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Item No. _____

Page Count 3

Apr #401

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3

CLEARY, WOOD & MASER, P.C.

ATTORNEYS AND COUNSELORS AT LAW

SUITE 750

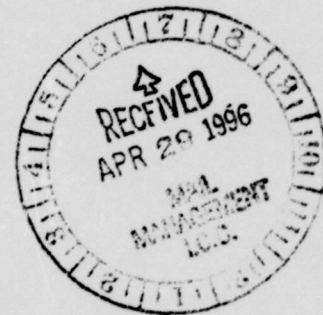
1100 NEW YORK AVENUE, N.W.
WASHINGTON, D.C. 20005-3934

OFFICE: (202) 371-9500

TELECOPIER: (202) 371-0900

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:

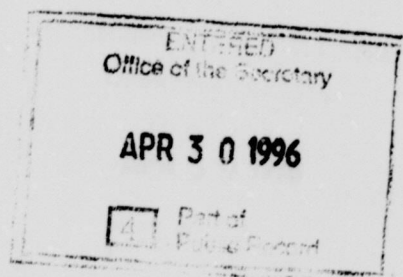
Pursuant to Decision No. 32, enclosed for filing with the Board is an original and five (5) copies of the Certificate of Service of Cargill, Incorporated, ("CARG") certifying that a copy of an index listing all numbered documents filed to date by Cargill has been mailed to all additional parties of record in this proceeding.

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "John K. Maser III".

John K. Maser III
Attorney for Cargill, Incorporated

ENCLOSURES
1200-190

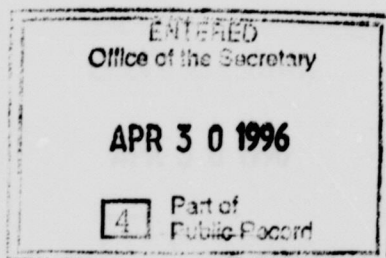


CARG-7

**Index of Documents Filed With the
Surface Transportation Board
By Cargill, Incorporated
Finance Docket No. 32760**



<u>Document No.</u>	<u>Date Filed</u>	<u>Description</u>
CARG-1	1/11/96	Notice of Intent to Participate
CARG-2	2/26/96	Index of Documents filed by Cargill Pursuant to Decision No. 16.
CARG-3	3/11/96	Index of Documents Filed by Cargill with the Surface Transportation Board sent to additional parties of record.
CARG-4	3/28/96	Comments by Cargill Incorporated.
CARG-5	4/15/96	Objections to Applicants' Sixth Set of Interrogatories and Requests for Production of Documents.
CARG-6	4/24/96	Objections and Responses to Applicants' Sixth Set of Interrogatories and Requests for Production of Documents.



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 M. Brown
Elinor G. Brown

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4-29-96

J

82893

Item No. _____

Page Count: 4

Apr # 402

EARY, WOOD & MASER, P.C.

ATTORNEYS AND COUNSELORS AT LAW

SUITE 750

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

OFFICE: (202) 371-9500

TELECOPIER: (202) 371-0900

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:

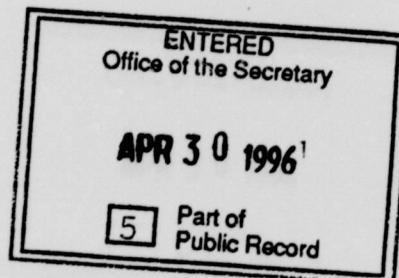
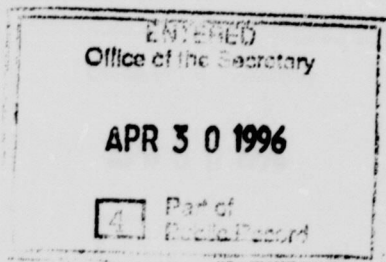
Pursuant to Decision No. 32, enclosed for filing with the Board is an original and five (5) copies of the Certificate of Service of The National Industrial Transportation League ("NITL") certifying that a copy of an index listing all numbered documents filed to date by the NITL has been mailed to all additional parties of record in this proceeding.

Respectfully submitted,

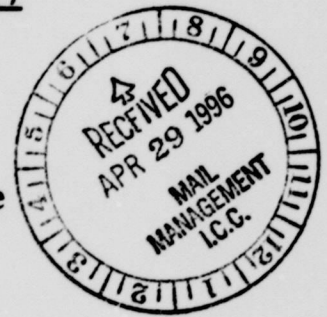
A handwritten signature in cursive script that reads "Nicholas J. DiMichael (a.d.)".

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

ENCLOSURES
0124-480



**Index of Documents Filed With the
Surface Transportation Board
By The National Industrial Transportation League
Finance Docket No. 32760**



<u>Document No.</u>	<u>Date Filed</u>	<u>Description</u>
NITL-1	8/22/95	Request to be added to Service List
NITL-2	9/18/95	Comments of The National Industrial Transportation League on Proposed Procedural Schedule
NITL-3	9/21/95	Petition of The National Industrial Transportation League to Reopen
NITL-4	2/26/96	Index of Documents Filed by The NITL pursuant to Decision No. 16.
NITL-5	3/4/96	The National Industrial Transportation League's Objections to Applicants' First Set of Interrogatories and Requests for Production of Documents.
NITL-6	3/11/96	Index of Documents Filed by the NITL with the Surface Transportation Board sent to additional parties of record.
NITL-7	3/12/96	Initial Responses to Applicants' First Set of Interrogatories and Request for Production of Documents.
NITL-8	3/18/96	Reply to Applicants' Appeal for ALJ's Order Restricting Applicants' Discovery.
NITL-9	3/29/96	Highly Confidential Comments,, Evidence and Requests for Conditions.

ENTERED Office of the Secretary APR 30 1996 Part of Public Record	3/29/96 Office of the Secretary APR 30 1996 Part of Public Record
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Redacted Comments Evidence and Requests for Conditions.

NITL-11	4/1/96	Additional Responses to Applicants' First Set of Interrogatories and Requests for Production of Documents.
NITL-12	4/9/96	Objections and Responses to Applicants' Second Set of Interrogatories and Requests for Production of Documents.
NITL-13	4/10/96	Joint Motion for Clarification of Decision No. 6.
NITL-14	4/15/96	Objections and Responses to Applicants' Fifth Set of Interrogatories and Requests for Production of Documents.
NITL-15	4/15/96	Objections and Responses to Applicants' Sixth Set of Interrogatories and Requests for Production of Documents.
NITL-16	4/15/96	Deposition Excerpts.

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

STB

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4-29-96

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89892

Item No. _____

Page Count 18

Apr # 403

89892

5

- L. JANIK & NOVACK

ATTORNEYS AT LAW

1101 PENNSYLVANIA AVE. N.W., SUITE 1035

WASHINGTON, D. C. 20004

TELEPHONE (202) 638-3307

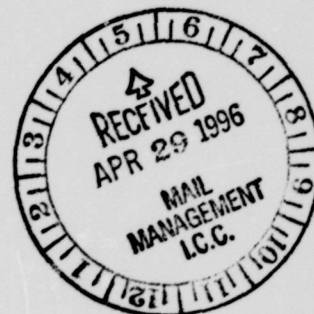
TELECOPY (202) 783-6947

101 S.W. MAIN ST. SUITE 1100
PORTLAND, OREGON 97204 3274
TELEPHONE (503) 228-2525
TELECOPY (503) 293-1058

April 29, 1996

VIA HAND DELIVERY

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



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

Dear Secretary Williams:

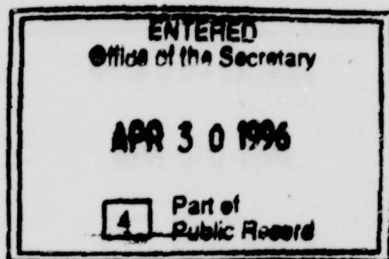
Attached for filing in the above-captioned proceeding please find the original and twenty copies of the Petition of The San Diego & Imperial Valley Railroad Company for Leave to Intervene (SDIV-1) and the original and twenty copies of the Opposition of the San Diego & Imperial Valley Railroad Company 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

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



Enclosures

ORIGINAL

SDIV-1

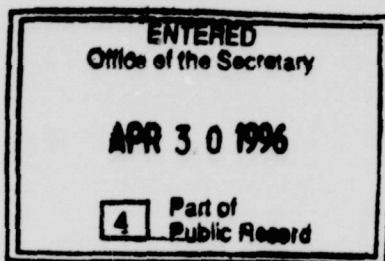
BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 32760



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

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



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

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

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

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

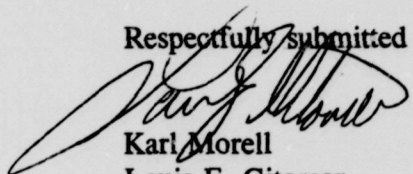
received a copy of USG-2, SDIV had no knowledge that USG would be seeking conditions in this proceeding that directly affected SDIV.

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



Karl Morell
Louis E. Gitomer
of Counsel

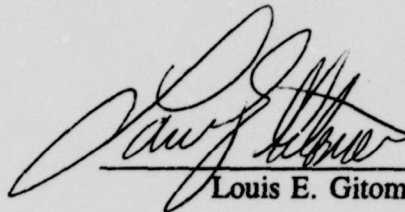
BALL, JANIK & NOVACK
1101 Pennsylvania Avenue, N.W.
Suite 1035
Washington, D.C. 20004
(202) 466-6530

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

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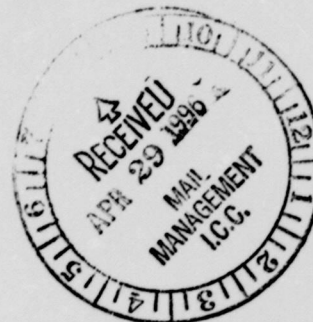
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April 23, 1996

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

1967p

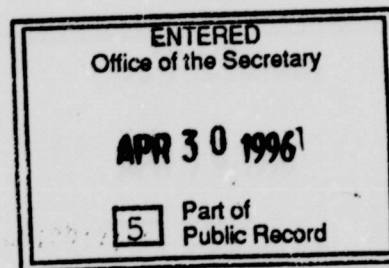
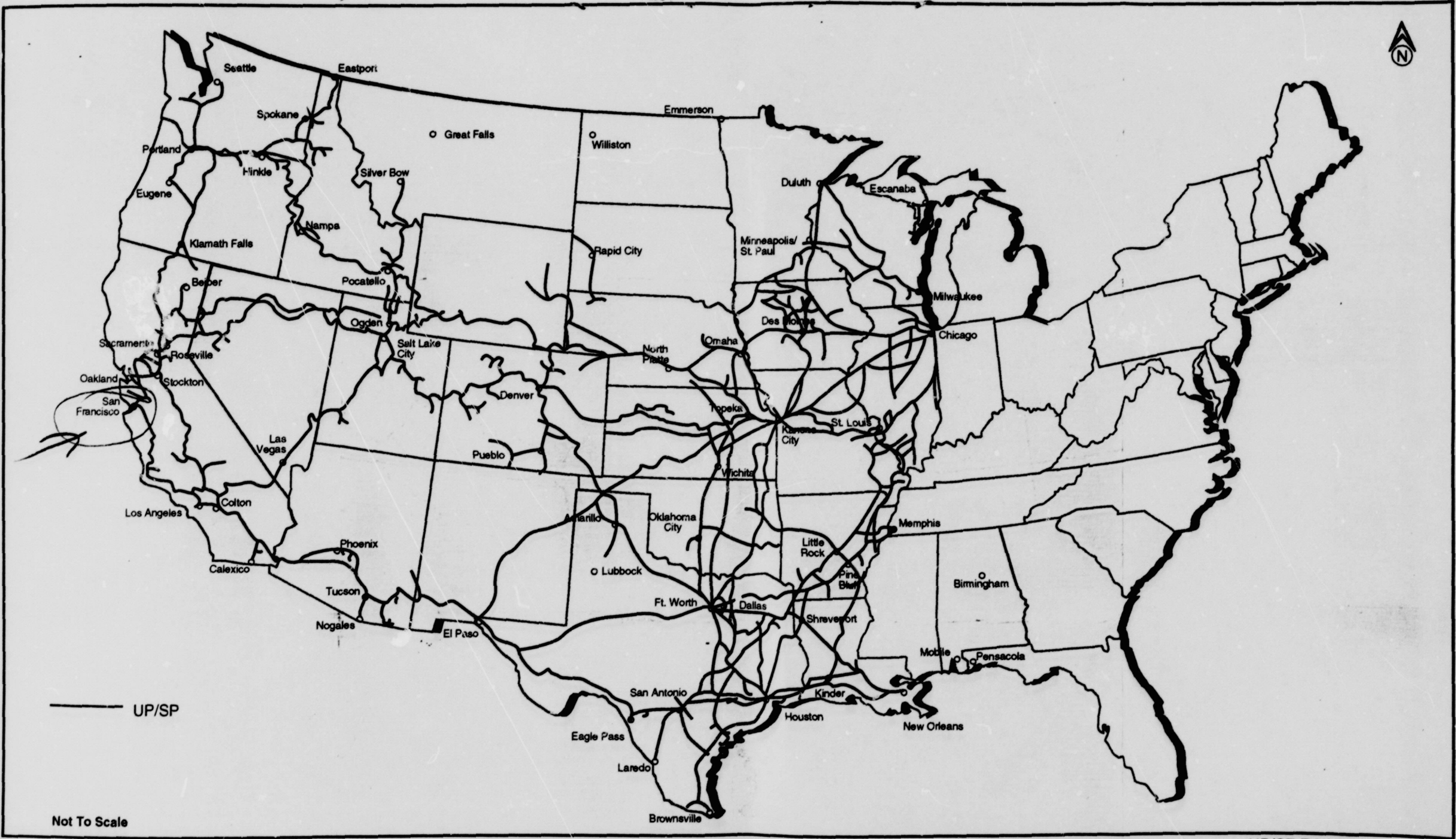


FIGURE 1-1



UP/SP RAILROAD MERGER

PROPOSED UP/SP RAILROAD SYSTEM

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Item No. _____

Page Count 2 PATTON BOGGS, L.L.P.

Adm #408

2550 M STREET, N.W.

WASHINGTON, D.C. 20037-1350

(202) 457-6000

FACSIMILE: (202) 457-6315

WRITER'S DIRECT DIAL
(202) 457-6335

CMA-10

April 29, 1996



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.

