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TROUTMAN SANDERS LLP

ATTORNEYS AT LAW
A LIMITED LIABILITY PARTNERSHIP

401 9TH STREET, N.W. - SUITE 1000

WASHINGTON, D.C. 20004-2134

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TELEPHONE: 202-274-2950

William A. Mullins
william.mullins@troutmansanders.com

ENTERED
Office of the Secretary

FEB 26 2001

Part of
Public Record

Direct Dial: 202-274-2953
Fax: 202-654-5621

February 23, 2001

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



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

Dear Secretary Williams:

On January 22, 2001, C. Michael Loftus, Esq., as attorney for the Western Coal Traffic League ("WCTL"), submitted a letter to you in which he made reference to an "amended and restated Settlement Agreement" which BNSF has reported that it has prepared and will be submitting to UP for further discussion. Mr. Loftus asked the Board to require BNSF and Union Pacific "(a) to submit any such restated and amended settlement agreement to the Board for approval, and (b) to serve copies of that agreement upon all parties of record to the UP-SP merger. He also asked the Board to provide interested parties a reasonable period to review and comment upon that new agreement.

WCTL argues that such a review is needed to make certain that the "amended and restated Settlement Agreement" is consistent with the conditions imposed by the Board in its UP-SP decision. By this letter, The Kansas City Southern Railway Company ("KCS") offers comments in support of WCTL's requests and further suggests that the Board oversight process should include an examination of the circumstances under which the "amended and restated agreement" will be discussed and agreed upon by BNSF and Union Pacific.

We suggest that the Board should understand why BNSF and Union Pacific are engaging in ongoing discussions and purportedly renegotiating the terms of their Settlement Agreement, better than five years after their initial "Settlement Agreement"

February 23, 2001

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was entered into and almost five years after the Board finally decided the case with which the "amended and restated Settlement Agreement" ostensibly is concerned.¹ The very remoteness in time of this "amended and restated Settlement Agreement" raises questions as to its connection with the UP – SP proceeding. BNSF and Union Pacific should not be allowed to use the fact of their having entered a Settlement Agreement in 1995, supplemented in 1996, and the Board's oversight of the UP – SP case as a means of cloaking, with corresponding antitrust immunity, their ongoing discussions and new agreements unless either (a) those discussions and new agreements definitely relate back to the conditions imposed by the Board in the UP – SP case; or (b) those new agreements and their underlying rationale are subjected to the Board's scrutiny and prior approval.

Those discussions and any agreements resulting therefrom could adversely effect the interests of KCS and other regional carriers, particularly the ability of such carriers to provide effective, third railroad competition against these two large railroads. By their very nature, the discussions pertain to the joint use by and access to BNSF's and Union Pacific's respective rail facilities and shippers. To the extent that, in the process, those agreements afford either BNSF or Union Pacific new or modified access to shipper facilities also served by KCS or other carriers, such carriers and the public, through the STB, should be given an opportunity to review that access. Furthermore, such access could be contrary to existing contractual arrangements and also have the potential to threaten the regional railroad's ability to be a viable competitor. Such actions also could result in a diminution in the strategic franchise values of the regional railroads and their ultimate dismemberment and division among the surviving larger railroads, an action that would have wide-ranging policy implications for the rail industry as a whole.

To the extent that BNSF's and Union Pacific's actions in furtherance of their ever evolving "Settlement Agreement" actually address the competitive harms identified in the UP – SP case or withstand the Board's public interest scrutiny as separate transactions, we need not be concerned. However, they must be judged on one stage or

¹ The original Settlement Agreement of September 25, 1995 was amended twice, by a first "supplemental agreement", dated November 18, 1995, and by a "second supplemental agreement", dated June 27, 1996. The Board's final Decision No. 44 was served August 12, 1996. BNSF submitted the "restated and amended Settlement Agreement" to Union Pacific in December of 2000 and proposes to convene discussions on the draft "in early 2001".

February 23, 2001

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the other and must not be allowed to go forward without any additional scrutiny and without the ability of the public to provide input.

If the concerted actions represented by these new arrangements were not immune from the antitrust laws, they would be subject to analysis and sanction under those laws to the extent that they represented anticompetitive behavior or other prohibited activity. If they are to warrant such antitrust immunity under the ICTA, however, they must be subject to exercise by the Board of its investigative and approval jurisdiction under that Act.

KCS notes that on January 30, 2001, Union Pacific filed comments on WCTL's request in which it suggested that the amended Settlement Agreement, if approved by Union Pacific, would be filed with its next quarterly report and that parties wishing to comment on the amended agreement could do so as part of their comments on the quarterly filing. The revised Settlement Agreement and Union Pacific's and BNSF's motives and purposes in agreeing to its terms should not be buried in the various, broad issues covered by their quarterly reports in the Oversight Proceeding. The matters relevant to the revision of the Settlement Agreement warrant more serious consideration by the parties and the Board than the procedures established in the Oversight Proceeding afford. Appropriate consideration of changes to the Settlement Agreement requires not only the filing of the revised agreement and opportunity for comment but also the in depth analysis afforded by an evidentiary proceeding, including the opportunity to conduct discovery. The Oversight process does not provide for this opportunity.

Accordingly, KCS supports WCTL's call for the submission of and comment upon the "amended and restated Settlement Agreement." In addition, KCS urges the Board to establish an evidentiary proceeding, complete with discovery, so that all ramifications of the new agreement and the circumstances and motives of the parties in pursuing the amendment may be explored thoroughly. Therefore, KCS requests that the Board:

1. Require BNSF and Union Pacific to file in the F.D. No. 32760 proceeding any "restated and amended Settlement Agreement" they agree upon as the result of their reported discussions together with an explanation of the purposes to be attained through that Agreement;
2. Require BNSF and Union Pacific to serve a copy of their filing upon all parties of record in the UP - SP merger proceeding;

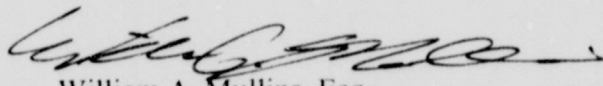
TROUTMAN SANDERS LLP
ATTORNEYS AT LAW
A LIMITED LIABILITY PARTNERSHIP

February 23, 2001

Page 4

3. Establish a procedural schedule for (a) the taking of evidence, including discovery, (b) the filing of comments by interested parties, and (c) the filing of briefs by interested parties; and
4. Provide that BNSF and Union Pacific may not do anything in furtherance of the "amended and restated Settlement Agreement" which is not provided for in the current Settlement Agreement, its two supplements, and the conditions already imposed by the Board in its decision in the UP - SP case.

Respectfully submitted,



William A. Mullins, Esq.

Attorney for The Kansas City
Southern Railway Company

cc: The Honorable Linda J. Morgan
The Honorable Wayne O. Burkes
The Honorable William Clyburn, Jr.
Erika Z. Jones, Esq.
Adrian L. Steel, Jr., Esq.
J. Michael Hemmer, Esq.
Mr. David M. Konschnik
All Parties of Record

STB

FD-32760

2-13-01

J

FOLEY & LARDNER

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EMAIL ADDRESS
jrennert@foleylaw.com

CLIENT/MATTER NUMBER
424277-040

February 9, 2001

The Honorable Vernon Williams
Secretary
Surface Transportation Board
Case Control Unit
1925 K Street, NW
Washington, DC 20423-0001



Re: STB Finance Docket No. 32760

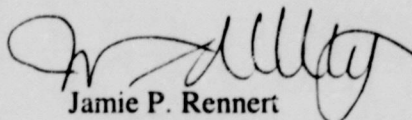
Dear Secretary Williams:

This letter is to notify the Board of a change in our firm name, for the purpose of future filings and orders issued in the above referenced docket. Effective February 1, 2001, the firm of Hopkins & Sutter has merged into Foley & Lardner. Our address and telephone number remain the same:

Robert P. vom Eigen
Jamie P. Rennert
FOLEY & LARDNER
888 Sixteenth Street, N.W.
Washington, DC 20006
(202) 835-8000

Thank you for your attention to this matter.

