

STB

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32760

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61828

Item No. W1828

Page Count 2

Mar #302

ESANKS

MANAGEMENT  
10.6

15 170 67460-5678

DEAR CC  
Hi to you all I & other  
MA AMERICANS ARE FOR  
THE MERGER BETWEEN  
THE SP SSP & THE Cotton  
Belt & UP its A good  
deal I dont support  
any of these Rail Roads  
ABANDONING RAIL LINES  
is not good? We need  
to think of the small  
RAIL ROADS

do not let the city  
of WICHITA put term  
limits on this merger  
& in SEPTEMBER APPROVE  
it? PLEASE  
Sincerely

John W. Bleasoe

ADVISE OF ALL  
PROCEEDINGS

ENTERED  
Office of the Secretary

MAR 22 1996

Part of  
Public Record



STB

FD

32760

3-15-96

J

61821

Item No. \_\_\_\_\_

Page Count 3 KENT MAHER

Mar #297 ATTORNEY AT LAW  
20 WEST FOURTH STREET  
P. O. BOX 351  
WINNEMUCCA, NEVADA 89446

TEL: (702) 623-5277 FAX: (702) 623-2468



March 12, 1996

Vernon A. Williams, Secretary  
Case Control Branch; Attn: Finance Docket 32760  
Surface Transportation Board  
United States Department of Transportation  
1201 Constitution Ave., N.W.  
Washington, D.C. 20423

Re: Application of Union Pacific Corporation, et al.,  
Finance Docket 32760

Dear Mr. Secretary:

Transmitted herewith for filing and the attention of the Commission are an original and five (5) copies of the Certificate of Service filed on behalf of the City of Winnemucca, a Nevada municipal corporation, and the County of Humboldt, a political subdivision of the State of Nevada, pursuant to Surface Transportation Board Decision No. 17, dated March 7, 1996.

Please confirm your receipt and acceptance of this filing by returning the attached copy of this letter and the Certificate of Service, endorsed with your "Filed" stamp in the enclosed postage prepaid, self-addressed envelope.

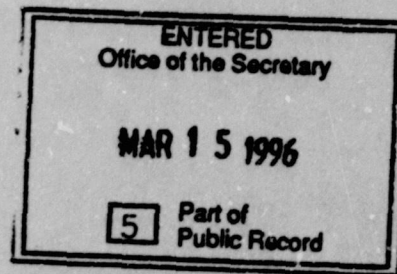
If you have any questions or comments concerning this filing, please contact me at the address or telephone number set forth above. Thank you.

Sincerely,

O. Kent Maher  
Winnemucca City Attorney

OKM/kam  
Enclosures

xc: City  
County



BEFORE THE  
SURFACE TRANSPORTATION BOARD  
UNITED STATES DEPARTMENT OF TRANSPORTATION



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

Finance Docket No. 32760

CERTIFICATE OF SERVICE

The undersigned attorneys of record for the County of Humboldt, a political subdivision of the State of Nevada, and the City of Winnemucca, a Nevada municipal corporation, certify that a copy of the "NOTICE OF INTENT TO PARTICIPATE OF THE CITY OF WINNEMUCCA AND THE COUNTY OF HUMBOLDT" was served by first-class, postage prepaid U.S. mail: (i) on February 23, 1996 on all parties of record designated as [POR] in the service list attached to the Surface Transportation Board Decision No. 15; and, (ii) on March 12, 1996 on all parties of record designated as [POR] in the Surface Transportation Board Decision No. 17, excepting those parties of record deleted from the service list by Decision No. 17.

DATED: March 12, 1996.

DATED: MARCH 12, 1996.

R. Michael McCormick  
R. Michael McCormick, Esq.  
Humboldt County District Attorney  
County of Humboldt  
50 West Fifth Street  
P.O. Box 909  
Winnemucca, Nevada 89446  
Tel. (702) 623-6363  
Fax. (702) 623-6365

Attorney for County of Humboldt

O. Kent Maher  
O. Kent Maher, Esq.  
City Attorney  
City of Winnemucca  
33 West Fourth Street  
P.O. Box 351  
Winnemucca, Nevada 89446  
Tel. (702) 623-5277  
Fax. (702) 623-2468

Attorney for City of Winnemucca



**SURFACE TRANSPORTATION BOARD  
Washington, D.C.**



**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**

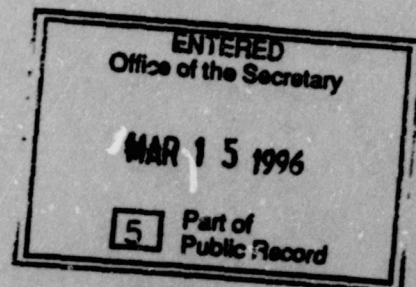
**CERTIFICATE OF SERVICE**

I hereby certify that this 12th day of March, 1996, I caused a copy of the filing made to date in this proceeding by Exxon Chemical Americas to be served, by first class mail, postage pre-paid, on all of the added parties of record in this proceeding, pursuant to Decision No. 17 of the Surface Transportation Board.

*Anne D. Smith*

Anne D. Smith  
WHITE & CASE  
1747 Pennsylvania Avenue, N.W.  
Washington, D.C. 20006

Counsel for Exxon Chemical  
Americas





STB

FD

32760

3-15-96

J

61820

Item No. \_\_\_\_\_

Page Count 3

MAR # 318



Tennessee Valley Authority, 400 West Summit Hill Drive, Knoxville, Tennessee 37902-1499

March 14, 1996



Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
(Formerly Interstate Commerce Commission)  
Department of Transportation  
1201 Constitution Avenue, NW, Room 2215  
Washington, D.C. 20423

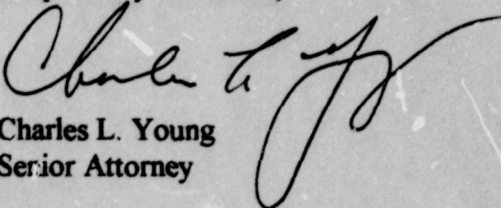
Attention: Case Control Branch

Re: Finance Docket No. 32760, *Union Pacific Corp., et al. — Control & Merger — Southern Pacific Rail Corp., et al. — Service of Pleadings List — Decision No. 17*

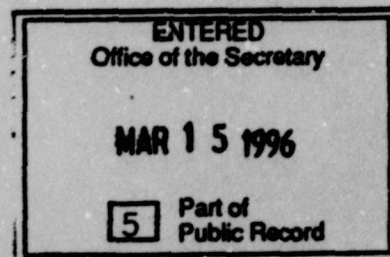
Dear Secretary Williams:

Pursuant to Decision No. 17 in the above-captioned proceeding, which we received in this office on March 12, 1996, the Tennessee Valley Authority has served its list of pleadings on the additional parties of record in this proceeding, identified in Decision No. 17. Enclosed are the original and five (5) copies of the certificate of service and the list of pleadings.

Respectfully submitted,

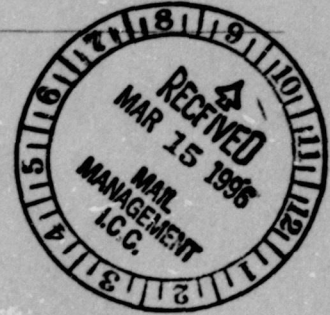
  
Charles L. Young  
Senior Attorney

Enclosures





Tennessee Valley Authority, 400 West Summit Hill Drive, Knoxville, Tennessee 37902-1499



March 14, 1996

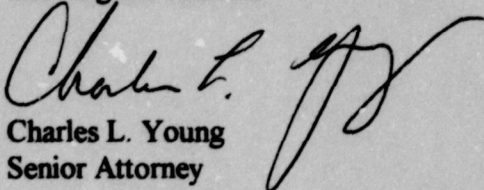
TO PARTIES OF RECORD IDENTIFIED IN DECISION NO. 17:

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

Pursuant to *Decision No. 17* served in the above-captioned proceeding on March 7, 1996, the following is a list of pleadings filed to date by the Tennessee Valley Authority.

**TVA-1 THE TENNESSEE VALLEY AUTHORITY'S NOTICE  
OF INTENT TO PARTICIPATE (January 15, 1996)**

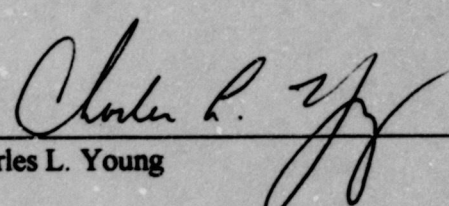
A copy of the foregoing pleading will be provided to any party, upon request to the undersigned counsel.

