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32760

1-3-96

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60732

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

9600506

Page Count 2

60732

JAN #9



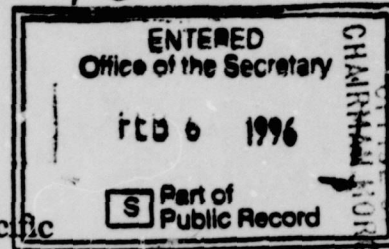
## CADDO/BOSSIER PORT COMMISSION

P.O. BOX 52071 - SHREVEPORT, LOUISIANA 71135-2071

(318) 861-4981 - FAX (318) 869-2329

December 27, 1995

Ms. Linda J. Morgan, Chairperson  
Interstate Commerce Commission  
Interstate Commerce Commission Building  
12th Street and Constitution Avenue  
Room 4126  
Washington, D. C. 20423



JAN 3 10 13 AM '96

INTERSTATE COMMERCE  
COMMISSION  
RECEIVED

RE: Union Pacific Railroad and Southern Pacific  
Railroad Merger

Dear Ms. Morgan:

We wrote to Ms. Gail McDonald on December 12, 1995, unaware that you have replaced her, but have been informed that you would now be the appropriate person to communicate our concerns. It was also brought to our attention that this correspondence was provided to you, but we are attaching a copy to be sure.

Since our communication to the ICC, we have been contacted by several of our customers who intend to bring in bulk materials through our Port. These particular customers are located in East Texas, are serviced primarily by the Kansas City Southern Railways, and need and want operating rights for their commodities to be transported to our Port facilities which are coming on line.

As indicated in our first correspondence, much planning and financial injection has been projected by the Federal, State and Local governing authorities so that another mode of transport is added to this area of our nation.

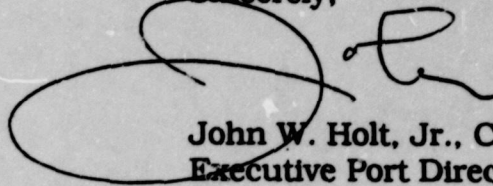
As you review the intent of this merger, please do be aware that operating rights between our railroad carriers in this ARK-LA-TEX region is significant to the economic wellbeing of this region.

We are available to have further discussions with either your staff or yourself and are relying on you looking out for our interests as you progress on this proposed merger.



Ms. Linda J. Morgan  
Page 2

Sincerely,

A handwritten signature in black ink, appearing to be "J. Holt", written over a large, loopy circular flourish.

John W. Holt, Jr., CED  
Executive Port Director

JWH: cb  
Attachment

cc: Commissioner W. Ben Helm, President  
Commissioner Jerry C. Harris, Chairman  
Port Site and Operating Committee  
Mr. Jack Long, Port Manager, Ryan-Walsh

STB FD

32760

1-2-96

J

60724

Item No. 60724

Page Count 3

JAN. #14

Office of the Secretary

JAN 03 1996

**COVINGTON & BURLING**

1201 PENNSYLVANIA AVENUE, N. W.

P.O. BOX 7566

WASHINGTON, D.C. 20044-7566

(202) 662-6000

TELEFAX: (202) 662-6291

TELEX: 89-593 (COVING WSH)

CABLE: COVING

LECONFIELD HOUSE

CURZON STREET

LONDON W1Y 8AS

ENGLAND

TELEPHONE: 44-171-495-5655

TELEFAX: 44-171-495-3101

BRUSSELS CORRESPONDENT OFFICE

44 AVENUE DES ARTS

BRUSSELS 1040 BELGIUM

TELEPHONE: 32-2-512-9890

TELEFAX: 32-2-502-1598

ARVID E. ROACH II

DIRECT DIAL NUMBER

(202) 662-5388

DIRECT TELEFAX NUMBER

(202) 778-5388

January 2, 1996

BY HAND AND FACSIMILE

Alan E. Lubel, Esq.  
Troutman Sanders  
Suite 640  
North Building  
601 Pennsylvania Avenue, N.W.  
Washington, D.C. 20004



Re: Finance Docket No. 32760

Dear Mr. Lubel:

We have the following responses to your letter of December 28 regarding traffic tapes; your letter of December 28 regarding the date range for KCS Interrogatories Nos. 20 and 25; and the various letters and "revised interrogatories" that were faxed to us after 8 P.M. on Friday, December 29 (and which we did not see until yesterday), including a letter advising that you intended to raise various matters at today's hearing. We have done our best to address these matters on the very short notice you have given us.

1. First, let me address your several letters about the traffic tapes. KCS has had the traffic tapes and a comprehensive description of their fields since October 19, 1995, and I must say we were surprised to receive, without any prior effort to discuss the matter with us, these fax letters threatening to raise issues about the data on the tapes at today's discovery conference. The traffic tapes that Applicants have produced contain the best information that could be developed on settled revenues. This does not always include special post-contract allowances or other lump-sum payments, which cannot be developed without an extraordinarily burdensome special study (as was done for Mr. Peterson's analysis of plastics rates). As for Rule 11 movements, such traffic is included on the tapes. The specific movements that were handled under Rule 11 cannot, however, reliably be identified without, again, a very burdensome special study. As I am sure KCS is aware, one railroad in a Rule 11 movement does not know the revenue of another railroad in the movement, since the whole purpose of the rule is to allow separate



Alan E. Lubel, Esq.  
January 2, 1996  
Page 2

billing. Moreover, in practice, railroads do not always know that a movement is being billed under Rule 11, and their data bases do not reliably reflect Rule 11 status, although it is well known that certain movements over certain junctions are heavily characterized by rebilling. In sum, the tapes already contain the best data that are available without additional, burdensome special studies.

2. We cannot agree to change the date range for your Interrogatories Nos. 20 and 25. This matter was resolved on December 20, and KCS did not appeal the Judge's ruling within the allotted time. Moreover, changing the date range would require a very burdensome expansion of the search, to absolutely no good end, since there was virtually no knowledge of the merger among UP or SP marketing personnel, and no contact with customers concerning the merger, until the Merger Agreement was announced on August 3.

3. More generally, we do not acknowledge the accuracy of KCS' purported "revised" interrogatories as embodying the rulings at the December 20 hearing. We shall be guided by the Transcript of the hearing in our responses. We will however, identify the "45 officers" and SP's 150 largest shippers.

4. With regard to your Interrogatories Nos. 4 and 23, the agreed resolution on December 20 was to limit production to a subset of the shippers who provided supporting statements. We do not believe it is appropriate now to reopen the question of searching files of shippers who did not provide statements.

5. We are doing our best to gather copies of or information about prior testimony by Messrs. Barber, Peterson and Willig, and expect to have a response to this request, which has been made by KCS and others, shortly.

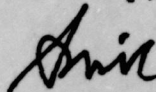
6. One of your December 29 letters correctly points out that I misspoke at the December 20 hearing when I described the data that had been placed in the depository concerning meetings that led to the Merger Agreement. I had been thinking of the information we produced about meetings that led to the BN/Santa Fe settlement agreement. In response to the agreement reached on December 20 with regard to your Interrogatory No. 1, we are working to complete our production

CQVINGTON & BURLING

Alan E. Lubel, Esq.  
January 2, 1996  
Page 3

of information about the meetings that led to the Merger Agreement.

Sincerely,



Arvid E. Roach II

cc: Hon. Jerome Nelson  
Hon. Vernon A. Williams  
Restricted Service List



STB FD 32760 12-29-95 J 60715

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

Page Count 2

Dec 14 2006

MAYER, BROWN & PLATT

2000 PENNSYLVANIA AVENUE, N.W.

WASHINGTON, D.C. 20005-1882

December 27, 1995

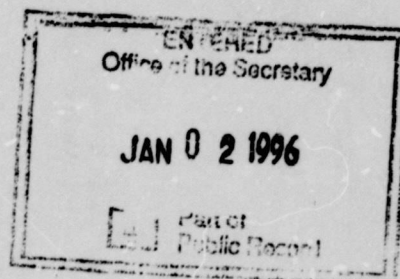
CHICAGO  
DALLAS  
DENVER  
HOUSTON  
LOS ANGELES  
NEW YORK  
MEXICO CITY CORRESPONDENT  
JAUREGUI, NAVARRETE, NADER Y ROJAS

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

ERIKA Z. JONES  
202-778-0642

VIA HAND DELIVERY

Alan E. Lubel, Esq.  
Troutman Sanders, LLP  
601 Pennsylvania Ave., N.W.  
Suite 640 - North Building  
Washington, D.C. 20004-2608



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

Dear Alan:

Attached please find revised record layouts for the Burlington Northern Railroad and The Atchison, Topeka and Santa Fe Railway's 1994 traffic tapes, requested by the Kansas City Southern Railway in its "First Request for Production of Documents to Burlington Northern Santa Fe Corporation and Related Entities." The tapes, along with identical revised record layouts, have been forwarded directly to Snively, King & Associates, as you requested. These tapes are Highly Confidential and, as such, should only be reviewed by outside counsel and consultants who have signed a highly confidential undertaking.

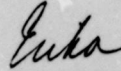
There are several items that should be noted regarding these tapes:

- (1) Revenue -- the tapes contain two revenue fields -- one containing the estimated total waybill freight revenue (ultimate origin to ultimate destination), and one for the individual carrier portion of the estimated way-billed revenue. The revenue fields do not reflect adjustments for allowances or other adjustments.
- (2) Route of movement -- these waybill traffic tapes do not contain fields for a maximum of more than four railroads in a route of movement and, thus, may not reflect the entire route of movement and Rule 260 junctions.
- (3) Weight -- the weights reflected on the tapes are estimated and are provided in hundred-weight(cwt).

Alan E. Lubel, Esq.  
Page 2

Should your consultants need any assistance, they should contact Chris Kent at  
Klick, Kent & Allen (703) 683-1120.

Sincerely,



Erika Z. Jones

cc: Administrative Law Judge Jerome Nelson  
Honorable Vernon A. Williams  
Restricted Service List (via Regular Mail)

STB

FD

32760

12-29-95

J

60714



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

Page Count 2

Dec 4 207

MAYER, BROWN & PLATT

CHICAGO  
BURLIN  
RUSSELLS  
HOUSTON  
LONDON  
LOS ANGELES  
NEW YORK  
MEXICO CITY CORRESPONDENT  
JAUREGUI, NAVARRETE, NADER Y ROJAS

2000 PENNSYLVANIA AVENUE, N.W.

WASHINGTON, D.C. 20006-1882

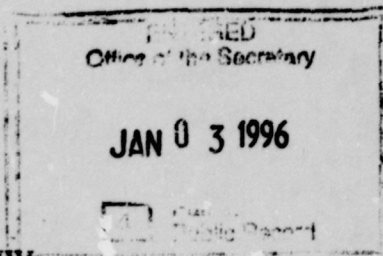
202-463-2000  
TELEX 892603  
FACSIMILE  
202-961-0473

December 29, 1995

ERIKA Z. JONES  
202-778-0642

BY HAND

Honorable Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
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 ten (10) copies of BN/Santa Fe's Comments on the Primary Application (BN/SF-1) in the above-referenced matter. Also enclosed is a 3.5-inch disk containing the text of this pleading in Word Perfect 5.1 format.

Earlier in this proceeding, appearances were entered on behalf of Burlington Northern Railroad Company (BN-1) and The Atchison, Topeka and Santa Fe Railway Company (SF-1). For the purpose of this and future pleadings filed jointly by Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company, we will use the acronym "BN/SF".

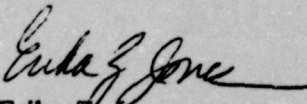
As required by the Commission, Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company have established a document depository. The depository is located at the offices of Mayer, Brown & Platt, 2000 Pennsylvania Ave., NW, Washington, DC. Persons interested in visiting the depository or obtaining copies of documents in the depository should contact either Ted Bardach (202) 778-0124 or Kelley O'Brien (202) 778-0607.



Honorable Vernon A. Williams  
Page 2

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

Sincerely,

  
Erika Z. Jones

cc: Administrative Law Judge Jerome Nelson  
All Parties on Service List

STB

FD

32760

12-29-95

J

60713

Item 1.

Page Count

7  
Doc # 205

COVINGTON & BURLING

1201 PENNSYLVANIA AVENUE, N.W.

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CABLE: COVLING

S. WILLIAM LIVINGSTON, JR.

DIRECT DIAL NUMBER

(202) 662-5380



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LONDON W1P7TF ENGLAND

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BRUSSELS CORRESPONDENT OFFICE

44 AVENUE DES ARTS

BRUSSELS 1040 BELGIUM

TELEPHONE 32-2-512-9890

TELEFAX 32-2-502-1598

December 29, 1995

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

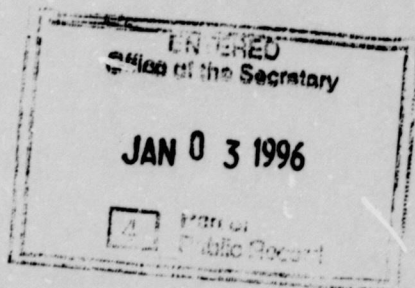
TO: ALL PARTIES ON THE RESTRICTED SERVICE LIST:

Enclosed is a copy of the most recent depository index for the Applicants' document depository. The index includes documents that were placed in the depository in response to discovery requests by the Department of Justice, the Kansas City Southern Railway Co., and the Society of the Plastics Industry, Inc. We are continuing to place documents in the depository, and to update the index accordingly.

Sincerely,

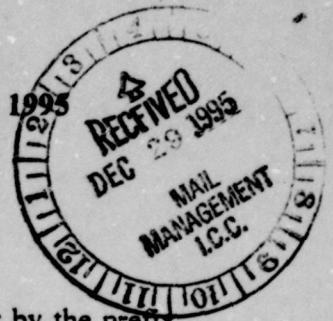
S. William Livingston, Jr.

Enclosure





December 29, 1995



## DEPOSITORY INDEX

The material in the depository is organized into three groups by level of confidentiality, and in each group the categories are arranged in numerical order by the prefix number. The SP material has the even prefixes beginning at 20-29, 40-49, etc., and is integrated into the file drawers by prefix number and level of confidentiality. The UP material has the prefixes 01-19, 30-39, etc...

### 01 Peterson/Traffic Study

N01 - 000001 -- N01 - 001518  
C01 - 000001 -- C01 - 000007  
HC01 - 000001 -- HC01 - 008516

### 02 Operating Plan

N02 - 000001 -- N02 - 002101; N02 - 100001 -- N02 - 102695; N02 - 200001  
-- N02 - 203107; N02 - 300064 -- N02 300492; N02 - 400001 -- N02 -  
401423; N02 - 500001 -- N02 - 501050  
C02 - 000001 -- C02 - 000273; C02 - 100001 -- C02 - 100633; C02 - 200001  
-- C02 - 203286; C02 - 300001 -- C02 - 302692  
HC02 - 300001 -- HC02 - 30050; HC02 - 400001 -- HC02 - 400538;  
HC02 - 500001 -- HC02 - 502101

N22 - 000001 -- N22 - 001731

### 03 Financials/Pro Formas

N03 - 000001 -- N03 - 000463

N20 - 000030 -- N20 - 000037; N20 - 001090 -- N20 - 002959  
C20 - 000073 -- C20 - 002977  
HC20 - 001262 -- HC20 - 001263; HC20 - 001616 -- HC20 - 001867

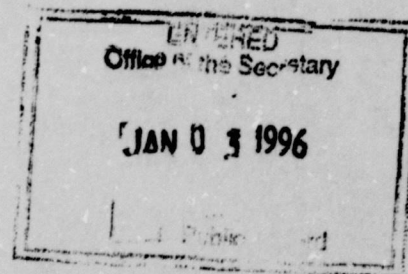
### 04 Witnesses' Workpapers

#### Ainsworth

N04 - 100001 -- N04 - 100028  
C04 - 100001 -- C04 - 101283  
HC04 - 100001 -- HC04 - 100069

#### Barber

N04 - 200001 -- N04 - 200406  
C04 - 200001 -- C04 - 200003  
HC04 - 200001 -- HC04 - 200451



Draper/Salzman

C04 - 300001 -- C04 - 300506  
HC04 - 300001 -- HC04 - 300023

Gray

N04 - 400001 -- N04 - 400009  
HC04 - 400001 -- HC04 - 400073

Hartman

N04 - 500001 -- N04 - 500215  
(pgs.....were substituted in on 12/15)

