railroad Company and The Atchison, Topeka and Santa Fe Railway Company

BN/SF-39 Objections of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company to Brownsville and Rio Grande International's Second Set of Interrogatories and Informal Request for Production of Documents to the Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company ("BNSF")

BN/SF-40 Objections of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company to Capital Metropolitan Transportation Authority’s First Set of Interrogatories and Document Production requests to BN/SF

BN/SF-41 Responses and Objections of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company to Consolidated Rail Corp.’s Fourth Request to Burlington Northern Railroad Company, Atchison, Topeka and Santa Fe Corp. for the Production of Documents

BN/SF-42 Responses and Objections of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company to the International Brotherhood of Teamsters First Set of Interrogatories Upon Burlington Northern Railroad Company and The Atchison Topeka and Santa Fe Railway Company

BN/SF-43 Responses and Objections of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company to International Paper Company’s Second Interrogatories and Request for Documents to Burlington Northern Railroad Company

BN/SF-44 Objections of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company to Consolidated Rail Corp.’s First Request to Burlington Northern Railroad Company, Atchison, Topeka and Santa Fe Railway Company, and Burlington Northern Santa Fe Corp. for Inspection of Property

BN/SF-45 Responses and Objections of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company to Brownsville and Rio Grande International’s First Set of Interrogatories and Informal Requests for Production of Documents to The
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Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company ("BNSF")

BN/SF-46 Responses and Objections of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company to Illinois Power Company's First Set of Interrogatories and Document Production Requests to Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company

BN/SF-47 Responses and Objections of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company to Texas Utilities Electric Co.'s First Set of Interrogatories and Document Production Requests to BN/Santa Fe


BN/SF-49 Responses and Objections of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company to Capital Metropolitan Transportation Authority's First Set of Interrogatories and Document Production Requests to BN/SF

BN/SF-50 Responses and Objections of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company to Brownsville and Rio Grande International's Second Set of Interrogatories and Informal Requests for Production of Documents to the Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company ("BNSF")

BN/SF-51 Reply to Motion of the Allied Rail Unions for Order Designating Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company as Co-Applicants

BN/SF-53  Reply to Petition of Consolidated Rail Corporation for
Revocation of Settlement-Related Trackage Rights Class
Exemption

Parties wishing to obtain copies of any of these pleadings
should complete the fax sheet attached to this letter and fax it
to Kelley O'Brien at (202) 861-0473.

Sincerely,

Erika L. Jones

cc: The Honorable Jerome Nelson
The Honorable Vernon Williams
REQUEST FOR BN/SANTA FE PLEADINGS IN
FINANCE DOCKET NO. 32760

To: Kelley E. O'Brien
Fax #: (202) 861-0473
Firm: Mayer, Brown & Platt
Confirm #: (202) 778-0607
From: ____________________
Pages: _______________

Person Making Request:

(Name)

(Address)

(Telephone #)

Request Is Made On Behalf Of:

(Name of Party of Record)

List of Requested BN/Santa Fe Pleadings:

BN- ______________________
(list BN-# Pleading #’s Requested)

SF- ______________________
(list SF-# Pleading #’s Requested)

BN/SF- ____________________
(list all BN/SF-# Pleading #’s Requested)
CERTIFICATE OF SERVICE

I hereby certify that, pursuant to Decision No. 32 in Finance Docket No. 32760, the foregoing list of numbered pleadings that have been filed by BN and/or Santa Fe has been served this 25th day of April, 1996, by first-class mail, postage prepaid, on all parties of record added to the Service List per Decision No. 32.

Kelley E. O'Brien
Mayer, Brown & Platt
2000 Pennsylvania, Avenue, N.W.
Washington, D.C. 20006
(202) 778-0607

April 25, 1996
April 25, 1996

BY HAND DELIVERY

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


Dear Secretary Williams:

Enclosed for filing in the above-captioned proceeding are an original and 20 copies of Montana Rail Link, Inc.'s List of Pleadings Filed to Date, which has been sent to the additional parties of record in accordance with Decision No. 32.

Please acknowledge receipt of this letter and filing by date-stamping the enclosed acknowledgment copy and returning it to our messenger.

Very truly yours,

Jo A. DeRoche

Enclosure
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

MONTANA RAIL LINK, INC.'S
LIST OF PLEADINGS FILED TO DATE

Mark H. Sidman
Jo A. DeRoche
Paul C. Oakley
Weiner, Brodsky, Sidman & Kider, P.C.
1350 New York Avenue, N.W.
Suite 800
Washington, D.C. 20005
(202) 628-2000

ATTORNEYS FOR
MONTANA RAIL LINK, INC.