Sincerely,


Jamie P. Rennert

Foley & Lardner

The Honorable Vernon Williams

February 9, 2001

Page 2

cc: J. Michael Hemmer
COVINGTON & BURLING
Counsel to Union Pacific Railroad

STB

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No. _____

Count _____

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3

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

MICHAEL L. ROSENTHAL

DIRECT DIAL NUMBER

(202) 662-5448

DIRECT TELEFAX NUMBER

(202) 778-5448

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

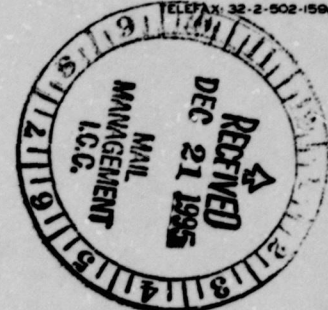
TELEPHONE: 32-2-512-9890

TELEFAX: 32-2-502-1598

December 21, 1995

BY HAND

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
Corp., et al. -- Control & Merger -- Southern
Pacific Rail Corp., et al.

Dear Secretary Williams:

On November 21, 1995, Scott Manatt filed his "Petition to Reopen and Reconsider the Procedural Schedule Order and Protective Order." The Applicants filed their reply to Mr. Manatt's petition on December 1, 1995. See UP/SP-29. On December 12, 1995, Mr. Manatt filed a "Response to the Applicants' Reply to Scott Manatt's Petition to Reopen." Mr. Manatt's most recent pleading violates the Commission's rule prohibiting parties from filing a reply to a reply. 49 C.F.R. § 1104.13(c).

Applicants do not intend to file a response to Mr. Manatt's December 12 reply to Applicants' reply. If, however, the Commission would like Applicants to reply, they are prepared to do so.

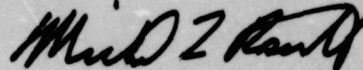
On December 12, 1995, Mr. Manatt also filed a pleading entitled "Objection to the Merger." Applicants intend to respond to this pleading at the time established by the Procedural Schedule, served Oct. 19, 1995, for filing Applicants' responses to comments, protests, requested conditions and other opposition. If, however, the Commission would like Applicants to reply sooner, they are prepared to do so.

DEC 26 1995

Honorable Vernon A. Williams
August 4, 1995
Page 2

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

Sincerely,

A handwritten signature in dark ink, appearing to read "Michael L. Rosenthal". The signature is stylized with a large, looped "M" and a cursive "L".

Michael L. Rosenthal

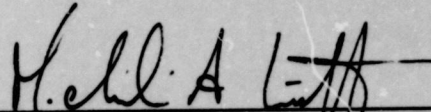
cc: All Parties of Record

CERTIFICATE OF SERVICE

I, Michael A. Listgarten, certify that, on this 21st day of December, 1995, I caused a copy of the foregoing document to be served by first-class mail, postage prepaid, or by a more expeditious manner of delivery on all parties of record in Finance Docket No. 32760, and on

Director of Operations
Antitrust Division
Room 9104-TEA
Department of Justice
Washington, D.C. 20530

Premarmer Notification Office
Bureau of Competition
Room 303
Federal Trade Commission
Washington, D.C. 20580



Michael A. Listgarten

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Item No. _____

Page Count 1Dec # 149

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:

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.

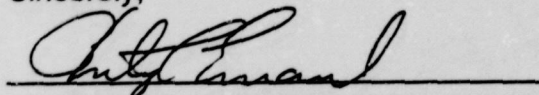
We have also considered the possibility that Conrail acquire some of SP's eastern lines in connection with the merger, especially the lines running from Chicago and St. Louis to Texas and Louisiana. We find this possibility to be much more appropriate and effective in addressing our concerns. We think 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.

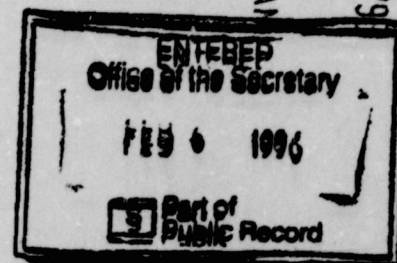
For these reasons, we will actively oppose the UP-SP merger at the ICC, unless it is conditioned on acceptance of Conrail's proposal.

Sincerely,



PHILIP C. EMANUEL

CROZIER-NELSON SMITH, INC.



INTERSTATE COMMERCE
 COMMISSION
 RECEIVED
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 OFFICE OF
 CHAIRMAN L. J. MORGAN

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

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Page Count 1Doc #143

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

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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



TERRY J. QUEBEDEAUX

316 OAK AVE

BRIDGE CITY, LA. 70094

INTERSTATE COMMERCE
COMMISSION
RECEIVED
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OFFICE OF
CHAIRMAN MORGAN

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Nevada Legislature

SIXTY-EIGHTH SESSION

60603

COMMITTEES:

Chairman

Judiciary

Member

Labor and Management

Transportation

BERNIE ANDERSON

ASSEMBLYMAN

District No. 31

December 9, 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 Merger With Southern Pacific Corporation

Dear Secretary Williams:

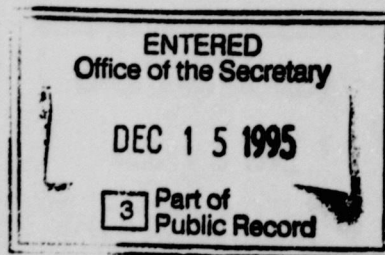
I am a member of the Nevada State Legislature and represent a portion of the community of Sparks, Nevada. Sparks is a community which was brought into existence in 1905 by the Southern Pacific Railroad that continues to play a role in providing service to this community and its emerging warehouse industry.

I believe the proposed merger will be beneficial to the State of Nevada and this community by providing stronger service links to Texas and the Gulf Coast, as well as the Pacific and Northwest since the combined routes should reduce delays while increasing reliability. I am concerned that the merger may place a stress on jobs. However, I have noted Phil Anshutz's, Chairman of the SP, statements regarding the ability of the SP to stand alone in light of the Burlington Northern/Santa Fe merger and to provide a strong railroad connection which is vitally needed by this state and this community.

I believe a merger of the Southern Pacific with the Union Pacific Railroad is in the best interest of the people of this state.

Sincerely,

Bernie Anderson
Bernie Anderson



Item No. _____

Page Count 1

Dec 14 94

RICT OFFICE:

747 Glen Meadow Drive, Sparks, Nevada 89434 • (702) 358-8113 • Fax No. (702) 358-5825

LEGISLATIVE BUILDING:

401 S. Carson Street, Carson City, Nevada 89710 • (702) 687-8145 or 687-5739 • Fax No. (702) 687-5962

STB

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12-15-95

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• 60602

MAX BENNETT
ASSEMBLYMAN
District No. 14



60602

DISTRICT OFFICE:
P.O. Box 43406
Las Vegas, Nevada 89116
Office: (702) 459-3633

COMMITTEES:

Member

Government Affairs
Education

Vice Chairman

Natural Resources, Agriculture and Mining

LEGISLATIVE BUILDING:

401 S. Carson Street
Carson City, Nevada 89710
Office: (702) 687-3583 or 687-5739
Fax No.: (702) 687-5962

State of Nevada
Assembly
Sixty-Eighth Session

8 December 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
Proposed Merger between Union Pacific Corp., et al & Southern Pacific Rail Corp., et al

Dear Secretary Williams,

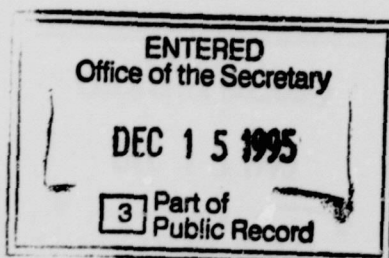
I am writing in support of the above referenced merger for the following reasons.

1. The merger will create a larger and more competitive corporation with lower overhead costs than those composed of the sum of the individual entities.
2. A more streamlined and competitive rail shipper will be better prepared to competitively meet the needs of its clientele. This is particularly evident when one looks at the rail corridors along the Mexican border and Pacific coast. Competition in these geographic areas can only benefit the American consumer.
3. Current parallel rail services can be utilized to allow single direction shipping on an individual track. This will result in greater industry safety.

Thank you for your time and consideration of my concerns. If you have any questions, please advise.