King/Ongerth -- see 02

La Londe

N04 - 600001 -- N04 - 600287

Peterson -- see 01

Rebensdorf

N04 - 700001 -- N04 - 700074  
HC04 - 700001 -- HC04 - 700031

Roberts

N04 - 800001 -- N04 - 800021  
C04 - 800001 -- C04 - 800033  
HC04 - 800001 -- HC04 - 800013

Sharp

N04 - 900001 -- N04 - 900185  
HC04 - 900001 -- HC04 - 900048

Spero

N04 - 110001 -- N04 - 110076  
HC04 - 110001 -- HC04 - 110273

Willig

N04 - 120001 -- N04 - 120248

Yarberry

N04 - 130001 -- N04 - 130737  
HC04 - 130001 -- HC04 - 13000



05 Other Application Materials

N05 - 000001 -- N05 - 002178; N05 - 002196 -- N05 - 005795

N05 - 100001 -- {Photographs}

C05 - 000001 -- C05 - 000087

HC05 - 000001 -- HC05 - 000308

06 Switching Tariffs and Timetables

N06 - 000001 -- N06 - 003074

07 Materials Related to Finance Docket No. 32571

N07 - 000001 -- N07 - 002373

C07 - 000001 -- C07 - 000007

08 Central Kansas Grain Shippers

HC08 - 000001 -- HC08 - 007377

HC40 - 000001 -- HC40 - 004846

HC41 - 000001 -- HC41 - 013374

09 Customer Surveys

C09 - 000001 -- C09 - 0000021

HC09 - 000001 -- HC09 - 029324

HC20 - 002075 -- HC20 - 002100

10 Organizational Charts

C10 - 000001 -- C10 - 000108

C20 - 000018 -- C20 - 000072

HC20 - 000001 -- HC20 - 000002

11 Tender Offer Documents

N11 - 000001 -- N11 - 000120

12 Annual Reports, 10Q's, 10K's

N12 - 000001 -- N12 - 000722

N23 - 000001 -- N23 - 000983

13 Business Plans

N13 - 000001 -- N13 - 000084

HC13 - 000001 -- HC13 - 002138

HC20 - 000129 -- HC20 - 001261

HC20 - 001868 -- HC20 - 002074

14 Shipper Contact Lists

C14 - 000001 -- C14 - 000085

15 Correspondence Regarding Abandonments

N15 - 000001 -- N15 - 000324

Correspondence With Public Officials

N15 - 100001 -- N15 - 100022

N20 - 000001 -- N20 - 000029

N20 - 100001 -- N20 - 100003

Correspondence Regarding UP/SP Merger

N15 - 200001 -- N15 - 200017

16 Press Releases

N15 - 000001 -- N16 - 000068

N20 - 000832 -- N20 - 001089

17 Communications to Employees

C17 - 000001 -- C17 - 000153

N17 - 000001 -- N17 - 000008

N20 - 000038 -- N20 - 000831

18 BN/SF Agreement Material

HC18 - 000001 -- HC18 - 000031

C18 - 000001 -- C18 - 000015

19 Testimony

N19 - 000001 -- N19 - 000017

30 Hart-Scott-Rodino Correspondence

N30 - 000001 -- N30 - 000011

31 Build-outs

HC31 - 000001 -- HC31 - 000031

32 Studies, Reports, Analyses

HC32 - 000001 -- HC32 - 000214

HC20 - 001602 -- HC20 - 001615

33 Board Materials: Presentations

HC33 - 000001 -- HC33 - 000336

HC20 - 000003 - HC20 - 000128(Board Minutes)

34 Presentations

N34 - 000001 -- N34 - 000143

35 Trackage Rights Agreements, Haulage Agreements, Voluntary Coordination Agreements

N35 - 000001 -- N35 - 000020

N35 - 100001 -- N35 - 100002

N35 - 200001 -- N35 - 200320

HC35 - 000001 -- HC35 - 000056

HC35 - 100001 -- HC35 - 100240

HC35 - 200001 -- HC35 - 200264

HC35 - 300001 -- HC35 - 300026

N20 - 002960 -- N20 - 002964

N20 - 002965 -- N20 - 003159

HC20 - 001264 -- HC20 - 001454

HC20 - 001455 -- HC20 - 001601

HC20 - 002101 -- HC20 - 002236

36 Statements By Shippers Expressing Opposition or Concerns

N36 - 000001 -- N36 - 000161

37 Answers to Interrogatories

N37 - 000001 -- N37 - 000004

C37 - 000001 -- C37 - 000005

N21 - 000001 -- N21 - 000003

C21 - 000001 -- C21 - 000002

HC21 - 000001

38 UP Plastics Contracts

HC38 - 000001 -- HC38 - 000021

42 SP Plastics Shipper Files

Formosa Plastics

HC42 - 000001 -- HC42 - 000617

43 SP Plastics Shipper Files



Exxon

HC43 - 000001 -- HC43 - 002168

44 SP Plastics Shipper Files

Chevron

HC44 - 000001 -- HC44 - 001307

45 SP Plastics Shipper Files

Quantum

HC45 - 000001 -- HC45 - 005843

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32760

12-29-95

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

Page Count 1Dec 4 2014

FD-32760

OFFICE OF  
CHAIRMAN MORGAN

DEC 29 12 49 PM '95

INTERSTATE COMMERCE  
COMMISSION  
RECEIVED

Linda J. Morgan, Chairperson  
Interstate Commerce Commission  
12th & Constitution Avenue; N.W.  
Washington, D.C. 20423

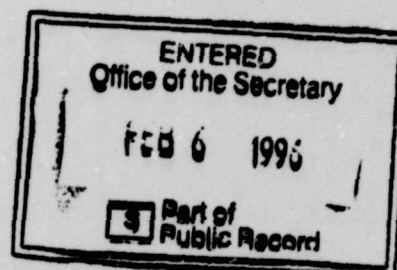
Mrs. Morgan,

With all the duties that your office demands of you to ask for your attention is a necessity on my part. You probably know by now of the merger proposed by two railroads, the Southern Pacific and the Union Pacific. This would not be a merger to benefit many people in general. Many shippers would have to be at the mercy of a monopolies company and many employees would have to loose their jobs. Please say no to this merger is brought before you for consideration. Thanks.

Respectfully Yours,

*Terry J. Quebedeaux*

TERRY J. QUEBEDEAUX  
316 OAK AVE  
BRIDGE CITY, LA.  
70094



STB FD 32760

12-27-95

J

60696

60694

MAYER, BROWN & PLATT

2000 PENNSYLVANIA AVENUE, N.W.

WASHINGTON, D.C. 20006-1882

202-463-2700  
TELEX 892603  
FACSIMILE  
202-861-0473

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DALLAS  
NEW YORK  
LOS ANGELES  
HOUSTON  
LONDON  
TOKYO  
MEXICO CITY CORRESPONDENT  
JAUREGUI, NAVARRETE, NADER Y ROJAS

December 27, 1995

Item No. \_\_\_\_\_  
Page Count 3  
Dec #188

BY HAND

Honorable Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
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 ten (10) copies of: (i) a letter sent today from Erika Z. Jones to Alan E. Lubel; and (ii) a letter sent today from Erika Z. Jones to Frederic L. Wood. Copies of these letters were served via regular mail on all parties on the restricted service list.

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

Sincerely,

*Kelley E. O'Brien*

Kelley E. O'Brien

Office of the Secretary

DEC 28 1995



MAYER, BROWN & PLATT

2000 PENNSYLVANIA AVENUE, N.W.

WASHINGTON, D.C. 20006-1882

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

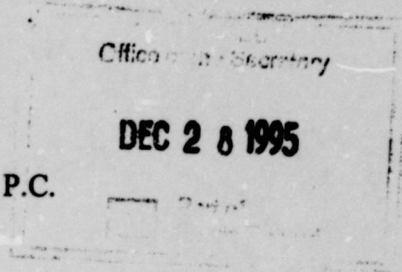
CHICAGO  
DALLAS  
DENVER  
LOS ANGELES  
NEW YORK  
MEXICO CITY CORRESPONDENT  
JAUREGUI, NAVARRETE, NADER Y ROJAS

December 27, 1995

ERIKA Z. JONES  
202-778-0642

VIA HAND DELIVERY

Frederic L. Wood, Esq.  
Donelan, Cleary, Wood & Maser, P.C.  
Suite 750  
1100 New York Avenue, N.W.  
Washington, D.C. 20005



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

Dear Rick:

Attached please find record layouts for the Burlington Northern Railroad and The Atchison, Topeka and Santa Fe Railway's 1994 traffic tapes, requested by The National Industrial Transportation League in your letter of December 18, 1995. The tapes, along with identical record layouts, have been forwarded directly to L.E. Peabody and Associates, as you requested. These tapes are Highly Confidential and, as such, should only be reviewed by outside counsel and consultants who have signed a highly confidential undertaking.

There are several items that should be noted regarding these tapes:

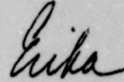
- (1) Revenue -- the tapes contain two revenue fields -- one containing the estimated total waybill freight revenue (ultimate origin to ultimate destination), and one for the individual carrier portion of the estimated way-billed revenue. The revenue fields do not reflect adjustments for allowances or other adjustments.
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- (3) Weight -- the weights reflected on the tapes are estimated and are provided in hundred-weight(cwt).



Frederic L. Wood, Esq.  
Page 2

Should your consultants need any assistance, they should contact Chris Kent at  
Klick, Kent & Allen (703) 683-1120.

Sincerely,



Erika Z. Jones

cc: Administrative Law Judge Jerome Nelson  
Honorable Vernon A. Williams  
Restricted Service List (via Regular Mail)

STB

FD

32760

12-27-95

J

60681

Item No. 60681

Page Count 2

Dec 4 173

MAYER, BROWN & PLATT

2000 PENNSYLVANIA AVENUE, N.W.

WASHINGTON, D.C. 20006-1882

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

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

December 26, 1995

BY HAND

Honorable Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
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:

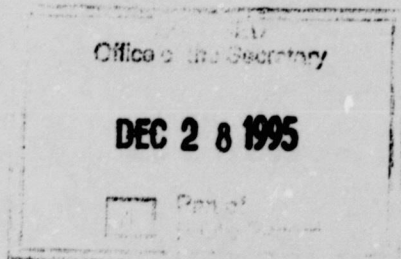
Enclosed for filing in the above-captioned docket are an original and ten (10) copies of a letter sent today from Erika Z. Jones to all parties on the restricted service list.

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,

*Kelley E. O'Brien*

Kelley E. O'Brien





**MAYER, BROWN & PLATT**

2000 PENNSYLVANIA AVENUE, N.W.

WASHINGTON, D.C. 20006-1882

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MEXICO CITY CORRESPONDENT  
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202-463-2000  
TELEX 892603  
FACSIMILE  
202-861-0473

ERIKA Z. JONES  
202-778-0642

December 26, 1995



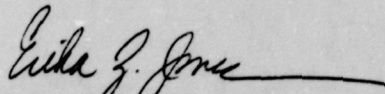
To: All Parties on the Restricted Service List

Re: Finance Docket No. 32760, 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

Pursuant to Paragraph 8 of the Discovery Guidelines adopted by Judge Nelson, I request, on behalf of Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company, that I be provided with copies of all requests and responses to discovery. If any such materials already have been served on other parties, I would appreciate your sending me copies at your earliest convenience.

If you have any questions concerning this, please do not hesitate to contact me.

Sincerely,

  
Erika Z. Jones

cc: Honorable Vernon A. Williams  
Honorable Jerome Neison

Office of the Secretary

DEC 28 1995



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FD-32760

12-22-98

J

ID-60674



JEC 2 6 1995

60674

December 21, 1995



Mr. Vernon A. Williams, Secy.  
Interstate Commerce Commission  
12th Street & Constitution Ave. N.W.  
Washington, DC 20423

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

Dear Mr. Williams:

Please accept this as notice of the Port of Corpus Christi's intention to participate as a party of record in the above entitled proceeding, and request that we be placed on the Commission's service list as such.

Filings, orders, notices, decisions, etc., should be sent to the undersigned. Our mailing address is P. O. Box 1541, Corpus Christi, TX; the street address is 222 Power Street, Corpus Christi, TX 78401.

As information, we have a redacted version of the primary merger application (UP/SP-22 through UP/SP-28 inclusive).

Please date stamp the attached copy of this letter and return it to us in the enclosed self-addressed, postage paid envelope.

Your attention to this matter is appreciated.

Cordially yours,

A. F. Eabin  
Manager of Transportation

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

Page Count 1

Dec 21/95

STB

FD-32760

12-22-95

J

ID-60673



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

Page Count 13

Dec 14 1995

# COVINGTON & BURLING

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P.O. BOX 7566

WASHINGTON, D.C. 20044-7566

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MICHAEL L. ROSENTHAL

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LECONFIELD HOUSE

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LONDON W1Y 8AS

ENGLAND

TELEPHONE: 44-171-495-5858

TELEFAX: 44-171-495-3101

BRUSSELS CORRESPONDENT OFFICE

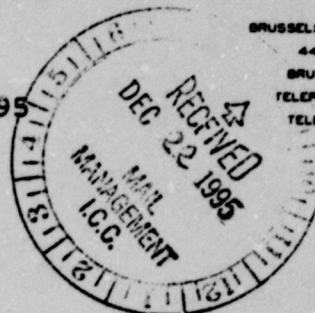
44 AVENUE DES ARTS

BRUSSELS 1040 BELGIUM

TELEPHONE: 32-2-512-9890

TELEFAX: 32-2-502-1588

December 20, 1995



To All Parties of Record:

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

In accordance with paragraph 9 of the Order Adopting Discovery Guidelines, served December 7, 1995, Applicants have compiled the enclosed list of parties that have asked to be placed on the restricted service list in this proceeding.

From this point forward, Applicants will serve copies of its written responses to discovery requests and its own discovery requests on only those parties included on the restricted service list.

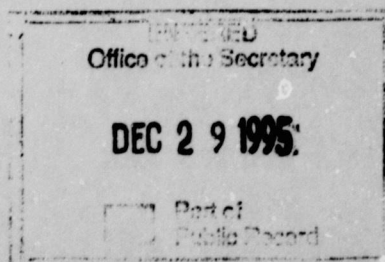
Applicants are also enclosing a copy of the most recent version of their index to the document depository.

Sincerely,

*Michael L. Rosenthal*  
Michael L. Rosenthal

Enclosures

cc: The Honorable Vernon A. Williams  
The Honorable Jerome Nelson  
Parties on the Restricted Service List (By Facsimile)



RESTRICTED SERVICE LIST

Hon. Jerome Nelson  
Administrative Law Judge  
FERC  
Room No. 11F21  
888 First Street, N.E.  
Washington, D.C. 20426

Honorable Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
Room 2215  
12th St. & Constitution Ave., N.W.  
Washington, D.C. 20423

Michael D. Billiel  
Joan S. Huggler  
Robert L. McGeorge  
Angela L. Hughes  
Antitrust Division  
U.S. Department of Justice  
555 4th Street, N.W., Rm. 9104-TEA  
Washington, D.C. 20001

Frederic L. Wood  
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Thomas W. Wilcox  
Jeffrey O. Moreno  
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1100 New York Avenue, N.W.  
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Marc J. Fink  
John W. Butler  
Torbjorn Sjogren  
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Jackson & Jessup  
P.O. Box 1240  
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601 Pennsylvania Avenue, N.W.  
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The Kansas City Southern Railway Co.  
114 West 11th Street  
Kansas City, Missouri 64105

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Patton Boggs, LLP  
2550 M Street, N.W.  
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John Luedke  
Galland, Kharasch, Morse & Garfinkle  
1054 - 31st Street, N.W.  
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Andrew R. Plump  
John V. Edwards  
Zuckert, Scoutt & Rasenberger, L.L.P.  
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Washington D.C. 20006-3939



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Sierra Pacific Power Company  
Sierra Plaza  
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Reno, Nevada 98520

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Alicia M. Serfaty  
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Douglas J. Behr  
Arthur S. Garrett  
Keller & Heckman  
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Suite 500W  
Washington, D.C. 20001

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Mark Schechter  
Rosemary H. McEnery  
Mark L. Josephs  
Howrey & Simon  
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Washington, D.C. 20004

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Larry R. Pruden  
Transportation Communications  
International Union  
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Rockville, MD 20850

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Debra L. Willen  
Guerrieri, Edmond & Clayman, P.C.  
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Washington, D.C. 20004

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Krista L. Edwards  
Sidley & Austin  
1722 Eye Street, N.W.  
Washington, D.C. 20006

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Jonathan M. Broder  
Edward B. Hymson  
Anne E. Treadway  
Consolidated Rail Corporation  
Two Commerce Square  
2001 Market St., 16-A  
Philadelphia, PA 19101-1416

Daniel K. Mayers  
William J. Kolasky, Jr.  
A. Stephen Hut, Jr.  
Ali M. Stoeppelwerth  
Steven P. Finizio  
Wilmer, Cutler & Pickering  
2445 M Street, N.W.  
Washington, D.C. 20037-1420

John Will Ongman  
Pepper, Hamilton & Scheetz  
1300 Nineteenth Street, N.W.  
Washington, D.C. 20036

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Adrian L. Steel, Jr.  
Roy T. Englert, Jr.  
Kathryn Kusske  
Mayer, Brown & Platt  
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Jeffrey O. Moreno  
Donelan, Cleary, Wood & Maser, P.C.  
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John H. LeSeur  
Christopher A. Mills  
Slover & Loftus  
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Washington, D.C. 20036-6105

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One James Center  
901 E. Cary Street  
Richmond, VA 23219

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The Atchison, Topeka and Santa Fe  
Railway Co.  
1700 East Golf Road  
Schaumburg, IL 60173



Janice G. Barber  
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Ft. Worth, TX 76102-5384

James V. Dolan  
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Omaha, Nebraska 68179

Paul A. Conley, Jr.  
Union Pacific Railroad Company  
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Omaha, Nebraska 68179

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Southern Pacific Transportation Co.  
1860 Lincoln Street, 14th Floor  
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Carol A. Harris  
Louis P. Warchot  
Southern Pacific Transportation Co.  
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Carl W. von Bernuth  
Union Pacific Corporation  
Eighth and Eaton Avenues  
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Arvid E. Roach II  
S. William Livingston, Jr.  
Michael L. Rosenbaum  
Covington & Burling  
1201 Pennsylvania Avenue, N.W.  
P.O. Box 7566  
Washington, D.C. 20044

December 19, 1995

## DEPOSITORY INDEX

The material in the depository is organized into three groups by level of confidentiality, and in each group the categories are arranged in numerical order by the prefix number. The SP material has the even prefixes beginning at 20-29, 40-49, etc., and is integrated into the file drawers by prefix number and level of confidentiality. The UP material has the prefixes 01-19, 30-39, etc..