Dated: April 25, 1996
BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 32760

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

MONTANA RAIL LINK, INC.'S
LIST OF PLEADINGS FILED TO DATE

In accordance with the Surface Transportation Board's
Decision No. 32 in the above-captioned proceeding, Montana Rail
Link ("MRL") has updated its service list. As of April 25, 1996,
MRL has filed the following documents in Finance Docket 32760.

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<td>MRL-2</td>
<td>Description of Anticipated Inconsistent or Responsive Application</td>
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<td>MRL-3</td>
<td>Petition for Clarification or Waiver</td>
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<td>MRL-4</td>
<td>Notice to Parties of Filings Submitted in Proceeding So Far</td>
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<td>Opposition to Applicants' Interrogatories</td>
<td>3/4/96</td>
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<td>Opposition to BN Interrogatories</td>
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<td>MRL-7</td>
<td>March 5, 1996 Clarification of Colorado Map</td>
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<td>MRL-8</td>
<td>Response and Objections to Applicants’ Discovery</td>
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<td>Response of MRL to Applicants’ Eighth Set of Interrogatories and Requests for Production of Documents</td>
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<td>MRL-16</td>
<td>Errata to Responsive Application</td>
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<td>Supplemental Response to Applicants’ Eighth Set of Interrogatories and Request for Production of Documents</td>
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<td>MRL-19</td>
<td>Response to Applicants’ Fourteenth Set of Discovery Requests</td>
<td>4/25/96</td>
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</tbody>
</table>
Pursuant to Decisions No. 15, 16, 17, 26 and 32 in Finance Docket 32760, Montana Rail Link, Inc. will provide a copy of any pleading to any party of record upon request.

Respectfully submitted,

Mark H. Sidman
Jo A. DeRoche
Paul C. Oakley
Weiner, Brodsky, Sidman & Kider, P.C.
1350 New York Avenue, N.W.
Suite 800
Washington, D.C. 20005
(202) 628-2000

ATTORNEYS FOR
MONTANA RAIL LINK, INC.
CERTIFICATE OF SERVICE

I hereby certify that on this 25th day of April, 1996, a copy of the foregoing Montana Rail Link, Inc.'s List of Pleadings Filed was served via first class mail, postage prepaid, upon all parties of record listed in Decision No. 32, in Finance Docket 32760:

Covington & Burling
1201 Pennsylvania Avenue, N.W.
Washington, D.C. 20044

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

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

Carl W. Von Bernuth, Esq.
Union Pacific Corporation
Martin Tower
Eighth and Eaton Avenues
Bethlehem, Pennsylvania 18018

James V. Dolan, Esq.
Law Department
Union Pacific Railroad Company
1416 Dodge Street
Omaha, Nebraska 68179

Cannon Y. Harvey, Esq.
Southern Pacific Transportation Company
One Market Plaza
San Francisco, California 94105

Timm R. Adams
Chairman, Idaho Barley Commission
1199 Main Street, Suite G
Boise, ID 83702-5630
Gerald O. Carden, Chief Deputy  
Placer County Counsel  
175 Fulweiler Avenue  
Auburn, CA  95603

Terry L. Claassen  
President, Corn Refiners Association, Inc.  
1701 Pennsylvania Avenue, NW  
Washington, D.C.  20006

Paul M. Donovan  
LaRoe, Winn, Moerman & Donovan  
3506 Idaho Avenue, NW  
Washington, D.C.  20016

Steven J. Kalish, Esq.  
McCarthy, Sweeney & Harkaway, P.C.  
1750 Pennsylvania Avenue, NW  
Washington, D.C.  20006

Scott Kessler  
Planning Director for the City of Alturas and County of Modoc  
202 West Fourth Street  
Alturas, CA  94102

Jerry R. Kress  
Chairman, Idaho Wheat Commission  
1109 Main Street, Suite 310  
Boise, ID  83702-5642

C. A. Mennell  
President, Lackland and Western Railroad Company  
31 Oak Terrace  
Webster Groves, MO  63119-3614

Christopher J. Neary  
110 So. Main Street, Suite C  
Willits, CA  95490

Peter Q. Nyce, Jr.  
General Attorney, Regulatory Law Office  
Department of the Army  
United States Army Legal Services Agency  
901 North Stuart Street  
Arlington, VA  22203-1837