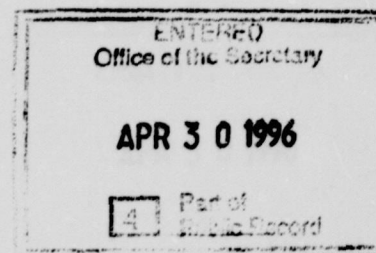
To Whom It May Concern:

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/dg

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)

STB

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32760

4-29-96

J

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Item No. _____

Page Count 2

Apr # 431

82847

SLOVER & LOFTUS

ATTORNEYS AT LAW

1224 SEVENTEENTH STREET, N. W.

WASHINGTON, D. C. 20036

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

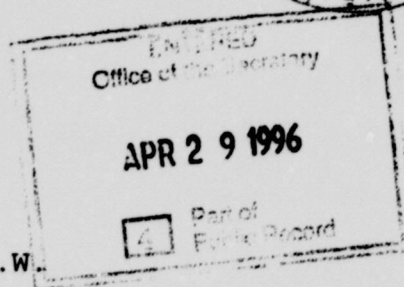
* ADMITTED IN PENNSYLVANIA ONLY

April 29, 1996



BY HAND DELIVERY

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



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

Dear Mr. Secretary:

In accordance with the Board's Decision No. 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

STB

FD

32760

4-29-96

J

82846

Item No. _____

82846

Page Count 2

Apr #381

VER & LOFTUS

ATTORNEYS AT LAW

1224 SEVENTEENTH STREET, N. W.
WASHINGTON, D. C. 20036

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

April 29, 1996

* ADMITTED IN PENNSYLVANIA ONLY



BY HAND DELIVERY

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

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

Dear Mr. Secretary:

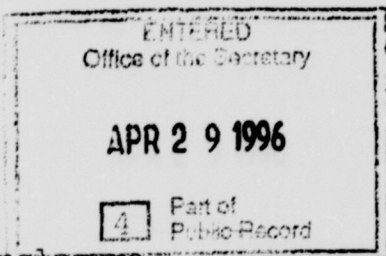
In accordance with the Board's Decision No. 32 in the above-captioned proceeding, enclosed please find an original and five (5) copies of a Certificate of Service which indicates that service of a list of all numbered pleadings and discovery requests which have been filed or served by Texas Utilities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

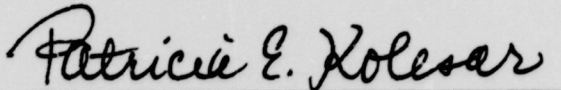
John H. LeSeur
An Attorney for Texas Utilities Electric Company



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 Texas Utilities Electric Company was served via first class mail, postage prepaid, upon each additional party of record.


Patricia E. Kolesar
Patricia E. Kolesar

STB

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32760

4-29-9/6

J

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Item No. _____

Page Count _____

APR #327

ASCH, MORSE & GARFINKLE, P.C.
ATTORNEYS AT LAW

ROBERT H. MORSE
MORRIS R. GARFINKLE
EDWARD D. GREENBERG
MARK S. KAHAN
SUSAN B. JOLLIE
ANDREW B. SACKS
DAVID K. MONROE
DAVID P. STREET
MARK W. ATWOOD
ROBERT W. KNEISLEY
STEVEN JOHN FELLMAN
ROBERT D. ROSEMAN
JEFFREY K. KOMINERS
CHARLES H. WHITE, JR.
KEITH G. SWIRSKY

F. WILLIAM CAPLE
ANITA M. MOSNER
MARTIN JACOBS
IRA T. KASDAN
JOSEPH B. HOFFMAN
XIANPING WANG*
RICHARD BAR
GEOFFREY P. GITNER
SILVIA M. PARK

ANDREW T. GOODSON
ERIC N. MILLER
PETER J. PETESCH
GREGORY P. CIRILLO

M. ROY GOLDBERG
DANIEL B. HASSETT
GEORGE D. NOVAK, II*
MARTHA LEARY SOTELO
KATHERINE M. ALDRICH
JOHN P. YOUNG
MICHAEL P. FLEMING*
HELLE R. WEEKE*
REBECCA LONDON TZOU
ELI D. CLARK*
JENNIFER A. COHN
ALEXANDER M.R. VAN DER BELLEN
HOWARD E. KASS
JOHN F.C. LUEDKE*
*NOT ADMITTED IN D.C.

CANAL SQUARE
1054 THIRTY-FIRST STREET, N.W.
WASHINGTON, D.C. 20007-4492
TELEPHONE: (202) 342-5200
FACSIMILE: (202) 342-5219
(202) 337-8787
INTERNET: gkmg@capcon.net
ROBERT N. KHARASCH
OF COUNSEL
GEORGE F. GALLAND (1910-1985)
GKMG CONSULTING SERVICES, INC.
SAMUEL W. FAIRCHILD†
JAMES F. MILLER†
AUDREY WRIGHT SPOLARICHT
†NOT MEMBER OF THE BAR

April 29, 1996

WRITER'S DIRECT DIAL NUMBER

VIA MESSENGER

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

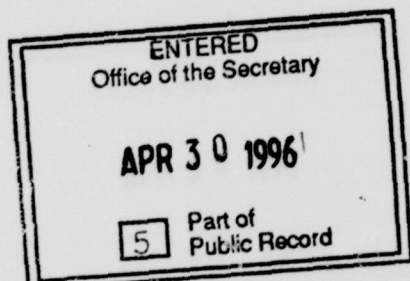


(202) 342-6791

**Re: Finance Docket No. 32760, Union Pacific Corporation, et al.
-- Control and Merger -- 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 29, 1996, in the above referenced docket. This Appendix is designated as document IP-14.



Enclosures

Very truly yours,

John F.C. Luedke

Attorney for The International Paper Company

GALLAND, KHARASCH, MORSE & GARFINKLE, P.C.
ATTORNEYS AT LAW

ROBERT H. MORSE
MORRIS R. GARFINKLE
EDWARD D. GREENBERG
MARK S. KAHAN
SUSAN B. JOLIE
ANDREW B. SACKS
DAVID K. MONROE
DAVID P. STREET
MARK W. ATWOOD
ROBERT W. KNEFLEY
STEVEN JOHN FELLMAN
ROBERT D. ROSEMAN
JEFFREY K. KOMINERS
CHARLES H. WHITE, JR.
KEITH G. SWIRSKY

P. WILLIAM CAPLE
ANITA M. MOSNER
MARTIN JACOBS
IRA T. KASDAN
JOSEPH B. HOFFMAN
XIANPING WANG
RICHARD BAR
GEOFFREY P. GUINER
SILVIA M. PARK
ANDREW T. GOODSON
ERIC N. MILLER
PETER J. PITTESCHI
GREGORY P. CIRILLO

M. ROY GOLDBERG
DANIEL B. HANSETT
GEORGE D. NOVAK, II*
MARTHA LEARY SCITLO
KATHERINE M. ALDRICH
JOHN P. YOUNG
MICHAEL P. FLEMING*
HELLE R. WFEKE
REBECCA LANIXON TZOU
ELI D. CLARK*
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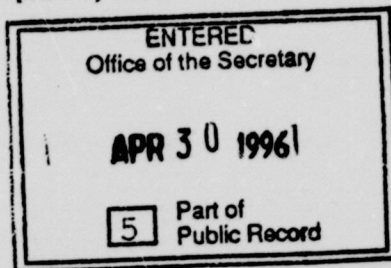
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April 30, 1996

VIA FACSIMILE

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



WRITER'S DIRECT DIAL NUMBER

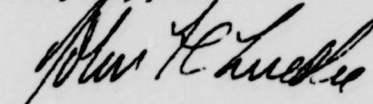
(202) 342-6791

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

Dear Secretary Williams:

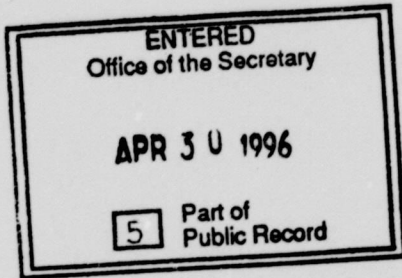
Pursuant to a request from your office concerning the confidentiality designation of IP-14, this letter is to verify that all pages of the deposition transcripts contained in IP-14 have been re-designated as non-confidential, despite the "Highly Confidential" initial classification contained on the cover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

Very truly yours,


John F.C. Luedke

Attorney for The International Paper Company

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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 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

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Attorneys for The International Paper Company

April 29, 1996

**APPENDIX TO COMMENTS OF
THE INTERNATIONAL PAPER COMPANY**

Witness

Tab

Barber

A

King/Ongerth

B

Owen

C

Ice

D



1 BEFORE THE
2 SURFACE TRANSPORTATION BOARD
3 Finance Docket No. 32760
4 UNION PACIFIC CORPORATION, UNION PACIFIC RAILROAD
5 COMPANY AND MISSOURI PACIFIC RAILROAD COMPANY
6 -- CONTROL MERGER --
7 SOUTHERN PACIFIC RAIL CORPORATION, SOUTHERN
8 PACIFIC TRANSPORTATION COMPANY, ST. LOUIS
9 SOUTHWESTERN RAILWAY COMPANY, SPCSL CORP. AND THE
10 DENVER AND RIO GRANDE WESTERN RAILROAD COMPANY

11 HIGHLY CONFIDENTIAL

12 Washington, D.C.

13 Thursday, January 25, 1996

14 Continued deposition of RICHARD J.

15 BARBER, a witness herein, called for examination
16 by counsel for the Parties in the above-entitled
17 matter, pursuant to agreement, the witness being
18 duly previously sworn, taken at the offices of
19 Covington & Burling, 1201 Pennsylvania Avenue,
20 N.W., Washington, D.C., 20044, at 10:10 a.m.,
21 Thursday, January 25, 1996, and the proceedings
22 being taken down by Stenotype by JAN A. WILLIAMS,
23 RPR, and transcribed under her direction.

24

25

1 then create enough additional capacity to be able
2 to handle northbound trains, whether they be
3 trackage rights or something moving from a local
4 point, and there will be some of that on a UP
5 line, that they can handle that and without
6 crippling or undermining or counteracting the
7 efficiencies that they can basically get from
8 one-way operations without a lot of extra
9 wasteful capital investment.

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

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

15 Q. At page 465 of your testimony, you
16 state, at locations where shippers are now served
17 by both UP and SP and by no other railroad,
18 consolidation can clearly be harmful to
19 competition. And you qualify that by using the
20 word could. And then, in a footnote which I
21 understand to be the explanation of your
22 qualification, you state, and this is footnote
23 107, at some locations traffic may be so truck or
24 water competitive that a reduction in the number
25 of railroads from two-to-one might not

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1 appreciably affect competition.

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

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

16 However, I did not come to a conclusion
17 on this point for this reason, first two-to-one
18 points that meet the definition set forth here on
19 page 465 and as specified in the settlement
20 agreement, those are all covered. In other
21 words, if it's a two-to-one point in the sense of
22 a shipper at a location having been served by
23 both UP and SP and no other railroad, if that
24 situation is prevailing, then that is a
25 two-to-one point and access is provided. There's

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1 no qualification in the settlement of that sort I
2 suggest as an economist that I might consider.
3 They give it to them anyway.

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

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

20 The second thing is that the settlement
21 agreement I concluded not only takes the
22 two-to-one points as defined and ensures that
23 there will continue to be a rail choice of them,
24 even where there could be -- or would be say
25 truck or water competition, but provides for rail

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1 competition as well. So that in a way, wherever
2 there would be truck or water competition for a
3 location, that comes from a competitive
4 standpoint in addition to the provision in the
5 settlement for continued strong railroad
6 competition at these two-to-one locations.

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

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

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

24 Q. Nor Pine Bluff?

25 A. No, nor Pine Bluff. Some things could

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1 be bumped over and moved by barge which isn't
2 very far away. But that would affect only
3 certain products.

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

10 A. I've read it. What do you want me to
11 do with it?

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

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

24 Q. Would it be your opinion today that
25 long-haul pulp shipments would be economically

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1 to say, well, it appeared in the Wisconsin
2 Central case from a lot of discovered testimony.
3 I mean a lot of that seemed to be a problem,
4 probably still is. But I suppose I would ask
5 somebody to try to be current.

6 Q. When you used the phrase long-haul
7 pulp, long-haul pulp in your WC testimony, do you
8 recall what length of shipment you were
9 considering to be long haul?

10 A. I don't recall precisely. It would
11 have been guided by that testimony. But it was
12 at least 50 miles.

13 Q. If you turn to page 72 of your
14 testimony --

15 A. In Wisconsin Central?

16 Q. Yes. Have you had a chance to look at
17 that?

18 A. Yes.

19 Q. Okay. In there you suggest that paper
20 mills in general are geared to the receipt of
21 inputs by rail and that a switch to a rail would
22 not be practical as a matter of logistics.

23 MR. ROACH: A switch to what?

24 BY MR. GOODSON:

25 Q. I'm sorry, a switch to truck. Thank

1 you. A switch to truck would not be practical as
2 a matter of logistics. Is that still your
3 opinion today?

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

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

20 Q. Well, you may be hearing from us. Can
21 you turn to figure 42, please. This would be
22 between 79 and 80 of your WC testimony. And that
23 is a figure which depicts what you call rail
24 dominant traffic by STCC code product and
25 particular moves. And in it you indicate that

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1 shipments of paperboard and printing paper -- let
2 me take it one at a time.

3 Printing paper in heavy shipments, 65
4 tons or more, and paperboard in heavy shipments,
5 55 tons or more, would be rail dominant traffic.
6 Do you still maintain that opinion today?

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

14 And in that case I would regard it as
15 subject to inquiries as to how much rail really
16 was moving, how much water was moving. But, for
17 the big shipments in at least inland locations at
18 65 or 55 tons or more, that single movement rail
19 certainly seemed to me to have the edge.

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

22 A. I would put them in that category, I
23 would believe so. And then my question in my
24 mind would be how many shipments do you make,
25 must you make at the 65 or 55 ton and up

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1 categories, because obviously there was testimony
2 in Wisconsin Central, there was examples of
3 shipments of say 65 tons that moved rail and none
4 that moved truck, they couldn't move truck
5 because they would be at the weight limit.