### 01 Peterson/Traffic Study

N01 - 000001 -- N01 - 001518  
C01 - 000001 -- C01 - 000007  
HC01 - 000001 -- HC01 - 008516

### 02 Operating Plan

N02 - 000001 -- N02 - 002101; N02 - 100001 -- N02 - 102695; N02 - 200001  
-- N02 - 203107; N02 - 300064 -- N02 300492; N02 - 400001 -- N02 -  
401423; N02 - 500001 -- N02 - 501050  
C02 - 000001 -- C02 - 000273; C02 - 100001 -- C02 - 100633; C02 - 200001 -  
-- C02 - 203286; C02 - 300001 -- C02 - 302692  
HC02 - 300001 -- HC02 - 30050; HC02 - 400001 -- HC02 - 400538;  
HC02 - 500001 -- HC02 - 502101

### 03 Financials/Pro Formas

N03 - 000001 -- N03 - 000463  
  
N20 - 000030 -- N20 -000037; N20 - 001090 -- N20 - 002959  
C20 - 000073 -- C20 - 002977  
HC20 - 001262 -- HC20 - 001263; HC20 - 001616 -- HC20 - 001867

### 04 Witnesses' Workpapers

#### Ainsworth

N04 - 100001 -- N04 - 100028  
C04 - 100001 -- C04 - 101283  
HC04 -100001 -- HC04 - 100069

#### Barber

N04 - 200001 -- N04 - 200406  
C04 - 200001 -- C04 - 200003  
HC04 - 200001 -- HC04 - 200451



Draper/Salzman

C04 - 300001 -- C04 - 300446  
HC04 - 300001 -- HC04 - 300006

Gray

N04 - 400001 -- N04 - 400009  
HC04 - 400001 -- HC04 - 400073

Hartman

HC04 - 500001 -- HC04 - 500215  
(pgs.....were substituted in on 12/15)

King/Ongerth -- see 02

La Londe

N04 - 600001 -- N04 - 600287

Peterson -- see 01

Rebensdorf

N04 - 700001 -- N04 - 700012

Roberts

N04 - 800001 -- N04 - 800021  
C04 - 800001 -- C04 - 800033  
HC04 - 800001 -- HC04 - 800013

Sharp

N04 - 900001 -- N04 - 900185  
HC04 - 900001 -- HC04 - 900048

Spero

N04 - 110001 -- N04 - 110076  
HC04 - 110001 -- HC04 - 110273

Willig

N04 - 120001 -- N04 - 120248

Yarberry

N04 - 130001 -- N04 - 130737  
HC04 - 130001 -- HC04 - 130001

05 Other Application Materials

N05 - 000001 -- N05 - 002178; N05 - 002196 -- N05 - 005795

N05 - 100001 -- {Photographs}

C05 - 000001 -- C05 - 000087

HC05 - 000001 -- HC05 - 000308

06 Switching Tariffs and Timetables

N06 - 000001 -- N06 - 001889

07 Materials Related to Finance Docket No. 32571

N07 - 000001 -- N07 - 002373

C07 - 000001 -- C07 - 000007

08 Central Kansas Grain Shippers

HC08 - 000001 -- HC08 - 007365

HC40 - 000001 -- HC40 - 004846

HC41 - 000001 -- HC41 - 013374

09 Customer Surveys

C09 - 000001 -- C09 - 0000021

HC09 - 000001 -- HC09 - 029324

HC20 - 002075 -- HC20 - 002100

10 Organizational Charts

C10 - 000001 -- C10 - 000108

C20 - 000018 -- C20 - 000072

11 Tender Offer Documents

N11 - 000001 -- N11 - 000120

12 Annual Reports, 10Q's, 10K's

N12 000001 -- N12 000722

13 Business Plans

N13 - 000001 -- N13 - 000084

HC13 - 000001 -- HC13 - 002138

HC20 - 000129 -- HC20 - 001261

HC20 - 001868 -- HC20 - 002074

14 Shipper Contact Lists



C14 - 000001 -- C14 - 000085

**15 Correspondence Regarding Abandonments**

N15 - 000001 -- N15 - 000324

**Correspondence With Public Officials**

N15 - 100001 -- N15 - 100022

N20 - 000001 -- N20 - 000029

N20 - 002965 -- N20 - 002967

**Correspondence Regarding UP/SP Merger**

N15 - 200001 -- N15 - 200017

**16 Press Releases**

N16 - 000001 -- N16 - 000068

N20 - 000832 -- N20 - 001089

**17 Communications to Employees**

C17 - 000001 -- C17 - 000153

N17 - 000001 -- N17 - 000008

N20 - 000038 -- N20 - 000831

**18 BN/SF Agreement Material**

N18 - 000001 -- N18 - 000031

C18 - 000001 -- C18 - 0000015

**19 Testimony**

N19 - 000001 -- N19 - 000017

**30 Hart-Scott-Rodino Correspondence**

N30 - 000001 -- N30 - 000011

**31 Build-outs**

HC31 - 000001 -- HC31 - 000031

**32 Studies, Reports, Analyses**

HC32 - 000001 -- HC32 - 000214

HC20 - 001602 -- HC20 - 001615

33 Board Materials: Presentations

HC33 - 000001 -- HC33 - 000336

HC20 - 000003 - HC20 - 000128(Board Minutes)

34 Presentations

N34 - 000001 -- N34 - 000133

35 Trackage Rights Agreements, Haulage Agreements, Voluntary Coordination Agreements

I20 - 002960 -- N20 - 002964

N20 - 002965 -- N20 - 003159

HC20 - 001264 -- HC20 - 001454

HC20 - 001455 -- HC20 - 001601

HC20 - 002101 -- HC20 - 002236

36 Answers to Interrogatories

HC21 - 000001

N21 - 000001 -- N21 - 000003

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FD-32760

12-22-95

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ID-60671



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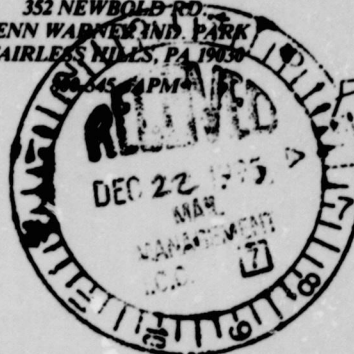


## Arnold Precision Manufacturers

12/19/95

Linda J. Morgan  
Chairman  
Interstate Commerce Commission  
1201 Constitution Ave., N.W., Room 4126  
Washington, DC 20423

352 NEWBOLD RD.  
PENN WARREN IND. PARK  
FAIRLESS HILLS, PA 19030



Dear Ms. Morgan:

Arnold Precision Manufacturers is extremely concerned about the competitive effects on us of the proposed acquisition of SP by UP. While we have reviewed the proposed agreement between UP and BN/Santa Fe which is intended to remedy those effects, we are far from persuaded that it will produce effective competition for our traffic.

We have also considered the possibility that Conrail acquire some of SP's eastern lines in connection with the merger, especially the lines running from Chicago and St. Louis to Texas and Louisiana. We find this possibility to be much more appropriate and effective in addressing our concerns. We think their proposal is better because it involves their ownership of the lines, whereas most of the UP-BN/Santa Fe deal involves only trackage rights. We have learned that the benefits of trackage rights are uncertain in that they can be easily lost if the railroads argue about whose traffic has priority, who is in charge of operations on the line, and so forth.

We favor Conrail's proposal as it would provide the best through service between Texas and the Northeast/Midwest markets. This routing would involve the fewest handlings between carriers which is very important to industries in the above market place.

Finally, we think Conrail's proposal helps to assure that we and other rail customers will have multiple rails options. We are extremely concerned about the trend toward only a few giant railroads. This is definitely not in the customers' interest.

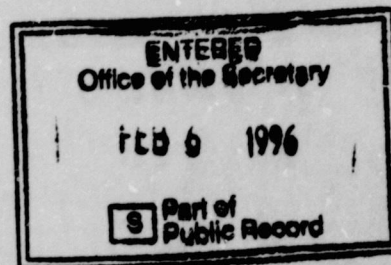
For these reasons, Arnold Precision Manufacturers will actively oppose the UP-SP merger at the ICC, unless it is conditioned on acceptance of Conrail's proposal.

Sincerely,  
ARNOLD PRECISION MANUFACTURERS

*Robert Hyer*

Robert Hyer  
Operations Manager

cc: Senator Arlen Specter  
Senator Rick Santorum  
Mr. Daniel M. O'Hara





STB

FD-32760

12-21-95

J

ID-60656

9600510

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

60656

Page Count 1Dec 14/8

December 13, 1995

Linda J. Morgan  
Chairman  
Interstate Commerce Commission  
1201 Constitution Ave., N.W., Room 4126  
Washington, DC 20423

FD-32760

Dear Ms. Morgan:

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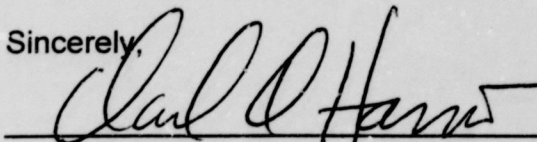
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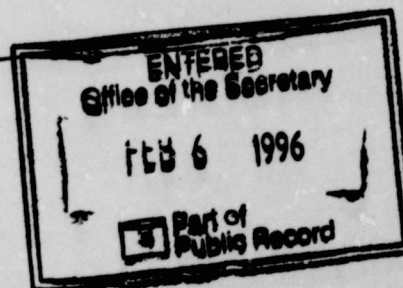
For these reasons, we will actively oppose the UP-SP merger at the ICC, unless it is conditioned on acceptance of Conrail's proposal.

Sincerely,



Steere Tank Lines

Houston, TX

OFFICE OF  
CHAIRMAN MORGAN

Dec 21 2 07 PM '95

INTERSTATE COMMERCE  
COMMISSION  
RECEIVED

cc: Honorable Kay Bailey Hutchinson  
Honorable Phil Gramm  
Chairman Barry Williamson, Texas Railroad Commission

STB

FD-32760

12-20-95

J

ID-60655

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

Page Count 5

Dec 14/95

60655

**MAYER, BROWN & PLATT**

CHICAGO  
BERLIN  
BRUSSELS  
HOUSTON  
LONDON  
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MEXICO CITY CORRESPONDENT  
JAUREGUI, NAVARRETE, NADER Y ROJAS

2000 PENNSYLVANIA AVENUE, N.W.

WASHINGTON, D.C. 20006-1882

202-463-2000  
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202-861-0473

December 20, 1995

BY HAND

Honorable Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
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:

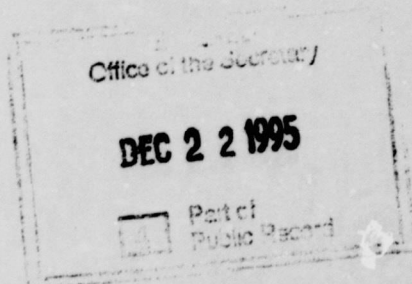
Enclosed for filing in the above-captioned docket are ten (10) copies of: (i) a letter sent December 19 from Erika Z. Jones to Alan E. Lubel; and (ii) a letter sent December 19 from Erika Z. Jones to Frederic L. Wood. Copies of these letters were served via regular mail on all parties on the restricted service list.

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

Sincerely,

*Kelley E. O'Brien*

Kelley E. O'Brien





# MAYER, BROWN & PLATT

2000 PENNSYLVANIA AVENUE, N.W.

WASHINGTON, D.C. 20006-1882

CHICAGO  
BERLIN  
RUSSELL  
DUSTON  
LONDON  
LOS ANGELES  
NEW YORK  
MEXICO CITY CORRESPONDENT  
JAUREGUI, NAVARRETE, NADER Y ROJAS

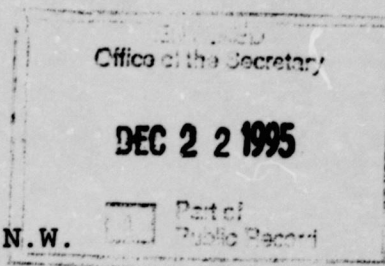
202-463-2000  
TELEX 892603  
FACSIMILE  
202-861-0473

ERIKA Z. JONES  
202-778-0642

December 19, 1995

## BY FACSIMILE

Alan E. Lubel, Esq.  
Troutman Sanders LLP  
Suite 640  
North Building  
601 Pennsylvania Avenue, N.W.  
Washington, D.C. 20004



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

C  
Dear Alan:

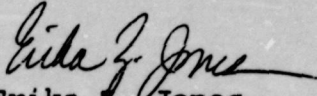
This responds to your letter of December 18, 1995, regarding the 1994 traffic tapes recently provided to you by BN and Santa Fe. As you are aware, we provided those tapes pursuant to our December 1, 1995 agreement that both carriers would provide traffic tapes reflecting the data normally contained within the ICC Carload Waybill Sample, but covering 100% of their 1994 traffic.

You have now requested that we add certain information to the tapes already provided. Although the information you have requested concerning shippers is not included within the ICC Carload Waybill Sample, we will nonetheless provide you with new tapes which contain that information in addition to the information previously contained on the tapes.

With respect to your request that we supply the full freight revenue for the BN, this was not included on the BN tapes provided to you because, unlike Santa Fe, BN does not generally maintain estimates of full freight revenue on its waybill traffic tapes. Instead, BN maintains these estimates in separate data files. Nonetheless, we will proceed to prepare new tapes including these estimates for your consultant's use.

We expect to be able to provide you with these new tapes by the middle of next week, absent any unexpected delays in their preparation. Please call me if you have any questions.

Sincerely,

  
Erika L. Jones

cc: Administrative Law Judge Jerome Nelson  
Hon. Vernon A. Williams  
Restricted Service List



Office of the Secretary

DEC 22 1995

CHICAGO  
BERLIN  
BRUSSELS  
HOUSTON  
LONDON

LOS ANGELES  
NEW YORK

MEXICO CITY CORRESPONDENT  
JAUREGUI, NAVARRETE, NADER Y ROJAS

MAYER, BROWN & PLATT

2000 PENNSYLVANIA AVENUE, N.W.

WASHINGTON, D.C. 20006-1882

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

December 19, 1995

ERIKA Z. JONES  
202-778-0642

BY FACSIMILE

Frederic L. Wood, Esq.  
Donelan, Cleary, Wood & Maser, P.C.  
Suite 750  
1100 New York Avenue, N.W.  
Washington, D.C. 20005

Dear Mr. Wood:

This confirms our telephone conversation of this morning, in which we discussed the 1994 traffic tapes for Burlington Northern Railroad Company (BN) and The Atchison, Topeka and Santa Fe Railway Company (Santa Fe).

Your letter of December 18, 1995 requested authorization to use the traffic tapes that had been provided to L.E. Peabody and Associates in connection with the BN/Santa Fe merger and control proceeding (Finance Docket No. 32549) as part of Peabody's analysis for The National Industrial Transportation League in connection with the Union Pacific/Southern Pacific merger proceeding (Finance Docket No. 32760).

As I explained to you in our telephone conversation, the tapes provided to Peabody in connection with the BN/Santa Fe merger reflected 1993 traffic, not 1994 traffic. Therefore, it is more appropriate to provide you with new traffic tapes reflecting 1994 traffic for your consultant's use in connection with the UP/SP proceeding.

BN and Santa Fe have already provided KCS' consultant with 1994 traffic tapes. KCS has now asked BN and Santa Fe to add shipper names and BN full freight revenue data to those tapes. In response to that request, and we have agreed to produce revised tapes to KCS' consultant by the middle of next week. We will make them available to Peabody at the same time.

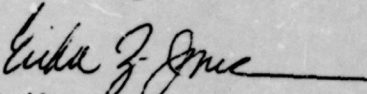




Frederic L. Wood, Esq.  
December 19, 1995  
Page 2

We will advise your office by letter when the traffic tapes have been provided to Peabody.

Sincerely,

  
Erika Z. Jones

cc: Administrative Law Judge Jerome Nelson  
Hon. Vernon A. Williams  
Restricted Service List

STB

FD-32760

12-20-95

J

ID-60654

MAYER, BROWN & PLATT

60654

CHICAGO  
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NEW YORK  
TOKYO  
MEXICO CITY CORRESPONDENT  
JAUREGUI, NAVARRETE, NADER Y ROJAS

2000 PENNSYLVANIA AVENUE, N.W.

WASHINGTON, D.C. 20006-1882

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

December 20, 1995

BY HAND

Honorable Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
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 ten (10) copies of: (i) a letter sent December 19 from Erika Z. Jones to Alan E. Lubel, and (ii) a letter sent December 19 from Erika Z. Jones to Frederic L. Wood. Copies of these letters were served via regular mail on all parties on the restricted service list.

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

Sincerely,

*Kelley E. O'Brien*

Kelley E. O'Brien

Office of the Secretary

DEC 22 1995

Patel

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

Page Count 5

Dec 1991



CHICAGO  
BERLIN  
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HOUSTON  
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NEW YORK  
MEXICO CITY CORRESPONDENT  
JAUREGUI, NAVARRETE, NADER Y ROJAS

2000 PENNSYLVANIA AVENUE, N.W.

WASHINGTON, D.C. 20006-1882

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

ERIKA Z. JONES  
202-778-0642

December 19, 1995

**BY FACSIMILE**

Office Secretary

DEC 22 1995



Alan E. Lubel, Esq.  
Troutman Sanders LLP  
Suite 640  
North Building  
601 Pennsylvania Avenue, N.W.  
Washington, D.C. 20004

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

Dear Alan:

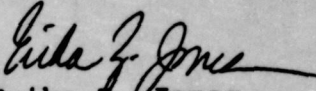
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We expect to be able to provide you with these new tapes by the middle of next week, absent any unexpected delays in their preparation. Please call me if you have any questions.