Respectfully,

Max Bennett



Item No. _____

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Page Count 2

- Dec 14 92

CITY OF



OFFICE OF

MAYOR
December 8, 1995

1407 HAMMOND AVENUE

ENTERED
Office of the Secretary

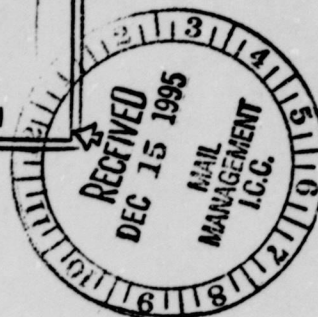
DEC 15 1995

3 Part of
Public Record

MARGARET J. CICCONE, Mayor

(715) 394-0212

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



RE: *Finance Docket No. 32760*

Dear Secretary Williams:

I am Mayor of the City of Superior, Wisconsin. The population of Superior is approximately 27,134 and is located on Lake Superior. It is a major commercial area in the State of Wisconsin. I am strongly in support of the proposed merger of Union Pacific Railroad and Southern Pacific Railroad.

1. In Finance Docket No. 32433, Chicago and North Western Railway Company, Union Pacific's predecessor in Superior, petitioned and was granted by the ICC an exemption to construct a line of railroad in Superior in order for it to serve Midwest Energy Resources Company (MERC). MERC is important to the City of Superior; and its ability to be served by both BN and UP will result in more competitive coal transportation rates, which should enhance MERC's business.

2. Union Pacific operates over BN tracks between the Twin Cities and the Superior area, via trackage rights to Saunders, Wisconsin, which is about 6 miles to the South of MERC's Superior Midwest Energy Terminal. From a traffic flow standpoint, and for other reasons, it would be better for the City of Superior if UP operated on BN's track from Saunders into the MERC dock, instead of using the trackage from Itasca to Superior.

3. As part of the agreement between the UP and the BNSF to create competitive access, if the UP/SP merger is approved, BNSF has agreed to grant UP trackage rights from Saunders directly to MERC dock, which will greatly benefit the City of Superior.

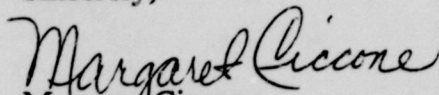
Honorable Vernon Williams

December 8, 1995

Page Two

Therefore, in addition to giving Wisconsin and Superior shippers more markets in California and the Southwest, if the UP/SP merger is approved, proposed railroad operations in Superior will be greatly enhanced by the UP and BNSF agreement.

Sincerely,


Margaret Ciccone
Mayor

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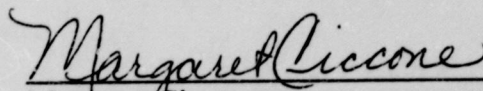
c: David Fischer, Director Government Affairs
Wiley N. Jones, UP-Government Affairs
Brian J. Sweeney, Executive Director Government Affairs

STATE OF WISCONSIN)

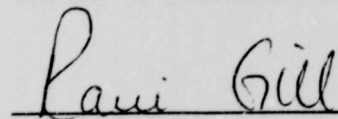
SS

COUNTY OF DOUGLAS)

MARGARET CICCONE, being first duly sworn, deposes and says that she has read the foregoing document, knows the facts asserted therein and that the same are true as stated.


Margaret Ciccone

Subscribed and sworn to before me this
8th day of December, 1995.


Notary Public
My Commission Expires: 11-09-97

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• 60600

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

ERIKA Z. JONES
202-778-0642

MAYER, BROWN & PLATT

2000 PENNSYLVANIA AVENUE, N.W.

WASHINGTON, D.C. 20006-1882

Item No. _____

Page Count 2

Dec 14 91

December 14, 1995



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

VIA FACSIMILE

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

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

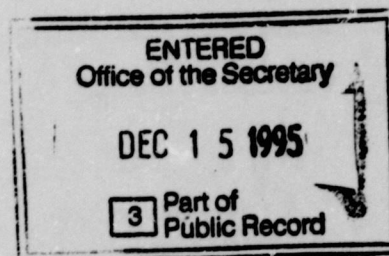
Dear Mr. Roach:

Please place the following representatives of the Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company on the restricted service list referred to in ¶ 9 of the December 7, 1995 Discovery Guidelines:

Richard E. Weicher
The Atchison, Topeka and
Santa Fe Railway Company
1700 East Golf Road
Schaumburg, IL 60173

Janice G. Barber
Burlington Northern Railroad Company
3800 Continental Plaza
777 Main Street
Ft. Worth, TX 76102-5384

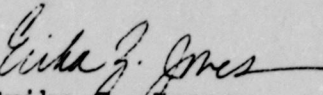
Erika Z. Jones
Adrian L. Steel, Jr.
Roy T. Englert, Jr.
Mayer, Brown & Platt
2000 Pennsylvania Ave., N.W.
Washington, DC 20006
fax: (202) 861-0473



Arvid E. Roach III, Esq.
December 14, 1995
Page 2

Please contact me if you have any questions on this matter.

Sincerely,


Erika Z. Jones

cc: Administrative Law Judge Jerome Nelson
All Parties of Record (Regular Mail)

STB

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• 32760

12-15-95

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• 60599

PATRICIA A. TRIPPLE
ASSEMBLYWOMAN
District No. 32



60599

DISTRICT OFFICE:
120 Redstone Drive
Reno, Nevada 89512
(702) 322-4268

COMMITTEES:

Vice Chairman
Education

Member
Government Affairs
Transportation

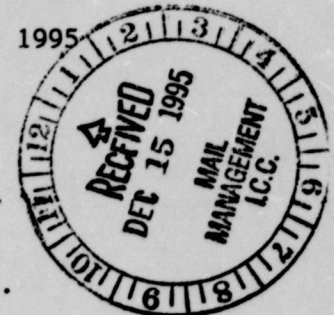
LEGISLATIVE BUILDING:

401 S. Carson Street
Carson City, Nevada 89710
Office: (702) 687-3590 or 687-5739
Fax No.: (702) 687-5962

State of Nevada
Assembly
Sixty-Eighth Session

December 5, 1995

The Honorable Vernon A. Williams, Secretary
Interstate Commerce Commission Room 2215
Twelfth Street and Constitution Avenue, 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 Secretary Williams:

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

With the merger Nevada shippers should benefit from improved operations on UP's Overland route. The combined UP/SP will be able to concentrate different categories of transcontinental traffic on different routes. This should reduce delays, increase reliability, and create new capacity for the merged system.

The SP and UP merger should improve service and place the merged railroad in a competitive position. There is every reason to believe with the merger SP's financial and service problems will improve and Nevada rail users will have the quality transportation service so vital to Nevada's expanding economy.

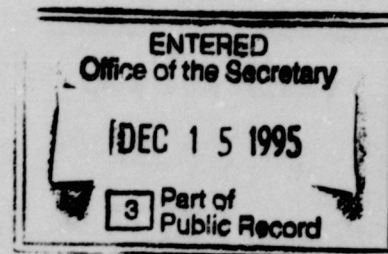
Sir, I urge your support for proposed merger.

Sincerely,

P.A. Tripple

Patricia A. Tripple

Item No. _____
Page Count 1
Dec 12 90



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• 32760

12-14-95

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• 60593

Item No. _____

Page Count 2

Dec 84

MAYER, BROWN & PLATT

65593

CHICAGO
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LONDON
LOS ANGELES
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 14, 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:

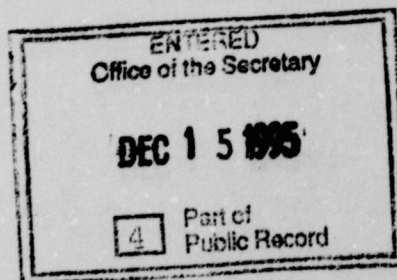
Enclosed for filing in the above-captioned docket are ten (10) copies of a letter sent today from Frika Z. Jones to Arvid E. Roach, II. Copies of this letter are being served via regular mail on all parties of record.