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

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

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

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

25 A. No, I wouldn't think so, because of

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BEFORE THE

2

SURFACE TRANSPORTATION BOARD

3

Finance Docket No. 32760

4

UNION PACIFIC CORPORATION, UNION PACIFIC RAILROAD

5

COMPANY AND MISSOURI PACIFIC RAILROAD COMPANY

6

-- CONTROL MERGER --

7

SOUTHERN PACIFIC RAIL CORPORATION, SOUTHERN

8

PACIFIC TRANSPORTATION COMPANY, ST. LOUIS

9

SOUTHWESTERN RAILWAY COMPANY, SPCSL CORP. AND THE

10

DENVER AND RIO GRANDE WESTERN RAILROAD COMPANY

11

HIGHLY CONFIDENTIAL

12

Washington, D.C.

13

Friday, February 9, 1996

14

Deposition of R.B. (BRAD) KING and

15

MICHAEL D. ONGERTH, witnesses herein, called for

16

examination by counsel for the Parties in the

17

above-entitled matter, pursuant to agreement, the

18

witnesses having been previously duly sworn,

19

taken at the offices of Covington & Burling, 1201

20

Pennsylvania Avenue, N.W., Washington, D.C.,

21

20044, at 9:10 a.m., Friday, February 9, 1996,

22

and the proceedings being taken down by Stenotype

23

by FERNITA R. FINKLEY and CRAIG KNOWLES and

24

transcribed under their direction.

25

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1 against running the SP line northbound?

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

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

6 MR. ONGERTH: Yes.

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

11 MR. ONGERTH: I can think of two.

12 MR. GOODSON: What are the two?

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

25 MR. GOODSON: What else?

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1 MR. ONGERTH: The second factor is that
2 a section of the rabbit is nonsignaled, and we
3 felt there was a significant benefit to route
4 loaded trains on the alternative route on the UP
5 as opposed to routing them on the SP.

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

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

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

21 I don't think you can underestimate the
22 benefit to the system of the ability to use the
23 capability of Pine Bluff as a one-directional
24 hump and the capability of Little Rock as the
25 other directional hump. It does significant

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1 constructive. Do you understand that the
2 southbound flow going to San Antonio will not go
3 down through Shreveport and then turn west
4 through Marshall and Longview; it's going to go
5 straight on south through Big Sandy?

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

8 MR. HEMMER: I'm lost.

9 MR. GOODSON: Thank you.

10 MR. ONGERTH: Perhaps I can help also.
11 To amplify on what Brad has said, just going
12 through the Shreveport terminal area is about
13 comparable in terms of area where you're going to
14 encounter bidirectional flow as going between
15 Longview and Marshall. That's not a significant
16 impediment or reason.

17 And if you go back to what I said
18 earlier, the weight and the balance, which we
19 did, is much better for us, suits the operation
20 and suits the terrain and suits the existing
21 facilities much better to run the cotton belt as
22 the southbound flow. That's why we reached that
23 decision. It was a decision that a lot of people
24 looked at. A lot of people that had a lot of
25 experience with that territory looked at it.

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1 There's always some factors you can
2 come up with and say, well, you know -- if you
3 make a list, say -- on one side, say what would
4 the benefits be of running the cotton belt
5 northbound. Put those down on the list. Say
6 what would the benefits be of running the cotton
7 belt southbound. You put them on the list. You
8 can do this in a fairly scientific fashion.

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

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

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

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

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1 to exact routes and trains and such as that.

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

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

10 (Recess.)

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

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

25 And I'm wondering if using this Exhibit

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1 16 you can elaborate on those benefits that you
2 were referring to before. And I guess the first
3 thing is you mentioned a bridge over the Arkansas
4 River, and can you tell where that bridge would
5 be on this drawing?

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

9 MR. NORTON: Which is identified as the
10 SSW?

11 MR. ONGERTH: SSW yard.

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

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

21 In fact, these tracks are used
22 repetitively as -- in the humping process, so
23 they lay adjacent to the main track. The main
24 track is actually on the west side of the yard,
25 or in this diagram it would make it look like at

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1 the -- if you look at the north arrow, what I'm
2 calling north would appear to be actually east.

3 MR. GOODSON: Or northeast.

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

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

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

23 MR. ONGERTH: Recognizing this is still
24 schematic and not an exact in any way engineering
25 diagram, the bowl is in the middle. You have the

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1 receiving and departure tracks on the east side.
2 You have receiving and departure tracks on the
3 west side. Now, in addition to this, there is a
4 local yard that's south of that.

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

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

9 MR. GOODSON: Neither am I.

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

12 MR. CAREY: Would you like me to?

13 MR. HUT: No.

14 MR. GOODSON: Off the record.

15 (Discussion off the record.)

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

21 MR. ONGERTH: I can't recall that.

22 MR. GOODSON: Can you further elaborate
23 the reason why you believe southbound directional
24 running is an important benefit at the Pine Bluff
25 yard?

1 MR. ONGERTH: I think the ability to
2 yard a train on one of the hump leads, receive a
3 train on one of the hump leads, and then have a
4 hump engine immediately go against it and push it
5 over the hump without having to take it down to
6 the receiving yard on either side and then later
7 pull it back before you hump it, gives Pine Bluff
8 the capability of being one of the fastest yards
9 I have ever operated in.

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

21 And if you're working on trying to
22 increase your process -- to decrease your
23 processing time and improve the flow through the
24 yard, this is a big benefit. The yard that comes
25 closest to Pine Bluff in this capability is West

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1 Colton. West Colton's receiving yard is in line
2 with the hump so that it can be used in a similar
3 fashion. In fact, West Colton's design, patent
4 designed feature at West Colton was borrowed from
5 Pine Bluff.

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

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

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

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

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

25 MR. ONGERTH: Yes.

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

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

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

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

19 MR. NORTON: Asked and answered.

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

22 MR. ONGERTH: I was referring to the
23 amount of time it took you to change the
24 direction -- the direction that you were using
25 the yard to block in, referring to the time it

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1 takes to clean out the bowl, you know, trim the
2 tracks, and reverse -- in essence, reverse the
3 blocking function of the yard from southbound to
4 northbound.

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

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

20 MR. ONGERTH: Not in our operating
21 plan.

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

24 MR. KING: The only northbound
25 blocks -- there are some cars that have to move

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1 between Pine Bluff and north Little Rock, which
2 is, compasswise -- at least the way the timetable
3 reads, is north. So there will be some movements
4 between north Pine Bluff and north Little Rock.

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

8 MR. GOODSON: That's a good point.
9 Will the BN be blocking any trains at the SSW
10 yard, Mr. Ongerth?

11 MR. ONGERTH: I don't know.

12 MR. GOODSON: Mr. King?

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

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

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

25 MR. GOODSON: Are you aware of any

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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.

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.

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1 says most manifest trains would originate and
2 terminate at HB&T's New South Yard. In this line
3 segment, if I'm right, on Houston-Memphis, with
4 respect to manifest trains, there will be two
5 originating from Houston and two terminating in
6 Houston; is that right?

7 A. Yes.

8 Q. How many is most in that number?

9 A. The schedule plan would originate and
10 terminate trains at New South Yard. There may be
11 days that a train will consist of primarily PTR A
12 traffic or exclusively PTR A traffic. On such
13 days I'm sure that BN/Santa Fe management would
14 opt to terminate that train on the PTR A instead
15 of the HB&T. So there's going to be some
16 exception to that. But most is most.

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

19 A. Yes.

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

24 MS. KUSSKE: Objection to the extent it
25 calls for a legal conclusion.

1 THE WITNESS: I can't answer as to the
2 absolute obligation or lack thereof. Our
3 operating description assumes that we would set
4 out a block of cars that UP/SP would switch for
5 us at Pine Bluff and that they would make a block
6 of cars for us to pick up, certainly one block
7 going east and one block going west, although we
8 have not addressed the detail of the blocking
9 plan pending any implementing agreement.

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

18 BY MR. HUT:

19 Q. There are three yards at Pine Bluff,
20 are there not?

21 A. I believe that's right, I believe
22 there's -- the main yard is the Southern Pacific
23 hump yard.

24 Q. Is that the yard you're referring to to
25 which you believe -- the classification yard to

1 percentage terms or otherwise of the SP Pine
2 Bluff yard that you expect to have access to
3 will, in fact, be available for BN
4 classification?

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

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

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

23 A. Yes.

24 Q. Are those proposed intermodal
25 facilities for BN?

1 providing -- or improving their capacity to do
2 so. I'm fully aware of a major project as I
3 stated before that BN put in at Teague, Texas, to
4 increase its storage capacity. I don't know of
5 any other specific expansion plans that they
6 currently have.

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

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

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

23 A. It's my understanding it's both. But I
24 am not privy to any specific market or operating
25 plan that they have pointing toward that end.

1 Q. With regard to the Teague facility you
2 mentioned, is that project completed at this
3 time?

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

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

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

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

18 A. I believe that's correct.

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

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

24 Q. Do you have any idea of what percentage
25 of the plastics covered hopper car fleet to

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1 actually hit storage of --

2 A. No, I don't.

3 Q. Any order of magnitude?

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

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

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

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

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

23 Q. Where is the Teague yard located?

24 A. Teague is a little over 100 miles north
25 of Houston as I recall, I would have to consult

1 the BN timetable to be exact, and it's on what's
2 known as the joint Texas division, the former BN
3 Rock Island line that's now the BN's main line
4 between Houston and Dallas.

5 Q. Approximately what is the distance from
6 Houston to Dallas?

7 A. A little over 200 miles I believe,
8 between 200 and 300.

9 Q. If cars are stored at Teague and are
10 then destined to one of the eastern gateways, for
11 example, East St. Louis, would the BN/SF route
12 those cars via Dallas or would they return the
13 cars to Houston and use the Houston to Memphis
14 corridor, assuming that the merger is approved
15 and that corridor were available to BN/SF?

16 A. I would have to examine the situation
17 at the time or whoever made that decision would
18 have to examine the situation at the time to see
19 which is the most effective routing. Based
20 strictly on mileage which would be the basis for
21 the answer that I'll give you right now, that
22 car, once released and billed out of Teague,
23 would go through Tulsa and on to St. Louis the
24 way it would today.

25 Q. Are the cars -- you said released and

1 clears KCS main track at either location.

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

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

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

23 They have the option, it's up to the
24 KCS yardmaster and the work that the Southern
25 Pacific train has to perform, if any, at

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1 Shreveport as to which route they use. And
2 that's the purpose of this ruling. And we would
3 plan that BN/SF trains would do the same thing
4 except that our trains would not be doing work
5 per se at Shreveport, they would be changing
6 crews and continuing on.

7 Q. Would the BN/SF trains be subject to
8 this instruction?

9 A. Yes, or as modified, yes.

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

15 A. Yes.

16 Q. Do you know whether or not BN/SF has
17 had any discussions with KCS regarding that
18 movement?

19 A. I don't know.

20 Q. There is a requirement, is there not,
21 in the settlement agreement that the BN/SF trains
22 that are moving along the trackage rights granted
23 under that agreement will be given equal
24 dispatch?

25 A. Yes.

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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.

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.

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1 A. We use our own crews to San Antonio.

2 Q. And beyond San Antonio?

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

5 Q. How about power?

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

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

13 A. Yes.

14 Q. When did you become aware of that?

15 A. After UP and SP filed their
16 application.

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

19 A. No.

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

23 A. No.

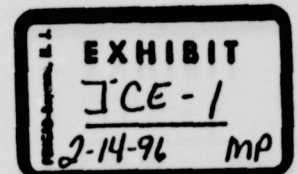
24 Q. On page 9 of your statement, you state
25 that Burlington Northern/Santa Fe will be in a

Preliminary Analysis

*Opportunities for Burlington Northern/
Santa Fe*

From the Union Pacific/Southern Pacific Merger

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Finance Docket No. 32760



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***

Methodology

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

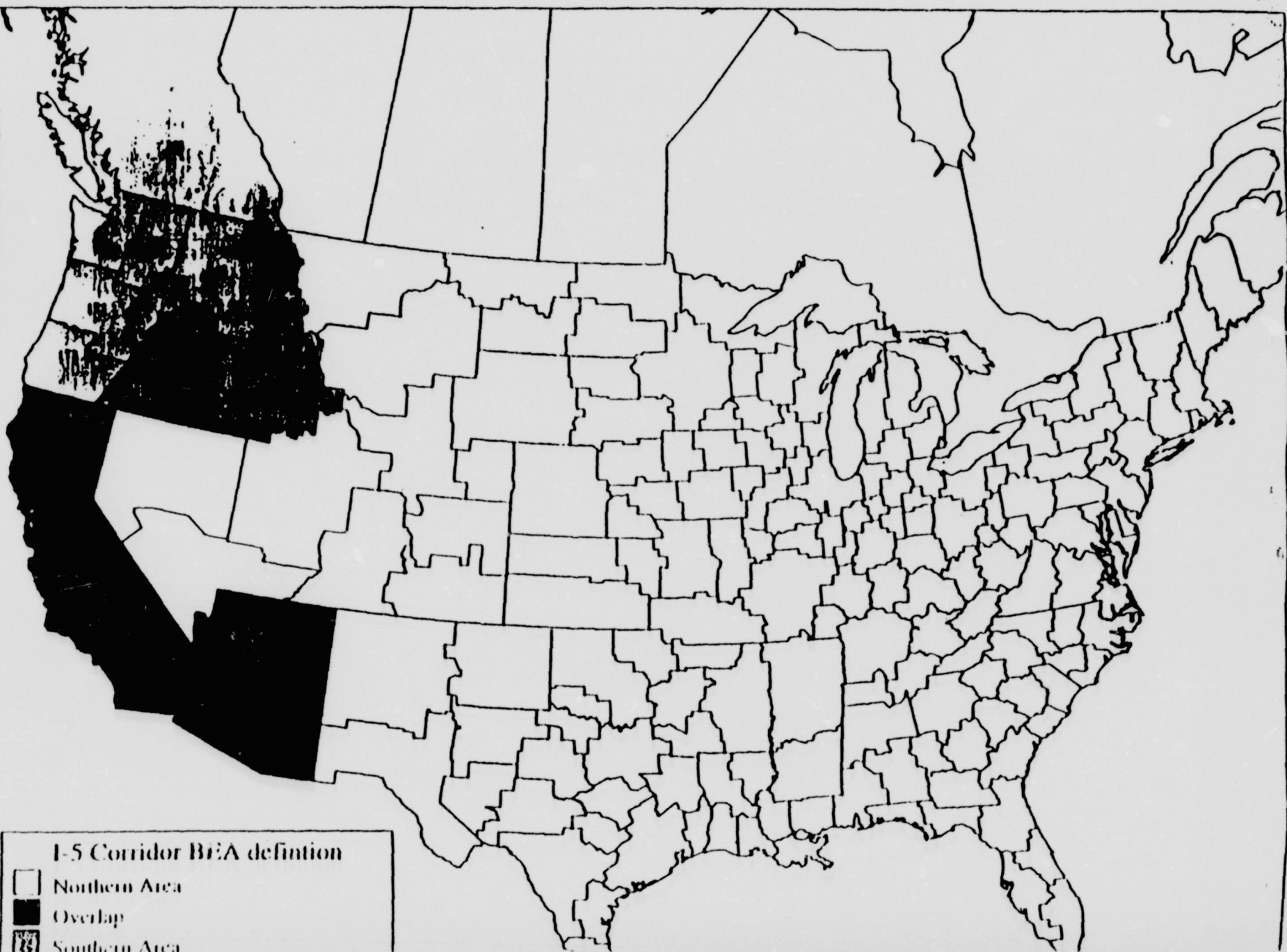
- *I--5 Corridor*
- *Central Corridor*
- *Arkansas Corridor*