Sincerely,

  
Erika Z. Jones

cc: Administrative Law Judge Jerome Nelson  
Hon. Vernon A. Williams  
Restricted Service List



CHICAGO  
BERLIN  
BRUSSELS  
HOUSTON  
LONDON  
LOS ANGELES  
NEW YORK  
MEXICO CITY CORRESPONDENT  
LAUREGUI, NAVARRETE, NADER Y ROJAS

DEC 22 1995

2000 PENNSYLVANIA AVENUE, N.W.  
WASHINGTON, D.C. 20006-1892

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

Décember 19, 1995

ERIKA Z. JONES  
202-778-0642

BY FACSIMILE

Frederic L. Wood, Esq.  
Donelan, Cleary, Wood & Maser, P.C.  
Suite 750  
1100 New York Avenue, N.W.  
Washington, D.C. 20005



Dear Mr. Wood:

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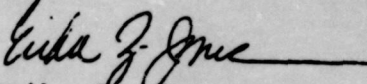
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Frederic L. Wood, Esq.  
December 19, 1995  
Page 2

We will advise your office by letter when the traffic tapes have been provided to Peabody.

Sincerely,

  
Erika Z. Jones

cc: Administrative Law Judge Jerome Nelson  
Hon. Vernon A. Williams  
Restricted Service List

STB

FD-32760

12-20-95

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ID-60653

LAW OFFICES

ZUCKERT, SCOUTT & RASENBERGER, L.L.P.

RECEIVED

888 SEVENTEENTH STREET, N.W.

Dec 20 5 28 PM '95

WASHINGTON, D.C. 20006-3939

TELEPHONE : (202) 298-8660

FACSIMILES: (202) 342-0683

(202) 342-1316

OFFICE OF SECRETARY

Office of the Secretary

DEC 22 1995

Postal  
Public Record

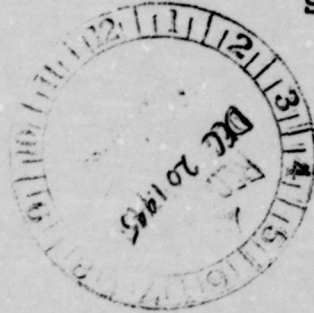
RICHARD A. ALLEN

December 20, 1995

SPP-2

Via Hand Delivery

Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
Room 2215  
12th Street & Constitution Avenue, N.W.  
Washington, D.C. 20423



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

Dear Secretary Williams:

Please place the Sierra Pacific Power Company ("Sierra Pacific") and its representatives indicated below on the list of all parties of record prepared and issued under the provision of 49 C.F.R. § 1180.4(a)(4). Sierra Pacific intends to participate in this proceeding as an active party. In accordance with 49 C.F.R. § 1180.4(a)(2), Sierra Pacific selects the acronym "SPP" for identifying all documents and pleadings it submits.

Jeff Hill  
Director of Fuel Management  
Sierra Pacific Power Company  
Sierra Plaza  
6100 Neil Road  
Reno, Nevada 98520

Richard A. Allen  
Jennifer P. Oakley  
Zuckert, Scoutt & Rasenberger  
Suite 600  
888 17th Street, N.W.  
Washington, D.C. 20006

If you have any questions on this matter, please contact the undersigned.

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

Sincerely,

Page Count 1

Dec # 145

*Richard A. Allen*  
Richard A. Allen

cc: Administrative Law Judge Nelson  
All Parties of Record



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FD-32760

12-20-95

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ID-60652

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

Page Count 2

Dec. #1244



60652



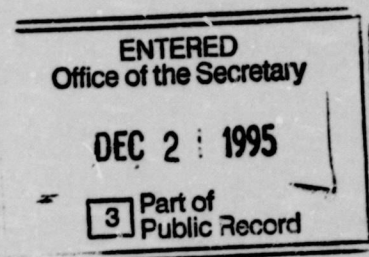
## DEMOCRATIC LEADER OF THE HOUSE

Curtis Hertel  
2nd District

Michigan House of Representatives  
State Capitol Building  
Lansing, Michigan 48913  
Phone: (517) 373-1983

December 11, 1995

Honorable Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
Twelfth Street & Constitution Ave., NW  
Room 2215  
Washington, D.C. 20423



RE: Finance Docket No. 32760 UP/SP

Dear Mr. Williams:

As the Democratic Leader of the Michigan State House of Representatives, I strongly support the merger of the Union Pacific ("UP") and Southern Pacific ("SP") railroads.

The merged UP and SP will be stronger financially, relieving pressure on the SP caused by the Burlington Northern and Santa Fe merger.

We understand service improvements for Michigan shippers will include:

1. Availability of both the UP and SP routes to be used as a single system will allow flexibility to improve service. Intermodal and automobile traffic moving southern California to Chicago will concentrate on SP's shorter Tucumcari route, and other traffic will remain on UP's central route. This will reduce delays, increase reliability and create additional capacity. There will be opportunities to enhance automotive service with dedicated trains to more destinations to consolidate use of auto ramps. General Motors, one of Michigan's key auto makers, has filed a statement of support of the merger.
2. The merger will allow this single system to make important capital improvements, both in regard to rail equipment that can be purchased and track structure that can be enhanced.

Honorable Vernon A. Williams

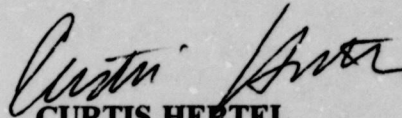
December 11, 1995

Page Two

3. A UP/SP merger can be expected to create operating efficiencies on the merged system and reduce costs to the new railroad, which will ultimately benefit Michigan shippers and receivers.
4. With the filing of UP's application to acquire SP, 12 Michigan-based shippers have filed in support, including General Motors and Stroh Brewery. This list of supporters also includes a number of small shippers, thus indicating benefits to a wide spectrum of Michigan industry under the merger.

On the basis of the benefits enumerated and others, I urge the ICC to approve the UP/SP merger as it is in the best interests of Michigan, its citizens and its businesses.

Sincerely,



**CURTIS HERTEL**

House Democratic Leader

CH:bjd

cc: Patrick M. Nowak, Director  
Michigan Department of  
Transportation



STB

FD-32760

12-20-95

J

ID-60650

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

Page Count: 14

Dec 14 1995

December 7, 1995

Office Of The Chairman  
Ms. Linda Morgan  
Interstate Commerce Corporation  
Room 4126  
Washington, D.C. 20423-0001

Dear Ms. Linda Morgan,

I am an employee of the Cotton Belt Railroad in Pine Bluff, Arkansas. I am writing to you to express my objection to the pending merger involving the Cotton Belt before the ICC because of the adverse impact this merger would have on Pine Bluff employees, especially the proposed closing of the shop, and also on the black employees in particular.

As you know prior to the Civil Rights Act of 1964 a wide disparity existed between the racial representation of black and white employees at the Cotton Belt railroad yards in Pine Bluff. Due to past discriminatory hiring practices black employees were grossly underrepresented in the Cotton Belt workforce.

Following the passage of the 1964 Civil Rights Act and various other equal employment opportunity laws a greater number of black employees were gradually hired into the Cotton Belt system along with some of my friends and co-workers. Obviously the black employees were on the lower level of the seniority scale as a result of the time which we were hired in relation to the time which white employees were hired.

If the pending merger is approved by the ICC and the proposed employee layoffs in Pine Bluff take place then the black employees with the least amount of seniority would obviously be impacted much more severely than the white employees would. As a result, the benefits gained by black employees through equal employment opportunity laws would be lost through the employee cutbacks contained in this merger proposal and once again black employees would be grossly underrepresented in the Pine Bluff Cotton Belt Railroad yards.

I, along with my fellow employees, believe that this situation would be unfair and I therefore respectfully request that you do whatever is in your power to do to prevent this situation from occurring and allow these much needed jobs to remain in Pine Bluff.

Thank you very much for your immediate attention to this matter.

Office of the Secretary

Sincerely,

*Clem Arnold*

Clem Arnold

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CHAIRMAN MORGAN

OFFICE OF

CHAIRMAN MORGAN

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32760

FEB 6 1996

Thomas J. Arnold Jr  
Box 210

Gould, ARK 71643

O.B. Tillman  
Pte D Box 545  
Gould Ark. 71643

N. K. Butler  
Rt 6, Box 266  
Pine Bluff, Ark  
71602

W. H. Clark  
3102 Louisiana St.  
Pine Bluff, Ark. 71601  
C K Lusk  
PO Box 334  
Altzheimer, Ar 72004

Jesse Kelly Jr  
3501 Hepler  
Pine Bluff, Ark  
71603

Kathy (Mildred)  
1167 Kuttner Ford Rd

Pine Bluff Ark 71601

T. Edward St.  
3214 gravel pit Rd.  
Pine Bluff, Ark. 71602

Sylvester Hager  
3708 West 11th  
Pine Bluff, Ar.

E L Roshery  
P. O. Box 398  
Altzheimer Ar 72004

Benny R. Cobles  
1918 W. 21st  
Pine Bluff, Ark.

Larry E. Williams  
1707 W. 9th  
Pine Bluff AR

Daniel Sims  
2112 W 17  
Pine Bluff, AR. 71603

Gerry M. Williams  
3913 LINCOLN GREEN

PINE BLUFF, AR. 71603  
501) 536-2231



JW Tate

4201 W 12th

Pine Bluff Ark 71603

Fred Barnes

5901 Masley

Pine Bluff, Ar.

Wilbert Gray

10123 Gudy Lane

Little Rock, AR 72209

Albert Lerley

Rt 1, Box 183

Star City Ark 71607

Roy L Thompson

201 East 23rd

Pine Bluff, Ark

Melvin Suel

Rt. 3. Box 146

Star City, Ark.  
71667

Myron Lee Fuller

208 W-18

Pine Bluff Ark

71602

Nathaniel Massey JR

1504 Sheridan RD

Redfield Ar. 72132

L.O. Denton

P.O. Box 1254

Pine Bluff Ark 71613

Michael Martin

Pine Bluff Ark

7420 Olive

R.B. Smith

1103 Elm St.

Pine Bluff Ark 71601

J.B. Johnson

9100 Huntley Trail

Pine Bluff, Ar. 71603

J & J Grossett

Rt 1 Box 396

Groesvine, Arkansas  
72057

Janie J. Smith

1604 W. 11th

Pine Bluff, AR 71603

Major V. Nelson

2403 Bell st

PINE Bluff ARK 71601

W. L. Loretto  
S. R. Carley

A. D. Johnson

B. W. Spadoni

R. B. Matthews

T. O. Stagg

S. W. Wilson

B. E. Parker

E. J. Amis

C. W. Thomas

C. L. (Gene) Lewis

J. R. Simmons

R. Fuchs

W. F. Stephens

I. Sadler

Harry Johnson

O. W. Lewis

STB

FD-32760

12-20-95

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ID-60649



9600616

60649

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

Page Count 1Dec # 141

December 15, 1995

Linda J. Morgan  
Chairman  
Interstate Commerce Commission  
1201 Constitution Ave., N.W., Room 4126  
Washington, DC 20423

70-32760

Dear Ms. Morgan:

We are extremely concerned about the competitive effects on us of the proposed acquisition of SP by UP. While we have reviewed the proposed agreement between UP and BN/Santa Fe which is intended to remedy those effects, we are far from persuaded that it will produce effective competition for our traffic.

We have also considered the possibility that Conrail acquire some of SP's eastern lines in connection with the merger, especially the lines running from Chicago and St. Louis to Texas and Louisiana. We find this possibility to be much more appropriate and effective in addressing our concerns. We think their proposal is better because it involves their ownership of the lines, whereas most of the UP-BN/Santa Fe deal involves only trackage rights. We have learned that the benefits of trackage rights are uncertain in that they can be easily lost if the railroads argue about whose traffic has priority, who is in charge of operations on the line, and so forth.

We favor Conrail's proposal as it would provide the best through service between Texas and the Northeast/Midwest markets. This routing would involve the fewest handlings between carriers which is very important to industries in the above market place.

Finally, we think Conrail's proposal helps to assure that we and other rail customers will have multiple rail options. We are extremely concerned about the trend toward only a few giant railroads. This is definitely not in the customers' interest.

For these reasons, we will actively oppose the UP-SP merger at the ICC, unless it is conditioned on acceptance of Conrail's proposal.

Sincerely,

*James F. Gumbert*  
*Hector Tellez*

*Transportation Manager*

Office of the Secretary

JAN 6 1996

OFFICE OF  
CHAIRMAN MORGAN

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INTERSTATE COMMERCE  
COMMISSION  
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cc: Honorable Kay Bailey Hutchinson  
Honorable Phil Gramm  
Chairman Barry Williamson, Texas Railroad Commission

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

Page Count 1Dec #143

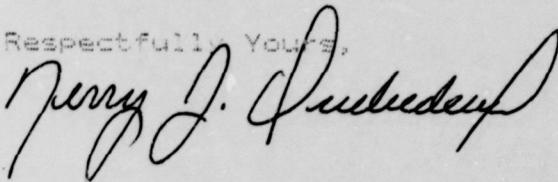
GAIL C. McDonald, Commissioner  
Interstate Commerce Commission  
12th & Constitution Avenue  
Washington, D.C. 20423

FD -  
32740

Mrs. McDonald,

This nation was not founded on the basis of any religious affiliation, any national or ethnical ties, nor was it on the basis of race or creed. It wasn't based on the principals of any group or groups of people in which the nation was subservient to such or any individual. This nation was formed on the moral rights of one and all. But we are becoming a nation that would rather give a hand out than a job. We are becoming a nation of groups seeking to justify their needs according to the whole. I am asking your assistance in keeping with the morals that this great nation was founded, the morals of the COMMON GOOD. Let not your office serve for the gain of the few and forget the needs of the one and all to make an honest living. You will be approached by the Union Pacific and Southern Pacific Railroads in an attempt to form one company. They will be asking for permission to gain million on millions in profits at the expense of the rest of this nation. I believe it will be another strike against the common good. It seems to be the nature of man to test the rules to see if he can find a way past them, these two companies have violated just about every agreement they have made with their employees and we don't expect them to honor any agreements they make to allow other competitors in the areas where they are a monopoly, namely the southwest and Mexico. Please consider all the information available and ask around and I'm sure you will not support such a merger. Thanks.

Respectfully Yours,

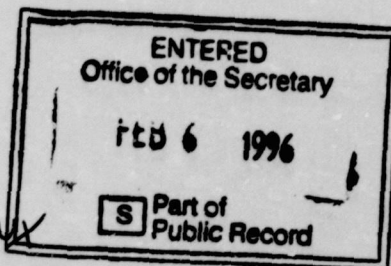


TERRY J. QUEBEDEAUX

316 OAK AVE

BRIDGE CITY, LA.

70094



INTERSTATE COMMERCE  
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OFFICE OF  
CHAIRMAN MORGAN

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12-20-95

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ID-60648



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

60648

Page Count 1Dec # 140

December 14, 1995

Linda J. Morgan  
Chairman  
Interstate Commerce Commission  
1201 Constitution Ave., N.W., Room 4126  
Washington, DC 20423

FD-32760

Dear Ms. Morgan:

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Finally, we think Conrail's proposal helps to assure that we and other rail customers will have multiple rail options. We are extremely concerned about the trend toward only a few giant railroads. This is definitely not in the customers' interest.

For these reasons, we will actively oppose the UP-SP merger at the ICC, unless it is conditioned on acceptance of Conrail's proposal.

Sincerely,

*Maurice Morgan*  
INTERPOCK TERMINALS.  
Houston Tx 77029

Office of the Secretary

JAN 6 1996

INTERSTATE COMMERCE  
COMMISSION  
RECEIVED  
Dec 20 2 07 PM '95  
OFFICE OF  
CHAIRMAN MORGAN

cc: Honorable Kay Bailey Hutchinson  
Honorable Phil Gramm  
Chairman Barry Williamson, Texas Railroad Commission

STB

FD-32760

12-20-95

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ID-60647

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

Page Count. 1Dec 13 9

December 13, 1995

Linda J. Morgan  
 Chairman  
 Interstate Commerce Commission  
 1201 Constitution Ave., N.W., Room 4126  
 Washington, DC 20423

OFFICE OF  
 CHAIRMAN MORGAN

Dear Ms. Morgan:

70-32760

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Sincerely,

Rudy Alfaro  
Rainbo Baking Co. (713) 237-0001  
4104 Leland St / Houston 77023

Office of the Secretary

JAN 6 1996

INTERSTATE COMMERCE  
 COMMISSION  
 RECEIVED  
 DEC 20 2 07 PM '95  
 OFFICE OF  
 CHAIRMAN MORGAN

cc: Honorable Kay Bailey Hutchinson  
 Honorable Phil Gramm  
 Chairman Barry Williamson, Texas Railroad Commission



STB

FD-32760

12-19-95

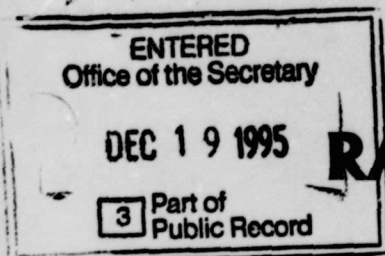
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ID-60640

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

60640

Page Count 6  
Dec 14 1995



## RAILROAD ISSUES UPDATE

December 10, 1995

FD-32760



A few of things have come down the track since the December 6 meeting.