I would appreciate it if you would date-stamp the enclosed extra copy of the letter and 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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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 14, 1995



VIA FACSIMILE

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

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

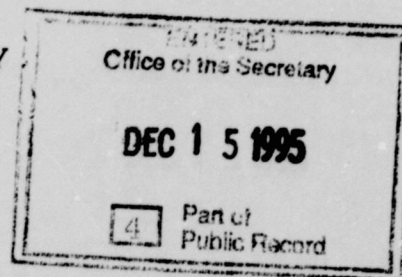
Dear Mr. Roach:

Please place the following representatives of the Burlington
Northern Railroad Company and The Atchison, Topeka and Santa Fe
Railway Company on the restricted service list referred to in ¶ 9
of the December 7, 1995 Discovery Guidelines:

Richard E. Weicher
The Atchison, Topeka and
Santa Fe Railway Company
1700 East Golf Road
Schaumburg, IL 60173

Janice G. Barber
Burlington Northern Railroad Company
3800 Continental Plaza
777 Main Street
Ft. Worth, TX 76102-5384

Erika Z. Jones
Adrian L. Steel, Jr.
Roy T. Englert, Jr.
Mayer, Brown & Platt
2000 Pennsylvania Ave., N.W.
Washington, DC 20006
fax: (202) 861-0473



STB

FD

• 32760

12-14-95

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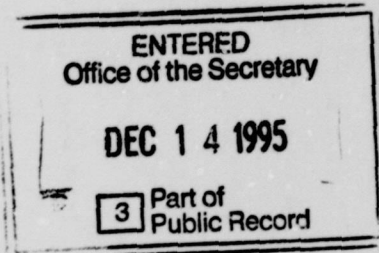
• 60592

Item No. _____
Page Count 2
Dec 14 83

60542

LAW OFFICES
FRITZ R. KAHN, P.C.
SUITE 750 WEST
1100 NEW YORK AVENUE, N.W.
WASHINGTON, D.C. 20005-3934

(202) 371-8037
FAX (202) 371-0900



December 13, 1995

Hon. Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Secretary Williams:

This refers to Finance Docket No. 32760, Union Pacific Corporation, etc., and the letter addressed to all parties of record from counsel for the applicants, Arvid E. Roach II, Esq., dated December 12, 1995.

In his letter, counsel proposes January dates for the deposition of the witnesses who submitted verified statements in support of the application and states that, absent agreement of all parties or prior approval of Administrative Law Judge Nelson for good cause shown, the witnesses shall be deposed only once.

I respectfully take exception to counsel's proposal. I note that persons wishing to participate in the proceeding will not need to notify you of their intention to do so before January 15, 1996, and need not formulate their positions before March 29, 1996. That such persons shall be denied meaningful discovery, including attending the deposition of applicants' witnesses, is abhorrent.

At this time, I do not know which, if any, of my clients will want to participate in the proceeding or what stance they will want to take. In the meantime, however, I wish it noted on the record that I believe the proposed scheduling of the depositions of applicants' witnesses unfairly and improperly denies them the opportunity to participate in the discovery processes.

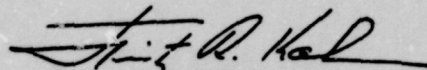
Twenty copies of this letter are enclosed.

By copy of this letter, service is being effected upon counsel for the applicants, the Attorney General, the Secretary of Transportation and Administrative Law Judge Nelson.

Hon. Vernon A. Williams
December 13, 1995
Page Two

If you have any question concerning this letter or if I otherwise can be of assistance, please let me know.

Sincerely yours,


Fritz R. Kahn

enc.

cc: Arvid E. Roach II, Esq.
Paul A. Cunningham, Esq.
Hon. Federico F. Pena
Hon. Anne K. Bingaman
Hon. Jerome Nelson

STB

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Item No. _____

Page Count 4

Dec 4 79

MAYER, BROWN & PLATT

60587

CHICAGO
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MEXICO CITY CORRESPONDENT
JAUREGUI, NAVARRETE, NADER Y ROJAS

2000 PENNSYLVANIA AVENUE, N.W.

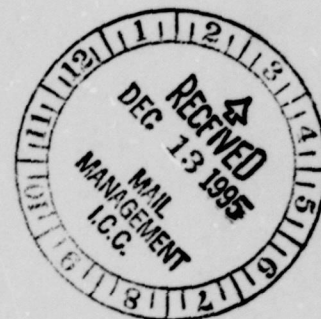
WASHINGTON, D.C. 20006-1882

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

December 13, 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:

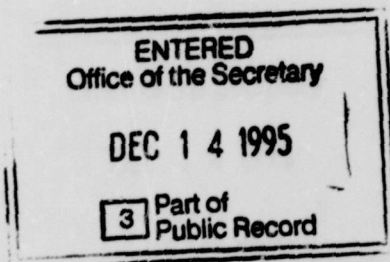
Enclosed for filing in the above-captioned docket are ten (10) copies of a letter sent today from Erika Z. Jones to Alan E. Label. Copies of this letter are being served via regular mail on all parties of record.

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

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

December 13, 1995

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

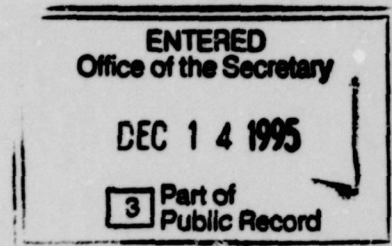
RE: ICC Finance Docket No. 32760, Union Pacific
Corporation et al. -- Control & Merger --
Southern Pacific Pail Corporation et al.

Dear Alan:

Attached please find a record layout for 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 an identical record layout, have been forwarded directly to Snavely, King & Associates, as you requested. The tapes are Highly Confidential and, as such, should only be reviewed by outside counsel and consultants who have signed a highly confidential undertaking.

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

- (1) Revenue -- the Santa Fe tapes contain two revenue fields -- one for total waybill freight revenue (ultimate origin to ultimate destination), and one for Santa Fe's portion of the total waybilled revenue. The revenues do not reflect adjustments for allowances or other adjustments, such as Santa Fe's estimated weight versus actual weight.
- (2) Route of movement -- Santa Fe'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.



MAYER, BROWN & PLATT

Alan E. Lubel, Esq.

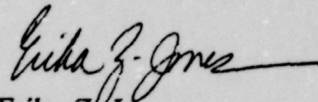
December 13, 1995

Page 2

- (3) Weight -- the weights reflected on the tapes are estimated and are provided in hundred-weight(cwt).

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

Sincerely,



Erika Z. Jones

cc: Administrative Law Judge Jerome Nelson
All Counsel of Record (via Regular Mail)

1994 SANTA FE WAYBILL FILE

LRECL = 143
 BLKSIZE = 31889
 IBM OS STANDARD LABEL
 VOL=SER=(806022,815647,815455)

01	ATSF-REC.	
03	ACCT-YY	PIC XX.
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(10).
03	TRAILER-INITIAL	PIC X(4).
03	TRAILER-NUMBER	PIC X(10).
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	RR-FROM	PIC X(4).
03	JCT-ON-FSAC	PIC X(6).
03	RR-TO	PIC X(4).
03	JCT-OFF-FSAC	PIC X(6).
03	TERM-RR	PIC X(4).
03	TERM-FSAC	PIC X(6).
03	IMPORT-EXPORT-CODE	PIC XX.
03	CARS	PIC 9(8).
03	NET-WT	PIC 9(8).
03	ATSF-REV	PIC 9(8).
03	WAYBILL-TYPE	PIC X.
	88 LOCAL VALUE '0'.	
	88 FWD VALUE '2'.	
	88 RCVD VALUE '1'.	
	88 OVHD VALUE '3'.	
03	HAZARDOUS-FLAG	PIC X.
03	TOTAL-REV.	PIC 9(12).
03	TRANSIT-CODE	PIC XX.
03	PROTECTIVE-SERVICE-CODE	PIC X(4).
03	VAN-PLAN	PIC X(2).

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12-13-95

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Item No. _____

Page Count 2

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2000 PENNSYLVANIA AVENUE, N.W.

WASHINGTON, D.C. 20006-1882

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

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

60588

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

December 11, 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 a letter sent today from Erika Z. Jones to Alan E. Lubel and William A. Mullins. Copies of this letter are being served via regular mail on all parties of record.