John E. Smith, II  
Assistant General Counsel  
Enterprise Products Company  
2727 North Loop West  
Houston, TX  77210
April 25, 1996
VIA FACSIMILE

The Honorable Jerome Nelson
Administrative Law Judge
Federal Energy Regulatory Commission
Room 11F21
888 First Street, N.E.
Washington, D.C. 20426


Dear Judge Nelson:

Applicants anticipate raising the following items at the 2:30 p.m. discovery conference today:

1. CCRT’s response to interrogatory 1 of Applicants’ fifth set of discovery concerning financial contributions;

2. KCS’s response to interrogatory 1 of Applicants’ fifth set of discovery concerning financial contributions;

3. Montana Rail Link’s failure to provide information in response to Applicants’ document request 1 served in Applicants’ eight set of discovery concerning BN’s potential interest in Montana Rail Link; and

4. TUE’s responses to Applicants’ twelfth set of discovery.
Please notify us immediately if any pages are not received.

To: SEE DISTRIBUTION BELOW

From: Paul A. Cunningham/Gerald P. Norton

Telephone Number: (202) 973-7601/7605

Pages including Cover Pages Transmitted by

TRANSMTT TO: UF/SP RESTRICTED SERVICE UST

Arvid E. Roach, II  
S. W. Livingston, Jr.  
Honorable Jerome Nelson  
Honorable Vernon Williams  
Michael Billie  
Joan Huggler  
Robert McGee  
Angela Hughes  
Frederick Wood  
John Maser III  
Nicholas DiMichael  
Thomas Wilcox  
Jeffrey O. Moreno  
Marc Fink  
John Butler  
William Jackson  
John Sullivan  
Alan Lubel  
William Mullins  
Richard Broening  
Robert Dreiling  
Scott Stone  
Richard Edelman  
William Mahoney  
Donald Griffin  
Edward Greenberg  
Andrew Goodson  
John Luedke  
Richard Allen  
Andrew Plump  
John Edwards  
Jeff Hill  
Charles Spitalnik  
Alicia Serfaty

Martin Bercovici  
Douglas Behr  
Arthur Garrett  
Robert Bruekin  
Mark Schechter  
Rosemary McEnery  
Mark Josephs  
Mitchell Kraus  
Larry Pruden  
Joseph Guerrieri, Jr.  
Debra Wilken  
Terence Hynes  
Krista Edwards  
Constance Abrams  
Jonathan Broder  
Edward Hymson  
Daniel Meyers  
William Kolasky  
A. Stephen Hut  
Ali Steepetwine  
Steven Finizio  
John Oegman  
Erika Jones  
Adrian Steel  
Roy Engiert  
Kathryn Kuakke  
C. Michael Loftus  
John LeSeur  
Christopher Mills  
William Sippel  
Thomas Litwiler  
Robert Wheeler  
Kevin Sheys  
Thomas Lawrence

Peter Shudtz  
Richard Weischer  
Janice Barber  
Mark Tobey  
Lindsay Bower  
Fritz R. Kahn  
William Cottrell  
Michael McBride  
John D. Hoffner  
Keith G. O'Brien  
Robert A. Wimbish  
Mark H. Sidman  
Thomas McFarland  
James F. Rill  
Seam F.X. Boland  
Virginia R. Metallo  
Monica Palko  
Carl W. von Bernuth  
Cannon Harvey  
Caro Harris  
Louis Wenzhot  
Paul A. Conley  
James Dolan  
Debra Ravel  
Jack Estes  
Jeff Randall  
Richard H. Streeter  
Paul Donovan  
John E. Smith  
Edward S. Christenbury  
Charles L. Young  
Fred E. Watson  
James Craig  
Andrew P. Goldstein

***CONFIDENTIALITY NOTE***

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Applicants have previously advised the interested parties that we intended to proceed today on these issues.

Yours truly,

John B. Bulgozdy

cc: Restricted Service List
April 11, 1996

HAND DELIVERED

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

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

Dear Mr. Williams:

With respect to applicants’ pending petition
Applicants’ Petition to Strike or Dismiss Request for Conditions of Cen-Tex/South Orient Due to Failure to Respond to Discovery, we wish to call to the Board’s attention the fact that Cen-Tex/South Orient has evidently failed to respond to our petition and has also failed to provide a response to Applicants’ Second Set of Discovery Requests (UP/SP-200), which were served April 3, 1996, with a response deadline of six calendar days set by Judge Nelson. Cen-Tex is the only one of 23 parties served with the Second Set who failed to respond.