First of all, the meeting with the Union Pacific and Southern Pacific Railroads was set for December 13 at the Senior Center in Salida. I know that date will have already passed by the time you receive this update, so we sent out a separate mailing and press releases.

- Hopefully everyone got the word.

Also, one of the recommendations from the December 6 meeting was that economic development organizations should be asked to create a database of actual and potential shippers for information to present in protests. Well, we didn't even have to ask. David Grimes from Southern Colorado Economic Development District (SCEDD) stepped forward. David has prepared a cover letter and a form to send to economic development organizations and chambers of commerce in the region to be distributed to current and potential shippers to gather information on actual and potential shipping. If you would like to get copies of the form or can help David collect information, he can be reached at (719) 545- 8680.

Several questions have been raised concerning the Letters of Intent to Participate that are due January 14. First of all, the samples that were made available on December 6 are examples of format. Please refer to the Public Notice that has been published in each of the area newspapers for details. Remember, we are talking about different abandonments. The eastern portion and the western portions have different docket numbers. The Public Notice refers to both the abandonment and merger docket numbers. The abandonment numbers are the AB numbers with Sub numbers. The merger docket number is the ICC Finance Docket Number. Please refer to the Public Notice for the appropriate numbers. We are researching whether or not one letter can be sent with all docket numbers or whether a separate letter must go for each docket number.

Also, the Public Notice indicates the original and 20 copies of the Letter of Intent to Participate must be sent to the ICC and one copy must be sent to the Railroad's Representative. The name and address in the Certificate of Service at the end of the Letter of Intent to Participate identifies who was notified at the Railroad. The sample Letter of Intent showed the Union Pacific representative as the railroad representative notified. The Public Notice, however, indicates the Southern Pacific representative should be notified. (Gary Laakso, General Attorney, Southern Pacific Building, Room

846, One Market Plaza, San Francisco, California 94105, Tel. (415)541-1785) It has been raised we may need to serve both Union Pacific and Southern Pacific with Letters of Intent. In any case, remember ICC must get the original and 20 copies. If possible, they also want a 3.5" diskette in WordPerfect 5.1 format.

As we still have a lot of time left before the January 14 deadline, please hold off on the letters until we have these questions answered. We should have answers by the time we meet with the railroads Wednesday and I'll include instructions with the meeting summary.

Finally, it is apparent the group as currently organized (or not organized) is too large to be functional in practical tasks. Some work needs to be done through committee before we meet again for an update. The obvious committees at this time would be: Protest Organization, The Search for a Shortliner, and Railbanking/Recreation. If you have an interest in serving on one of these committees, please contact me.

That's it for now. I'll write a summary of the meeting with Union Pacific and Southern Pacific Railroads next week.

Judy Lohnes  
UAACOG  
(719) 275- 8350  
(719) 275- 2907 FAX



**MEETING SUMMARY**  
**REGIONAL GROUP**  
**12/6/95**  
**Chaffee County Fairgrounds**

The meeting began with a brief statement of the purpose of the meeting which was to update everyone involved on who is doing what at both the state and local levels in order to coordinate activities and avoid duplication of efforts.

Judy Lohnes announced representatives from Union Pacific and Southern Pacific Railroads will be in Salida on December 13 at 1:30 p.m. to discuss their proposal with the community. The location will be announced later. (Salida Senior Center, 3rd and F Streets, Salida)

- Stuart Macdonald provided an update on the process. The merger application was filed as expected on December 1. Letters of Intent to Participate are due on January 14. Protest documents are due on March 29. The merger application document is 14 volumes and in excess of 8000 pages. It includes vast financial information supporting the merger and abandonment proposals. It is rumored the printing budget exceeded \$800,000. The railroad indicates they have 2500 letters of support for the merger. The application reports the liquidation value on the line Canon City to Malta piece is \$7.790 million. The piece from Malta to Sage is not being proposed as an exemption, not an abandonment and will not be subject to the process.

Governor Romer has appointed a staff person to serve as a resource person for communities dealing with abandonment issues. The designated staff person, Jared Boigon, was present and confirmed both his and the Governor's commitment to the communities dealing with this issue. Jared briefly discussed the Rail District Act of 1978 and reported on another abandonment where local governments were successful in attracting a short line to operate on the rail. He reported the Governor has convened the Governor's Committee on Railroad Corridor Use. The committee is geared toward helping communities develop corridor-wide strategies for dealing with abandonment. A roster of the Railroad Corridor Use Committee is attached.

Other agencies and individuals who have been working on or with the process gave reports on their efforts.

Dan Fitzgerald from the Office of Business Development (OBD) stated OBD is an economic development office that is concerned with the creation and retention of jobs. Obviously, abandonment is a threat to jobs. They have several programs with funds to assist in job creation and/or retention including a job training program, a business loan program and a tax credit program. These funds (programs) and tax credits would be available to business and industry such as a shortliner utilizing the abandoned track.

Chuck Peterson of Colorado Department of Transportation (CDOT) reported the department has filed a Letter of Intent to Participate and plans to submit a protest based on increased truck usage on the highways, deterioration of highways, pollution, and public safety. CDOT expects traffic to increase on the affected highways by 50 percent. CDOT also will request an extension for subsidy or purchase during the protest period. The department currently is conducting a passenger rail feasibility study for several stretches of track in the State and will request time get finish it. Chuck responded to many questions from the audience.

Steve Reese of Arkansas Headwaters Recreation Area (AHRA) reported AHRA and State Parks have submitted a concept paper and planning grant application to Great Outdoors Colorado under the Legacy Grant cycle. If successful, the planning grant will provide for the legal and technical assistance necessary to work with the ICC process and abandonment procedures, development and management requirements for a corridor trail, and develop the information necessary for the Legacy Grant Application. The local governments along the corridor have supported the planning grant application both in concept and financially. The concept paper is a description of the intent of the partners (State Parks, Div. Of Wildlife, Open Space, and Local Communities) to acquire the right-of-way along the corridor from Canon City to Dotsero in the event a shortline operator cannot be found to continue rail service along the corridor. The corridor would then be railbanked leaving the right-of-way in tact in the event the line becomes viable again at a later date. In the meantime, the corridor (right-of-way) would be developed for trail and recreational use. The partners know and understand other alternatives are being pursued that may be more desirable outcomes than railbanking and recreational use. However, the time requirements for the planning application and the concept paper were immediate and, if not responded to, the door would have been closed on the opportunity. The planning grant, if successful, will also prove helpful for other proposed alternative activities and is an asset for the entire effort. If one of the other alternatives becomes reality, the Legacy Grant application can be removed from the table.

The process to develop the railbanked corridor for recreational use will be a massive undertaking in itself and require a coordinated effort with a steering committee much like the process used to develop and manage the Arkansas Headwaters Recreation Area.

Dave Hallock of the Bureau of Land Management is in the process of researching ownership of the property along the Canon City to Dotsero piece of the proposed abandonment. He displayed a map demonstrating ownership. It is his estimate 60% of the property is privately owned and of that 60%, he estimates 40% is in easements that will revert back to landowners and 60% is held in fee ownership by the railroad. When asked about providing the same service for the eastern portion, he indicated he or his counterparts in that area may be able to research the properties there as well.

Anita Northwood of the Heart of the Rockies Chamber of Commerce in Salida reported soon after the October 2 meeting, the Chamber began actively publicizing nationwide that the rails from Canon City to Dotsero are available for purchase. Since that time the



chamber has served as a clearinghouse for interested shortliners. One of the individuals who has responded the information Anita publicized is Tim Eklund from the Chicago area.

Tim Eklund was present and talked to the group about the feasibility of running a shortline along the rail including the eastern portion of the abandonment. Tim believes a shortline operation is feasible. He indicated a shortline could operate at less than the 18% profit margin the major rail carrier claims they need. He also believes the Southern Pacific and Denver Rio Grande Western Railroads have been content to transport through this portion of Colorado and have made little or no effort to accommodate local shippers along the route, let alone try to recruit additional shippers. Tim indicated it is his opinion there is plenty of investment capital available for a shortline operation with a solid business plan.

Jack Baier of the Public Utilities Commission (PUC) reported the PUC did intervene and is on the ICC mailing list regarding the merger and abandonment. He indicated other railroads have expressed concern or a desire to acquire the line. There may be some question now as to the certainty of ICC's approval of the abandonments.

Senator Linda Powers reported on her plans to introduce legislation this year to set up a state revolving trust fund to purchase such abandoned rights-of-way. She asked for the support of the individuals present and the local elected officials in lobbying to get this legislation adopted.

Representative Ken Chlouber was also present. He expressed his disappointment that the railroad did not make an attempt to attend the meeting, even though invited. He is making this issue his focus and is looking forward to meeting with the railroad representatives next week.

Reid Haughey of Policywest in Aspen reported his organization has already been through what we are just beginning. He has been working on behalf of eight local governments in the Roaring Fork Valley to complete the funding and purchase of the Denver and Rio Grande Right of Way from Glenwood Springs to Aspen. To help fund the purchase, he has been researching and developing a proposal to amend H.B. 1174, passed by the General Assembly last year. HB. 1174 dedicates excess general fund revenues to the improvement of State highways. He is proposing that 10% of the estimated \$125 million that this bill generates annually during its three year life be dedicated to rail issues. As a result of working on the H.B. 1174 proposal some of the work necessary to define, outline and assess rail issues in Colorado is complete. The project to summarize and outline rail issues could be completed by February. He is proposing local governments along the corridor subsidize the project.

After reporting on current activities was completed, ideas for strategies were asked for and discussed. Judy Lohnes reported Representative Larry Schwarz drafted a sample Letter of Intent to Participate. Copies of the handwritten sample and the version Judy typed for UAACOG were available for guides for those who want to file a letter of intent. Judy stressed the importance of submitting Letters of Intent to Participate for individuals,



governments, business and anyone else who may have the slightest idea they will want to protest or request a condition to the merger or abandonment.

Comments, protests, requests for conditions and any other opposition evidence and arguments are due on March 29.

Strategies which have been mentioned at other meetings are to flood ICC with protests, hire an attorney to pursue the protest process, hire a consultant to guide us through the protest process, look for a short line operator to purchase the line, and support the railbanking proposal.

There was no response from the group regarding the hiring of either an attorney or a consultant to work through the process. Ideas presented from the floor were:

Ask Transportation Regions to submit protests also

- Eagle County and the Town of Avon have coop'd an attorney to represent them in the formation of a Regional Transportation Authority. They are open to other partners participating.

The central information bank is at UAACOG (P.O. Box 510, Canon City, CO 81215-0510) Copies of opposition letters, letters of intent to participate, briefs, and correspondence with shortliners, or any other information regarding process, alternatives, or activities related to the abandonment issue should be sent to UAACOG.

Use the "I-70" issue to help oppose abandonment.

Economic issues such as the grain elevator monopoly in southeastern Colorado

Fund Raising?? Equitable Contribution, budget, how much to spend on attorney/consultants/administration

Ask economic development organizations to create a database of actual and potential shippers for information to present in protests

Don't rely on UP/SP to represent our best interests or provide solutions

Gypsum needs to continue to be involved

Costs of providing rail service may become cost prohibitive in the future to continue providing that service

Concern over military defense aspects related to the abandonment

Define what the corridor is. Make sure the eastern segment to Kansas is included.

Make sure this issue is presented before the Blue Ribbon Transportation Panel.

The next meeting is with representatives of the Union Pacific and Southern Pacific Railroads on December 13 at 1:30 in Salida. The exact location will be announced. (Salida Senior Center, 3rd and F Streets, Salida)

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12-19-95

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ID-60639



# SHELBY COUNTY BOARD OF COMMISSIONERS

SUITE 619 • 160 N. MAIN STREET • MEMPHIS, TENNESSEE 38103

**JULIAN T. BOLTON**

Chairman

December 12, 1995

The Honorable Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
12th Street and Constitution Avenue  
Washington, DC 20423

RE: Finance Docket 32760

Dear Secretary Williams:

As a member and at present Chairman of the Board of County Commissioners of Shelby County, Tennessee, I am writing to express my opposition to the Union Pacific and Southern Pacific Railroads proposed merger, unless it is conditioned upon acceptance of Conrail's proposal to acquire a significant portion of the Southern Pacific's Eastern lines.

I am in particular concerned about the competitive effects on Memphis and Shelby County businesses relative to the proposed acquisition of the Southern Pacific by the Union Pacific. While I have been advised of the proposed agreement between Union Pacific and the Burlington Northern Santa Fe, which is intended to remedy those effects, I am not sure that the Southern Pacific-Union Pacific merger will produce effective competition for the area rail traffic in Memphis, Tennessee.

In addition, I understand that Conrail's proposal, especially the acquisition of the lines running from Chicago and St. Louis to Arkansas, Texas and Louisiana is far more appropriate and effective in addressing the concerns of Memphis rail shippers. As the Conrail proposal involves ownership of the lines, whereas the Union Pacific - Burlington Northern Santa Fe agreement primarily involves the granting of trackage rights, I believe an owning railroad is in a stronger position than a renter to encourage economic development activities on its lines.

Conrail's proposal would provide efficient service for area shippers, especially to the northeast and midwest markets. And since Memphis averages 3,000 loaded rail cars a month, Conrail's service would be the fastest and most direct involving the fewest car handlings.

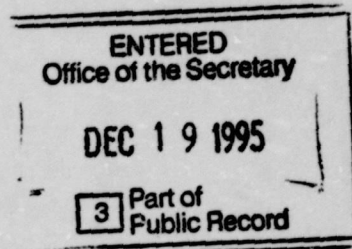
In closing, Conrail's proposal will ensure that area rail customers have multiple rail options. I have concerns about the recent merger trend leading to only a few giant railroads, so for the reasons previously stated, I oppose the Union Pacific - Southern Pacific merger unless it is conditioned upon acceptance of Conrail's proposal.

Sincerely,

JULIAN T. BOLTON, Chairman  
Shelby County Board of Commissioners

JTB/lis  
f:\cntycmls.p03\chairmn.s\rrailroad.ls

cc: David LeVan, President, Conrail



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

Page Count 1

Dec # 131



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12-19-95

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ID-60635

Item No. \_\_\_\_\_  
- Page Count 2  
Dec #137



## City of Detroit

CITY COUNCIL

MARYANN MAHAFFEY  
PRESIDENT



December 12, 1995

The Honorable Vernon A. Williams, Secretary  
Interstate Commerce Commission  
12th Street and Constitution Avenue  
Washington, D.C. 20423

RE: Finance Docket 32760

Dear Secretary Williams:

The City of Detroit has carefully evaluated the proposed Union Pacific/Southern Pacific merger, and its effects on this community and the State of Michigan. While there may be benefits to the consolidation between these two railroads, it is important from an economic development standpoint that other options and proposals be weighed and considered before any merger approval is given by the Interstate Commerce Commission (ICC). Further, the City of Detroit is not persuaded that the proposal agreement between the Union Pacific and the Burlington Northern/Santa Fe will satisfy our concerns over competition.

ConRail, Inc. has approached the City of Detroit with its proposal for acquiring some of the Southern Pacific Eastern lines from Chicago and St. Louis to Texas and Louisiana. This proposal has great benefit for those midwest cities and states eager to encourage economic growth through the North American Free Trade Agreement (NAFTA).

ConRail has been and continues to be a good corporate resident of Detroit and its level of service has greatly benefited the manufacturers and shippers in our community. This proposed acquisition by ConRail will only enhance the current service being provided. Economic expansion opportunities will be available to the businesses and industries in our community. In addition, with direct shipments of midwest-made products to new markets in Mexico, the mid-south and Gulf Coast regions, areas currently not readily accessible by midwest shippers, will be opened.

ENTERED  
Office of the Secretary

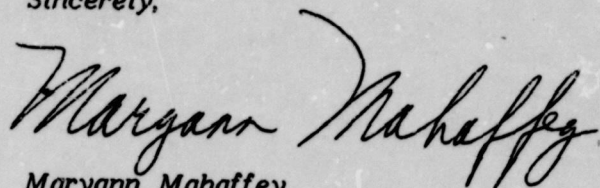
DEC 19 1995

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Public Record

For these reasons, the City of Detroit strongly supports ConRail's purchase of the Southern Pacific Eastern lines. Without the ConRail proposal being a part of the ICC's approval, the Union Pacific/Southern Pacific merger should not be consummated. ConRail's ownership of the Southern Pacific lines is good business sense and brings more corporate responsibility than the lease agreement as proposed by Burlington Northern/Santa Fe.

Thank you for the opportunity to comment on this proposal.

Sincerely,

A handwritten signature in cursive script, reading "Maryann Mahaffey". The signature is written in dark ink and is positioned above the printed name and title.

Maryann Mahaffey  
Council President  
City of Detroit

cc: David M. LeVan, President & CEO  
Consolidated Rail Corporation  
2001 Market Street - 17th Floor  
Philadelphia, PA 19101-1409



STB

FD-32760

12-19-95

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ID-60634

KATHY AUGUSTINE

SENATOR

Clark No. 7

COMMITTEES:

Vice Chairman

Taxation

Member

Commerce and Labor

Human Resources and Training



State of Nevada  
Senate

Sixty-Eighth Session

December 8, 1995

60634

DISTRICT OFFICE:

P.O. Box 61492

Las Vegas, Nevada 89160-1492

Office: (702) 387-5922

Fax No.: (702) 385-9706

LEGISLATIVE BUILDING:

401 S. Carson Street

Carson City, Nevada 89710

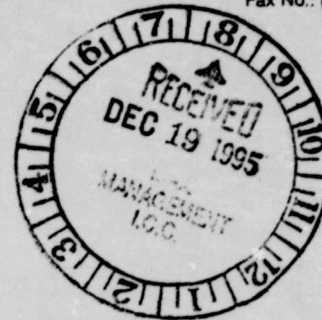
Office: (702) 687-3634 or 687-5742

Fax No.: (702) 687-5962

ENTERED  
Office of the Secretary

DEC 19 1995

3 Part of  
Public Record



The Honorable Vernon A. Williams  
Secretary, Interstate Commerce Commission  
42th Street and Constitution Ave., NW., Room 2215  
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:

I am writing to express my support of the proposed merger between the Union Pacific and Southern Pacific Railroads.