  
Charles L. Young  
Senior Attorney



## CERTIFICATE OF SERVICE

I hereby certify that, pursuant to Decision No. 17 of the Surface Transportation Board, I have served on all parties of record identified in said decision, a list of all pleadings filed by the Tennessee Valley Authority in Finance Docket No. 32760, UNION PACIFIC CORPORATION, UNION PACIFIC RAILROAD COMPANY AND MISSOURI PACIFIC RAILROAD COMPANY -- CONTROL AND MERGER -- SOUTHERN PACIFIC RAIL CORPORATION, SOUTHERN PACIFIC TRANSPORTATION COMPANY, ST. LOUIS SOUTHWESTERN RAILWAY COMPANY, SPCSL CORP. AND THE DENVER AND RIO GRANDE WESTERN RAILROAD COMPANY, by first class mail, postage prepaid, this 14th day of March, 1996

  
\_\_\_\_\_  
Charles L. Young



STB

FD

32760

3-15-96

J

61818

Item No. \_\_\_\_\_

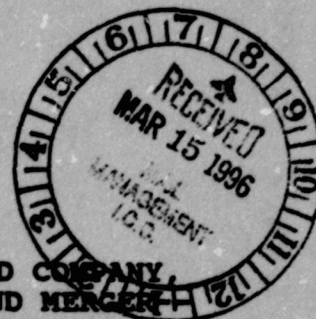
Page Count - 1

MAR #295

**SURFACE TRANSPORTATION BOARD  
Washington, D.C.**

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**



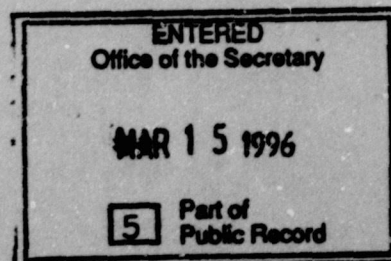
**CERTIFICATE OF SERVICE**

I hereby certify that this 12th day of March, 1996, I caused a copy of the filing made to date in this proceeding by Exxon Chemical Americas to be served, by first class mail, postage pre-paid, on all of the added parties of record in this proceeding, pursuant to Decision No. 17 of the Surface Transportation Board.

Anne D. Smith

Anne D. Smith  
WHITE & CASE  
1747 Pennsylvania Avenue, N.W.  
Washington, D.C. 20006

Counsel for Exxon Chemical  
Americas



STB

FD

32760

3-14-96

J

61815

COVINGTON & BURLING

1201 PENNSYLVANIA AVENUE, N.W.

P.O. BOX 7566

TON, D.C. 20044-7566

(202) 662-6000

FAX: (202) 662-6291

80-803 (COVING WSH)

CABLE: COVING

ENTERED  
Office of the Secretary

MAR 22 1996

4 Part of  
Public Record

Item No. \_\_\_\_\_

Page Count 4

ARVID

DIRECT DIAL NUMBER

(202) 662-5388

DIRECT TELEFAX NUMBER

(202) 778-5388

March 14, 1996

VIA FACSIMILE

The Honorable Jerome Nelson  
Administrative Law Judge  
Federal Energy Regulatory Commission  
Room 11F21  
888 First Street, N.E.  
Washington, D.C. 20476



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

Dear Judge Nelson:

Applicants wish to remove from Friday's agenda the  
issue of Illinois Power's failure to respond to discovery  
requests. That item was included in our notice letter as a  
result of miscommunication within this office. Applicants had  
agreed with Illinois Power that their responses would not be  
due until this Friday.

Sincerely,

*Arvid E. Roach II*

Arvid E. Roach II

cc: Restricted Service List



# COVINGTON & BURLING

1201 Pennsylvania Avenue, N.W.

P. O. Box 7566

Washington, D.C. 20044-7566

Fax Numbers: 202-662-6291 or 202-737-0528

Fax Operator: 202-662-6280

If There Are Transmission Problems Please Call:

— (202) 662-6280 (Telecommunications)

— (202) 662-5822 (Secretary)



Leconfield House  
Curzon Street  
London W1Y8AS England  
Tel: 011-44-71-495-5655  
Fax: 011-44-71-495-3101

Brussels Office  
44 Avenue des Arts  
Brussels 1040 Belgium  
Tel: 011-32-2-512-9890  
Fax: 011-32-2-502-1598

This facsimile transmission is intended only for the addressee shown below. It may contain information that is privileged, confidential or otherwise protected from disclosure. Any review, dissemination or use of this transmission or its contents by persons other than the addressee is strictly prohibited. If you have received this transmission in error, please notify us immediately and mail the original to us at the above address.

FROM: Michael L. Rosenthal

DATE: March 14, 1996

PAGES: 4 (including cover pages)

<u>Individuals to Receive Transmission</u>	<u>Fax No. (including area code)</u>	<u>Phone No. (including area code)</u>
Hon. Jerome Nelson	202-219-3289	202-219-2554
Hon. Vernon Williams	202-927-5984	202-927-7428
Michael Billiel	202-307-2784	202-307-6666
Joan Huggler		
Robert McGeorge		
Angela Hughes		
Frederick Wood	202-371-0900	202-371-9500
Nicholas DiMichael		
John K. Maser, III		
Thomas W. Wilcox		
Jeffrey O. Moreno		
Fitz R. Kahn		
Marc Fink	202-463-4950/4840	202-463-2503
John Butler	703-525-4054	202-525-4050
William Jackson	202-274-2994	202-274-2950
John Sullivan	816-556-0227	816-556-0392
Alan Lubel	202-457-6315	202-457-6335
William Mullins	202-296-7143	202-296-8500
Richard Bruening		
Robert Dreiling		
Scott Stone		
Richard Edelman		
William Mahoney		
Donald Griffin		

Restricted Service List --  
Facsimile Transmission Continued  
Page 2

Edward Greenberg	202-342-5219	202-342-5277
Andrew Goodson		
John Luedke		
Richard Allen		
Andrew R. Plump	202-342-0683/1316	202-298-8660
John V. Edwards		
Jeff Hill		
Charles Spitulnik	702-689-4659	702-689-4424
Alicia Seraffy	202-835-8136	202-835-8000
Martin Bercovici		
Douglas J. Behr	202-434-4651/4646	202-434-4144
Arthur Garrett		
Robert Bruskin		
Mark Schechter	202-383-6610	202-783-0800
Rosmary H. McEnery		
Mark L. Josephs		
Mitchell Kraus		
Larry Pruden	301-330-7662	301-948-4910
Joseph Guerrieri	202-624-7420	202-624-7400
Debra Willen		
Terence Hynes	202-736-8711	202-736-8000
Krista L. Edwards	215-209-4817	215-209-2000
Constance Abrams		
Jonathan Broder		
Edward Hymson		
Anne Treadway		
Daniel Mayors	202-663-6363	202-663-6000
William Kolasky		
A. Stephen Hut		
Ali Stoeppelwerth		
Steven P. Finizio		
John Ongman		
Marc D. Machlin	202-828-1665	202-828-1415
Erika Jones	202-861-0473	202-463-2000
Adrian Steel		
Roy Englert		
Kathryn Kusske		
C. Michael Loftus	202-347-3619/8292	202-347-7170
John LeSeur		
Christopher Mills		
William Sippel	312-616-5800	312-616-1800
Thomas Litwiler		
Robert Wheeler		
Kevin Sheys	202-293-6200	202-293-6300
Thomas Lawrence		
Peter Shudtz		
Richard E. Weicher	804-783-1355	804-783-1343
Janice Barber	708-995-6540	708-995-6887
Mark Tobey	817-333-5142	817-878-7954
Lindsay Bower	512-320-0975	512-463-2185
William Cottrell	415-356-6377/6370	415-356-6000
Michael F. McBride	312-814-2549	312-814-4323
Richard H. Streeter	202-986-8102	202-986-8000
	202-289-1330	202-408-6933



Restricted Service List --  
Facsimile Transmission Continued  
Page 3

John D. Heffner  
Keith G. O'Brien  
Robert A. Wimbish  
Mark H. Sidman  
Thomas F. McFarland  
James F. Rill  
Sean F.X. Boland  
Virginia R. Metallo  
Carl W. von Bernuth  
Cannon Harvey  
Carol Harris  
Louis Warchot  
Paul A. Conley  
James Dolan  
Paul A. Cunningham

202-659-4934

202-785-3700

202-628-2011  
312-201-9695  
404-883-3900

202-628-7000  
312-231-204  
404-885-3000

610-861-3111  
303-812-4159  
415-495-5436

610-861-3290  
303-812-5005  
415-541-1000

402-271-5610/5625

402-271-4229

202-973-7610/7620

202-973-7601

STB

FD

32760

3-14-96

J

61804



OPPENHEIMER W

5 Prudential Plaza  
11th Floor  
200 North Stetson Avenue  
Chicago, IL 60601-6710

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

Item No. \_\_\_\_\_

Page Count 1

Mar #280

61804

Brussels

Chicago

Minneapolis

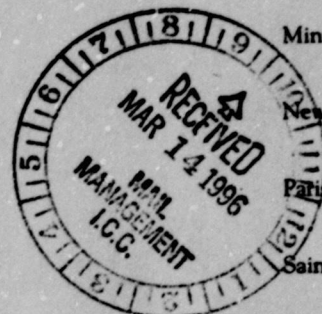
New York

Paris

Saint Paul

Washington, D.C.