Yours truly,

Gerald P. Norton

cc: James Craig
The Honorable Jerome Nelson
Restricted Service List
April 5, 1996

HAND DELIVERED

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


Dear Mr. Williams:

Attached for filing are an original and 20 copies of the Appendix to UP/SP-200 indicating which parties were to respond to which requests therein, and of the Appendix to UP/SP-203 indicating which parties were to respond to which requests. These were sent by facsimile separately from the requests, and summarize the notations after each request indicating which parties were to respond to which requests.

Yours truly,

[Signature]

Gerald P. Norton

Enclosures
Finance Docket No. 32760
Applicants' Second Set of Discovery Requests (Corrected)

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<td>Phillips</td>
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<td>P.S. Colorado</td>
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<td>R.C. Texas</td>
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March 25, 1996

Vernon A. Williams, Secretary
Surface Transportation Board
Interstate Commerce Commission
12th and Constitution Ave. N.W.
Washington, D.C. 20423

RE: Finance Docket No. 32760,

Docket No. AB-8 (Sub-No. 39)
Docket No. AB-8 (Sub-No. 36x)
Docket No. AB-3 (Sub-No. 130)

LETTER OF PROTEST AND REQUEST FOR CONDITIONS
SUBMITTED BY

THE UPPER ARKANSAS AREA COUNCIL OF GOVERNMENTS
P.O. Box 510
Canon City, CO 81215-050

Dear Secretary Williams:

Pursuant to the Notice of Intent to Participate, submitted to you in two mailings, dated January 3, 1996, and January 22, 1996, the Upper Arkansas Area Council of Governments hereby submits its position statement concerning protest to the proposed merger particularly as it pertains to the anticipated and proposed abandonment of 178 miles of track between Canon City, Colorado and Sage, Colorado.

1. Upper Arkansas Area Council of Governments is a non profit corporation formed under the laws of the State of Colorado. The council is composed of four member counties, and all municipalities contained within the four county members. The counties are Chaffee, Lake, Fremont, and Custer.
The council was formed on January 23, 1974, to implement the provisions of an Executive Order of the Governor creating State Planning Regions. The Council's purpose is to develop an overall program design for planning for the region, which contains specific projects within the region to improve the health, welfare and safety of the citizens in the planning region and also serves as a forum to identify, study and resolve area-wide problems.

2. The Council has taken a lead role in disseminating information to regional agencies and entities concerning the matter of the Merger and Abandonment of Lines proposed in this action. It is the widespread consensus of the regional agencies and entities that the abandonment of the 178 miles of track between Canon City and Sage, Colorado, will be detrimental to the interests of the region and should not occur without the imposition of certain conditions concerning such line abandonment.

3. The Upper Arkansas Area Council of Governments hereby requests that the proposed line abandonment be denied. If the line abandonment is granted, the Council requests that it be subject to the following conditions:

a. The merging parties, or Southern Pacific be required to offer for sale all of the Denver & Rio Grande Western lines as a whole unit which would encourage an interested party to make beneficial use of the lines for the betterment of the region. Although Southern Pacific has indicated that it does not oppose the sale of the lines, it has failed to give any consideration to inquiries for purchase of the lines.

b. If negotiations for sale of the intact lines are unsuccessful, the merging parties, or Southern Pacific be required to rail-bank the 178 miles of line, from Canon City to Sage, which would allow the right of way to be preserved.

c. The merging parties, or Southern Pacific be required to leave the physical track in place along the 300 miles of line proposed for abandonment in the State of Colorado for a period of 24 months following final approval of the proposed merger.
It is the position of the Upper Arkansas Area Council of Governments that the interests of the residents, citizens, governments, agencies, businesses and other entities would be best served if the conditions set forth in this letter are imposed. Without the proposed conditions, the detrimental effect of the proposed line abandonment to this region would be tremendous. A copy of this protest letter is recorded on the enclosed 3-1/2 disk, formatted for Word Perfect 5.1.

Sincerely Yours,

MECONI & JACKSON

Brenda L. Jackson
Attorney for the
Upper Arkansas Area
Council of Governments

cc: Judy Lohnes, Director, UAACOG
CERTIFICATE OF SERVICE

I hereby certify that I have this day served the foregoing document by pre-paid U.S. first class mail on all other Parties of Record (POR) in accordance with Surface Transportation Board's Decision No. 15, as well as on upon each of the parties listed below.