This merger will dramatically improve rail service by reducing delays, increasing reliability, and creating a new capacity for the merged system. In addition, equipment supply will be dramatically improved as the result of operating efficiencies and the ability to reposition cars more efficiently.

In the State of Nevada, shippers and receivers will benefit from the merger because of a broader access to various routes and points and an extensive new single-line service. The resulting cost savings from reduced overhead and facility consolidation will, in turn, enhance efficiency and justify increased shipper investment to expand capacity and improve service.

Thank you in advance for your time and concern for our State's expanding economy. I urge you to support this railroad merger proposal.

Sincerely,

*Kathy Augustine*

Kathy Augustine  
Nevada State Senator

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

Page Count 1

*Dec 11/96*

STB

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32760

12-9-95

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MAYER, BROWN & PLATT

2000 PENNSYLVANIA AVENUE, N.W.

WASHINGTON, D.C. 20006-1882

December 8, 1995

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

ERIKA Z. JONES  
202-778-0642

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

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VIA HAND DELIVERY

John R. Molm, Esq.  
Troutman Sanders, LLP  
601 Pennsylvania Ave., N.W.  
Suite 640 - North Building  
Washington, D.C. 20004-2608



FD 32760

Re: Burlington Northern 1994 Traffic Tapes

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

Page Count 3

DEC 8 1995

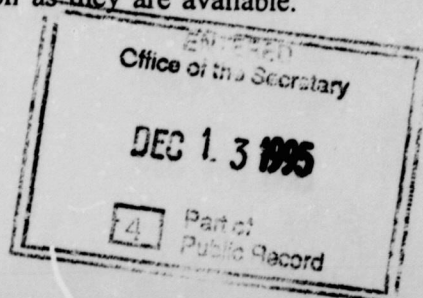
Dear John:

Attached please find a record layout for the Burlington Northern Railroad 1994 traffic tapes, requested by the Kansas City Southern Railway in its "First Request for Production of Documents to Burlington Northern Santa Fe Corporation and Related Entities." The tapes, along with an identical record layout, have been forwarded directly to Snavelly, King & Associates, as you requested.

These tapes represent the 1994 waybill traffic for the BN, reflecting the type of data included by the Interstate Commerce Commission in its Carload Waybill Sample. There several items that should be noted:

- (1) Revenue -- the BN tapes reflect a single revenue field with the BN estimated waybill revenue. The revenues do not reflect adjustments for allowances or other adjustments.
- (2) Route of movement -- BN's waybill traffic tapes do not contain fields for more than three railroads in a route of movement and, thus, may not reflect the entire route of movement and Rule 260 junctions. In other words, if a movement involved more than three carriers, the railroads and junctions reflected on the tapes are BN and the railroad immediately prior to and the railroad immediately after BN's haul.

Per our telephone message to Alan Lubel earlier today, we will provide you with the Santa Fe tapes as soon as they are available.



MAYER, BROWN & PLATT

John R. Molm, Esq.

December 8, 1995

Page 2

Should your consultants need any assistance, they should contact Chris Kent at Klick, Kent & Allen (703) 683-1120.

Sincerely,

*Erika Z. Jones* <sup>KEO</sup>

Erika Z. Jones, Esq.

EZJ:KEO/gg

cc: Administrative Law Judge Jerome Nelson  
All Counsel of Record



1994 BURLINGTON NORTHERN WAYBILL FILE

LRECL = 114  
 BLKSIZE = 31920  
 IBM OS STANDARD LABEL  
 VOL=SER=(844315,845056,845121)

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03	ACCT-MM	PIC XX.
03	WB-NUMBER	PIC X(6).
03	WB-DATE	PIC X(6).
03	CAR-INITIAL	PIC X(4).
03	CAR-NUMBER	PIC X(6).
03	AAR-CAR-TYPE	PIC X(4).
03	STCC	PIC X(7).
03	ORIG-RR	PIC X(4).
03	ORIG-FSAC	PIC X(6).
03	ORIG-SPLC	PIC X(6).
03	RR-FROM	PIC X(4).
03	JCT-ON-FSAC	PIC X(6).
03	JCT-ON-SPLC	PIC X(6).
03	RR-TO	PIC X(4).
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03	TERM-SPLC	PIC X(6).
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03	TONS	PIC S9(7) COMP-3.
03	REV	PIC S9(7) COMP-3.
03	WAYBILL-TYPE	PIC X.
88	LOCAL VALUE '1'.	
88	FWD VALUE '3'.	
88	RCVD VALUE '5'.	
88	OVHD VALUE '7'.	



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12-8-95

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# Ohio House of Representatives

60557



**Columbus**  
43215

**SALLY PERZ**

State Representative  
52nd House District - Lucas County  
77 S. High St.  
Columbus, OH 43215  
Columbus Phone: (614) 644-6017  
Columbus Fax: (614) 221-9940  
Toledo Phone: (419) 385-0550  
Toledo Fax: (419) 385-8866

**COMMITTEES:**

Vice Chair Transportation & Public Safety  
Education  
Finance  
State Government  
Chair Motor Vehicle License Sub-Committee  
Special Appointments:  
Ohio Rail Development Commission  
Correctional Institution Inspection Committee

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

Page Count 1

Dec #48

November 1995

The Honorable Vernon A. Williams, Secretary  
Interstate Commerce Commission  
12th Street and Constitution Avenue  
Washington DC 20423

Re: Finance Docket 32760



Dear Secretary Williams:

I understand you are currently considering the proposed acquisition of Southern Pacific Railroad by Union Pacific. As Chair of the Strategic Planning Committee of the Ohio Rail Development Commission, I am concerned about the creation of mega-railroads and the effect they have on competition. Conrail has proposed what I think is a much better alternative.

Conrail is an important contributor to our state's economy. By acquiring Southern Pacific's eastern lines, Conrail could enhance their importance by providing a direct rail connection to the Southwest markets. Their proposal would benefit Ohio manufacturers, particularly the auto and glass industries, which are vital to the Toledo economy.

As you consider the Southern Pacific/Union Pacific acquisition, I hope you will look favorably on Conrail's alternative proposal. It protects competition and would enhance rail service in our state.

Energetically,

Sally Perz  
State Representative  
52nd House District

ENTERED  
Office of the Secretary

DEC 8 1995

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Public Record

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12-7-95

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## COLORITE PLASTICS COMPANY

101 RAILROAD AVENUE  
N.J. - (201) 941-2800

RIDGEFIELD, NEW JERSEY 07067  
FAX 201-941-2888



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

November 30, 1995

Page Count 1

Dec # 43

Mr. David LeVan  
President & CEO  
Consolidated Rail Corporation  
Two Commerce Square  
2001 Market Street  
Philadelphia, PA 19101

*FD 32760*

Dear Mr. LeVan:

Colorite Plastics is concerned about the competitive effects on us of the proposed acquisition of SP by UP. While we have reviewed the proposed agreement between UP and BN/Santa Fe which is intended to remedy those effects, we are far from persuaded that it will produce effective competition for traffic into and out of the Southwest.

We have reviewed the possibility that Conrail would acquire some of SP's eastern lines in connection with the merger, especially the lines running from Chicago and St. Louis to Texas and Louisiana. We find this possibility to be appropriate and we think Conrail's proposal helps to assure that we and other rail carriers will have multiple rail options. We are concerned about the trend toward consolidation and embrace efforts by carriers such as Conrail to enhance the competitive environment effective in addressing our concerns.

Sincerely,

*Richard P. Iseman*

RICHARD P. ISEMAN  
Manager Distribution

RPI:bg

cc: ICC Commissioners  
Drew Lewis, UP  
Texas Railroad Commission

RECEIVED  
Office of the Secretary

DEC 08 1995

☐ Parcel

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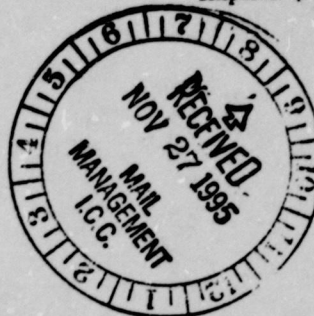
J

SCOTT MANATT

Attorney at Law  
November 21, 1995

Box 473  
Corning Arkansas 72422  
Telephone: (501) 857-3163

Item No. \_\_\_\_\_  
Interstate Commerce Commission  
Office of the Secretary  
Page Count 20  
Case No. Nov # 175  
Washington, D. C. 20423



ATTN: Finance Docket #32760

Gentlemen:

Reference the above finance docket, #32760, please find enclosed Demand for Notice together with a petition to reopen and reconsider both the Protective order and the schedule order for filing. At this time, I act in my capacity pro se and am filing two copies with your office. I understand that the Honorable Jerome Nelson, Administrative Law Judge is handling the case. Please advise if the filing with your office is sufficient or if copies should be sent to Mr. Nelson.

Previously, I requested that you "Please advise to return mail the proper form, notice, or other matter for entry of appearance". In as much as the agency has not responded, I am taking the liberty of filing direct with the commission with a request that if in error, that the communications and documents be filed in the proper location.

By copy of this letter, I am advising Mr. Arvide Roach, II, esquire, Covington and Burlington, 1201 Pennsylvania Avenue, N.W., P.O. Box 7566, Washington, D. C. 20044, and Paul A. Cunningham, esquire, Harkins and Cunningham, 1300 19th Street, N.W., Washington, D. C. 20036 of this request.

Please be advised that I only received three pages of Decision number one, (notice of prefilling notification), request for comments, and same was after the expiration date for the schedule. I would appreciate the return of the appropriate documents.

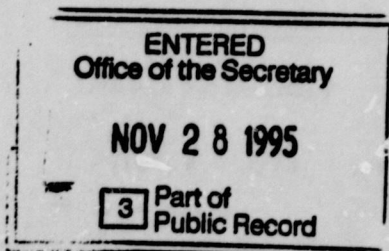
I further understand that the formal petition for approval has not been filed. May I respectfully request that the Interstate Commerce Commission forward to me copies of such rulings as are applicable and formally object to the entry of any orders prior to the filing of the application.

Thanking you much, I remain,

Sincerely,

*Scott Manatt*  
Scott Manatt

SM/sg





STB FD 32760 11-24-95 J 60482

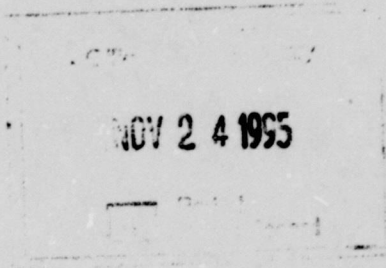
Noranda Aluminum, Inc.  
P.O. Box 70  
New Madrid, Missouri 63869  
(314) 643-2361

**noranda**

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

Page Count 5  
NOV # 170

60482



November 17, 1995

Mr. Vernon Williams  
Interstate Commerce Commission  
Room 3315  
Washington, DC 20423-0001

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

Dear Mr. Williams:

On October 16, 1995, Noranda Aluminum, Inc., issued to the ICC a statement of support for the proposed merger of the UP-SP rail system (see attached). In this statement we made a request for BN/Sante Fe trackage rights to our plant in order to insure competitive access.

The purpose of this letter is to ammend my original statement to also include support of trackage rights being sought by the TexMex Railroad in connection with the proposed SP/UP merger.

As alluded to in our original statement, Noranda Aluminum has been a major user of rail service for transportation between the United States and Mexico. Noranda has a strong interest in competitive rail transportation between the United States and Mexico. The Laredo/Nuevo Laredo gateway is the primary route for shipments between the two countries for the majority of international traffic. This gateway possesses the strongest base of custom brokers. It also provides the shortest routing between major Mexican industrial and population centers and the Midwest and Eastern United States.

Competition is absolutely essential if our railroads are to keep prices down , and at the same time, continue to make improvements in products and services. The same is true in all industries. For many years Union Pacific and Southern Pacific have competed for our traffic via Laredo, resulting in substantial cost savings and a number of service innovations. Tex Mex has been the SP's partner in reaching Laredo in competition with Union Pacific; as SP does not reach Laredo directly.

On further and more considerable reflection, it is clear that the SP/UP merger as currently proposed will seriously reduce, if not eliminate, our competitive alternatives via the Laredo gateway.

Noranda Aluminum, Inc.  
P.O. Box 70  
New Madrid, Missouri 63869  
(314) 643-2361

**noranda**

---

October 16, 1995

Interstate Commerce Commission  
12th and Constitution  
• Washington, DC 20423

RE: Finance Docket No. 32760

Gentlemen:

This letter shall serve as verification of support for the proposed merger of the Southern Pacific Lines with the Union Pacific Railroad as set forth in Finance Docket No. 32760.

Noranda Aluminum, Inc., a Delaware Corporation, was incorporated in 1968. As a producer of primary aluminum products, we operate a plant in New Madrid, MO with a capacity of 225,000 metric tons per year in aluminum output. We are a heavy user of rail, sometimes shipping in excess of 10,000,000 pounds per month. These shipments are destined to every area of the United States, Canada and Mexico.

Specifically, Noranda Aluminum, Inc. supports the proposed merger with the idea of improved efficiencies in reaching the West Coast along with direct routes to the Mexican and Canadian gateways. A financially sound carrier with single-line access to these areas is an absolute necessity when considering the size and scope of the recently approved merger of the BN/Sante Fe Rail systems. The competitive balance of the U.S. rail systems west of the Mississippi River requires both the Union Pacific and Southern Pacific to seek this merger.



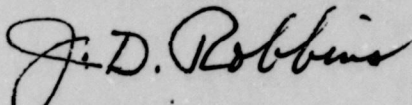
As a shipper served by the Southern Pacific Lines, it is imperative that Noranda Aluminum, Inc. provide support for measures that improve and enhance the overall financial and operating strength of its rail carrier. As indicated above, the ICC approval and support are vital not only to the long term competitiveness of our nations rail system (the Southern Pacific Lines in particular), but also to the consequential competitiveness of the shipping interests they serve. It is with this single most important issue in mind that Noranda Aluminum, Inc. endorses the approval of the actions petitioned in Docket No. 32760.

In an effort to insure direct competition for the distribution of our products, Noranda Aluminum, Inc. requests that the BN/Sante Fe system be granted trackage rights into our plant from the junction of Lilbourn, Mo. Such competitive access would insure that Noranda Aluminum would receive the very best rail distribution possible.

The undersigned, Jerome D. Robbins, is the Traffic Manager employed by Noranda Aluminum, Inc. in New Madrid, Mo. for 20 years and is the primary decision maker in areas of traffic and distribution.

Submitted, respectively this sixteenth day of October, 1995

NORANDA ALUMINUM, INC.



J.D. Robbins  
Traffic Manager

JDR/bb

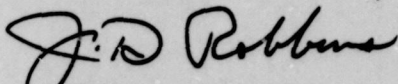
Page II

The Tex Mex has indicated a willingness to operate over trackage rights from Corpus Christie (or purchase trackage where possible) to connect with other rail carriers other than SP/UP in order to provide efficient competitive routes. Trackage rights operating in such a way as to allow TexMex to be truly competitive are essential to maintain the competition at Laredo that would otherwise be lost in the merger. Noranda, therefore, urges the Commissioners to correct this loss of competition by conditioning this merger with a grant of trackage rights via efficient routes between New Madrid, MO (BN/SF) and Laredo, TX via the TexMex at Corpus Christie.

Economical access to international trade routes should not be jeopardized when the future prosperity of both countries depends so strongly on international trade.

Yours truly

NORANDA ALUMINUM, INC.



J.D. Robbins  
Traffic Manager

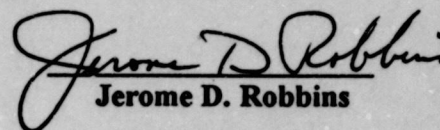
JDR/tb



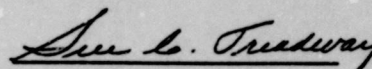
VERIFICATION

STATE OF MISSOURI       )  
                                  ) SS.  
COUNTY OF NEW MADRID   )

Jerome D. Robbins, being first duly sworn, deposes and says that he has read the foregoing document, knows the facts asserted therein, and that the same are true as stated.

  
Jerome D. Robbins

Subscribed and sworn to before me this 16<sup>th</sup> day of OCTOBER,  
1995.

  
Notary Public

My Commission Expires:

July 21, 1996

SUE C TREADWAY  
NOTARY PUBLIC STATE OF MISSOURI  
MISSOURI COUNTY  
MY COMMISSION EXP JULY 21, 1996



STB FD

32760

11-24-95

J

60480



Item No. 60480  
Page Count 2  
Nov # 167

GORDON H. SMITH

President of the Senate

November 15, 1995

FO-32760

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

RECEIVED  
OFFICE OF THE SECRETARY  
NOV 21 1 35 PM '95  
LICENSING BRANCH

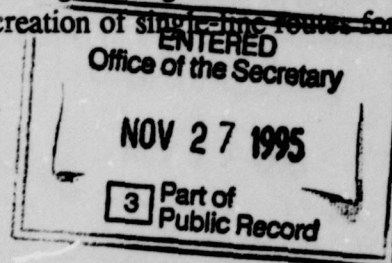
Dear Secretary Williams:

As President of the Oregon State Senate, I am writing to urge strongly your favorable consideration and prompt approval of the proposed merger between the Southern Pacific and Union Pacific Railroads.