March 13, 1996



**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:

Pursuant to Decision No. 17, served on March 7, 1996, I hereby certify that on March 13, 1996, a list of the prior pleadings of Wisconsin Central Ltd. in the above-captioned proceeding was served by first class mail, postage prepaid, on all parties of record specified for service in Decision No. 17.

Five copies of this certificate are enclosed for filing at the Board. Please feel free to contact me should any questions arise regarding this matter. Thank you for your assistance.

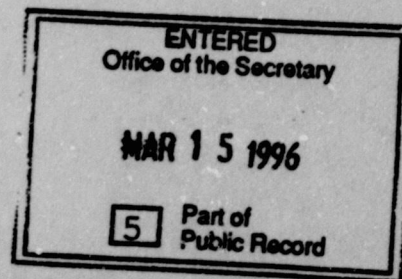
Respectfully submitted,

Thomas J. Healey  
Attorney for Wisconsin Central Ltd.

TJH/lom

Enclosures

cc: Parties of Record



STB FD 32760 3-14-96 J. 61803

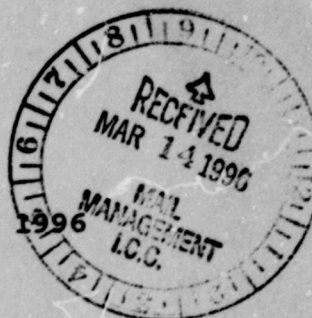
Item No. \_\_\_\_\_

61803

OPEN Page Count 1  
Mar #292

Two Pruder  
45th Floor  
100 North Stetson Avenue  
Chicago, IL 60601-6710

(312) 616-1800  
FAX (312) 616-5900



March 13, 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:

Pursuant to Decision No. 17, served on March 7, 1996, I hereby certify that on March 13, 1996, a list of the prior pleadings of Illinois Central Railroad Company in the above-captioned proceeding was served by first class mail, postage prepaid, on all parties of record specified for service in Decision No. 17.

Five copies of this certificate are enclosed for filing at the Board. Please feel free to contact me should any questions arise regarding this matter. Thank you for your assistance.

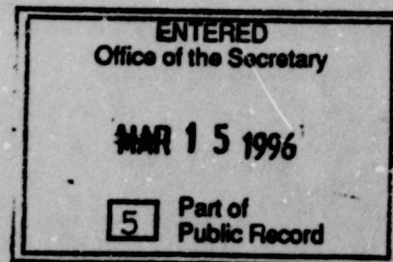
Respectfully submitted,

William C. Sippel  
Attorney for Illinois Central  
Railroad Company

WCS:tjh

Enclosures

cc: Parties of Record



STB

FD

32760

3-14-96

J

61801



Item No. \_\_\_\_\_

61801

OPPENHE Page Count 2  
Mar #293

Two Prudentis  
45th Floor  
10 North Stetson Avenue  
Chicago, IL 60601-6710

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

Brussels

Chicago

Minneapolis

New York

Paris

Saint Paul

Washington, D.C.

March 13, 1996



**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:

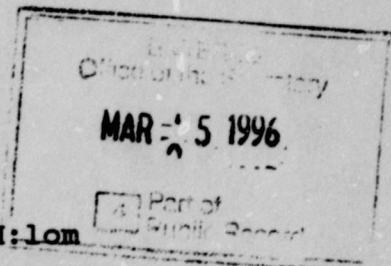
Pursuant to Decision No. 17, served on March 7, 1996, I hereby certify that on March 13, 1996, a list of the prior pleadings of Gateway Western Railway Company in the above-captioned proceeding was served by first class mail, postage prepaid, on all parties of record specified for service in Decision No. 17.

Five copies of this certificate are enclosed for filing at the Board. Please feel free to contact me should any questions arise regarding this matter. Thank you for your assistance.

Respectfully submitted,

*Tom Healey*

Thomas J. Healey  
Attorney for Gateway Western  
Railway Company



TJH:lom

Enclosures

cc: Parties of Record

**OPPENHEIMER WOLFF & DONNELLY**

Two Prudential Plaza  
45th Floor  
180 North Stetson Avenue  
Chicago, IL 60601-6710

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

Brussels

Chicago

Minneapolis

New York

Paris

Saint Paul

Washington, D.C.



March 13, 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 Rail**  
**Corporation, et al.**

Dear Sir/Madam:

Please be advised that pursuant to Decision Nos. 16 and 17 of the Surface Transportation Board, Gateway Western Railway Company has filed the following pleadings in this proceeding:

- GWWR-1 Notice of Intent of Gateway Western Railway Company to Participate in Proceeding
- GWWR-2 Description of Anticipated Responsive Application of Gateway Western Railway Company

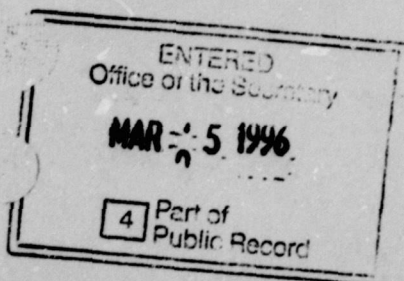
Please notify the undersigned if you would like a copy of any of these documents.

Very truly yours,

*Tom Litwiler*

Thomas J. Litwiler

TJL:tjh



STB

FD

32760

3-14-96

J

61800



Item No. 2

Page Count 2

Mar #278



CHEMICAL MANUFACTURERS ASSOCIATION

March 12, 1996



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

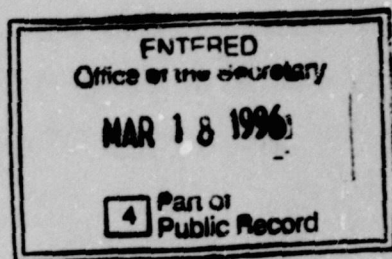
RE: Finance Docket No. 32760 Union Pacific Corp., et al. -- Control and Merger --  
Southern Pacific Rail Corp., et al.

Enclosed are the original and five copies of the Certificate of Service relating to service on the additional Parties of Record identified in the Surface Transportation Board's Decision No. 17 in this docket.

Sincerely,

Thomas E. Schick  
Assistant General Counsel

enclosures



CERTIFICATE OF SERVICE

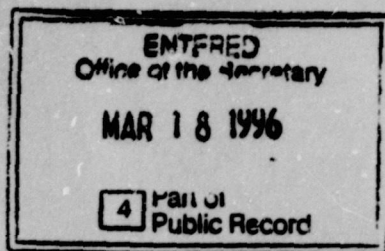


I hereby certify that on this day I have caused to be served by first-class mail postage prepaid, on the additional Parties of Record listed in the Surface Transportation Board Decision No. 17 in Finance Docket No. 32760, copies of CMA-3, Notice of Pleadings to Parties of Record.

Dated March 12, 1996.

*Thomas E. Schick*

Thomas E. Schick



STB FD 32760 3-13-96 J 61790



Item No. \_\_\_\_\_

Page Count 2  
Mar #277

EDMOND & CLAYMAN, P.C.  
131 F STREET, N.W.  
WASHINGTON, D.C. 20004

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

(202) 624-7400  
FACSIMILE: (202) 624-7420

\*NOT ADMITTED IN D.C.

March 13, 1996

**VIA HAND DELIVERY**

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

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

Dear Secretary Williams:

Pursuant to the Surface Transportation Board's Decision No. 17, please find enclosed one original and five copies of a Certificate of Service reflecting that service of the List of Documents Filed to Date in the above-referenced case by the International Association of Machinists and Aerospace Workers ("IAM") has been made on each additional party of record designated in Decision No. 17.

Thank you for your attention to this matter.