Gary A. Laakso, General Attorney
Southern Pacific Building, Room 846
One Market Plaza
San Francisco, CA 94105

Robert Opal, General Attorney
1416 Dodge Street
Omaha, NE 68179-0830

Hon. Jerome Nelson, Administrative Law Judge
Interstate Commerce Commission
825 North Capitol Street, NE
Washington, DC 20426

Arvid E. Rosch, II, Esq.
Covington & Burling
1201 Pennsylvania Ave., NW
Washington, DC 20044

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

Dated at Canon City, Colorado, this 26th day of March, 1996.

Judith E. Lohnes
April 3, 1996

VIA HAND-DELIVERY

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

Re: Finance Docket No. 32760

Dear Mr. Williams:

At the request of Mr. Paul Barkoff enclosed is a 3.5 diskette containing Illinois Power Company's Verified Comments and Request for Imposition of Additional Conditions (ILP-6) in Word Perfect 5.1. The original and 20 copies of said comments were filed on March 20, 1996.

Sincerely,

Michelle J. Morris

Enclosure
April 3, 1996

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

Re: Finance Docket No. 32760

Dear Mr. Williams:

Enclosed please find a Sony 3-1/2" disc containing, in Word Perfect 5.1 format, the document entitled PUBLIC SERVICE COMMISSION OF NEVADA'S COMMENTS AND REQUEST FOR CONDITIONS in the above-referenced Docket. The original and twenty copies of the document were mailed to your attention on March 28, 1996.

Very truly yours,

TIMOTHY HAY, ESQ.
General Counsel

TH/rd

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

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

Dear Secretary Williams:  

Enclosed for the Board's use in the above-captioned proceeding is a 3.5-inch diskette containing the Comments of Illinois Central Railroad Company (IC-3), dated March 29, 1996, in Wordperfect 5.1 format.  

I apologize for not providing this diskette when IC's comments initially were filed. Please feel free to contact me if I can be of any further assistance on this matter.  

Respectfully submitted,  

[Signature]  
Thomas J. Litwiler  
Attorney for Illinois Central Railroad Company  

Enclosure  

cc: Ms. Erin Duffy, STB  
William C. Sippel, Esq.
April 3, 1996

Vernon A. Williams, Secretary
Surface Transportation Board
Room 2215
12th Street & Constitution Ave., N.W.
Washington, D.C. 20423
(202) 939-3470

Re: Finance Docket No. 32760
UP/SP Merger

Dear Secretary Williams:

Please find enclosed the WordPerfect 5.1 disk omitted from the filing of the Notation Of Conditions And Comments Submitted On Behalf Of United Transportation Union.

Very truly yours,

Daniel R. Elliott, III
Assistant General Counsel

Enclosure
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, SPCL CORP. AND THE DENVER AND
RIO GRANDE WESTERN RAILROAD COMPANY

ERRATA TO
COMMENTS OF
THE SOCIETY OF THE PLASTICS INDUSTRY, INC.

Exhibits/Section III

Exhibit 20 (redacted version only) Should Read
Exhibit 21
Last exhibit (number not shown1) Exhibit 25

Respectfully submitted,

Martin W. Bercovici
Douglas J. Behr
Arthur S. Garrett, III
Leslie E. Silverman
KELLER AND HECKMAND
1001 G Street, NW, Suite 500 West
Washington, DC 20001
Tel: (202) 434-4100
Fax: (202) 434-4646

Attorneys for The Society of
the Plastics Industry, Inc.

April 4, 1996

1/ Exhibit number is under the binding. Printer reversed position of page before photocopying Comments.
CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing Errata to Comments of The Society of the Plastics Industry, Inc. was served by first-class mail, postage prepaid, this 4th day of April, 1996, upon all parties of record.

Martin W. Bercovici
March 28, 1996

Enclosed is a copy of the letter dated March 25, 1996 and submitted to your office on March 27, 1996. The disk that was originally sent was formatted on wordperfect for windows 6.1. I have not converted this letter to wordperfect 5.1.

Any questions, please give me a call.

Thanks,

Kathy Leinz
Administrative Assistant
Chaffee County

(719) 539-2218
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 the WordPerfect 5.1 disc containing the Comments of the Transportation•Communications International Union in the above-referenced matter.  

Thank you for your attention to this matter.  

Very truly yours,  

Larry R. Pruden  
Assistant General Counsel  

LRP:fm  
Enclosure