The financial difficulties of the Southern Pacific Railroad are well-known to Oregon shippers. SP's CEO himself has stated publicly that the continued viability of the SP is in question, absent this merger, particularly in light of the recently approved merger between the Burlington Northern and Santa Fe Railroads. Failure of the SP would be an economic disaster for Oregon shippers and for the economy in general. Approval of the UP/SP merger will allow the financial strength of the Union Pacific to contribute to the rehabilitation of the SP system, and will position UP/SP to strongly compete with BNSF, to the benefit of Oregon shippers.

In addition to providing needed financial support for SP, approval of the UP/SP merger will create an expansive rail system with a strong traffic mix and far-reaching market access for Oregon producers and consumers. New single-line service to points in the Southwest, Midwest, Gulf and Intermountain regions will provide new opportunities for UP-served and SP-served Oregon shippers and receivers. SP-served shippers in particular will benefit from mileage savings resulting from use of UP routes to the east.

The public should also benefit from easing of congestion in the I-5 corridor as truck traffic is diverted to rail, due to the creation of single-line routes for both UP/SP and BN/SF following the merger.

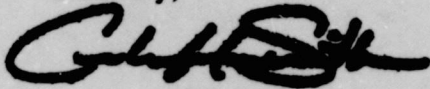


Page 2

The Honorable Vernon A. Williams

Stronger competition, enhanced service, new markets, and congestion and air quality relief are all reasons why I strongly urge your prompt approval of the proposed UP/SP merger.

Sincerely,

A handwritten signature in dark ink, appearing to read "Gordon H. Smith", written in a cursive style.

GORDON H. SMITH  
President of the Senate



STB FD

32760

11-22-95

J

60471

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

Page Count 1

NOV #165



NEW UNITED  
MOTOR  
MANUFACTURING

45500 Fremont Boulevard

Fremont, CA U.S.A. 94538

(510) 498-5500

November 17, 1995



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

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

Dear Secretary Williams:

New United Motor Manufacturing, Inc. ("NUMMI"), the GM/Toyota joint venture which employs over 4500 people and builds the Chevrolet Geo Prizm, the Toyota Corolla, and the Toyota Tacoma pickup truck in Fremont, California, urges the Interstate Commerce Commission to approve the above referenced merger between Union Pacific Corporation (UP) and Southern Pacific Rail Corporation (SP).

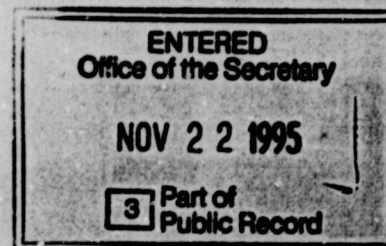
Specifically, this merger will benefit NUMMI because much of the "double handling" or switching which today is occurring behind our plant between UP and SP is expected to be eliminated. Furthermore, a competitive environment will be retained for rail shipments to and from NUMMI because the Burlington Northern/Santa Fe Railroad will have access to our facility along with the Port of Oakland if the proposed UP/SP merger is approved.

If you have any questions regarding the above, please contact Tony Fisher on (510) 498-5790 or me on (510) 498-5640.

Sincerely,

Dennis C. Cuneo  
Vice President

DCC/jnr



STB

FD

32760

11-22-95

J

60470



# United States Senate

WASHINGTON, DC 20510-0604

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

November 20, 1995

Page Count 202 - 202

Nov 157

FD 32760

Chairperson Gail C. McDonald  
Chairperson  
Interstate Commerce Commission  
12th Street And Constitution Avenue  
Washington, D.C. 20423

Dear Ms. McDonald:

Enclosed is a copy of our correspondence from the Kiowa County (Colorado) Commissioners, the Crowley County (Colorado) Commissioners, Donald Wayne Weirich, Areta A. Blooding-Laird, the Women Involved in Farm Economics group and numerous school children from Eads, Colorado. The correspondence is in regard to a petition filed with the ICC by Union Pacific Railroad Company, the Southern Pacific Transportation Company and their affiliates, which would impact operation of a railroad line that traverses Southeastern Colorado.

Your review of this material and any suggestions for addressing these concerns would be appreciated. If there are any questions, please contact David Vickers of my staff. A reply, in duplicate, to David's attention would be appreciated.

Many thanks for your assistance in this matter.

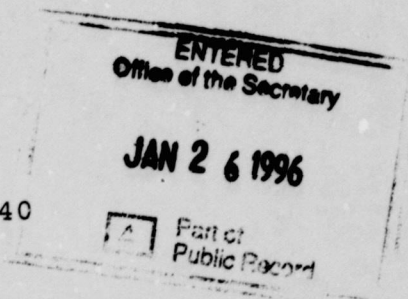
Sincerely,

*Hank*

Hank Brown  
United States Senator

411 Thatcher Building  
5th & Main Street  
Pueblo, Colorado 81003-3140  
719-545-9751

HB/dcv



INT  
JAN 26 1996  
CHARRAN HOSAN

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

STB FD 32760 11-20-95 J 60443



ILLINOIS  
HOUSE OF REPRESENTATIVES

FD-32760 60443  
*Frank J. Mautino*

STATE REPRESENTATIVE  
76TH REPRESENTATIVE DISTRICT



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

Page Count 2

NOV 148

November 15, 1995

The Honorable Vernon A. Williams, Secretary  
Interstate Commerce Commission  
12th Street and Constitution Avenue  
Washington, DC 20423

ENTERED  
Office of the Secretary

NOV 22 1995

3 Part of  
Public Record

Dear Secretary William:

I am extremely concerned about the competitive aspects of area businesses as a result of the proposed acquisition of the Southern Pacific Lines (SP) by the Union Pacific Railroad (UP). While I am familiar with the proposed agreement between UP and Burlington Northern-Santa Fe (BNSF), intended to remedy those effects, I am not persuaded that this arrangement will produce effective competition for rail traffic in the mid-south region of the United States. This is of concern to me.

I also have reviewed Conrail's proposal to acquire a significant portion of the SP's Eastern lines in connection with the merger, especially the lines running from Chicago and St. Louis, to Arkansas, Texas and Louisiana. I find this proposal to be more appropriate and far more effective in addressing the above stated concerns. The Conrail proposal calls for ownership of lines, whereas the UP-BNSF agreement mainly involves the granting of trackage lines. I believe that trackage rights provide only limited benefits and limited guarantees which can be easily lost if railroads disagree over whose traffic has priority and who is in charge of operations of the line. Further, I believe an owning railroad is in a far better position than a renter to encourage economic development activities on its lines.

Another reason I favor Conrail's proposal is that it would provide efficient service for rail customers in our area for movement of goods, produce, commodities, etc., to the Mid-South and Texas Gulf. Conrail's proposed one-line service to these markets would be the fastest; most direct and involve the fewest car handling.

**PITOL OFFICE:**

STRATTON OFFICE BUILDING  
SPRINGFIELD, ILLINOIS 62706  
(217) 782-0140

**OTTAWA OFFICE:**

417 WEST MADISON STREET  
OTTAWA, ILLINOIS 61350  
(815) 433-9311

**DISTRICT OFFICE:**

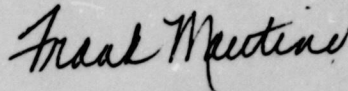
330 WEST DAKOTA STREET  
SPRING VALLEY, ILLINOIS 61362  
(815) 664-2717  
FAX (815) 663-1629



I am extremely concerned about the recent railroad merger trend in the United States. This trend seems to be leading our nation toward a few giant railroads. Clearly, mega-railroads will further limit competition and reduce productivity.

For all of the reasons above, I am actively opposing the UP-SP merger at the ICC unless it is conditioned upon acceptance of Conrail's proposal.

Sincerely,

A handwritten signature in cursive script, appearing to read "Frank J. Mautilino".

FRANK J. MAUTINO  
State Representative

cc: David M. Levan, President and CEO  
Consolidated Rail Corporation  
2001 Market Street, 17N  
Philadelphia, PA 19101-1417

James McPike

STB

FD

32760

11-20-95

J

60442

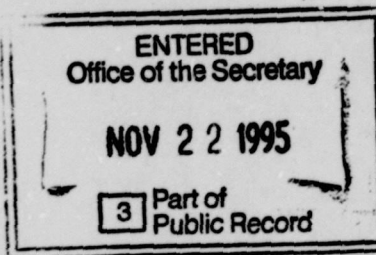
District Office:

#40 Professional Park  
P. O. Box 248  
Edwardsville, Illinois 62025  
(618) 656-8422  
(618) 656-2425 Fax



Capitol Office:

M-103 State Capitol  
Springfield, Illinois 62706  
(217) 782-5247



Evelyn M. Bowles

State Senator • 56th District

November 15, 1995

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

Page Count 2

Nov # 126

The Honorable Vernon A. Williams, Secretary  
Interstate Commerce Commission  
12th Street and Constitution Avenue  
Washington, D.C. 20423



• Dear Secretary Williams:

I am extremely concerned about the competitive aspects of area businesses as a result of the proposed acquisition of the Southern Pacific Lines (SP) by the Union Pacific Railroad (UP). While I am familiar with the proposed agreement between UP and the Burlington Northern-Santa Fe (BNSF), intended to remedy those effects, I am not persuaded that this arrangement will produce effective competition for rail traffic in the mid-south region of the United States. This is of concern to my state and community.

I also have reviewed Conrail's proposal to acquire a significant portion of the SP's Eastern lines in connection with the merger, especially the lines running from Chicago and St. Louis, to Arkansas, Texas and Louisiana. I find this proposal to be more appropriate and far more effective in addressing the above stated concerns. The Conrail proposal calls for ownership of the lines, whereas the UP-BNSF agreement mainly involves the granting of trackage lines. I believe that trackage rights provide only limited benefits and limited guarantees which can be easily lost if railroads disagree over whose traffic has priority and who is in charge of operations of the lines. Further, I believe an owning railroad is in a far better position than a renter to encourage economic development activities on its lines.

Another reason I favor Conrail's proposal is that it would provide efficient service for rail customers in our area for movement of goods, produce, commodities, etc., to the Mid-South and Texas Gulf. Conrail's proposed one-line service to these markets would be the fastest, most direct and involve the fewest car handling.

I am extremely concerned about the recent railroad merger trend in the United States. This trend seems to be leading our nation toward a few giant railroads. Clearly, mega-railroads will further limit competition and reduce productivity.



For all of the reasons above, I am actively opposing the UP-SP merger at the ICC unless it is conditioned upon acceptance of Conrail's proposal.

Sincerely,

A handwritten signature in cursive script, appearing to read "Evelyn M. Bowles".

Evelyn M. Bowles  
State Senator

EMB:pj

STB

FD

32760

11-20-95

J

60441

60441

# Carlisle SynTec Systems

Carlisle SynTec Systems  
Division of Carlisle Corporation  
RR4 Box 174-3  
Greenville, Illinois  
(618) 664-4540

**CARLISLE**

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

Page Count 2  
149

November 16, 1995



The Honorable Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
12th Street and Constitution Avenue  
Washington, D.C. 20423

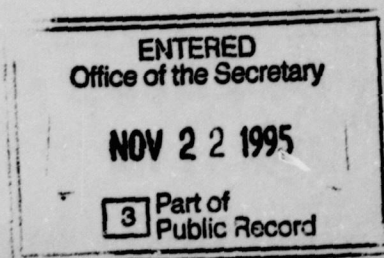
Dear Secretary Williams:

I am writing this letter as President of the Greenville, IL Chamber of Commerce and as Plant Manager of Carlisle SynTec Systems. I urge you to support Conrail's proposal to purchase the eastern portion of the Southern Pacific railroad.

We currently receive approximately 60% of our raw materials by rail and this is scheduled to increase to 80% by 1997. The increase in raw material delivery by rail will occur from the southern states. By allowing Conrail to acquire the eastern lines of the Southern Pacific, the expanded system would offer efficient single-line freight service to not only our facility but also other midwestern businesses.

Under the proposal, businesses along the Conrail line that now contract with at least two railroads to move their products between Illinois and the Gulf of Mexico could use a single line. Because Conrail's proposal would reduce the number of car changes involved in shipping goods to the south, Illinois businesses would save on transportation costs and could become more competitive in other markets. A takeover of the SP East Lines by Union Pacific would not offer these benefits to Illinois businesses.

The merger would provide more than just convenience and savings for industries. The resulting business development and investment could bring additional jobs to communities along the Conrail line. And the proposal would preserve the present level of rail competition in the state. UP's proposal, on the other hand, would erode competition by giving the UP control of the two main freight lines between Chicago and St. Louis.





**The Honorable Vernon A. Williams**

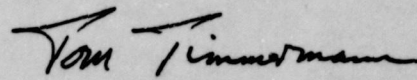
November 16, 1995

Page 2

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I look forward to being able to work with Conrail with expanded service capability. Their willingness to work with us on internodal shipments has allowed us to increase our level of customer service and has saved us money at the same time. This commitment to customer service and their willingness to make substantial investments in track maintenance and equipment are further reasons to back Conrail's proposal.

Sincerely,



Tom Timmermann, Plant Manager

/dw

cc: David M. Levan  
President and Chief Executive Officer  
Conrail  
2001 Market Street, 17N  
Philadelphia, PA 19101-1417

STB

FD

32760

11-20-95

J

60438

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

Page Count 1

Representative  
PAT FLANAGAN

5 NORTH WASHINGTON  
FORREST CITY, ARKANSAS 72335



STATE OF ARKANSAS

*House of Representatives*

DISTRICT 91

Part of Lee County

Part of Monroe County

Part of St. Francis County

Part of Woodruff County

COMMITTEES

VICE-CHAIRMAN

Joint Committee on Children  
and Youth

MEMBER

Public Health, Welfare and Labor  
State Agencies and Governmental  
Affairs

Joint Performance Review

November 14, 1995

The Honorable Vernon Williams, Secretary  
Interstate Commerce Commission  
12th Street and Constitution Avenue  
Washington D.C. 20423



Dear Secretary Williams:

0 The proposed acquisition of the Southern Pacific Railroad by Union Pacific  
gravely concerns me. Frankly, we need more rail service competition and not  
less in our area.

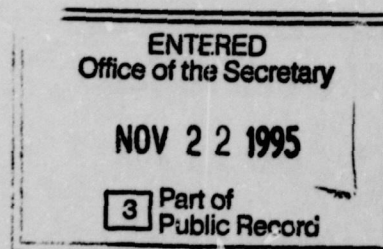
Also, I have reviewed the Conrail proposal and find it to be a preferable  
option that would enhance rather than detract from the economic development  
of our area and state.

Without the inclusion of the Conrail proposal I would certainly oppose the  
UP-SP merger and encourage your disapproval of the same.

Sincerely yours,

*Pat Flanagan*  
Pat Flanagan

CC: Forrest City Chamber of Commerce  
Judge Gazzola Vacarro  
Mayor Billy Clay, City of Brinkley  
Mayor Larry Nash, City of Wheatley  
Bill Brady





STB

FD

32760

11-20-95

J

60436

STATE HOUSE  
SPRINGFIELD, ILLINOIS 62706  
TELEPHONE: 217/782-0066

DISTRICT OFFICE:  
230 E. BROADWAY  
P.O. BOX 1841  
CENTRALIA, ILLINOIS 62801  
TELEPHONE: 618/533-0296  
1-800-451-0109



**KURT M. GRANBERG**  
STATE REPRESENTATIVE • 109TH DISTRICT

FD 30760 60436  
ASSISTANT MINORITY  
LEADER

FLOOR LEADER

MEMBER:

AGRICULTURE &  
CONSERVATION  
COMMITTEE

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

Page Count 2  
151

November 14, 1995

The Honorable Vernon A. Williams, Secretary  
Interstate Commerce Commission  
12th Street and Constitution Avenue  
Washington, DC 20423



Dear Secretary Williams:

I am extremely concerned about the competitive aspects of area businesses as a result of the proposed acquisition of the Southern Pacific Lines (SP) by the Union Pacific Railroad (UP). While I am familiar with the proposed agreement between UP and the Burlington Northern-Santa Fe (BNSF), intended to remedy those effects, I am not persuaded that this arrangement will produce effective competition for rail traffic in the mid-south region of the United State. This is of concern to me and my constituents.

I also have reviewed Conrail's proposal to acquire a significant portion of SP's Eastern lines in connection with the merger, especially the lines running from Chicago and St. Louis, to Arkansas, Texas and Louisiana. I find this proposal to be more appropriate and far more effective in addressing the above stated concerns. The Conrail proposal calls for ownership of the lines, whereas the UP-BNSF agreement mainly involves the granting of trackage lines. I believe that trackage rights provide only limited benefits and limited guarantees which can be easily lost if railroads disagree over whose traffic has priority and who is in charge of operations of the line. Further, I believe an owning railroad is in far better position that a renter to encourage economic development activities on its lines.

Another reason I favor Conrail's proposal is that it would provide efficient service for rail customers in our area for movement of goods, produce, commodities, etc., to the Mid-South and Texas Gulf. Conrail's proposed one-line service to these markets would be the fastest; most direct and involve the fewest car handling.