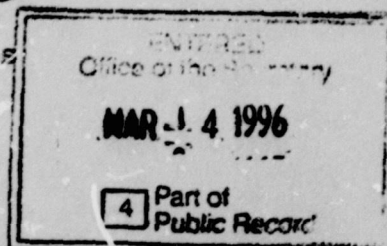
Sincerely,

*Debra L. Willen*

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



Enclosures



CERTIFICATE OF SERVICE

I hereby certify that copies of the List of Documents Filed to Date by the IAM were served by first-class mail, postage prepaid, this 13th day of March, 1996, upon all additional parties of record designated in the Surface Transportation Board's Decision No. 17 in this proceeding.

Debra L. Wallen



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3-13-96

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Item No. \_\_\_\_\_

Page Count \_\_\_\_\_

Mar. 13

#273

ER, BROWN &amp; PLATT

100 PENNSYLVANIA AVENUE, N.W.

WASHINGTON, D.C. 20006-1882

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

BOULDER  
HOUSTON  
LONDON  
LOS ANGELES  
NEW YORK  
MEXICO CITY CORRESPONDENT  
JAUREGUI, NAVARETTE, NADER Y ROJAS

March 13, 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 for filing in the above-captioned docket are the original and twenty (20) copies of a letter sent today from Erika Z. Jones to All Counsel on the Restricted Service List.

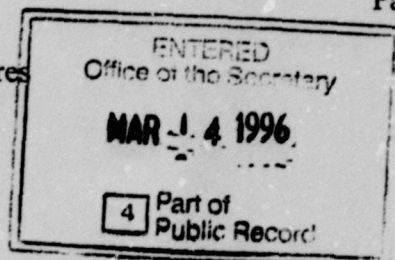
I would appreciate it if you would date-stamp the enclosed extra copy of the letter and return it to the messenger for our files.

Sincerely,

Ted R. Bardach

Ted R. Bardach  
Paralegal

Enclosures



ORIGINAL

MAYER, 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

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

ERIKA Z. JONES  
202-778-0642

March 13, 1996



TO ALL COUNSEL ON THE RESTRICTED SERVICE LIST

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

This is to advise you that the deposition of Dave Dealy has been scheduled for Friday, March 22, 1996. The deposition will take place at the Hyatt Regency at the Dallas-Fort Worth Airport, in Room 3165. The deposition will begin at 9 am Central Standard Time.

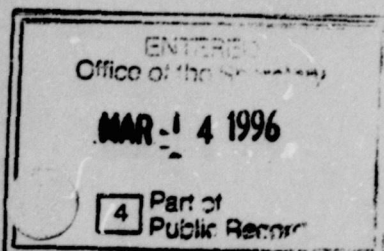
In order to confirm that the logistical arrangements are appropriate, we will need to know who plans to attend the deposition of Mr. Dealy no later than noon on Thursday, March 21, 1996. Please call Adrian Steel, 202-778-0630, to advise him if you plan to attend. If we do not hear from you, we will assume you are not planning to attend.

Sincerely,

*Erika Z. Jones* KE0

Erika Z. Jones

cc: The Honorable Jerome Nelson  
The Honorable Vernon Williams



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Item No. \_\_\_\_\_

Page Count 2

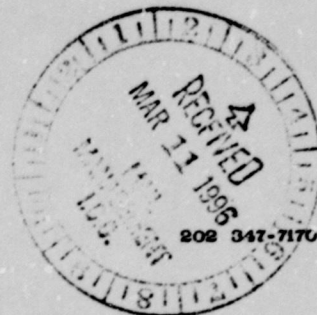
Mar. 11 #193

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\*

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

March 11, 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:

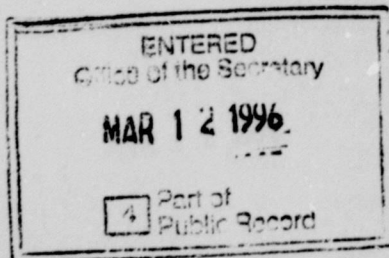
In accordance with the Board's Decision No. 17 in the captioned proceeding, enclosed please find an original and five (5) copies of a Certificate of Service which indicates that service of a list of all numbered pleadings and discovery requests which have been filed or served by Wisconsin Power & Light Company was served upon all parties of record identified in Decision No. 17.

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

Thank you for your attention to this matter.

Sincerely,

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

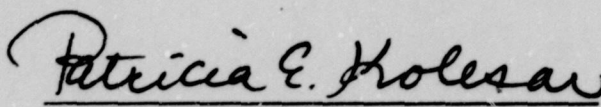


Enclosure



CERTIFICATE OF SERVICE

In accordance with the Board's Decision No. 17 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 11th day of March, 1996, a list of all numbered pleadings and discovery requests which were filed or served on behalf of Wisconsin Power & Light Company was served via first class mail, postage prepaid, upon all parties of record identified in Decision No. 17.

  
Patricia E. Kolesar  
Patricia E. Kolesar

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3-11-96

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PEPPER, HAMILTON & SCHEETZ

ATTORNEYS AT LAW

Item No.

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

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

Page Count

(202) 828-1200

PH

PII

HA

Mar. 11 2 #190

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



(202) 828-1415

March 11, 1996

VIA HAND-DELIVERY

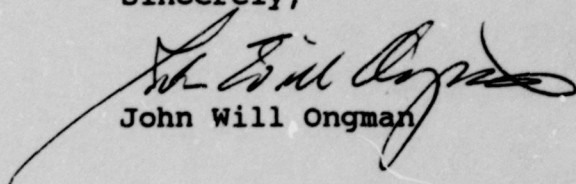
Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
1201 Constitution Avenue, N.W.  
Washington, D.C. 20549

Re: Certificate of Service  
Finance Docket No. 32760

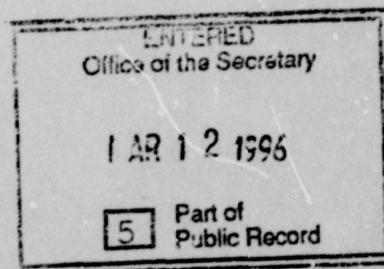
Dear Mr. Williams:

In accordance with Decision No. 17 in the above-referenced docket, I enclose Geneva Steel Company's Certificate of Service which has been served by first class mail upon the persons who have been added as a party of record [POR].

Sincerely,

  
John Will Ongman

/rme

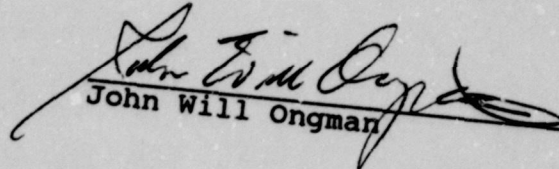


CERTIFICATE OF SERVICE

I hereby certify that I have this day caused to be served pursuant to Decision No. 17 of the Surface Transportation Board the following pleadings previously filed with the Board:

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

Dated this 11th day of March, 1996

  
John Will Ongman



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Item No. \_\_\_\_\_

61675 RENO - 2

Page Count 2

Mar. 8 # 153

nd States of America

MAR 11 1996

☐ 4 Part of  
Public Record

Before the

**SURFACE TRANSPORTATION BOARD**



F.D. No. 32760

**Union Pacific Corporation et al. --  
Control and Merger -- Southern Pacific Corporation et al.**

**NOTICE OF PRIOR PLEADINGS**

Pursuant to Decision No. 16, served February 22, 1996, the City of Reno (RENO) hereby provides to the parties of record the following list of pleadings that have been filed by the City to date in this proceeding:

RENO-1	NOTICE OF INTENT TO PARTICIPATE
RENO-2	NOTICE OF PRIOR PLEADINGS

All parties of record wishing to obtain copies may contact:

Paul H. Lamboley  
Keck, Mahin & Cate  
Phone: 202/789-8931  
Fax: 202/789-1158

Dated: March 5, 1996

Respectfully submitted,

By: \_\_\_\_\_

Of Counsel:

KECK, MAHIN & CATE

1201 New York Avenue, N.W., Ste. PH. Washington, D.C. 20005

Washington, D.C. 20005-3919

Paul H. Lamboley

1201 New York Ave., N.W., Ste. PH

Washington, D.C. 20005

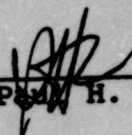
Phone: 202/789-8931

Fax: 202/789-1158

Counsel for the City of Reno

Certificate of Service

I hereby certify that I have served the foregoing notice to Arvid E. Roach II and Paul A. Cunningham, Esq. and all parties of record on the service list in this proceeding by first class mail, postage prepaid this 5th day March 1996.

  
\_\_\_\_\_  
Paul H. Lamboley

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Item No. \_\_\_\_\_  
Page Count 1  
Mar.