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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

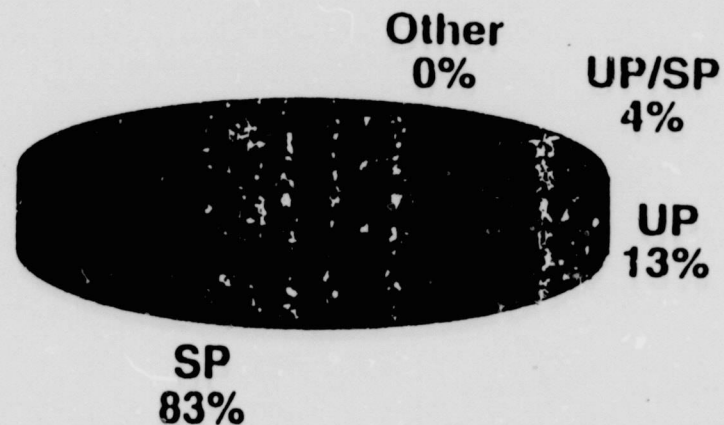
**Balance: 43% northbound,
57% southbound**

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



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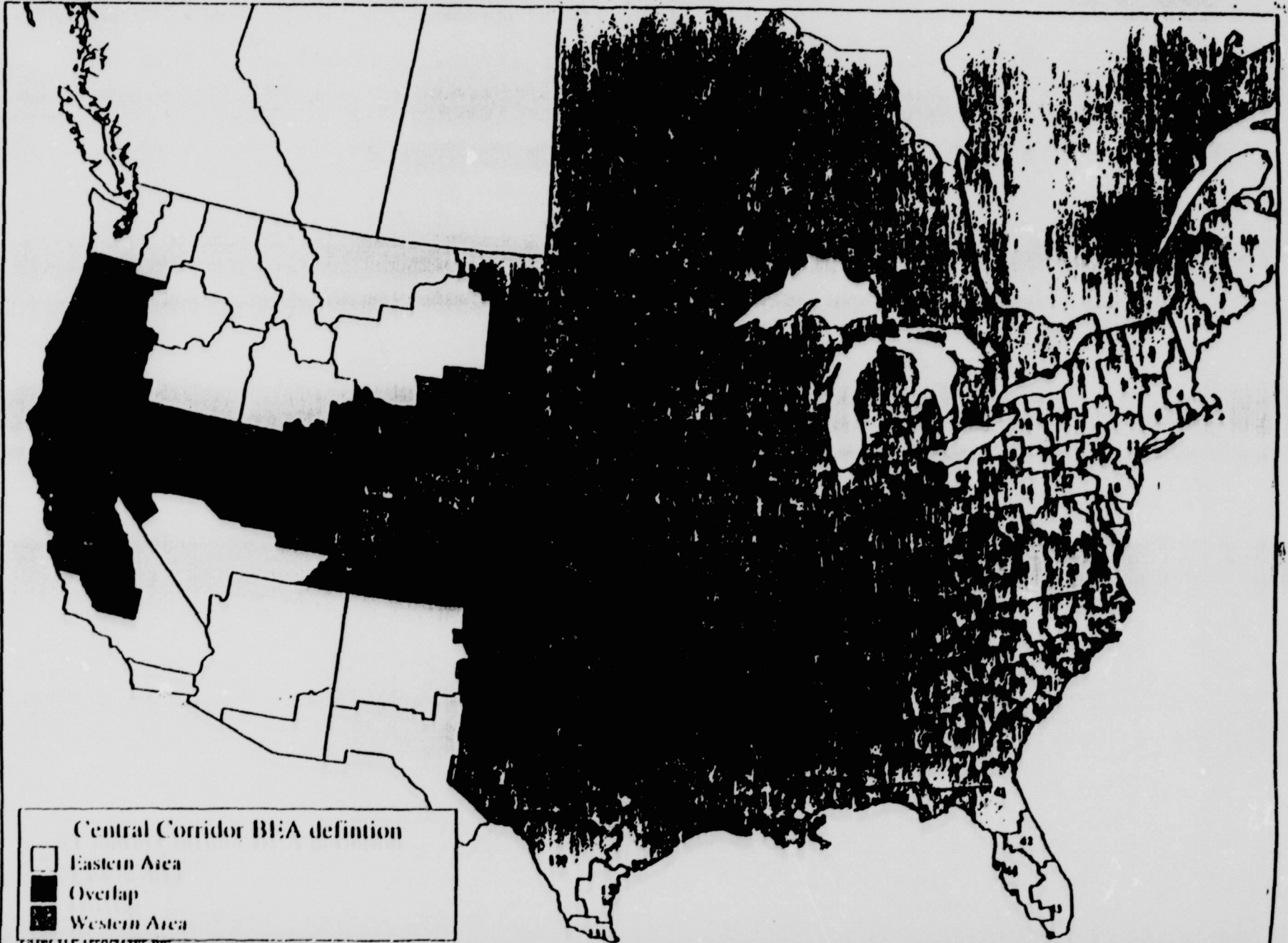
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Central Corridor: profile

trucks: 1,865,690

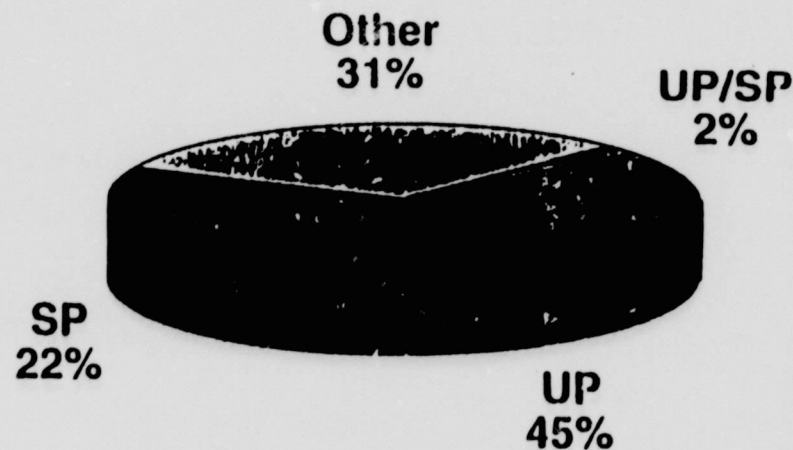
balance: 60% westbound,
40% eastbound

Five largest commodities:

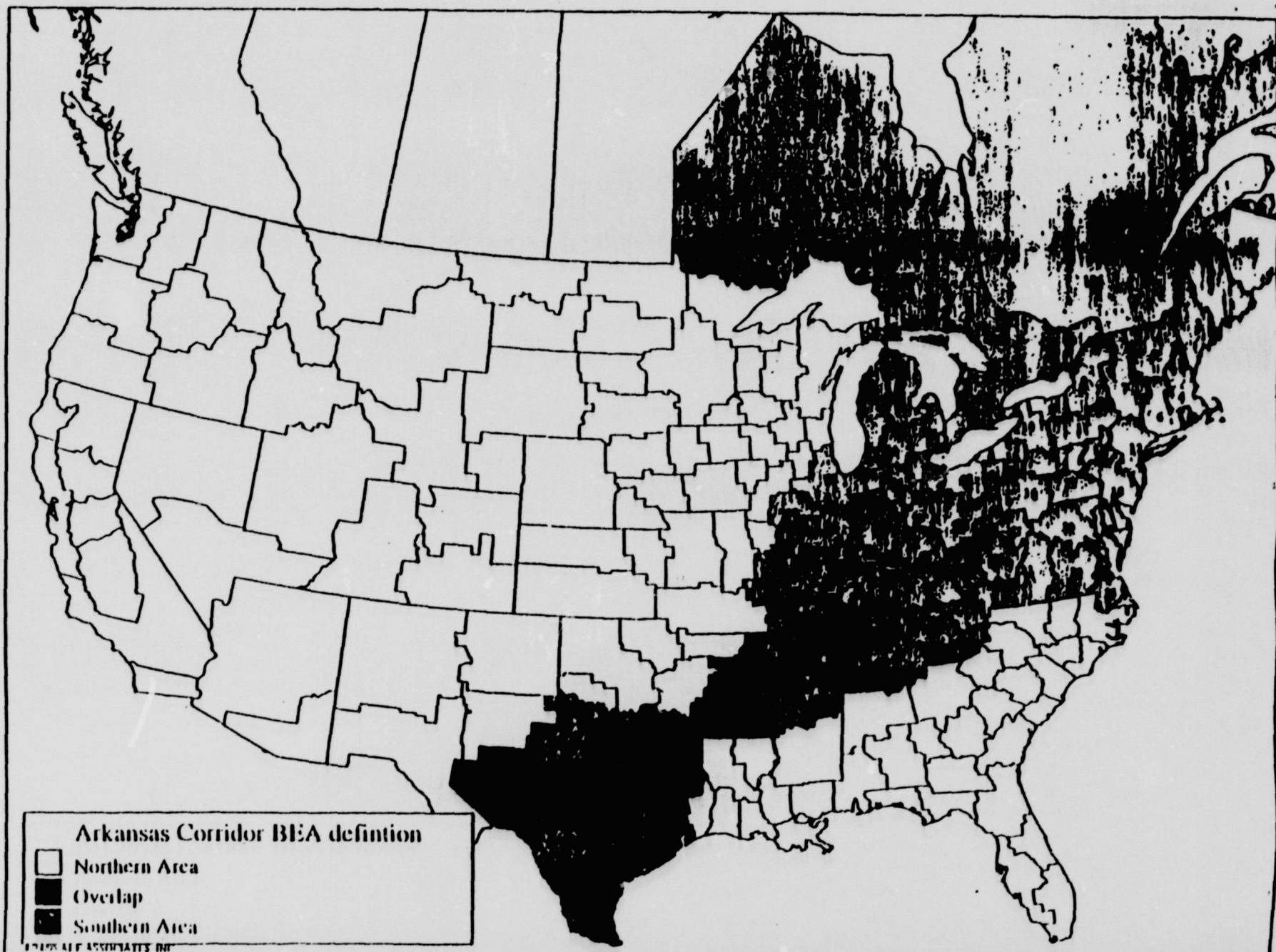
- Misc. mixed 29%
- Coal 13%
- Food or kindred 11%
- Farm products 9%
- Chemicals 8% (incl. soda ash)

- Meets HHI threshold of concern

1993 Load Shares



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Arkansas Corridor: profile

Loads: 929,410

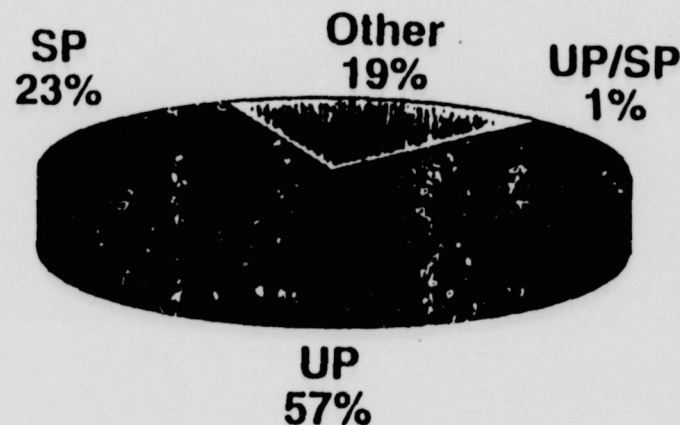
**Balance: 46% northbound,
54% southbound**

Five largest commodities:

- **Misc. mixed 19%**
- **Transport equipment 16%**
- **Chemicals 16%**
- **Lumber or wood 8%**
- **Food or kindred 7%**