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

DEC 13 1995

MAYER, BROWN & PLATT

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BERLIN
BRUSSELS
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
202-861-0473

December 11, 1995

ERIKA Z. JONES
202-778-0642

Alan E. Lubel, Esq.
William A. Mullins, 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 Gentlemen:

This will confirm that the Burlington Northern Railroad 1994 traffic tapes produced in response to Kansas City Southern Railway's "First Request for Production of Documents to Burlington Northern Santa Fe Corporation and Related Entities" on Friday, December 8, 1995, are designated as and are to be accorded treatment as "HIGHLY CONFIDENTIAL--OUTSIDE COUNSEL/OUTSIDE CONSULTANTS ONLY" material pursuant to the Commission's Protective Order served on September 1, 1995, in this proceeding. Snavelly, King & Associates, to whom the tape cartridges were forwarded at your request, is aware of this designation.

As we have discussed, we will provide you with the Santa Fe tapes as soon as they are available.

Thank you for your cooperation. Please call if you have any questions.

Sincerely,

Erika Z. Jones
Erika Z. Jones

cc: Administrative Law Judge Jerome Nelson
All Counsel of Record

STB

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32760

12-13-95

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60586

Item No. _____

Page Count 2

Dec # 77

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 (COVLING WSH)

CABLE: COVLING

ARVID E. ROACH II

DIRECT DIAL NUMBER

(202) 662-5388

DIRECT TELEFAX NUMBER

(202) 778-5388

Office of the Secretary

DEC 15 1995

Part of
Public Record

December 12, 1995

LECONFIELD HOUSE
CURZON STREET
LONDON W1Y 8AS
ENGLAND

TELEPHONE: 44-(71)-495-5655
TELEFAX: 44-(71)-495-3101

BRUSSELS CORRESPONDENT OFFICE
44 AVENUE DES ARTS
BRUSSELS 1040 BELGIUM
TELEPHONE: 32-2-512-9890
TELEFAX: 32-2-502-1598

To All Parties of Record:

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

The attached page contains a list of witnesses who submitted verified statements in the UP/SP merger application and proposed dates for their depositions.

In scheduling depositions, we have done our best to work with the schedules of the many witnesses involved. We have allowed for two days of testimony for witnesses who presented lengthy statements, in keeping with the principles set forth in the Discovery Guidelines, served December 7, 1995, and in one case, we provided for three days of testimony. We are still in the process of confirming the date for Mr. Runde.

It is important to note that some of the witnesses have very little flexibility in their schedules. In particular, the deposition dates for Mr. Anschutz, scheduled for January 10, and Mr. Davidson, scheduled for January 19, are not flexible. In working with parties, we will adhere to Guidelines, which provide that, absent agreement of all the parties or prior approval from the ALJ for good cause shown, witnesses shall be deposed only once, and that depositions should be completed "as promptly as practicable, and if possible within two days."

Sincerely,

Arvid E. Roach II

Arvid E. Roach II

cc: The Honorable Vernon A. Williams
The Honorable Jerome Nelson

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WITNESSES AND DEPOSITION DATES

Richard G. Sharp 1/3

Stephan C. Month 1/4

Richard J. Barber 1/4-5

Michael A. Hartman 1/8

Richard D. Spero 1/9

Philip Anschutz 1/10

Robert D. Willig 1/11-12

Bernard J. La Londe 1/16

• Richard B. Peterson 1/16-18

Mark J. Draper and Dale W. Salzman 1/18

Richard K. Davidson 1/19

James A. Runde 1/19

Lawrence C. Yarberry 1/22

John H. Rebensdorf 1/23

John T. Gray 1/24-25

Don P. Ainsworth 1/26

R. Bradley King and Michael D. Ongerth 1/29-30

Paul O. Roberts 1/31

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• 32760

12-13-95

J

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60585

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

EDWARD D. GREENBERG
DIRECT LINE: (202) 342-5277
FACSIMILE: (202) 342-5219

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

December 12, 1995

VIA FACSIMILE

Ms. Ann Quinlan
Assistant Secretary
Interstate Commerce Commission
Room 2209
12th St. & Constitution Avenue, N.W.
Washington, DC 20423

Item No. _____

Page Count 2Dec 4 76

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OFFICE OF SECRETARY

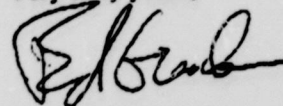
Re: F.D. 32760 - Union Pacific Corporation, Union Pacific Railroad Company and Missouri Pacific Railroad Company--Control and Merger--Southern Pacific Rail Corporation, Southern Pacific Transportation Company, St. Louis Southwestern Railway Company, SPCSL Corp and The Denver and Rio Grande Western Railroad Company

Dear Ann:

Here is a copy of our request of December 4, 1995 seeking status as a party of record. I have sent a copy of this to each of the parties on the Restricted Service List that has been generated by the parties to date. In addition, we are mailing a copy to each person on the Commission's service list.

Thank you for your cooperation in this matter.

Very truly yours,



Edward D. Greenberg

Enclosure

Office of the Secretary

DEC 13 1995

Part of
Public Record

Office of the Secretary

DEC 13 1995

4

XINJIYUAN-GKMG LAW OFFICE
AFFILIATED FIRM
No. 535-538, PENGYUAN CRESTWOOD HOTEL
No. 23, DONG JIAO MIN XIANG
BEIJING 100006 PEOPLE'S REPUBLIC OF CHINA
TEL: 011-86-1-523-5567 FAX: 011-86-1-523-5569

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

EDWARD D. GREENBERG
DIRECT LINE: (202) 342-5277
FACSIMILE: (202) 342-5219

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

December 4, 1995

VIA COURIER

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
Room 2209
12th St. & Constitution Avenue, N.W.
Washington, DC 20423

Re: F.D. 32760 - Union Pacific Corporation, Union Pacific Railroad
Company and Missouri Pacific Railroad Company—Control and
Merger—Southern Pacific Rail Corporation, Southern Pacific
Transportation Company, St. Louis Southwestern Railway Company,
SPCSL Corp and The Denver and Rio Grande Western Railroad Company

Dear Mr. Williams:

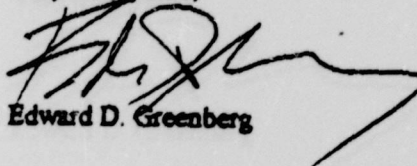
This is to request that the undersigned be added as a party of record in the above-referenced proceeding. We accordingly would appreciate your amending the official Service List in this proceeding at your earliest opportunity and distributing same to all other parties of record, so that we may receive copies of all pleadings and other filings:

Edward D. Greenberg
Galland, Kharasch, Morse & Garfinkle
1054 Thirty-First Street, N.W.
Washington, DC 20007

Appearing on behalf of International Paper Company

Thank you in advance for your cooperation in this matter. Please don't hesitate to contact me if you have any questions.

Very truly yours,


Edward D. Greenberg

XINJIYUAN-GKMG LAW OFFICE
AFFILIATED FIRM
No. 535-538, FENGYUAN CRESTWOOD HOTEL
No. 23, DONG JIAO MIN XIANG
BEIJING 100006 PEOPLE'S REPUBLIC OF CHINA
TEL 011-86-1-523-5567 FAX 011-86-1-523-5569

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12-11-95

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LAKE-TRAN

60573

Mailing Address: P.O. Box 158 • Grand River, Ohio 44045-0158
Street Address: 555 Lake Shore Boulevard • Painesville, Ohio 44077
Phone (216) 350-1000 • 942-6332 • Fax (216) 354-4202

December 5, 1995

Item No. _____

Page Count 1

Hon. Vernon A. William
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue
Washington DC 20423



Dear Secretary Williams:

FD-32760

I am concerned that the proposed Union Pacific-Southern Pacific railroad merger is not in the public interest in Northeast Ohio. We would be far better served if the UP-SP's eastern routes were, as part of the proposed merger, sold to Conrail, not leased to another western railroad.

My reasoning is straightforward. First, our industrial companies, particularly in the booming polymers sector, need direct service to raw materials and markets the Gulf "chemical coast" region and to Mexico. Second, we believe that an owner-carrier, such as Conrail, would have greater incentive to improve markets along the route. Third, by keeping Conrail strong, we ensure a variety of service options and strong price competition among the major railroads in our region, namely CSX, Norfolk and Southern, and Conrail.