FAX (708) 555-0000

CAPITOL OFFICE:  
2127 STRATTON BUILDING  
SPRINGFIELD, ILLINOIS 62706  
(217) 782-8037



GENERAL ASSEMBLY  
STATE OF ILLINOIS

**VINCENT A. PERSICO**  
STATE REPRESENTATIVE • 39TH DISTRICT

86596  
COMMITTEES:  
ENVIRONMENT & ENERGY  
CHAIRMAN  
HEALTH CARE & HUMAN  
SERVICES - VICE-CHAIRMAN  
ELECTIONS & STATE GOVERNMENT  
FINANCIAL INSTITUTIONS  
INSURANCE

February 28, 1996

Interstate Commerce Commission  
12th Street and Constitution Avenue  
Washington, DC 20423

Dear Secretary Williams: FO 32760

Recently, I became aware of a proposal by the Union Pacific to acquire the Southern Pacific railroad.

As a legislator who represents a number of Illinois shippers and rail communities, I have some concerns about the merger and its effect on competition in Illinois. In short, a merger of the UP and SP gives the UP control of the two major lines running between Chicago and St. Louis. This could impair competitive pricing for local and national freight rail customers, and ultimately affect the transportation of goods along the eastern lines of the SP.

I understand that Conrail has proposed a solution for preserving competition along the SP-East line by offering to purchase the lines from the UP. I also understand the UP has tried to address the competition issue by establishing a partnership with Burlington Northern-Santa Fe.

Communities with strong transportation and freight rail alternatives are attractive to businesses, which in turn fuel local economies. I encourage you to take the time to thoroughly review both the Conrail and UP proposals and make a decision that ensures fair competition and provides the higher level of quality and service for the shippers, customers and communities we represent.

Thank you for your attention.

**ADVISE OF ALL**

**PROCEEDINGS**

VAP:crw

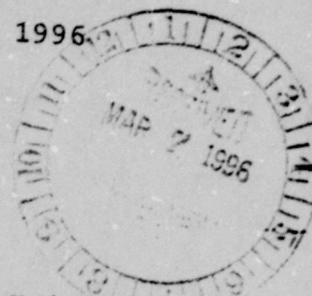
Sincerely,

*Vincent A. Persico*  
Vincent A. Persico  
State Representative

cc: David M. Levan, President and CEO  
Consolidated Rail Corporation

COMMUNITIES SERVED: DOWNERS GROVE, GLEN ELLYN, LISLE, LOMBARD, WHEATON

RECYCLED PAPER • SOYBEAN INKS



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Duck

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Item No. \_\_\_\_\_

Page Count 2  
Mar # 90



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GALE A. NORTON  
Attorney General

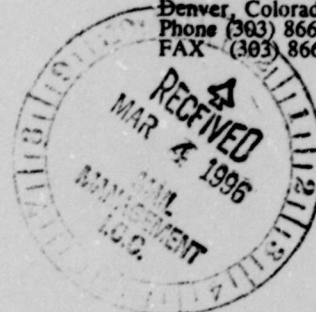
STEPHEN K. ERKENBRACK  
Chief Deputy Attorney General

TIMOTHY M. TYMKOVICH  
Solicitor General

**STATE OF COLORADO**  
**DEPARTMENT OF LAW**  
OFFICE OF THE ATTORNEY GENERAL

February 28, 1996

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



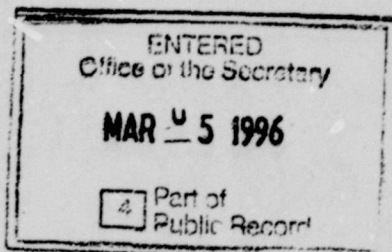
Office of the Secretary  
Case Control Branch  
Attn: Finance Docket No. 32760  
Surface Transportation Board  
1201 Constitution Avenue, N.W.  
Washington, D.C. 20423

RE: Compliance with Decision No. 16, issued February 22, 1996  
regarding Finance Docket No. 32760, ICC Dockets AB-12 (Sub-  
No. 188) and AB-8 (Sub-No. 39)

Dear Sir or Madam:

This letter serves to notify the Secretary and all parties of record of all filings made to date by the Colorado Department of Public Health and Environment. The documents followed are: COLO-1: Notice of Intent to Participate; COLO-2 Amended Notice of Intent to Participate; COLO-4: Request for Change of Status and COLO-5, this letter.

I understand that this letter was required to be filed and served by February 26, 1996. However, this letter was not received by this office until the afternoon of February 26, so service was made as quickly as possible.



Sincerely,

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



CERTIFICATE OF SERVICE

I certify that I have this day served copies of the within **Notice of all Previous Filings with the Surface Transportation Board** to all parties of record herein by depositing copies of same in the United States mail, first class postage prepaid, at Denver, Colorado this 28th day of February, 1996.

Gene T. Feldman  
Office of the Colorado Attorney General



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Item No. \_\_\_\_\_

Page Count 2

Mar #89

CHARLES H. MONTANGE

ATTORNEY AT LAW

426 NW 162ND STREET

SEATTLE, WASHINGTON 98177

(206) 546-1936

FAX: (206) 546-3739

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MAR 4 1996

27 February 1996

Memo to Secretary,  
Surface Transportation Board

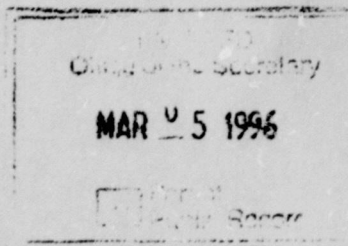
Re: UP--merger and control--SP, Finance Dkt. 32760

From: Charles Montange, for Rails to Trails Conservancy

Enclosed for filing please find five copies of a certificate of service in accordance with Decision No. 15 in the above-captioned proceeding.

Please file stamp and return in the enclosed, self-addressed, stamped envelope the additional copy for my records. Thank you for your assistance in this matter.

Encl.



BEFORE THE SURFACE TRANSPORTATION BOARD

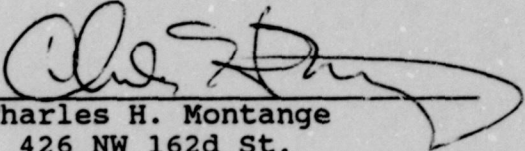
Re: Union Pacific Corp. -- merger and control --  
Southern Pacific Rail Corp., Finance Dkt. 32760

Certificate of Service

I hereby certify service of the following documents:

1. Letter dated 1 Dec. 1995 giving notice of intent to participate on behalf of Rails to Trails Conservancy, and
2. Letter dated 16 Feb. 1996 providing comments in connection with environmental assessment on behalf of Rails to Trails Conservancy

in accordance with Decision No. 15 of the Surface Transportation Board on or by February 27, 1996, by U.S. mail, postage prepaid, first class.

  
Charles H. Montange  
426 NW 162d St.  
Seattle, WA 98177  
for Rails to Trails Conservancy

Office of the Secretary

MAR 5 1996

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Item No. \_\_\_\_\_

Page Count \_\_\_\_\_

MAR 88

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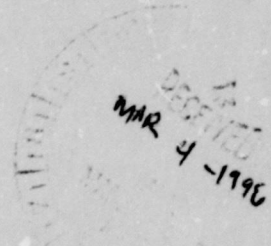
800 Lincoln Way, Ames, Iowa 50010

515-239-1454

Fax: 515-239-1975

## Iowa Department of Transportation

February 26, 1996



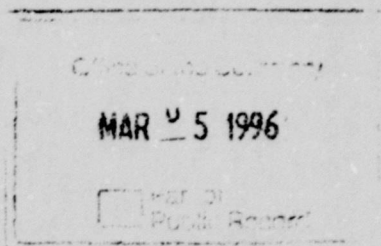
To All Parties Of Record:

Re: Finance Docket No. 32 '60, Union Pacific Corp., et al. -- Control & Merger --  
Southern Pacific Rail Corp., et al.

Enclosed, pursuant to the Surface Transportation Board's Decision No. 15, is a copy of the Iowa Department of Transportation's Notice of Intent to Participate as a Party of Record in the above referenced proceedings.

Sincerely,

Thomas F. Jackson, Director  
Office of Planning Services  
Planning and Programming Division  
Iowa Department of Transportation





# Iowa Department of Transportation

800 Lincoln Way, Ames, Iowa 50010

515-239-1454

Fax: 515-239-1975

January 10, 1996

Office of the Secretary  
Case Control Branch  
Attn: Finance Docket No. 32760  
Surface Transportation Board  
12th Street and Constitution Avenue  
Washington, D. C. 20423

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

Dear Secretary :

The Iowa Department of Transportation is responsible for the planning, development, regulation and improvement of transportation in the state of Iowa [Code of Iowa 307.2], and as such hereby notifies the United States Department Of Transportation, Surface Transportation Board, as successor to the Interstate Commerce Commission, of its intent to participate in the above captioned proceedings.