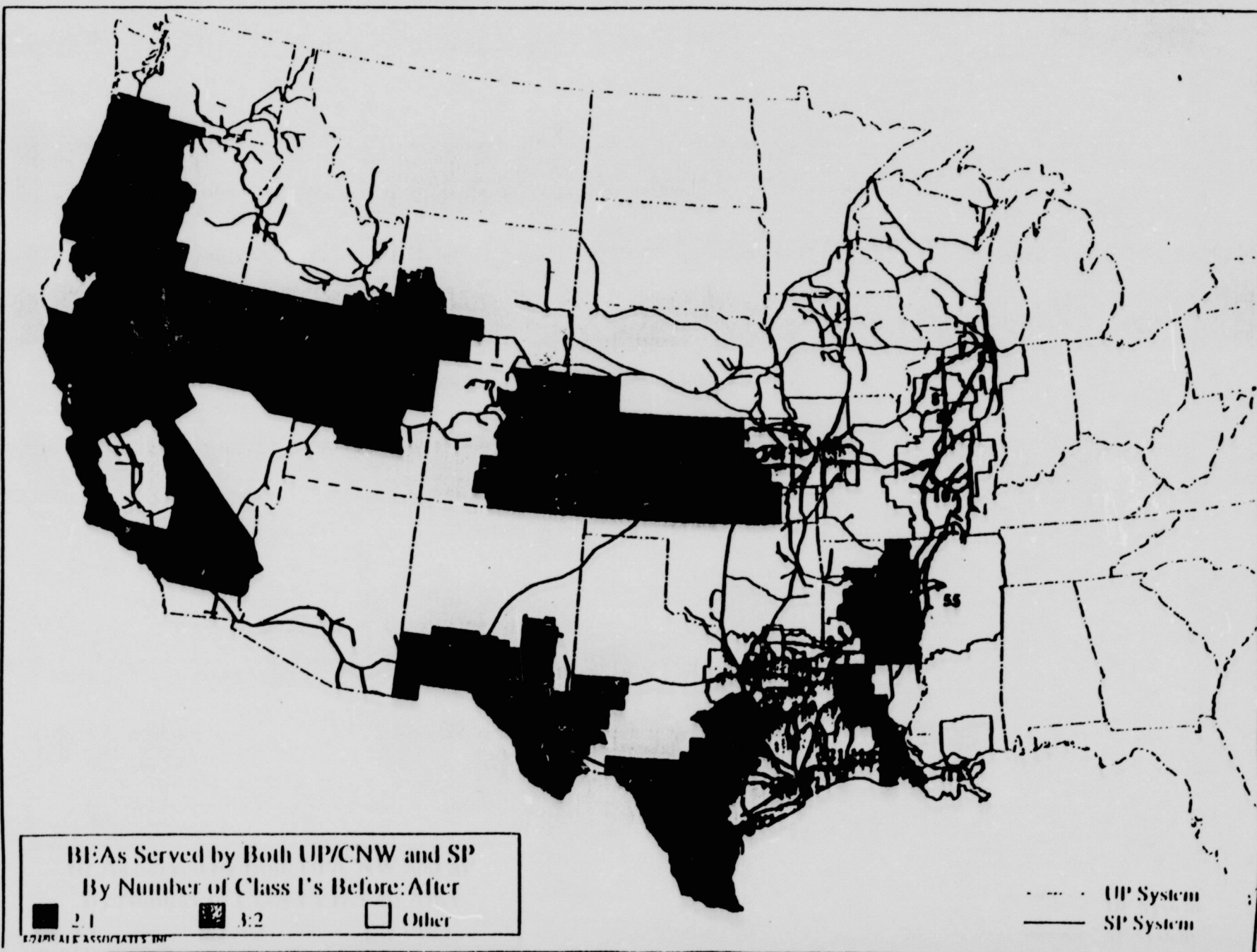
- **Meets HHI threshold of concern**

1993 Load Shares



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Point competition



As with competitors reduced to 1

	<u>1993</u> <u>Loads</u>	<u>UP</u>	<u>SP</u>	<u>Sum</u>	<u>Notes</u>
Austin, TX	59,428	77%	23%	100%	(1)
San Antonio, TX	510,195	62%	26%	88%	(2)(3)
Corpus Christi, TX	72,204	51%	31%	82%	(2)
131 Brownsville, TX	42,214	78%	22%	100%	(3)
132 Odessa-Midland, TX	29,904	100%	0%	100%	
164 Reno, NV	71,606	58%	42%	100%	
165 Salt Lake City, UT	651,413	67%	29%	96%	(4)

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

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

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

	<u>1993 Loads</u>	<u>UP</u>	<u>SP</u>	<u>Sum</u>	<u>BNSF</u>	<u>Notes</u>
Portland, OR	847,132	33%	22%	55%	44%	
San Francisco, CA	671,116	27%	41%	68%	32%	
178 Stockton, CA	245,230	41%	17%	58%	33%	(1)
180 Los Angeles, CA	2,321,027	17%	46%	63%	36%	

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

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

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

BNSF would not exceed HHI:

	<u>1993</u> <u>Loads</u>	<u>UP</u>	<u>SP</u>	<u>Sum</u>	<u>BNSF</u>	<u>Notes</u>
Tyler-Longview, TX	98,669	56%	26%	82%	17%	(1)

UP would exceed HHI:

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

Notes:

(1) After tabulating ANR & TSE loads to their (only) SP interchange; balance is KCS

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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

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Finance Docket No. 32760

Point Competition: By 6-digit SPLC

Central Corridor SPLCs

<u>SPLC</u>	<u>Loads/Yr</u>	<u>Principal Commodities</u>		
and, CA	>200,000	Misc. Mixed	Food/Kindred	Trans. Equip.
Lake City,	>100,000	Misc. Mixed	Chemicals	Food/Kindred
eva, UT	>50,000	Metallic Ores	Primary Metals	(Coal)
Provo, UT	>50,000	Coal		
Ogden, UT	>10,000	Farm Prod.	Food/Kindred	Chemicals
Little Mtn., UT	>5,000	Chemicals		
College Park, CA	>5,000	(Pulp/Paper)	(Nonmet. Min)	Food/Kindred
W. Sacramento, CA	>5,000	Food/Kindred	Lumber/Wood	

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

HIGHLY CONFIDENTIAL
Finance Docket No. 32760

South Texas SPLCs

<u>SPLC</u>	<u>Loads/Yr</u>	<u>Principal Commodities</u>	
San Antonio, TX	>100,000	Coal	Misc. Mixed
San Marcos Christi,	>25,000	Farm Products	Nonmetal Min. (Petrol. Prod.)
Waco, TX	>10,000	(Farm Prod.)	(Trans. Equip.) Chemicals
Baytown, TX	>10,000	Petrol. Prod.	Chemicals
Orange, TX	>10,000	Chemicals	
Amelia, TX	>5,000	Chemicals	
Waco, TX	>5,000	Pulp/Paper	Waste/Scrap (Chemicals)
Tyler, TX	>5,000	Nonmet. Min.	Chemicals

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

HIGHLY CONFIDENTIAL
Finance Docket No. 32760

Arkansas Corridor and Other SPLCs

Arkansas Corridor

	<u>Loads/Yr</u>	<u>Principal Commodities</u>		
f, AR	>25,000	Pulp/Paper	(2 others)	Chemicals
Rock,	>10,000	(Forw/Mixed)	Farm Prod.	(Food/Kindred)

Other

<u>SPLC</u>	<u>Loads/Yr</u>	<u>Principal Commodities</u>		
Lake Charles, LA	>10,000	Chemicals	Food/Kindred	Lumber/Wood
Ontario, CA	>10,000	Farm Prod.	Food/Kindred	Pulp/Paper
Wilmington, CA	>5,000	(Trans. Equip)	(Petrol. Prod.)	Lumber/Wood
Vernon, CA	>5,000	Food/Kindred	Nonmet. Min.	

Other SPLCs over 5,000 loads (BNSF already serve, or no particular commodity where UP/SP exceeds IIII):
Beaumont TX, Shreveport, LA, Topeka, KS, Warm Springs, CA, Modesto, CA, Carrollton, TX, Colton, CA

Gateway Competition

(to be added)

HIGHLY CONFIDENTIAL
Finance Docket No. 32760

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 aggitate***
 - ***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***

STB

FD

32760

4-26-96

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Item No. _____

Page Count 6Apr # 365

BLACKWELL

TORNEYS AT LAW

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PHILIP A. BANGERT*
 NATHAN J. BAYER
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 JOHN W. BUTLER
 CINDY G. BUYS
 MARC J. FINK
 R. FREDERIC FISHER*
 JEFFREY F. LAWRENCE
 ANNE E. MICKEY
 STEVEN Y. QUAN
 WAYNE R. ROHDE
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 DAVID F. SMITH

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

WRITER'S DIRECT DIAL NO.

(202) 463-2510

April 26, 1996

*ADMITTED IN CA ONLY

*ADMITTED IN MD ONLY

By Hand

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

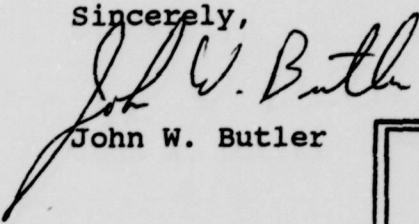
Re: Finance Docket No. 32760 -- Union Pacific Corp.,
et al. -- Control and Merger -- Southern Pacific
 Rail Corp., et al.

Dear Mr. Williams:

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,


 John W. Butler

Enclosure

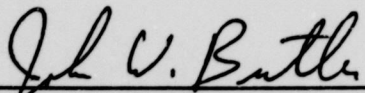
ENTERED
 Office of the Secretary

APR 29 1996

5 Part of
 Public Record

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.



John W. Butler

SERVICE LIST

Timm R. Adams
Chairman, Idaho Barley Commission
1199 Main Street, Suite G
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Placer County Counsel
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Auburn, CA 95603

Terry L. Claassen
President, Corn Refiners Association
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Paul M. Donovan
LaRoe, Winn, Moerman & Donovan
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Washington, D.C. 20016

Steven J. Kalish, Esq.
McCarthy, Sweeney & Harkaway, P.C.
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Washington, D.C. 20006

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Planning Director fo the City of
Alturas and County of Modoc
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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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U.S. Army Legal Services Agency
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Asistant General Counsel
Enterprise Products Company
2727 North Loop West
Houston, TX 77210

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Washington, D.C. 20090

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Assistant to President
International Brotherhood of Boilermakers &
Blacksmiths
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Kansas City, KS 66101

Michael Mattia
Institute of Scrap Recy.
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Washington, D.C. 20005

Clarence R. Ponsler
General Chairman
General Committee of Adjustment
United Transportation Union
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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

SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760

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

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

**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)**
- 6. Notice of Intent to Participate.
January 16, 1996 (IBT-6)**
- 7. Statement of the International Brotherhood of Teamsters
in Support of the Western Shippers' Coalition's Motion
for Enlargement of the Procedural Schedule.
January 25, 1996 (IBT-7)**

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**

STB FD 32760

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Apr #372

HOPKINS & SUTTER

(A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS)

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

CHICAGO OFFICE THREE FIRST NATIONAL PLAZA 60402
DALLAS OFFICE 3700 BANK ONE CENTER 1717 MAIN STREET 75201



Office of the Secretary

APR 29 1996

ALICIA M. SERFATY
(202) 835-8049

part of
Public Record

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.

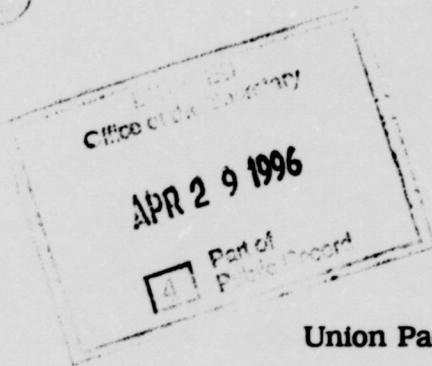
Please date-stamp the extra copy provided and return it with our messenger.
Thank you.

Sincerely,

Alicia M. Serfaty

AMS/lb
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 --

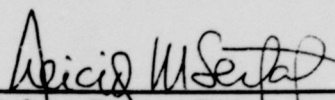
Southern Pacific Rail Corporation, Southern Pacific
Transportation Company, St. Louis Southwestern
Railway Company, SPCSL Corp. and the Denver and Rio Grande
Western Railroad Company

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 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).

- (5) 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

STB

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32760

4-26-96

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Item No. _____
Page Count 2
Apr. # 371

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HOLLINS & SUTTER
(A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS)

888 SIXTEENTH STREET, N.W., WASHINGTON, D.C. 20006 (202) 835-8000
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DALLAS OFFICE 3700 BANK ONE CENTER 1717 MAIN STREET 75201

Office of the Secretary

APR 29 1996

ALICIA M. SERFATY
(202) 835-8049 Part of



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

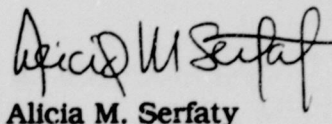
Re: Union Pacific Corp. et al. - Control & Merger -
Southern Pacific Rail Corp., et al., Finance Docket No. 32760

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,

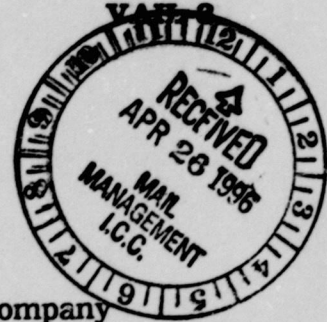

Alicia M. Serfaty

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

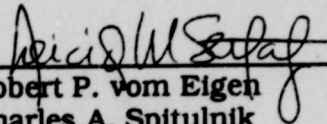
-- Control and Merger --

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. vom Eigen
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.

Item No. _____

Page Count .2

Apr #373

ROHMANS & SUTTER

(A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS)

888 SIXTEENTH STREET, N.W., WASHINGTON, D.C. 20006 (202) 835-8000
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DALLAS OFFICE 5700 BANK ONE CENTER 1717 MAIN STREET 75201



Office of the Secretary

APR 29 1996

Part of
ALICIA M. SERFATY
(202) 835-8049

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/lb

Enclosure

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

BEFORE THE
SURFACE TRANSPORTATION BOARD

SCRR-5

Finance Docket No. 32760

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

-- Control and Merger --

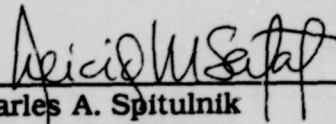
Southern Pacific Rail Corporation, Southern Pacific
Transportation Company, St. Louis Southwestern
Railway Company, SPCSL Corp. and the Denver and Rio Grande
Western Railroad Company



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).



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

STB

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Item No. _____

Page Count 3

Apr #364

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

Finance Docket No. 32760

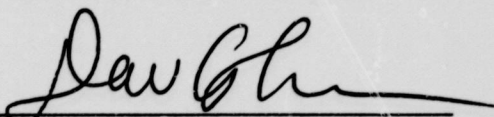
UNION PACIFIC CORPORATION, et al.
--CONTROL AND MERGER--
SOUTHERN PACIFIC RAIL CORPORATION, et



CERTIFICATION OF SERVICE

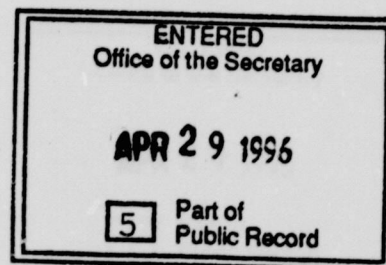
Pursuant to the decision of the Surface
Transportation Board, served April 24, 1996, Decision
No. 32, copies of the attached Notice of Intent to
Participate were served upon all newly added parties of
record listed in the April 24, 1996 decision by first-
class mail, postage prepaid.