For those reasons I would oppose the proposed merger unless it includes the Conrail purchase of the eastern lines of the old Southern Pacific. Only with the Conrail acquisition will Northeast Ohio economies be maximally served.

Thank you for your consideration.

Sincerely,

Frank J. Polivka
General Manager

ENTERED
Office of the Secretary

DEC 12 1995

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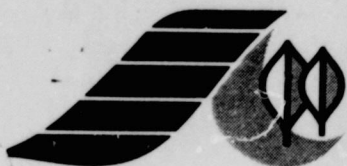
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AGRICULTURAL COUNCIL OF CALIFORNIA

REPRESENTING FARMER COOPERATIVES SINCE 1919

60572

Item No. _____

Page Count 1
She 463

December 8, 1995

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



FD-32760

Dear Secretary Williams:

The Agricultural Council of California supports the proposed merger between the Union Pacific (UP) Railroad and the Southern Pacific (SP) Railroad. The Agricultural Council represents 60 agricultural cooperatives in California and their more than 40,000 farmer-owners. We feel the proposed merger will benefit our members in several ways, including improved service, better access to markets and suppliers, better equipment supply, more efficient rail operations, maintenance and expansion of rail competition and the preservation of quality rail service in California.

Most of our members are served by the Southern Pacific Railroad. In recent years Southern Pacific customers have had to deal with service problems and other uncertainties due to the Railroads financial problems. These financial problems were exacerbated by the recently approved merger between the Burlington Northern and Santa Fe railroads. Southern Pacific management itself has expressed little confidence in the railroads survival. By merging with the Union Pacific Railroad, Southern Pacific customers would be assured improved service and reliability which would foster competition for railroad traffic in California.

Additionally the merger would provide much needed investment in the rail infrastructure in California. Such investment can only result in increased service and enhanced transportation opportunities.

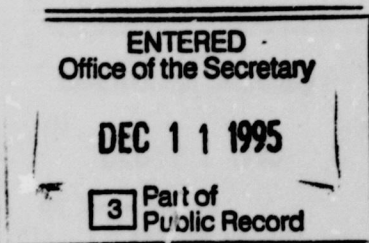
It is for these and other reasons we support the proposed UP/SP merger. If you or your staff have any questions please call me at 916-443-4887.

Thank you for the opportunity to comment on this issue.

Sincerely,

Dominic F. DiMare

Dominic F. DiMare,
Government Affairs Specialist



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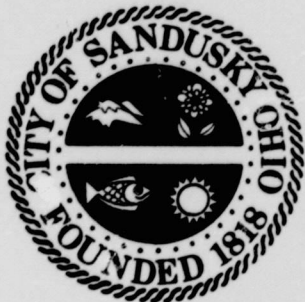
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Item No. _____

Page Count 1

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60571

CITY COMMISSIONERS

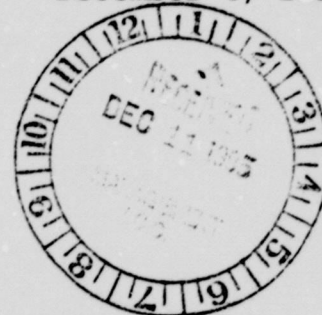
LEROY E. SIZEMORE, JR., President
LEROY J. SILVANI, Vice President
PETER J. GRONDIN
RICHARD H. JEFFREY
JOHN R. MEARS
GEORGE L. MYLANDER
DAVID A. STEIN

RICHARD M. FINN, Manager
MARK E. REPP, Law Director
EDWARD A. WIDMAN, Finance Director
B. JOYCE BROWN, Clerk

222 MEIGS STREET
SANDUSKY, OHIO 44870
(419) 627-5844 PHONE
(419) 627-5825 FAX

December 4, 1995

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



FD-32760

Dear Secretary Williams:

The City of Sandusky has reviewed the proposed merger of the Union Pacific/Southern Pacific and its effects on this area. 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 Sandusky is not satisfied that the proposed agreement between the Union Pacific and the Burlington Northern/Santa Fe will satisfy our concerns over competition.

Conrail, Inc. has approached the City of Sandusky 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's level of service has benefited manufacturers and shippers in our community. The proposed acquisition by Conrail will serve to enhance the current level of service and provide increased opportunities for economic expansion. In addition, this acquisition would open not only new markets in Mexico but the mid-south and Gulf Coast regions to local businesses.

For these reasons the City of Sandusky supports Conrail's purchase of the Southern Pacific Eastern lines. Without the Conrail proposal being 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 increased competition.

ENTERED
Office of the Secretary

DEC 11 1995

3 Part of
Public Record

cc: City Commission

Sincerely,

Richard M. Finn
Richard M. Finn
City Manager

STB

FD

• 32760

12-11-95

J

• 60570

Item No. _____
Page Count 2
Dec 4 1995



60570

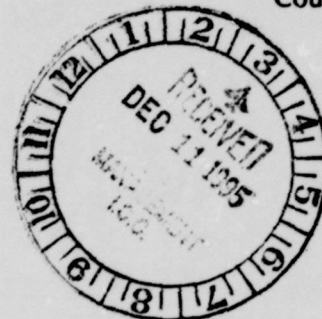
JOHN W. VALLE

CITY COUNCIL

Council-at-Large

December 8, 1995

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



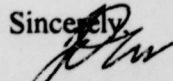
FD-32760

Dear Secretary Williams:

Union Pacific's merger with Southern Pacific should not be permitted without an agreement to sell the old Southern Pacific eastern lines to Conrail. Currently, Union Pacific-South Pacific is proposing to rent these lines to Burlington Northern-Santa Fe. Not only is a rental agreement between UP-SP and BN-SF not in the best interest of the Northeast Ohio Region but it would be at the cost of a far more beneficial arrangement with Conrail. Allow me to explain my position:

- 1) Conrail would provide our region with seamless, efficient service from Northern Ohio to the Gulf Coast and Mexico, tying their petrochemical, raw material and manufacturing strengths with local business.
- 2) Conrail has committed to bring the track it purchases up to the highest possible standards--and Conrail's main line track quality is the best in the nation.
- 3) In a rented track rights situation, neither the renter nor the owner have sufficient incentives to maintain the tracks at the highest possible safety standards. Nor do they have the motivation to help businesses and communities grow. As owner of these tracks Conrail would do both. By adding to our region's domestic trading partners Conrail would protect their own interests while serving our communities. The ideal economic relationship.

Capital investment, high safety standards, market development and improvement, healthy competition, all add up to higher quality services, competitive prices, and a robust economy in Ohio and all regions connected by rail. I hope you will consider these thoughts and come to the conclusion that the UP-SP merger should be disallowed unless there is a provision for Conrail's purchase of South Pacific's eastern tracks.

Sincerely,

John W. Valle
Councilman-at-Large
City of Akron

Office of the Secretary

DEC 12 1995

☐ Part of

STB

FD

• 32760

12-11-95

J

• 60569

DISTRICT ADDRESS:

1139 Fifth Place
Las Vegas, Nevada 89104
Office: (702) 394-9501
Fax: (702) 384-9629



60569

LEGISLATIVE ADDRESS:

401 S. Carson Street
Carson City, Nevada 89710
Office: (702) 687-3639
Fax: (702) 687-8228

Item No. _____

Page Count 1Dec #60**Senator Bob Coffin**

December 6, 1995

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

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

Dear Secretary Williams:

As a legislator representing central Las Vegas in the Nevada Legislature I am writing to support the proposed merger of the Southern Pacific and Union Pacific railroads and to urge you to act expeditiously to approve that merger.

Although the rail traffic through Las Vegas could decline slightly because of the merger, the overall increase in efficiency in the Union Pacific operations will help maintain stable shipping costs for Southern Nevada customers.

Nevada shippers should see improved equipment supply from the combined fleets and freed up capacity. Nevada shippers and freight receivers on the SP line will gain extensive single-line access to UP points in the Midwest and the Pacific Northwest, while those on the UP line will gain single-line access to SP points in California, Arizona and New Mexico. Substantial cost savings from reduced overhead and improved efficiency should benefit all shippers.