All correspondence and copies of all filings regarding this matter should be sent to the undersigned.

Sincerely,

Thomas F. Jackson, Director  
Office of Planning Services  
Planning and Programming Division  
Iowa Department of Transportation

cc: Arvid E. Roach, II, Esq.  
Paul A. Cunningham, Esq.

**CERTIFICATE OF SERVICE**

I, Joann Kaman, hereby certify that on the 28 day of February, 1996, the attached document was served upon all parties of record to Finance Docket No. 32760 by depositing a copy thereof in the U.S. Mail, postage prepaid.

Joann Kaman



CERTIFICATE OF SERVICE

I hereby certify that on this 16th day of January, 1996, I caused a copy of the foregoing Notice of Intent to Participate to be served by hand upon the individuals listed below, and by first-class United States mail, postage prepaid, on all other persons on the service list for this proceeding.

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

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

Do This pa  
go with th  
filing?

Patricia E. Kelesar  
Patricia E. Kelesar



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Item No. \_\_\_\_\_

Page Count 2

Mar #87

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BEFORE THE  
SURFACE TRANSPORTATION BOARD  
WASHINGTON, DC 20423



Finance Docket No. 32760

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

CERTIFICATE OF SERVICE

Pursuant to the decision of the Surface Transportation Board, served February 16, 1996, Decision No. 15, EPA Region VIII hereby serves upon all parties of record the attached list of numbered pleadings it has filed to date in this action. Since EPA Region VIII did not receive the Board's Decision No. 15 until February 26, 1996, service was made as soon as practicable to meet the deadline identified for such service in Decision No. 15.

I hereby certify that on this 27th day of February, 1996, the attached list of numbered pleadings EPA has filed to date was deposited in the United States mail, postage prepaid.

Nancy C. Fugate



UNITED STATES ENVIRONMENTAL PROTECTION AGENCY

REGION VIII

999 18th STREET - SUITE 500  
DENVER, COLORADO 80202-2466



FD 32760

LIST OF EPA REGION VIII PLEADINGS TO DATE

<u>DOC. NO.</u>	<u>TITLE</u>
EPA-RG8-01	UNITED STATES ENVIRONMENTAL PROTECTION AGENCY REGION VIII'S NOTICE OF INTENT TO PARTICIPATE IN CONSOLIDATION AND ABANDONMENT PROCEEDINGS

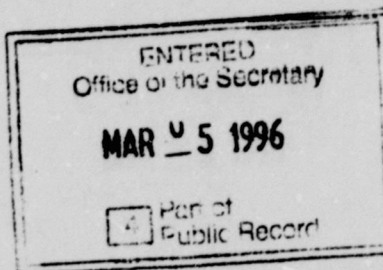
EPA Region VIII shall make such filing(s) available, upon request, to all parties of record. To obtain a copy of the filing(s), contact the attorney of record identified below.

Dated this 27th day of February, 1996.

UNITED STATES ENVIRONMENTAL  
PROTECTION AGENCY - REGION VIII

By:

Nancy A. Mangone  
Enforcement Attorney  
Legal Enforcement Program  
US EPA Region VIII  
999 18th Street  
Denver, Colorado 80202-2466  
(303) 312-6903



Printed on Recycled Paper

STB

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3-4-96

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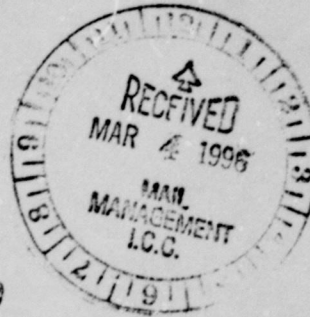


Item No. \_\_\_\_\_

Page Count 1

Mar # 33

61554



February 26, 1996

FD 32760

Surface Transportation Board  
Office of the Secretary  
Washington, D.C. 20423

RE: Abandonment Request of Idaho Northern & Pacific Railroad for the Elgin to Joseph, OR branch line.

I would like to be a "party of record" to the abandonment request of the Idaho, Northern, and Pacific railroad from Elgin, OR (Union County) to Joseph, OR (Wallowa County).

Also, please inform me as to the status of the abandonment request.

You may address correspondence to the following:

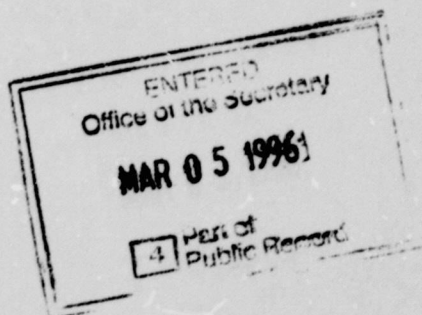
Annette Aschenbrenner  
83092 Eggleston Lane  
Enterprise, OR 97828

Thank you.

**ADVISE OF ALL**  
**PROCEEDINGS**

Sincerely,

*Annette Aschenbrenner*  
Annette Aschenbrenner



STB

FD

32760

3-4-96

J

61529

Item No. \_\_\_\_\_

Page Count 1

MAR. # 31

615-29

**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

February 29, 1996

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:

Please remove the following "POR" from the Board's official service list in the captioned proceeding:

Richard L. Hester  
Senior Manager  
Engineering & Power Production  
City Utilities of Springfield  
P.O. Box 551  
Springfield, MO 65801

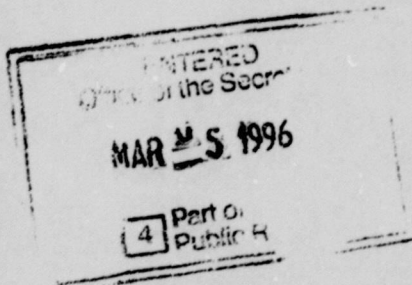
Undersigned counsel will continue to receive copies of all pleadings and Board decisions on Mr. Hester's behalf.

Thank you for your attention to this matter.

Sincerely,

*Patricia E. Kolesar*

Patricia E. (Dietrich) Kolesar  
An Attorney for City Utilities  
of Springfield



cc: All Parties of Record

STB

FD

32760

3-1-96

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61536



Item No. \_\_\_\_\_

Page Count 1

MAR # 8

6-1536

GORDON BURGESS  
PARISH PRESIDENT  
PRESTON K. WIER  
DIRECTOR OF FINANCE  
VINCE J. GENNARDO  
DIRECTOR OF PUBLIC WORKS  
MARGIE ALLEN  
CLERK OF COUNCIL

# TANGIPAHOA PARISH COUNCIL



P.O. BOX 215 • AMITE, LOUISIANA 70422  
(504) 748-3211 FAX (504) 748-7576



February 27, 1996

FD 32760

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

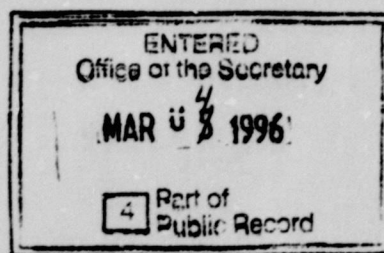
Dear Mr. Williams:

On Monday, February 26, 1996, the Tangipahoa Parish Council voted to oppose the proposed merger of the Southern Pacific and the Union Pacific Railroads into one railroad company as presented in a letter from Mr. Tyrone Boudreaux, State Director of United Transportation Union.

If you have any questions regarding this matter, please call.