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



David A. Ashmore

orig. signature



ACC-1

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

Finance Docket No. 32760

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



NOTICE OF INTENT
TO PARTICIPATE

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

Respectfully submitted,

ARCO CHEMICAL COMPANY

By its attorneys,

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

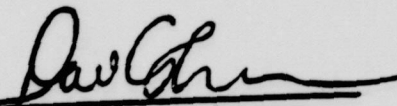
Michael N. Sohn
Paul T. Denis
David A. Ashmore
ARNOLD & PORTER
555 Twelfth Street, N.W.
Washington, D.C. 20004
Tel.: (202) 942-5000

Dated: January 16, 1996

CERTIFICATION OF SERVICE

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

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


David A. Ashmore

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4-26-96

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82802

Item No. _____

Page Count 3

LAW OFFICES

Apr # 3162

ATT & RASENBERGER, L.L.P.

606 SEVENTEENTH STREET, N.W.
WASHINGTON, D.C. 20006-3939

TELEPHONE : (202) 298-8660

FACSIMILES: (202) 342-0683

(202) 342-1316

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
Transp. Co., St. Louis Southwestern Rw. Co., SPCSL
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,

Jennifer P. Oakley
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**

<u>Designation</u>	<u>Date</u>	<u>Description</u>
IPC-1	Dec. 29, 1995	Notice of Intent of Idaho Power Company to Participate
SPP-1	Dec. 7, 1995	Notice of Intent of Sierra Pacific Power Company to Participate
SPP-2	Dec. 20, 1995	Request to place Representatives of Sierra Pacific Power Company on the Restricted Service List
SPP-3	Dec. 22, 1995	First Request of Sierra Pacific Power Company and Idaho Power Company to Applicants for the Production of Documents
SPP-4	Dec. 22, 1995	First Interrogatories of Sierra Pacific Power Company and Idaho Power Company to Applicants
*	Feb. 26, 1996	List of Numbered Pleadings by Sierra Pacific Power Company Served on all PORs
SPP-5	Mar. 4, 1996	Sierra Pacific's Objections to Applicants' First Set of Interrogatories and Request for the Production of Documents
SPP-6	Mar. 11, 1996	List of Numbered Pleadings by Sierra Pacific Power Company Served on PORs Listed in Decision No. 17
SPP-7	Mar. 12, 1996	Response of Sierra Pacific Power Company to the Applicants' First Interrogatories and Request for Production of Documents
SPP-8	Mar. 18, 1996	Response of Sierra Pacific Power Company to the Applicants' Appeal of the ALJ's Order Restricting Applicants' Discovery
SPP-9	Mar. 26, 1996	List of Numbered Pleadings by Sierra Pacific Power Company Served on PORs Listed in Decision No. 26

SPP-10	Mar. 29, 1996	Sierra Pacific Power Company Request for Conditions and Comments
SPP-11	Apr. 9, 1996	Response of Sierra Pacific Power Company to the Applicants' Second Interrogatories and Request for Production of Documents
SPP-12	Apr. 11, 1996	Response of Sierra Pacific Power Company to the Applicants' Fourth Interrogatories and Request for Production of Documents
SPP-13	Apr. 19, 1996	Response of Sierra Pacific Power Company to the Applicants' Twelfth Interrogatories and Request for Production of Documents
SPP-14	Apr. 26, 1996	List of Numbered Pleadings by Sierra Pacific Power Company Served on PORs Listed in Decision No. 32

* Document not numbered

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Item No. _____

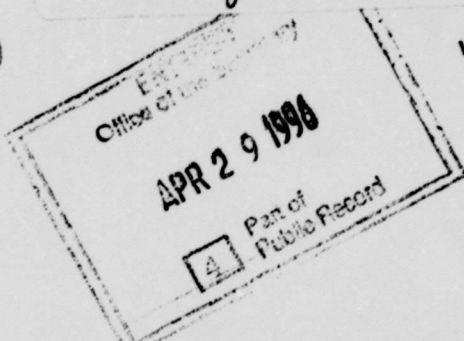
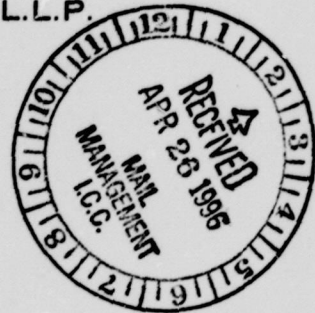
82801

Page Count 4

LAW OFFICES

Apr #361 SCUTT & RASENBERGER, L.L.P.

888 SEVENTEENTH STREET, N.W.
WASHINGTON, D.C. 20006-3939
TELEPHONE : (202) 298-8660
FACSIMILES: (202) 342-0683
(202) 342-1316



April 26, 1996

TM-32

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:

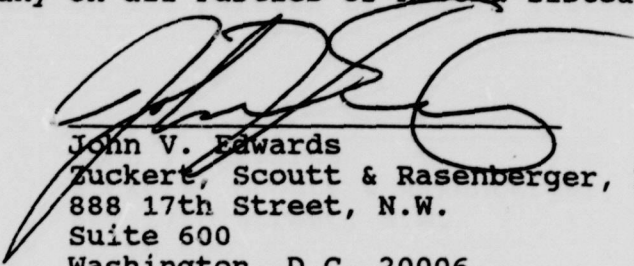
Richard A. Allen
Andrew R. Plump
John V. Edwards
Zuckert, Scoutt & Rasenberger, LLP
888 17th Street, N.W.
Suite 600
Washington, D.C. 20006

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, Scoutt & Rasenberger, LLP
888 17th Street, N.W.
Suite 600
Washington, D.C. 20006

List of Numbered Pleadings for
THE TEXAS MEXICAN RAILWAY COMPANY

Designation	Date	Description
TM-1	Aug. 28, 1995	Notice of Intent to Participate
TM-2	Sept. 18, 1995	Comments of the Texas Mexican Railway Company in Opposition to the Proposed Procedural Schedule
TM-3	Dec. 7, 1995	Request to place Representatives of the Texas Mexican Railway Company on the Restricted Service List
TM-4	Dec. 18, 1995	The Texas Mexican Railway Company's First Interrogatories to the Applicants
TM-5	Dec. 18, 1995	The Texas Mexican Railway Company's First Request to the Applicants for the Production of Documents
TM-6	Jan. 24, 1996	The Texas Mexican Railway Company's Comments in Support of the Motion of the Western Shippers Coalition for Enlargement of the Procedural Schedule
TM-7	Jan. 29, 1996	The Texas Mexican Railway Company's Description of Anticipated Responsive Application
TM-8	Jan. 29, 1996	The Texas Mexican Railway Company's Petition for Waiver or Clarification
TM-9	Feb. 2, 1996	The Texas Mexican Railway Company's Second Interrogatories to the Applicants
TM-10	Feb. 2, 1996	The Texas Mexican Railway Company's Second Request to the Applicants for the Production of Documents
TM-11	Feb. 5, 1996	The Texas Mexican Railway Company's First Interrogatories to Burlington Northern Santa Fe
TM-12	Feb. 5, 1996	The Texas Mexican Railway Company's First Request to Burlington Northern Santa Fe for the Production of Documents

List of Numbered Pleadings for
THE TEXAS MEXICAN RAILWAY COMPANY

Designation	Date	Description
TM-13	Feb. 26, 1996	List of Numbered Pleadings by the Texas Mexican Railway Company served on all PORs
TM-14	Feb. 26, 1996	The Texas Mexican Railway Company's Third Interrogatories to the Applicants
TM-15	Feb. 26, 1996	The Texas Mexican Railway Company's Third Request to the Applicants for the Production of Documents
TM-16	Mar. 4, 1996	Objections of the Texas Mexican Railway Company to the Applicants' First Set of Interrogatories and Request for Production of Documents
TM-17	Mar. 4, 1996	Objections of the Texas Mexican Railway Company to the First Interrogatories and Request for Production of Documents of the Burlington Northern Railroad Company and the Atchison, Topeka and Santa Fe Railway Company
TM-18	Mar. 11, 1996	List of Numbered Pleadings by the Texas Mexican Railway Company served on all PORs listed in Decision No. 17
TM-19	Mar. 12, 1996	Response of the Texas Mexican Railway Company to the Applicants' First Interrogatories and Request for the Production of Documents
TM-20	Mar. 12, 1996	Response of the Texas Mexican Railway Company to the First Interrogatories and Request for the Production of Documents of the Burlington Northern Railroad Company and the Atchison, Topeka and Santa Fe Railway Company
TM-21	Mar. 18, 1996	Response of the Texas Mexican Railway Company to the Applicants' Appeal of the ALJ's Order Restricting Applicants' Discovery

List of Numbered Pleadings for
THE TEXAS MEXICAN RAILWAY COMPANY

Designation	Date	Description
TM-22	Mar. 26, 1996	List of Numbered Pleadings by the Texas Mexican Railway Company served on all PORs listed in Decision No. 26
TM-23	Mar. 29, 1996	Responsive Application of the Texas Mexican Railway Company
TM-24	Mar. 29, 1996	Application for Terminal Trackage Rights
TM-25	Apr. 9, 1996	Response of the Texas Mexican Railway Company to Applicants' Second Set of Interrogatories and Request for the Production of Documents
TM-26	Apr. 12, 1996	Supplemental Comments of Shippers in Support of the Responsive Application of the Texas Mexican Railway Company
TM-27	Apr. 12, 1996	Supplemental Responses of the Texas Mexican Railway Company to the Applicants' First and Second Set of Interrogatories and Request for the Production of Documents
TM-28	Apr. 12, 1996	Errata to Certain Verified Statements Contained in the Responsive Application of the Texas Mexican Railway Company
TM-29	Apr. 12, 1996	Response of the Texas Mexican Railway Company to the Applicants' Fifth Set of Interrogatories and Request for the Production of Documents
TM-30	Apr. 23, 1996	Response of the Texas Mexican Railway Company to the Applicants' Fourteenth Set of Interrogatories and Request for the Production of Documents
TM-31	Apr. 26, 1996	Second Errata to Certain Verified Statements Contained in the Responsive Application of the Texas Mexican Railway Company

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Item No. _____

Page Count 2

Apr. # 359

82793

HOPKINS & SUTTER

(A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS)

888 SIXTEENTH STREET, N.W., WASHINGTON, D.C. 20006 (202) 835-8000
FACSIMILE (202) 835-1136

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

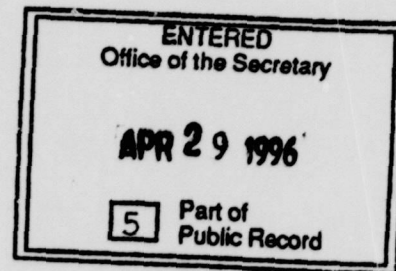


ALICIA M. SERFATY
(202) 835-8049

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



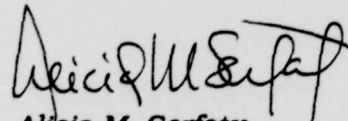
Re: Union Pacific Corp. et al. - Control & Merger -
Southern Pacific Rail Corp., et al., Finance Docket No. 32760

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/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

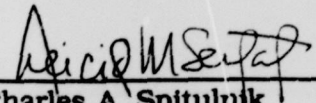
-- Control and Merger --

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 Intermountain Power Agency ("IPA"):

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



Charles A. Spitulnik
Alicia M. Serfaty

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

Counsel for Intermountain Power Agency

STB

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32760

4-25-96

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82781

Item No. _____

Page Count 6

Apr #358

82781

APR 2 1977

INTERSTATE
COMMERCE COMMISSION
STEPHEN HUT, JR.
DIRECTOR (202)
663-6235

CUTLER & PICKERING
2445 M STREET, N.W.
WASHINGTON, D.C. 20037-1420

TELEPHONE (202) 663-6000
FACSIMILE (202) 663-6363

4 CARLTON GARDENS
LONDON SW1Y 5AA
TELEPHONE 011 (4471) 839-4466
FACSIMILE 011 (4471) 839-3537

RUE DE LA LOI 15 WETSTRAAT
B-1040 BRUSSELS
TELEPHONE 011 (322) 231-0903
FACSIMILE 011 (322) 230-4322

FRIEDRICHSTRASSE 95
BRIEFKASTEN 29
D-10117 BERLIN
TELEPHONE 011 (4930) 2643-3601
FACSIMILE 011 (4930) 2643-3630

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



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

Dear Secretary Williams:

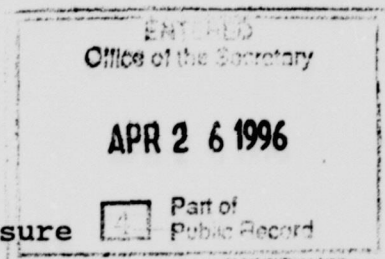
This certifies that I served the attached list of
Conrail pleadings in conformity with Decision No. 32 (April 23,
1996) on the parties of record identified in Decision No. 32.