ENTERED  
Office of the Secretary

NOV 22 1995

3 Part of  
Public Record

The Honorable Vernon A. Williams, Secretary

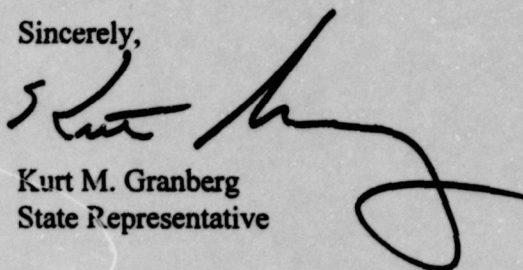
Page 2

November 2, 1995

I am extremely concerned about the recent railroad merger trend in the United States. This trend seems to be leading our nation toward a few giant railroads. Clearly, mega-railroads will further limit competition and reduce productivity.

For all of the reasons above, I am actively opposing the UP-SP merger at the ICC unless it is conditioned upon acceptance of Conrail's proposal.

Sincerely,

A handwritten signature in black ink, appearing to read "Kurt Granberg", with a large, stylized flourish extending from the end of the signature.

Kurt M. Granberg  
State Representative

KMG:rlb  
0003.THK



STB FD

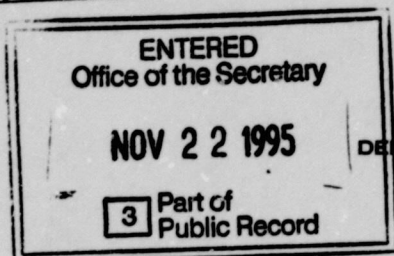
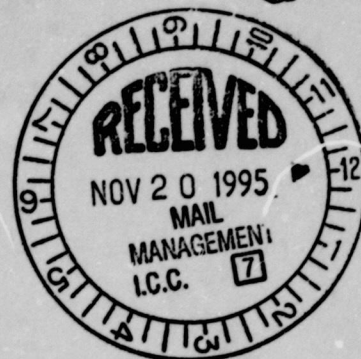
32760

11-20-95

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60435

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

Page Count 2NOT# 102**TOM RYDER**  
DEPUTY MAJORITY LEADER

November 14, 1995

The Honorable Vernon A. Williams, Secretary  
Interstate Commerce Commission  
12th Street and Constitution Avenue  
Washington, DC 20423

Dear Secretary Williams:

I am extremely concerned about the competitive aspects of area businesses as a result of the proposed acquisition of the Southern Pacific Lines (SP) by the Union Pacific Railroad (UP). While I am familiar with the proposed agreement between UP and the Burlington Northern-Santa Fe (BNSF), intended to remedy those effects, I am not persuaded that this arrangement will produce effective competition for rail traffic in the mid-south region of the United States. This is of concern to my state.

I also have reviewed Conrail's proposal to acquire a significant portion of the SP's Eastern lines in connection with the merger, especially the lines running from Chicago and St. Louis, to Arkansas, Texas and Louisiana. I find this proposal to be more appropriate and far more effective in addressing the above stated concerns. The Conrail proposal calls for ownership of the lines, whereas the UP-BNSF agreement mainly involves the granting of trackage lines. I believe that trackage rights provide only limited benefits and limited guarantees which can be easily lost if railroads disagree over whose traffic has priority and who is in charge of operations of the line. Further, I believe an owning railroad is in a far better position than a renter to encourage economic development activities on its lines.

Another reason I favor Contrail's proposal is that it would provide efficient service for rail customers in our area for movement of goods, produce, commodities, etc., to the Mid-South and Texas Gulf. Conrail's proposed one-line

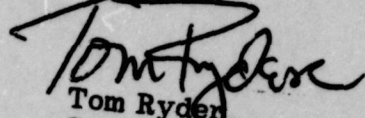
Secretary Vernon Williams  
November 14, 1995  
page two

service to these markets would be the fastest; most direct and involve the fewest car handling.

I am extremely concerned about the recent railroad merger trend in the United States. This trend seems to be leading our nation toward a few giant railroads. Clearly, mega-railroads will further limit competition and reduce productivity.

For all of the reasons above, I am actively opposing the UP-SP merger at the ICC unless it is conditioned upon acceptance of Conrail's proposal.

Sincerely,

  
Tom Ryder  
State Representative  
97th District

TR/mlb

c: David M. Levan, President and CEO  
Consolidated Rail Corporation  
2001 Market Street, 17N  
Philadelphia, PA 19101-1417



STB FD

32760

11-20-95

J

60404

5 WEST JEFFERSON STREET  
SUITE 300  
JOLIET, ILLINOIS 60431  
(815) 722-4200  
TDD (815) 722-4200

2.E. COURT STREET  
KANKAKEE, ILLINOIS 60901  
(815) 936-0043



SENATOR  
TOM DUNN

FD32760 60440  
309G STATE HOUSE  
SPRINGFIELD, ILLINOIS 62706  
(217) 782-8800

COMMITTEES:  
SPOKESMAN  
JUDICIARY  
MEMBER  
COMMERCE & INDUSTRY  
REVENUE

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

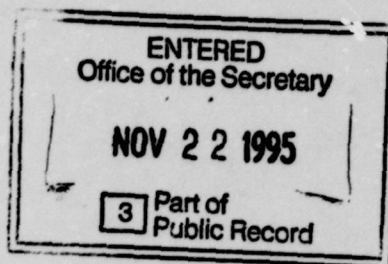
Page Count 2

NOV # 125

November 15, 1995



The Honorable Vernon A. Williams, Secretary  
Interstate Commerce Commission  
12th Street and Constitution Avenue  
Washington, DC 20423



Dear Secretary Williams:

I am extremely concerned about the competitive aspects of area businesses as a result of the proposed acquisition of the Southern Pacific Lines (SP) by the Union Pacific Railroad (UP). While I am familiar with the proposed agreement between UP and the Burlington Northern-Santa Fe (BNSF), intended to remedy those effects, I am not persuaded that this arrangement will produce effective competition for rail traffic in the mid-south region of the United States. This is of concern to me.

I also have reviewed Conrail's proposal to acquire a significant portion of the SP's Eastern lines in connection with the merger, especially the lines running from Chicago and St. Louis, to Arkansas, Texas and Louisiana. I find this proposal to be more appropriate and far more effective in addressing the above stated concerns. The Conrail proposal calls for ownership of the lines, whereas the UP-BNSF agreement mainly involves the granting of trackage lines. I believe that trackage rights provide only limited benefits and limited guarantees which can be easily lost if railroads disagree over whose traffic has priority and who is in charge of operations of the line. Further, I believe an owning railroad is in a far better position than a renter to encourage economic development activities on its lines.

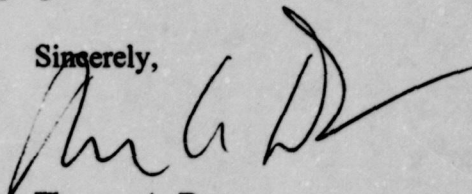
Another reason I favor Conrail's proposal is that it would provide efficient service for rail customers in our area for movement of goods, produce, commodities, etc., to the Midsouth and Texas Gulf. Conrail's proposed one-line service to these markets would be the fastest; most direct and involve the fewest car handling.

Page 2  
11/15/95

I am extremely concerned about the recent railroad merger trend in the United States. This trend seems to be leading our nation toward a few giant railroads. Clearly, mega-railroads will further limit competition and reduce productivity.

For all the reasons above, I am actively opposing the UP-SP merger at the ICC unless it is conditioned upon acceptance of Conrail's proposal.

Sincerely,

A handwritten signature in black ink, appearing to read 'Tom A. Dunn', with a long, sweeping horizontal stroke extending to the right.

Thomas A. Dunn  
State Senator

TD/rw



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FD

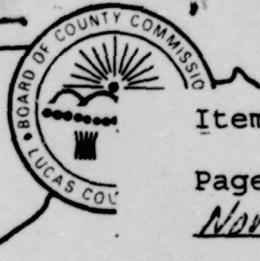
32760

11-17-95

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## COUNTY OF LUCAS

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

Page Count 2

Nov. # 117



### BOARD OF COUNTY COMMISSIONERS

SANDY ISENBERG  
*President*

BILL COPELAND  
MARK L. PIETRYKOWSKI

EDWARD J. CIECKA  
*Administrator*

NANCY POSKAR  
*Clerk*

November 13, 1995

The Honorable Vernon A. Williams, Secretary  
Interstate Commerce Commission  
12th Street & Constitution Avenue  
Washington, D.C., 20423

RE: Finance Docket 32760

ENTERED  
Office of the Secretary

NOV 21 1995

3 Part of  
Public Record

Dear Secretary Williams:

Lucas County has carefully evaluated the proposed Union Pacific/Southern Pacific merger, and its effects on this county and the State of Ohio. While there may be benefits to the consolidation between these two railroads, it is important from an economic development standpoint that other options and proposals be weighed and considered before any merger approval is given by the Interstate Commerce Commission (ICC). Further, Lucas County is not persuaded that the proposed agreement between the Union Pacific and the Burlington Northern/Santa Fe will satisfy our concerns over competition.

Conrail, Inc. has approached Lucas County with its proposal for acquiring some of the Southern Pacific Eastern lines from Chicago and St. Louis to Texas and Louisiana. This proposal has great benefit for those midwest cities, counties, and states eager to encourage economic growth through the North American Free Trade Agreement (NAFTA).

Conrail has been and continues to be a good corporate resident of Toledo and Lucas County and its level of service has greatly benefited the manufacturers and shippers in our county. This proposed acquisition by Conrail will only enhance the current service being provided. Economic expansion opportunities will be available to the businesses and industries in our county. In addition, with direct shipments of midwest-made products to new markets in Mexico, the mid-south and Gulf Coast regions, areas currently not easily accessed by midwest shippers, will be opened.

For these reasons, Lucas County strongly supports Conrail's purchase of the Southern Pacific Eastern lines. Without the Conrail proposal being a part of the ICC's approval, the Union Pacific/Southern Pacific merger should not be consummated. Conrail's ownership of the Southern Pacific Eastern lines is good business sense and brings



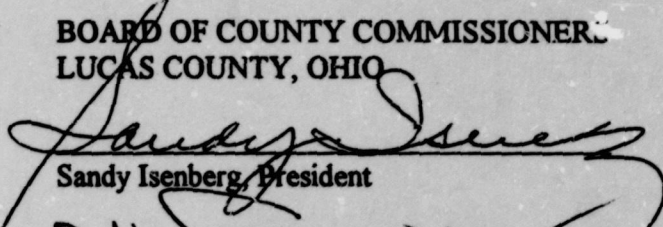
The Honorable Vernon A. Williams, Secretary  
Page 2

more corporate responsibility than the lease agreement as proposed by Burlington  
Northern/Santa Fe.

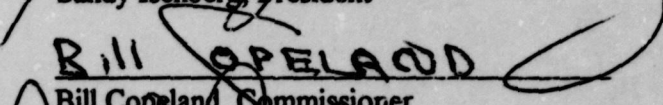
Thank you for the opportunity to comment on this proposal.

Sincerely,

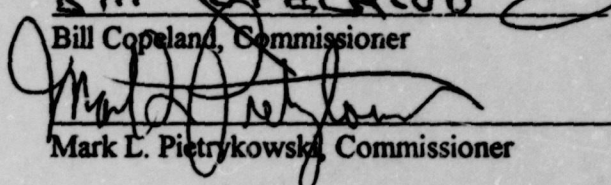
BOARD OF COUNTY COMMISSIONERS  
LUCAS COUNTY, OHIO



Sandy Isenberg, President



Bill Copeland, Commissioner



Mark L. Pietrykowski, Commissioner



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32760

11-17-95

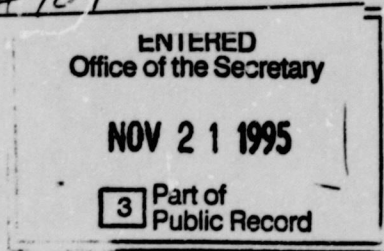
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60425

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

Page Count 1

Nov # 103



P.O. Box 124  
Haswell, CO 81045  
October 29, 1995

Dear Vernon Williams:

We are writing about the proposed abandonment of the Union Pacific Railroad in southeast Colorado; RE: ICC Finance Docket #32760.

We are opposed to the closure for the following reasons:

- 1.) The railroads are already guaranteed an 18% profit. So they're not closing for financial reasons.
- 2.) With closing of this railroad, it will greatly increase the number of semi-trucks on the highways. Accelerating the rate at which the already deteriorating highways would be in need of repair.
- 3.) It would surely mean the closing of a number of grain elevators that would be losing the ability to transport grain to terminal storage in the East. The elevators are needed by the farmers, and despite what so many misinformed urban dwellers seem to think, the farmers of this nation are GREATLY needed.
- 4.) This merger would result in only two railroad companies in the western U.S.
- 5.) Eastern Colorado would be monopolized by one grain elevator - Cargill - which would not only have a great power over the farmers, but over the cost of the goods to consumers. It is VERY important that the power to control this nation's food supply not be in the hands of just a few.

*Glen Davis*  
Glen Davis 106 Hogue St Haswell, CO 81045

*10-30-95*  
Date

*Deborah Davis*  
Deborah Davis 106 Hogue St Haswell, CO 81045

*10-30-95*  
Date

Notary Public

*Acknowledged before me this  
30th day of October, 1995, in  
the County of Kiowa, State of  
Colorado.*

*Delores L. Eikenberg, Notary Public*

*my commission expires 1-18-96*

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11-17-95

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

Page Count 2

NOV # 120



## United Catalysts Inc.

Girler, CCI and Houdry Catalysts



P.O. Box 32370  
Louisville, KY 40232 USA

Telephone: 502-634-7200  
Telex: 204190, 204239  
Fax: 502-637-3732

November 1, 1995

Mr. Vernon Williams  
Interstate Commerce Commission  
Room 3315  
12th and Constitution, N.W.  
Washington, D.C. 20423-0001

ENTERED  
Office of the Secretary

NOV 21 1995

3 Part of  
Public Record

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

Dear Mr. Williams:

My company is a major user of the rail service for transporting our products from the United States into Mexico. Some years, about 20% of our business is exports to Mexico. The primary route used for these shipments is the Laredo/Nuevo Laredo gateway. This gateway provides shortest routing between my company and Mexico's industrial center. The Laredo/Nuevo Laredo gateway also possesses the strongest infrastructure of customs brokers.

My company depends upon competition to keep prices down. For many years, Union Pacific and Southern Pacific have competed for my traffic through Laredo. As a result, I have realized substantial cost savings and my company has stayed competitive. TexMex has been Southern Pacific's partner in reaching Laredo, as Southern Pacific does not reach Laredo directly.

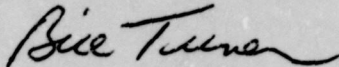
A merger of Union Pacific and Southern Pacific will seriously reduce, if not eliminate entirely, our competitive alternatives via the Laredo gateway. Although these railroads have agreed to give certain trackage rights to the new Burlington Northern Santa Fe Railroad (BNSF), I do not believe the BNSF will be an effective competitive replacement for an independent Southern Pacific. This route is very important to us.

I understand there is an alternative that will preserve effective competition in this gateway. TexMex has indicated a willingness to operate over trackage rights from Corpus Christi to Houston, Texas (or purchase trackage where possible) and to connect with the Kansas City Southern Railroad and other rail carriers at Houston. Trackage rights operating in such a way as to allow TexMex to be truly competitive are essential to

maintain the competition at Laredo, that would otherwise be lost in the merger. Thus, I urge the Commissioners to correct this loss of competition by conditioning this merger with a grant of trackage rights to TexMex; allowing service to Houston, Caldwell and Beaumont, Texas.

Economical access to international trade routes is key to the future prosperity and longevity of my company's business. Thanks for your kind consideration.

Sincerely,

A handwritten signature in cursive script, appearing to read "Bill Turner".

Bill Turner, Manager  
Purchasing and Traffic

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11-17-95

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em No. \_\_\_\_\_

Page Count 2  
Nov # 108

HOISINGTON CHAMBER OF COMMERCE  
123 NORTH MAIN  
HOISINGTON, KANSAS 67544



November 16, 1995

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

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

Dear Mr. Secretary:

The Hoisington Chamber of Commerce wishes to participate, as  
a Party of Record, in the pending proceedings of Finance Docket No.  
32760.

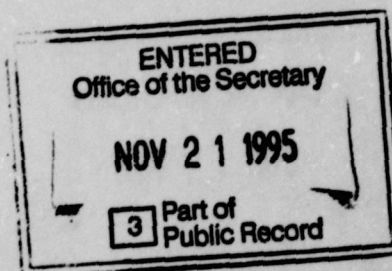
Enclosed for filing in the docket are the original and twenty  
copies, in accordance with the Commission's requirements.

In addition, at the Commission's request, we are also enclos-  
ing a copy of this document on a 3.5 inch diskette formatted for  
WordPerfect 5.1.

Sincerely yours,

Robert K. Glynn  
Executive Vice President

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

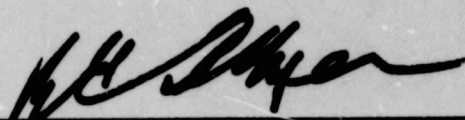




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CERTIFICATE OF SERVICE

I hereby certify that on November 16, 1995, I caused to be served, by first class mail, postage prepaid, copies of the request for Party of Record in Finance Docket No. 32760 on attorneys for the Applicants, the Honorable Jerome Nelson, as known parties of record in this proceedings at this date.

A handwritten signature in black ink, appearing to read "R. K. Glynn", is written over a horizontal line.

Robert K. Glynn