Sincerely,

Margie Allen  
Clerk of Council



xc: Mr. Tyrone Boudreaux

## ADVISE OF ALL PROCEEDINGS

GUY F. BUCKLEY, JR.  
DISTRICT 1  
CARLO BRUNO  
DISTRICT 4  
WILLIAM "BILL" FLEET  
DISTRICT 7

COUNCIL  
PAT JARRELL  
DISTRICT 2  
H.G. "BUDDY" RIDGEL  
DISTRICT 5  
GEORGE HOLTON  
DISTRICT 8  
BOBBY CORTEZ  
DISTRICT 10

MICHAEL PETITTO  
DISTRICT 3  
RONNIE BANKSTON  
DISTRICT 6  
TRAVIS EDWARDS  
DISTRICT 9

STB

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3-1-96

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61534

Item No. \_\_\_\_\_

Page Count 2  
MAR # 7

STATE OF NEVADA

61534  
JOHN P. COMEAUX  
Director



**DEPARTMENT OF ADMINISTRATION**

Capitol Complex  
Carson City, Nevada 89710  
Fax (702) 687-3983  
(702) 687-4065

February 28, 1996

Ms. Elaine K. Kaiser  
UP/SP Environmental Project Director  
Section of Environmental Analysis  
Surface Transportation Board  
12<sup>th</sup> and Constitution Avenue, Room 3219  
Washington, DC 20423-0001

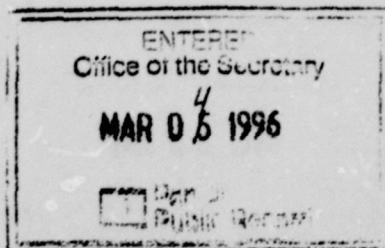


Re: SAI NV# 96300104

Project: ER -- 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 (Finance Docket No. 32760)

Dear Ms. Kaiser:

Enclosed is an additional comment from the Nevada of Water Resources that was received after our previous letter to you. Please incorporate this comment into your decision making process. If you have any questions, please contact either me, at 687-6382, or Julie Butler, Clearinghouse Coordinator/SPOC, at 687-6367.



Sincerely,

A handwritten signature in cursive script, appearing to read "Terri Rodefer".

Terri Rodefer, Environmental Advocate  
Nevada State Clearinghouse

Enclosure



BOB MILLER  
Governor

STATE OF NEVADA

PETER G. MORROS  
Director

R. MICHAEL TURNIPSEED, P.E.  
State Engineer



DEPARTMENT OF CONSERVATION AND NATURAL RESOURCES  
DIVISION OF WATER RESOURCES

Capitol Complex  
123 W. Nye Lane  
Carson City, Nevada 89710  
(702) 687-4380

February 27, 1996

Nevada State Clearinghouse  
Dept of Administration  
Budget & Planning Division  
Blasdel Bldg Room 200  
Carson City NV 89710

Re: SAI# 96300104-2

Dear Ladies & Gentlemen:

If any additional water is required for operations that do not receive water service from a utility, additional permits for the added water duty may be required.

All railway right of way crossings of rivers, streams, canals or ditches must be maintained in such a manner so as to not hinder water flow or delivery. If the railway company is unwilling to perform the work, access must be granted to the ditch, canal or water right owners to perform the necessary maintenance pursuant to NRS chapters 533 and 536.

Any monitor/observation, site characterization or remediation wells either existing or proposed must be authorized by this office by permit or waiver pursuant to NRS chapters 533 and 534 and NAC chapter 534.

Sincerely,

A handwritten signature in dark ink, appearing to read "Michael J. Anderson".

Michael J. Anderson, P.E.  
Hydraulic Engineer III

MJA/tdf



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32760

3-1-96

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Item No. \_\_\_\_\_

Page Count 1

MAR # 29

141 Per or  
Public Record

61533

E. W. WOTPKA  
2000 TERRACE LANE  
SALIDA, CO 80861

Feb. 26, 1996

RECEIVED  
MAR 1 1996

Finance Docket  
No 32760

MAIL  
MANAGEMENT  
LOG

Office of the Secretary  
Surface Transportation Board

I request immediate transfer of my status in the above action from POR to VIS. I have never filed Notice of Intent to Participate, nor did I ever intend to be more than an interested party in this matter.

I submitted Written Comment on Jan 24, 1996 as a private individual, and have neither the means nor the time necessary to pursue this issue in any other capacity than as an interested party.

ADVISE OF ALL

*Emphasis*

PROCEEDINGS

STB

FD

32760

3-1-96

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**MISSOURI HIGHWAY AND  
TRANSPORTATION DEPARTMENT**

Capitol Ave. at Jefferson St., P.O. Box 270, Jefferson City, MO 65102 Telephone (573) 751-2551 Fax (573) 751-6535

February 26, 1996

Honorable Vernon A. Williams  
Secretary, Room 1324  
Surface Transportation Board  
1201 Constitution Avenue, N.W.  
Washington, DC 20423

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



Dear Secretary Williams:

The Missouri Highway and Transportation Department has served a copy of our filing - MHTD-1 - with those persons as designated as Party of Record (POR) on the Surface Transportation Board's Decision No. 15 pursuant to the above-mentioned proceeding.

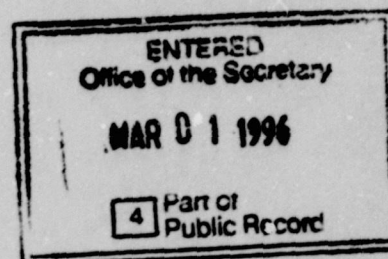
Enclosed please find an original and five (5) copies of our Certificate of Service regarding this matter.

All POR's have been properly served with a copy of our filing MHTD-1 by first class mail, postage prepaid.

Sincerely,

A handwritten signature in cursive script that reads "Jack Hynes /sd/".

Jack Hynes  
Administrator of Railroads



cc: POR's, Finance Docket No. 32760, Decision No. 15

Enclosures: Certificate of Service and five copies





# Missouri Highway and Transportation Department

Capitol Ave. at Jefferson St., P.O. Box 270, Jefferson City, MO 65102 (314) 751-2551 Fax (314) 751-6555

January 5, 1996

MHTD-1

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

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

. Dear Secretary Williams:

The Missouri Highway and Transportation Department (MHTD) requests to be made a "Party of Record" in the above-mentioned proceeding.

MHTD has not determined a position of support or opposition to the proposed transaction at this time. Determination of a position will depend upon a review of comments and evidence submitted by other parties in response to the application. MHTD will indicate its position and submit evidence, if appropriate, by the due dates established for subsequent filings, depending upon the definitive position taken.

## Service List Mailing Address

Jack Hynes, Administrator of Railroads  
Missouri Highway and Transportation Department  
Capitol Avenue at Jefferson Street  
P.O. Box 270  
Jefferson City, MO 65102  
573-751-7476 Fax 573-526-4709

Sincerely,

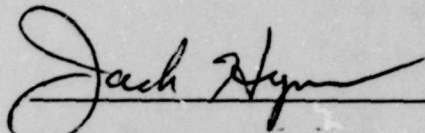
Jack Hynes  
Administrator of Railroads

cc: Arvid E. Roach II, Covington & Burling (UP)  
Paul A. Cunningham, Harkins Cunningham (SP)  
USDOJ  
USDOT

Enclosures: 20 Copies

**CERTIFICATE OF SERVICE**

I hereby certify that a copy of the Missouri Highway and Transportation Department's Notice of Intent to Participate - MHTD-1 has been served via first class mail, postage prepaid, on all parties of record in this proceeding as designated in the Surface Transportation Board's Decision No. 15 on February 26, 1996.

  
\_\_\_\_\_  
Jack Hynes  
Administrator of Railroads

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FD

32760

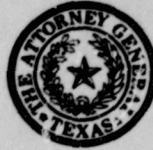
3-1-96

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Item No. \_\_\_\_\_  
Page Count 30  
MAR. # 30



61531

Office of the Attorney General  
State of Texas

DAN MORALES  
ATTORNEY GENERAL

February 26, 1996



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

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

Dear Secretary Williams:

Enclosed for filing in the above-captioned docket are the original and five copies of the State of Texas' Certificate of Service Pursuant to Decision No. 16.

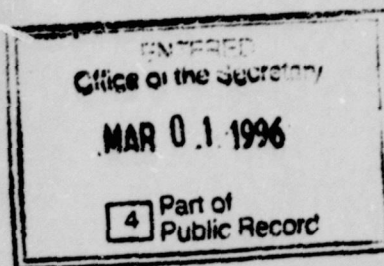
Thank you for your courtesies in this matter.

Sincerely,

DAN MORALES  
Attorney General of Texas

A handwritten signature in dark ink, appearing to read "Mark Tobey".

MARK TOBEY  
Deputy Chief for Antitrust  
Consumer Protection Division  
P. O. Box 12548  
Austin, Texas 78711-2548  
(512) 463-2185  
(512) 463-1262 (Direct Line)  
(512) 320-0975 (Facsimile No.)



g:\icc2-26.ltr



**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**

---

**STATE OF TEXAS' CERTIFICATE OF SERVICE  
PURSUANT TO DECISION NO. 16**

I hereby certify that I have this day caused to be served on all Parties of Record, pursuant to Decision No. 16 of the Surface Transportation Board, the following list of all pleadings filed in this proceeding to date by the Attorney General Dan Morales on behalf of the State of Texas:

1. Letter of intent to participate as a Party of Record dated January 11, 1996; and
2. State of Texas' Reply in Support of the Motion of Western Shippers' Coalition for Enlargement of the Procedural Schedule filed January 25, 1996.