Sincerely,

A. Stephen Hut, Jr.
A. Stephen Hut, Jr.

Counsel for Consolidated
Rail Corporation

Enclosure



WILMER, CUTLER & PICKERING

2445 M STREET, N.W.
WASHINGTON, D.C. 20037-1420

TELEPHONE (202) 663-6000
FACSIMILE (202) 663-6363

A. STEPHEN HUT, JR.
DIRECT LINE (202)
663-6235

4 CARLTON GARDENS
LONDON SW1Y 5AA
TELEPHONE 011 (4471) 839-4466
FACSIMILE 011 (4471) 839-3537

RUE DE LA LOI 15 WETSTRAAT
B-1040 BRUSSELS
TELEPHONE 011 (322) 231-0903
FACSIMILE 011 (322) 230-4322

FRIEDRICHSTRASSE 95
BRIEFKASTEN 29
D-10117 BERLIN
TELEPHONE 011 (4930) 2643-3601
FACSIMILE 011 (4930) 2643-3630

April 25, 1996



TO: All Parties of Record

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

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 Corporations First Requests to BNSF Corporation for the Production of Documents, dated December 28, 1995 ("CR-5");
6. Notice of Consolidated Rail Corporation of Intent to Participate, dated January 16, 1996 ("CR-6");
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");
 9. Consolidated Rail Corporation's Third Request for Applicants for the Production of Documents, dated February 7, 1996 ("CR-9");
 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");
 13. Consolidated Rail Corporation's First Request for Inspection of Applicants' Property, dated February 26, 1996 ("CR-13");
 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");
 15. Certificate of Service, dated February 26, 1996 ("CR-15")
 - 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");^{1/}
 16. Consolidated Rail Corporation's Objections to Burlington Northern Railroad Company and the Atchison, Topeka and Santa Fe Railway Company's, First Set of

^{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");

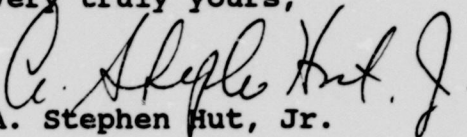
17. Reserved
18. Consolidated Rail Corporation's Responses to Applicants' First Set of Interrogatories and Requests for Production of Documents, dated March 12, 1996 ("CR-18");
19. Consolidated Rail Corporation's Responses to Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company's First Set of Interrogatories and Document Production Requests, dated March 12, 1996 ("CR-19");
20. Consolidated Rail Corporation's Reply to Applicants' Appeal from Judge Nelson's March 8, 1996 Discovery Rulings, dated March 18, 1996 ("CR-20");
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");
28. Joint Motion of the National Industrial Transportation League, The Society of the Plastics Industry, Inc., The Western Shippers' Coalition, Dow Chemical Company, International Paper Company, Kennecott Energy Company, The Kansas City Southern Railway Company, and Consolidated Rail Corporation for Clarification of Decision No. 6, dated April 10, 1996 ("NITL-13, SPI-14, WSC-14, DOW-15, IP-13, KENN-14, KCS-36, CR-28");
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 handwritten signature in cursive script, appearing to read "A. Stephen Hut, Jr.", written in dark ink.

A. Stephen Hut, Jr.

STB

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4-25-96

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82780

ORIGINAL

LAW OFFICES

Item No. _____

DON P. MACDOUGALL

985 CONNECTICUT AVE., N. W.

WASHINGTON, D. C. 20036

TELEPHONE
AREA CODE 202
223-9738

Page Count 1

Apr #357

April 25, 1996



Mr. Vernon & Williams
Secretary
Surface Transportation Board
Washington, DC 20423

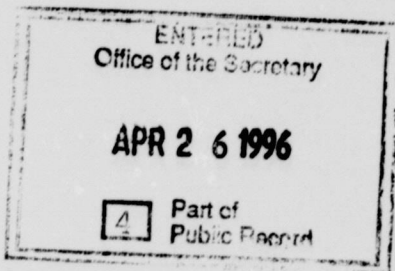
Re: F.D. No. 32760, et al.

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,

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.



STB

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32760

4-25-96

J.

82779

Item No. _____

Page Count 11

Apr # 356, BROWN & PLATT

2000 PENNSYLVANIA AVENUE, N.W.

WASHINGTON, D.C. 20006-1882

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

KELLEY E. O'BRIEN
MEMBER OF THE VIRGINIA BAR
NOT ADMITTED IN THE
DISTRICT OF COLUMBIA
202-778-0607

82779

ORIGINAL

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



April 25, 1996

VIA HAND DELIVERY

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

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

Dear Secretary Williams:

Enclosed please find the original and twenty (20) copies of a letter sent today from Erika Z. Jones to all Parties of Record Added to the Service List Pursuant to STB Decision No. 32.

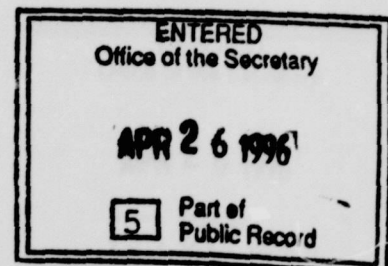
I would appreciate it if you would date-stamp the enclosed extra copy and return it to the messenger for our files.

Sincerely,

Kelley E. O'Brien

Kelley E. O'Brien

Enclosures



MAYER, BROWN & PLATT

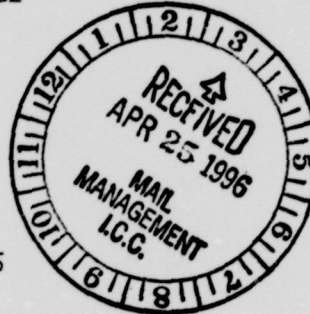
2000 PENNSYLVANIA AVENUE, N.W.

WASHINGTON, D.C. 20006-1882

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

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

ERIKA Z. JONES
202-778-0642



April 25, 1996

TO ALL PARTIES OF RECORD ADDED TO SERVICE LIST PURSUANT TO STB
DECISION NO. 32:

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

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

MAYER. BROWN & PLATT

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

All Parties of Record
April 25, 1996
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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

MAYER, BROWN & PLATT

All Parties of Record
April 25, 1996
page 4

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

MAYER, BROWN & PLATT

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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

All Parties of Record
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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-48 Response of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company to the Appeal of Entergy Services, Inc., Arkansas Power & Light Company, Gulf States Utilities Company and The Western Coal Traffic League from Administrative Law Judge Nelson's Order Denying Request to take Deposition
- 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-52 Reply to the Joint Motion of The National Industrial Transportation League, The Society of the Plastics Industry, Inc., The Western Shippers' Coalition, Dow Chemical Company, International Paper Company, Kennecott Energy Company, Consolidated Rail Corporation for Clarification of Decision No. 6

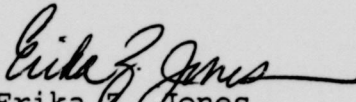
MAYER, BROWN & PLATT

All Parties of Record
April 25, 1996
page 8

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 Z. Jones

cc: The Honorable Jerome Nelson
The Honorable Vernon Williams

FAX SHEET

To: Kelley E. O'Brien

Fax #: (202) 861-0473

Firm: Mayer, Brown & Platt

Confirm #: (202) 778-0607

From: _____

Pages: 1

**REQUEST FOR BN/SANTA FE PLEADINGS IN
FINANCE DOCKET NO. 32760**

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)

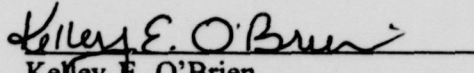
SF- _____
(list SF-# Pleading #'s Requested)

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

STB FD 32760

4-25-96

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Item No. _____

Page Count 8

W
ATTOR

Apr. #352

N & KIDER

OFESSIONAL CORPORATION

1350 NEW YORK AVENUE, N.W., SUITE 800

WASHINGTON, D.C. 20005-4797

(202) 628-2000

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ELLEN A. GOLDSTEIN*
DON J. HALPERN
CHRISTOPHER E. KACZMAREK*
MITCHEL H. KIDER
SHERRI L. LEDNER
PAUL C. OAKLEY*
BRUCE E. PRIDDY*
MARK H. SIDMAN
RUGENIA SILVER
HARVEY E. WEINER
JOSEPH F. YENOUSKAS

*NOT ADMITTED IN D.C.

April 25, 1996

BY HAND DELIVERY

MRL-17

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



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

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.

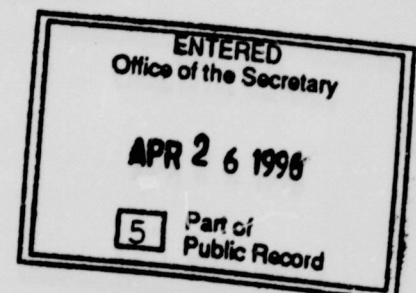
Please acknowledge receipt of this letter and filing by date-stamping the enclosed acknowledgment copy and returning it to our messenger.

Very truly yours,

Jo A. DeRoche

Jo A. DeRoche

Enclosure

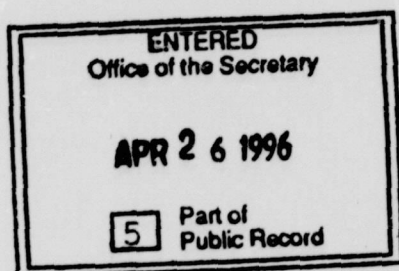


BEFORE THE
SURFACE TRANSPORTATION BOARD

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

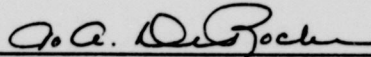
In accordance with the Surface Transportation Board's Decision No. 32 in the above-captioned proceeding, Montana Rail Link ("MRL") has updated its service list. As of April 25, 1996, MRL has filed the following documents in Finance Docket 32760.

<u>Document No.</u>	<u>Document</u>	<u>Date Filed</u>
MRL-1	January 16, 1996 Notice of Intent to Participate	1/16/96
MRL-2	Description of Anticipated Inconsistent or Responsive Application	1/29/96
MRL-3	Petition for Clarification or Waiver	1/29/96
MRL-4	Notice to Parties of Filings Submitted in Proceeding So Far	2/26/96
MRL-5	Opposition to Applicants' Interrogatories	3/4/96

MRL-6	Opposition to BN Interrogatories	3/4/96
MRL-7	March 5, 1996 Clarification of Colorado Map	3/7/96
MRL-8	Response and Objections to Applicants' Discovery	3/12/96
MRL-9	Response and Objections to BN/Santa Fe's Discovery	3/12/96
MRL-10	Responsive Application	3/29/96
MRL-11	Phase 2 Response to Applicants' First Set of Interrogatories and Requests for Production of Documents	4/1/96
MRL-12	Response of MRL to Applicants' Second Set of Interrogatories and Requests for Production of Documents	4/9/96
MRL-13	Response of MRL to Applicants' Fifth Set of Interrogatories and Requests for Production of Documents	4/15/96
MRL-14	Response of MRL to Applicants' Eighth Set of Interrogatories and Requests for Production of Documents	4/17/96
MRL-15	Response of MRL to Allied Rail Unions First Set of Interrogatories and Requests for Production of Documents	4/18/96
MRL-16	Errata to Responsive Application	4/22/96
MRL-17	List of Pleadings Filed to Date	4/25/96
MRL-18	Supplemental Response to Applicants' Eighth Set of Interrogatories and Request for Production of Documents	4/25/96
MRL-19	Response to Applicants' Fourteenth Set of Discovery Requests	4/25/96

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:

Arvid E. Roach, II, Esq.
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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
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Southern Pacific Transportation Company
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Terry L. Claassen
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Paul M. Donovan
LaRoe, Winn, Moerman & Donovan
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Washington, D.C. 20016

Steven J. Kalish, Esq.
McCarthy, Sweeney & Harkaway, P.C.
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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
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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

Eileen S. Stommes
P.O. Box 96456
Washington, D.C. 20090-6456

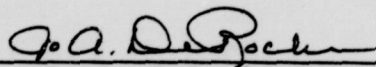
Joseph A. Stinger
Assistant to President
International Brotherhood of Boilermakers
& Blacksmiths
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Kansas City, KS 66101

Michael Mattia
Director - Risk Management
Institute of Scrap Recycling Industries, Inc.
1325 G Street, NW
Washington, D.C. 20005

Clarence R. Ponsler
General Chairman
General Committee of Adjustment
United Transportation Union
1017 W. Main Street
Belleville, IL 62220

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Daniel A. LaKemper
General Counsel
Pioneer Railcorp.
1318 S. Johanson Road
Peoria, IL 61607



Jo A. DeRoche

April 25, 1996

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Item No. _____ LLIAMS

Page Count 3

Apr #342

HARRIS CUNNINGHAM

ATTORNEYS AT LAW
SUITE 600

1300 NINETEENTH STREET, N.W.
WASHINGTON, D.C. 20036-1609

202 973-7600

FACSIMILE 202 973-7610

WRITER'S DIRECT DIAL **ENTERED**
(202) 973-7617 Office of the Secretary

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April 23, 1996

1800 ONE COMMERCE SQUARE
2005 MARKET STREET
PHILADELPHIA, PA 19103-7042
215 851-8700
FACSIMILE 215 851-6710

VIA FACSIMILE

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



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

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 DELIVER TO: HON. VERNON WILLIAMS

1 OF 3 APR 23 96

Office of the Secretary

APR 25 1996

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1300 Nineteenth St. NW
Suite 600
Washington, DC 20036-1609
Telephone (202) 973-7600
Telecopier (202) 973-7610

April 23, 1996

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From: **Paul A. Cunningham/Gerald P. Norton**
Telephone Number: **(202) 973-7601/7605**

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Transmitted by _____



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Honorable Vernon Williams
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Thomas Wilcox
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A. Stephen Hut
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3 OF 3 APR 23 96

HARKINS CUNNINGHAM

The Honorable Jerome Nelson
April 23, 1996
Page 2

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

Yours truly,

John B. Bulgozdy
John B. Bulgozdy

cc: Restricted Service List

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32760

4-11-96

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Item No. _____

Page Count 1

Apr #268

UKINS CUNNINGHAM

ATTORNEYS AT LAW

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1300 NINETEENTH STREET, N.W.

WASHINGTON, D.C. 20036-1609

202 973-7600

FACSIMILE 202 973-7610



WRITER'S DIRECT DIAL

(202) 973-7605

1800 ONE COMMERCE SQUARE

2005 MARKET STREET

PHILADELPHIA, PA 19103-7042

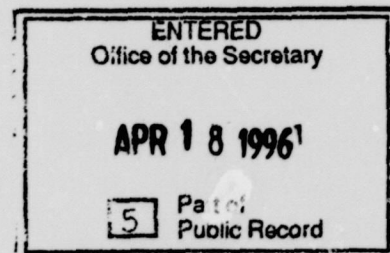
215 851-6700

FACSIMILE 215 851-6710

April 11, 1996

HAND DELIVERED

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

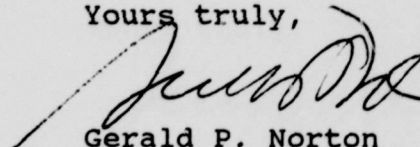


Re: Finance Docket No. 32760, Union Pacific Corp.,
et al. -- Control & Merger -- Southern Pacific
Corp., et al.