The SP and UP merger will improve service and maintain competition. The SP's financial and service problems will improve and Nevada rail users will have the high quality transportation service needed in our expanding economy. I urge you to approve this merger

Yours truly,

ENTERED
Office of the Secretary

DEC 11 1995

3 Part of
Public Record

RESPOND TO: ☐ LAS VEGAS ☐ CARSON CITY

STB

FD

• 32760

12-11-95

J

• 60568

Item No. _____
Page Count 1
Dec #59



60568

JEFF FUSCO

CITY COUNCIL

December 8, 1995

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



Dear Mr. Williams:

FD-32760

It has come to my attention, the Union Pacific and Southern Pacific Railroads have agreed to merge. I also understand that they intend to "rent" 3-4,000 miles of track to their prime competitor, the Burlington Northern-Santa Fe, while Conrail has made a reasonable offer to purchase the same track they propose to rent.

As a public official it is clear to me that the interests of our communities are best served through the ownership of said properties by a company with local concerns and relationships. Through ownership, Conrail would have a vested interest in preserving and improving the communities and maintaining the highest safety standards possible for the track lines in question. It is obvious that these concerns would not be paramount to UP-SP or BN-SF.

Conrail's ownership of these tracks would improve the transportation infrastructure of the Northeast Ohio region. The healthy competition created by Conrail's acquisition of these lines would offer better, more competitive pricing and higher quality services for locally based distributors and manufacturers. The economic impact of improving transnational commercial transportation would benefit the North and South coasts and all points inbetween.

Common sense dictate that ownership is clearly a better situation than a rental agreement, not only for Ohio but for our nation. I oppose the UP-SP merger without an agreement to sell the lines to Conrail. I hope that you will consider these comments when reviewing Conrail's offer and the UP-SP arrangement through the ICC process.

Sincerely,

Jeff Fusco

Jeff Fusco
Councilman-at-Large
City of Akron

Office of the Secretary

DEC 12 1995

3 Part of

STB

FD

• 32760

12-11-95

J

• 60567

Item No. _____

Page Count 1

Dec #58



60567

Representative

JACK CRITCHER
P. O. BOX 79
GRUBBS, AR 72431
501-252-3541 Business
501-252-3592 Residence

DISTRICT 89
Part of Jackson County
Part of Poinsett County

STATE OF ARKANSAS

House of Representatives

COMMITTEES

MEMBER

Revenue and Taxation
State Agencies and
Governmental Affairs
Joint Committee on Public
Retirement and Social
Security Programs



December 6, 1995

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

FD-32760

Dear Secretary Williams:

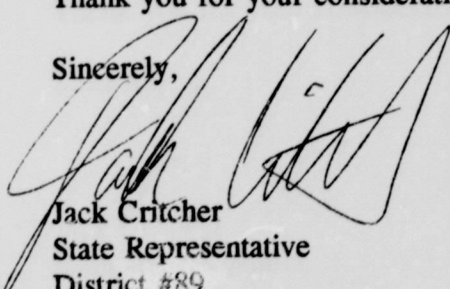
I want to take this means and opportunity to express my opposition to the proposed merger between Union Pacific and Southern Pacific Railroads. If that merger is approved by the ICC, it will leave Arkansas with but one major owning railroad of any consequence in the state. We need more rail competition, not less. That merger is not good for this state or for Eastern Arkansas.

I am not persuaded that the "trackage rights" agreement that UP and Burlington Northern have announced as a part of the merger deal will in fact satisfy the concerns that many of us have about the anti-competitive nature of this parallel tracks merger. Rather I favor the proposal by Conrail...that is the outright purchase of the SP East tracks by a competing railroad.

For these reasons, and others too lengthy to detail in this letter, I urge the ICC to not approve the UP-SP application unless it is conditioned upon UP's agreement to accept Conrail's proposal.

Thank you for your consideration of my views.

Sincerely,


Jack Critcher
State Representative
District #89

JC/fk

ENTERED
Office of the Secretary

DEC 11 1995

3 Part of
Public Record

STB

FD

• 32760

12-11-95

J

• 60566



60566
Bank of Brinkley

Item No. _____

Page Count 1

Dec 457

December 6, 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 am writing to express my opposition to the proposed merger between Union Pacific and Southern Pacific Railroads. If that merger is approved by the ICC, it will leave Arkansas with but one major owning railroad of any consequence in the state. We need more rail competition, not less. That merger is not good for this state or for eastern Arkansas, which is where I live and work.

I am not persuaded that the "tracking rights" agreement that UP and Burlington Northern have announced as a part of the merger deal will in fact satisfy the concerns that many of us have about the anti-competitive nature of this parallel tracks merger. Rather I favor the proposal by Conrail...that is, the outright purchase of the SP East tracks by a competing railroad.

I urge the ICC to not approve the Up-SP application unless it is conditioned upon UP's agreement to accept Conrail's proposal.

Thank you for your consideration.

Sincerely,

Gus Rusher
President

GR/md

Office of the Secretary

DEC 12 1995

☐ Per of

STB

FD

• 32760

12-11-95

J

• 60565

Item No. _____

Page Count 2

Dec #56

MAYER, BROWN & PLATT

CHICAGO
BERLIN
RUSSELS
HOUSTON
LONDON
LOS ANGELES
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

60565

KELLEY E. O'BRIEN

MEMBER OF THE VIRGINIA BAR
NOT ADMITTED IN THE DISTRICT OF COLUMBIA
202-778-0607

December 11, 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 a letter sent today from Erika Z. Jones to Alan E. Lubel and William A. Mullins. Copies of this letter are being served via regular mail on all parties of record.

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

Office of the Secretary

DEC 12 1995

3 Part of

MAYER, BROWN & PLATT

2000 PENNSYLVANIA AVENUE, N.W.

WASHINGTON, D.C. 20006-1882

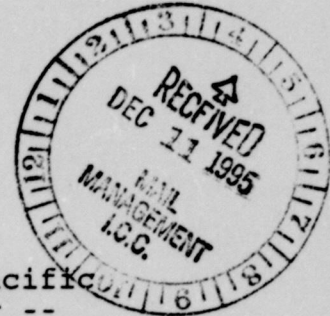
CHICAGO
ERLIN
RUSSELS
HOUSTON
LONDON
LOS ANGELES
NEW YORK
MEXICO CITY CORRESPONDENT
JAUREGUI, NAVARRETE, NADER Y ROJAS

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

December 11, 1995

ERIKA Z. JONES
202-778-0642

Alan E. Lubel, Esq.
William A. Mullins, 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 Gentlemen:

This will confirm that the Burlington Northern Railroad 1994 traffic tapes produced in response to Kansas City Southern Railway's "First Request for Production of Documents to Burlington Northern Santa Fe Corporation and Related Entities" on Friday, December 8, 1995, are designated as and are to be accorded treatment as "HIGHLY CONFIDENTIAL--OUTSIDE COUNSEL/OUTSIDE CONSULTANTS ONLY" material pursuant to the Commission's Protective Order served on September 1, 1995, in this proceeding. Snavelly, King & Associates, to whom the tape cartridges were forwarded at your request, is aware of this designation.

As we have discussed, we will provide you with the Santa Fe tapes as soon as they are available.

Thank you for your cooperation. Please call if you have any questions.

Sincerely,

Erika Z. Jones
Erika Z. Jones

cc: Administrative Law Judge Jerome Nelson
All Counsel of Record

Office of the Secretary

DEC 12 1995

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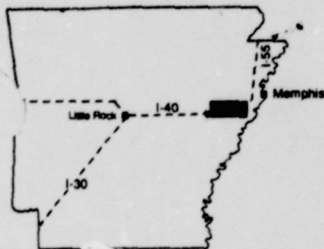
FD

• 32760

12-11-95

J

• 60564



60564
STATE OF ARKANSAS

County of St. Francis

GAZZOLA VACCARO, JR.
County Judge

Corner of Cross & Izard
P.O. Box 926
Forrest City, AR 72335-0926
(501) 261-1700
FAX (501) 630-1210

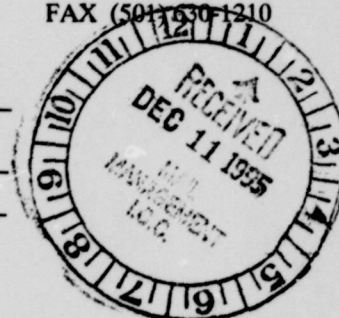
November 10, 1995

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

Item No. _____

Page Count 1

Dec 4 55



Re: Finance Docket 32760

Dear Secretary Williams:

As Chief Executive Officer of St. Francis County, I am opposed to the merger of Southern Pacific and Union Pacific Railroad. I have information that if this merger goes through a section of South Pacific, running from Memphis to Brinkley will be abandoned. Most of this tract is in St. Francis County. We have several rice elevators in need of this service and this line is a tool for selling our area to businesses and industries.