Dated this 26th day of February, 1996.

Respectfully submitted,

**DAN MORALES**  
Attorney General of Texas

**JORGE VEGA**

**First Assistant Attorney General**

**LAQUITA A. HAMILTON**

**Deputy Attorney General for Litigation**

**THOMAS P. PERKINS, JR.**

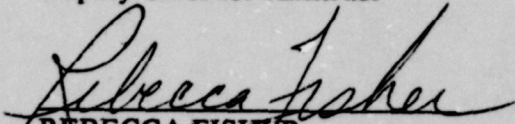
**Assistant Attorney General**

**Chief, Consumer Protection Division**

**MARK TOBEY**

**Assistant Attorney General**

**Deputy Chief for Antitrust**

  
**REBECCA FISHER**

**Texas Bar No. 07057800**

**Assistant Attorney General**

**Antitrust Section**

**P.O. Box 12548**

**Austin, TX 78711-2548**

**(512) 463-2185**

**(512) 320-0975 [FAX]**

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3-1-96

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Item No. \_\_\_\_\_

Page Count 1

MAR. # 5

3-5778

Richard E. Kerth  
Transportation Manager  
Commerce and Administration

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February 26, 1996

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

Dear Mr. Secretary:

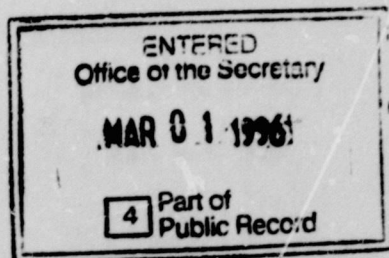
Enclosed please find one (1) original and five (5) copies of the Certificate of Service executed by Richard E. Kerth on behalf of Champion International Corporation indicating that his verified statement in the above captioned proceeding has been served via U.S. mail, postage prepaid, upon all parties of record in accordance with Decision No. 15 (dated February 15, 1996).

Sincerely,

A handwritten signature in cursive script that reads 'Richard E. Kerth'.  
Richard E. Kerth

enc.

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I Believe this  
filing is missing  
a page.





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3-1-96

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Item No. \_\_\_\_\_

Page Count 1

MAR # 4

61528

**SLOVER & LOFTUS**

ATTORNEYS AT LAW

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

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

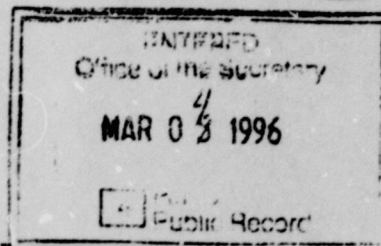
\* ADMITTED IN PENNSYLVANIA ONLY

March 1, 1996



BY HAND DELIVERY

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



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

Dear Mr. Secretary:

Please add the following "Party of Record" to the Board's official service list in the captioned proceeding:

Mr. William R. Knight  
Director-Fuel Services Dep't  
Wisconsin Power & Light Company  
P.O. Box 192  
222 West Washington Avenue  
Madison, Wisconsin 53701-0192

We attach a copy of Wisconsin Power & Light Company's January 16, 1996 Notice of Intent to Participate which requested that Mr. Knight be recognized as a Party of Record.

Thank you for your attention to this matter.

Sincerely,

*Patricia E. Kolesar*

Patricia E. (Dietrich) Kolesar  
An Attorney for Wisconsin Power &  
Light Company

cc: All Parties of Record

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32760

3-1-96

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American Electric Power  
Power Generation Fuel Supply  
One Memorial Drive  
PO Box 700  
Lancaster, OH 43130 0700  
614 687 1440

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**AEP**  
**AMERICAN**  
**ELECTRIC**  
**POWER**

Item No. \_\_\_\_\_

Page Count 2

MAR # 32

Office of the Secretary  
Surface Transportation Board  
Interstate Commerce Commission  
Case Control Branch  
1201 Constitution Avenue, NW  
Washington, DC 20423



February 27, 1996

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

Dear Secretary:

Enclosed is an original and 5 copies of a certificate of service verifying that service has been accomplished pursuant to Decision No. 16. Should you have any questions, please do not hesitate to contact the undersigned.

Respectfully submitted,

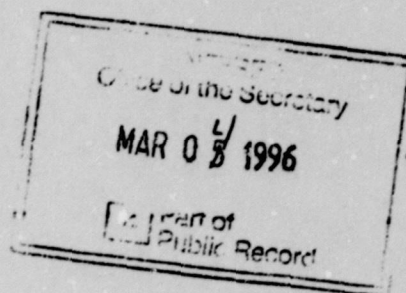
*R L Young*

R. L. Young  
Managing Director - Transportation  
American Electric Power Company

Enclosures

c: Arvid E. Roach, II  
Covington & Burling  
1201 Pennsylvania Ave., NW  
P.O. Box 7566  
Washington, DC 20044

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





CERTIFICATE OF SERVICE

RE: Finance Docket No. 32760



I hereby certify that pursuant to Decision No. 16 of the Surface Transportation Board the attached notice has been served to all parties of record on the service list.

RZy

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Item No. \_\_\_\_\_

Page Count 2

MAR # 3

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

CHARLES H. WHITE, JR.  
DIRECT LINE: (202) 342-6789  
FACSIMILE: (202) 342-5219

CANAL SQUARE  
1054 THIRTY-FIRST STREET, N.W.  
WASHINGTON, D.C. 20007-4492  
TELEPHONE: (202) 342-5200

February 28, 1996



The Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Interstate Commerce Commission Building  
12th Street and Constitution Avenue, N.W.  
Washington, D.C. 20423

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

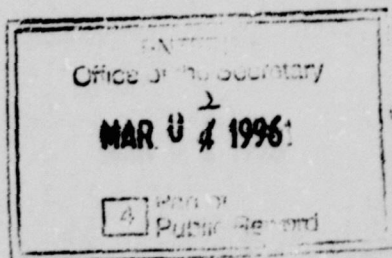
Dear Mr. Williams:

Enclosed please find five copies of the letter certifying that I mailed a list of Utah  
Railway's prior filings to all parties of record (POR) pursuant to the Board's Decision No.  
16.

Very truly yours,

Charles H. White, Jr.  
Counsel for Utah Railway Company

Enclosures





Office of the Board

MAR 04 1996

4 Public Review

BEFORE THE  
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 32760



UNION PACIFIC CORPORATION et al.—CONTROL AND MERGER—  
SOUTHERN PACIFIC RAIL CORPORATION et al.

Pursuant to the Board's Decision No. 16 notice is provided to parties of record (PORs), that Utah Railway Company has filed the following in the above-referenced proceeding:

- UTAH-1 "Notice of Intent to Participate", January 16, 1996
- UTAH-2 "Notice Re Anticipated Applications", January 29, 1996.

Charles H. White, Jr.  
Galland, Kharasch, Morse & Garfinkle  
1054 31st Street, N.W.  
Washington, D.C. 20007

Counsel for Utah Railway Company



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3-1-96

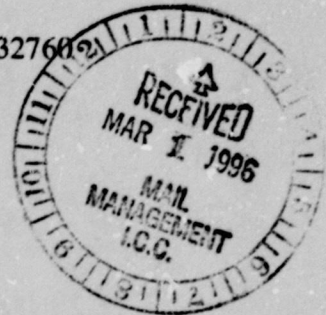
J.

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Union Pacific Corporaouon, Union Pacific )  
Railroad Company and Missouri Pacific )  
Railroad Company -- Control and Merger )  
-- Southern Pacific Rail Corporation, )  
Southern Pacific Transportation )  
Company, et al. )

Finance Docket No. 32760



## CERTIFICATE OF SERVICE

I, DAVID MAGAW, hereby declare and state that I served a copy of all filings (one) made in this proceeding by the Yolo Shortline Railroad Company, a Party of Record in this proceeding, on all other Parties of Record (POR) in accordance with the Surface Transportation Board's Decision No. 15. Such service was made by enclosing a copy thereof in a sealed envelope, with postage prepaid, and placed in the United States mail at Sacramento, CA to the list of POR attached to said Surface Transportation Board's Decision No. 15.

I, David Magaw, declare under penalty of perjury that the foregoing is true and correct.

Executed on February 26, 1996 at Sacramento, CA.

by:

A handwritten signature in cursive script that reads "David Magaw".

David Magaw  
CA State Bar # 78847  
President and General Manager  
Yolo Shortline Railroad Company  
1965 East Main Street  
Woodland, CA 95776

ENTERED  
Office of the Secretary

MAR 0 3 1996

☐ Part of  
Public Record