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

STB

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32760

4-5-96

J

81536

Item No. _____

Page Count 3

Apr #207

ARKINS CUNNINGHAM

ATTORNEYS AT LAW

SUITE 600

1300 NINETEENTH STREET, N.W.

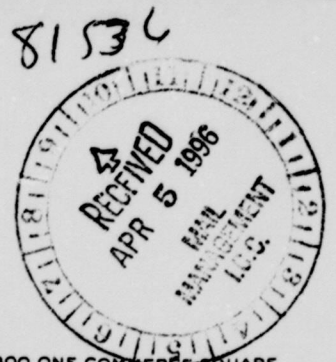
WASHINGTON, D.C. 20036-1609

202 973-7600

FACSIMILE 202 973-7610

WRITER'S DIRECT DIAL

(202) 973-7605



1800 ONE COMMERCE SQUARE

2005 MARKET STREET

PHILADELPHIA, PA 19103-7042

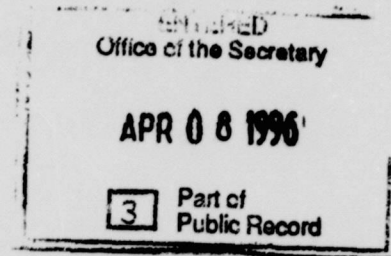
215 851-6700

FACSIMILE 215 851-6710

April 5, 1996

HAND DELIVERED

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

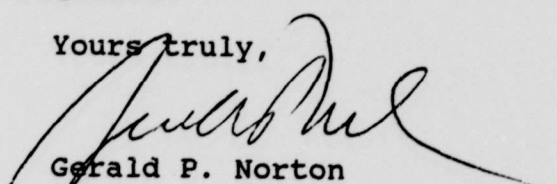


Re: Finance Docket No. 32760, Union Pacific Corp.,
et al. -- Control & Merger -- Southern Pacific
Corp., et al.

Dear Mr. Williams:

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,


Gerald P. Norton

Enclosures

Finance Docket No. 32760

Applicants' Second Set of Discovery Requests (Corrected)

PARTY	INT.	DOC. REQ.
Ariz. Elec.	1, 8-10, 12, 18	1-21, 23-26, 29, 31-32, 40, 42, 44-45, 53
Cen-Tex	1, 3, 5, 8-12, 25-30	1-26, 29-32, 35, 39, 40, 53, 62-63
CMA	1, 8-9, 12-14, 22	1-20, 24-26, 29-32, 40, 53, 57
CCRT	1, 8-9, 12-13	1-20, 24-26, 29, 31-32, 40, 53
Conrail	1-12, 15-16, 31	1-41, 53, 64-66
Dow Chem.	1, 8-10, 12	1-21, 23-26, 29-32, 40, 53, 55-56
Entergy P&L	1, 8-10, 12	1-21, 23-26, 29, 31-32, 40, 42, 46, 53
Ill. Power	1, 8-10, 12, 18	1-21, 23-26, 29, 31-32, 40, 42, 49, 53
Int'l Paper	1, 8-10, 12	1-21, 23-26, 29, 31-32, 40, 53
KCS	1-5, 8-12, 17, 21, 31	1-22, 23-26, 29-33, 35, 38-40, 53, 65-66
Kennecott	1, 8-10, 12, 18	1-21, 23-26, 29, 31-32, 40, 42-43, 53
Mont. Rail Link	1, 3, 5, 8-12	1-26, 29-32, 35, 39-40, 53
NITL	1, 8-9, 12-14, 19-20, 22	1-20, 24-26, 29, 31-33, 38, 40, 53, 57
Sierra Pac.	1, 8-10, 12, 18	1-21, 23-26, 29, 31-32, 40, 42, 52-53
SPI	1, 8-9, 12-14, 19-20, 22	1-20, 24-26, 29-32, 40, 53, 54-57
Tex. Mex.	1-3, 5, 8-12, 23-24	1-26, 29-32, 35, 39, 40, 53, 58-61
Tex. Util.	1-2, 8-10, 12, 18	1-21, 23-26, 29, 31-32, 40, 42, 47-48, 53
U. Carbide	1, 8-10, 12	1-21, 23-26, 29-32, 40, 53, 55-56
WCTL	1, 8-9, 12-14, 18, 22	1-20, 24-26, 29, 31-32, 40, 53, 57
WSC	1, 8-9, 12-13	1-20, 24-26, 29, 31-32, 40, 50, 51, 53
Wis. Elec.	1, 8-10, 12, 18	1-21, 23-26, 29, 31-32, 40, 42, 50, 53
Wis. P&L	1, 8-10, 12, 18	1-21, 23-26, 29, 31-32, 40, 42, 53
Wis. P.S.	1, 8-10, 12, 18	1-21, 23-26, 29, 31-32, 40, 42, 53

Finance Docket No. 32760

Applicants' Third Set of Discovery Requests

Party	Interrogatory	Document Request
CP&L	1-5, 7	1-34, 42-44
C.P.S. of San Antonio	1-5, 7	1-34, 42
Conrail	13-32	37-41
Dow	8-12	35-36
Enterprise	1-5	1-34, 47
Formosa	1-5	1-34, 48-50
Geon	1-5	1-34, 48-50
KCS	14-32	38-41
Montell	1-5	1-34, 48-50
Quantum	1-5	1-34, 48-51
Phillips	1-6	1-34
P.S. Colorado	1-5, 7	1-34, 42, 45
R.C. Texas	1-4	1-32, 52-53
Shell	1-5	1-34, 48-50
TVA	1-5, 7	1-34, 42, 46

STB

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32760

4-4-96

J

81394

Item No. _____

Page Count 4

Apr #192

81394

MECONI & JACKSON

ATTORNEYS AT LAW

718 MAIN STREET

CAÑON CITY, COLORADO 81212

TELEPHONE (719) 275-7551

ROCCO F. MECONI
BRENDA L. JACKSON

LARRY R. BOWLING

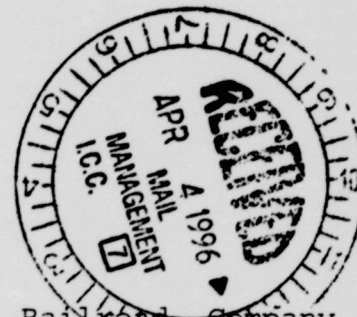
MAILING ADDRESS:

P. O. BOX 1540

CAÑON CITY, CO 81215-1540

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**,
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.

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 81215-0510

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.

ENTERED
Office of the Secretary
APR 8 1996
5 Part of Public Record

MECONI & JACKSON
ATTORNEYS AT LAW

Secretary Vernon A. Williams
March 25, 1996
Page Two.

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.

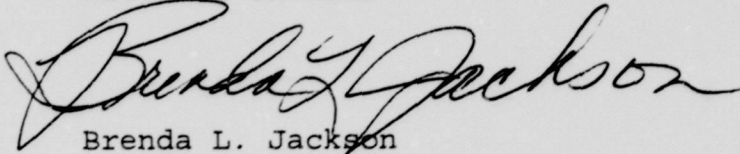
MECONI & JACKSON
ATTORNEYS AT LAW

Secretary Vernon A. Williams
March 25, 1996
Page Three.

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

A handwritten signature in cursive script, reading "Brenda L. Jackson". The signature is written in dark ink and is positioned above the typed name and title.

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
Judith E. Lohnes

STB

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32760

4-4-96

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62551

Item-No. _____
Page Count 1
Apr #201

62551

PER, HAMILTON & SCHEETZ

ATTORNEYS AT LAW

1300 NINETEENTH STREET, N.W.
WASHINGTON, D.C. 20036-1685

(202) 828-1200

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

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

PHILADELPHIA, PENNSYLVANIA
DETROIT, MICHIGAN
NEW YORK, NEW YORK
PITTSBURGH, PENNSYLVANIA
HARRISBURG, PENNSYLVANIA
WRITER'S DIRECT NUMBER

(202) 828-1220

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

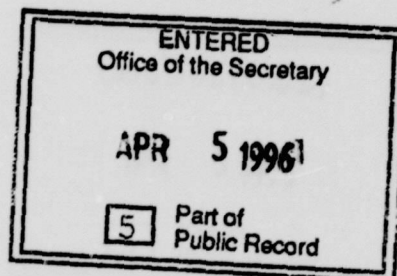
Dear Mr. Williams:

At the request of Mr. Paul Markoff 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
Michelle J. Morris

Enclosure



STB

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32760

4-4-96

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62550

Item No. _____

Page Count 1

APR #200

62550

STATE OF NEVADA
SERVICE COMMISSION OF NEVADA

Capitol Complex
727 Fairview Drive
Carson City, Nevada 89710
(702) 687-6007

Commissioners:
JOHN F. MENDOZA
Chairman

JO ANN KELLY
GALEN D. DENIO
JUDY M. SHELDERW
DONALD L. SODERBERG



TIMOTHY HAY
Counsel

WILLIAM H. VANCE
Secretary

April 3, 1996

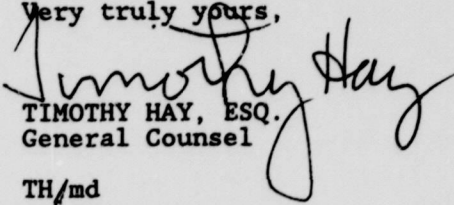
Vernon A. Williams, Secretary
Surface Transportation Board
1201 Constitution Avenue, N. W.
Washington, D. C. 20423

Re: Finance Docket No. 32760

Dear Mr. Williams:

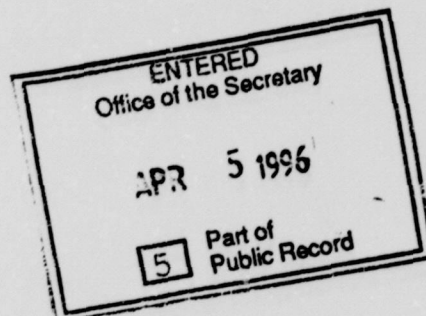
Enclosed please find a Sony 3-1/2" disc containing, in Word Perfect 5.1 format, the document entitled **PUBLIC SERVICE COMMISSION OF NEVADA'S COMMENTS AND REQUEST FOR CONDITIONS** in the above-referenced Docket. The original and twenty copies of the document were mailed to your attention on March 28,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

Very truly yours,


TIMOTHY HAY, ESQ.
General Counsel

TH/md

Encl.



STB

FD

32760

4-4-96

J

62549

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OPPE Item No. _____
Page Count 1
Two Pr _____
5th Flk Apr # 180
10 North Dearborn Avenue
Chicago, IL 60601-6710

(312) 616-1800
FAX (312) 616-5800

Thomas J. Litwiler
(312) 616-5861

April 3, 1996



Brussels

Chicago

Minneapolis

New York

Paris

Saint Paul

Washington, D.C.

VIA FEDERAL EXPRESS

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.

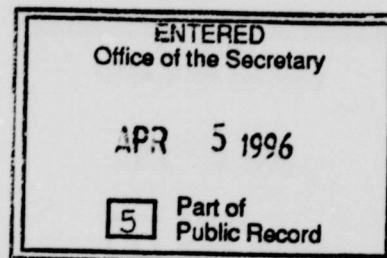
Respectfully submitted,

Thomas J. Litwiler
Attorney for Illinois Central
Railroad Company

TJL:tl

Enclosure

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



STB

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32760

4-4-96

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62548

Item No. _____

62548

Page Count 1

Apr #179

**United
transportation
union**



BYRON A. BOYD, JR.
Assistant President

ROGER D. GRIFFETH
General Secretary and Treasurer

14600 DETROIT AVENUE
CLEVELAND, OHIO 44107-4250
PHONE: 216-228-9400
FAX: 216-228-0937

LEGAL DEPARTMENT

CLINTON J. MILLER, III
General Counsel

• KEVIN C. BRODAR
Associate General Counsel

• ROBERT L. McCARTY
Associate General Counsel

• DANIEL R. ELLIOTT, III
Assistant General Counsel

• MICHAEL W. PIOTROWSKI
Assistant General Counsel

April 3, 1996

UPS Next Day Air

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

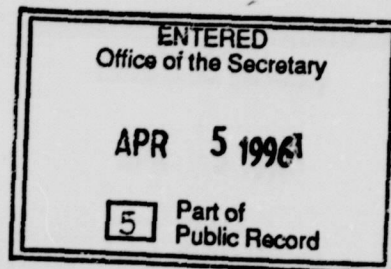
Dear Secretary Williams:

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



STB

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• 32760

4-4-96

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62547

Item No. _____

Page Count 2

Apr #194

62547

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

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

Exhibits/Section III

Should Read

Exhibit 20 (redacted version only)
Last exhibit (number not shown^{1/})

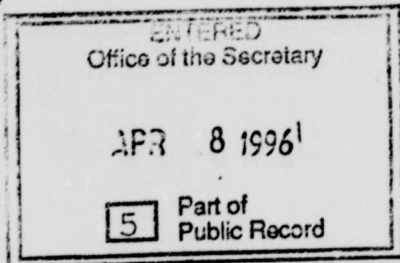
Exhibit 21
Exhibit 25

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

STB

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32760

4-3-96

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81391

Item No. _____

Page Count 1

81391

Apr #172

Board of County Commissioners

of Chaffee County

P. O. Box 699

Salida, Colorado 81201

(719) 539-2218



March 28, 1996

F032760

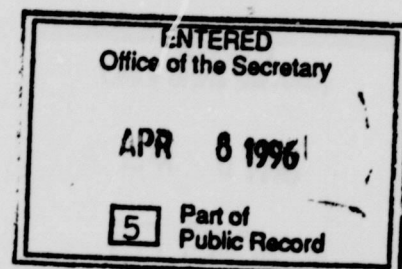
Enclosed is a copy of the letter dated March 25, 1996 and submitted to your office on March 27, 1996. The disk that was originally sent was formatted on wordperfect for windows 6.1. I have not converted this letter to Wordperfect 5.1.

Any questions, please give me a call.

Thanks,

Kathy Leinz
Administrative Assistant
Chaffee County

(719) 539-2218



STB

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32760

4-3-96

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81489



TRANSPORTATION • COMMUNICATIONS INTERNATIONAL UNION

AFL-CIO, CLC

LEGAL DEPARTMENT

Item No. _____

Page Count 1

Apr #219

April 3, 1996

81489

ROBERT A. SCARDELLETTI
International President

MITCHELL M. KRAUS
General Counsel

LARRY R. PRUDEN
Assistant General Counsel



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
Larry R. Pruden
Assistant General Counsel

LRP:fm
Enclosure