Another objection I have to this merger, is that one railroad will serve most of Arkansas, therefore, eliminating competition.

I have heard that Conrail would like to buy the eastern portion of Southern Pacific. This proposal has merit for several reasons. First, they will be in competition with Union Pacific, secondly, it will assure that Southern Pacific east will continue in service as Conrail.

I would appreciate being added to your list of those who should be informed as to the official application and any proceedings in which you may require.

Sincerely,

Gazzola Vaccaro, Jr.
ST. FRANCIS COUNTY JUDGE

cc: Gov. Tucker, Senator Pryor, Senator Bumpers, Rep. Lincoln

ENTERED
Office of the Secretary

DEC 11 1995

3 Part of
Public Record

STB

FD

• 32760

12-11-95

J

• 60563

MIKE McGINNESS
SENATOR
Central Nevada District



Nevada Senate
CARSON CITY

HOME OFFICE:
770 Wildes Road
Fallon, Nevada 89406
(702) 423-5889

COMMITTEES:
Chairman
Legislative Affairs and Operations
Member
Judiciary
Natural Resources

LEGISLATIVE BUILDING:
401 S. Carson Street
Carson City, Nevada 89710
Office: (702) 687-3656 or 687-5742
Fax No.: (702) 687-5962

December 6, 1995

The Honorable Vernon A. Williams
Secretary, Interstate Commerce Commission
Twelfth Street and Constitution Avenue, N.W.
Room 2115
Washington, D.C. 20423

Item No. _____
Page Count 1
Dec 454

Re: Finance Docket No. 32760
Proposed merger between the Union Pacific/Southern Pacific Railroads

Dear Secretary Williams,

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

My initial reaction was concern about the lack of competition. Upon further investigation, I understand that the UP/SP will provide access to various routes and points in Nevada to BN/Santa Fe plus trackage rights from Denver to the San Francisco Bay area. I have been assured that many Nevada shippers will gain access to BN/Santa Fe's extensive route system. Hopefully, this will bring stronger rail competition and give the assurance of top-quality service while creating a railroad that can afford the capital investments necessary to build new capacity and continually improve its operations.

For these reasons and more, I support the proposed merger to bring a stronger company for Nevada shippers and maintain the jobs of employees of both entities. I urge your favorable consideration.

Sincerely,

Mike McGinness

ENTERED
Office of the Secretary

DEC 12 1995

☐ Part of

STB

FD

• 32760

12-11-95

J

•

60562

GENE SEGERBLOM

ASSEMBLYWOMAN

District No. 22



60562

DISTRICT OFFICE:

P.O. Box 61136
Boulder City, Nevada 89006
Office: (702) 293-2626
Fax No.: (702) 385-2909

COMMITTEES:

Vice Chairman
Education

Member

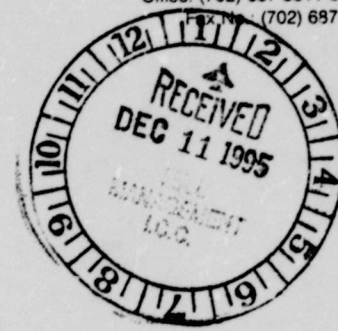
Economic Development and Tourism
Government Affairs
Natural Resources, Agriculture
and Mining

LEGISLATIVE BUILDING:

401 S. Carson Street
Carson City, Nevada 89710
Office: (702) 687-3611 or 687-5739
Fax No.: (702) 687-5962

State of Nevada
Assembly
Sixty-Eighth Session

December 4, 1995



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

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

Dear Secretary Williams:

I am writing in support of the proposed merger of the Southern Pacific and Union Pacific railroads urging you to approve that merger.

A merger between the Union Pacific and the Southern Pacific would be of much benefit to Nevada as well as to the two railroads. It would avert any financial crisis that may occur due to the merger of other railroads. Survival of the Southern Pacific as part of the Union Pacific is crucial to the employees and customers of Southern Pacific.

Nevada businesses will benefit greatly with improved rail service. Western Nevada businesses would for the first time have single-railroad service as far North as Seattle and Spokane, Washington. Nevada shippers and receivers will enjoy extensive new single-line service between points in California, Arizona, New Mexico, Texas and Louisiana and the Intermountain area, the Pacific Northwest and Upper Midwest.

I hope that a merger between Union Pacific and Southern Pacific Railroads as proposed will be arranged. I urge your support.

Yours truly,

Gene Segerblom
Gene Segerblom

ENTERED
Office of the Secretary

DEC 11 1995

3 Part of
Public Record

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Page Count 1

Dec # 53

STB

FD

• 32760

12-8-95

J

• 60560



Nevada Legislature

SIXTY-EIGHTH SESSION

COMMITTEES:

Chairman

Natural Resources

Legislative Committee on Public Lands

Member

Finance

Taxation

DEAN A. RHOADS

SENATOR

Northern Nevada District

Item No. _____

Page Count 2

Dec 4 1995

December 3, 1995



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

Subject: Fiance Docket No. 32760
Proposed Merger Between the Union Pacific and Southern Pacific
Railroads

Dear Secretary Williams:

I strongly support the proposed merger of the Union Pacific and the Southern Pacific Railroads.

As a Senator from Nevada who represents the Northern part of the state, almost from the California border to the Utah border, both the Union Pacific and the Southern Pacific travels through by district nearly all the way.

A merger of this type will certainly benefit Nevada as it will improve service and strengthen competition. Major cost savings, from reduced overheads, facility consolidations and use of the best systems of each railroad, will improve efficiency and justify increased investment to expand capacity and improve service, all to the benefit of Nevada's shippers.

I believe that a merger of this nature will provide Nevada with better service and hopefull you will support this plan.

Sincerely,

Dean A. Rhoads

Dean A. Rhoads
State Senator

ENTERED
Office of the Secretary

DEC 8 1995

☒ Part of
Public Record

DISTRICT OFFICE:

Box 8, Tuscarora, Nevada 89834 • Ranch (702) 756-6582 • Elko (702) 738-4490 • Fax No. (702) 756-5544

LEGISLATIVE BUILDING:

401 S. Carson Street, Carson City, Nevada 89710 • (702) 687-3648 or 687-5742 • Fax No. (702) 687-5962

STB

FD

• 32760

12-8-95

J

• 60558



Item No. 11

Page Count 1

Dec #49

Nevada Legislature

11-EIGHTH SESSION

COMMITTEES:

Chairman

Ways and Means

Member

Taxation

Chairman

Freight Industries Advisory Board

Vice Chairman

Nevada Legislature's Committee on Public Lands

JOHN MARVEL

ASSEMBLYMAN

District No. 34

Humboldt, Pershing, Lander (Part),

Eureka (Part), Elko (Part)

December 3, 1995



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

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

Dear Secretary Williams:

The proposed above referenced merger is strongly supported by the people in this area and myself due to the many advantages offered to the users of this vital and needed transportation and freight service. Therefore, I respectfully urge you approve the merger as expeditiously as possible.

I represent five counties which accommodate some parts of either the Union Pacific or the Southern Pacific or both simultaneously. The merger will benefit Nevada shippers by the improved routing and operation efficiencies. The efficiencies and cost savings which can be accomplished with the merger will translate into rate stability and better service for Nevada users.

The merger will also accomplish financial competitiveness with other systems and assure job retention and enhancement as well as tax stability for local governments and the State of Nevada. The bottom line is: the merger will be good for the economic well-being of all our citizens.

As a matter of good public policy I again respectfully request that the merger be approved.

Sincerely yours,

John Marvel

John Marvel, Assemblyman
District #34

ENTERED
Office of the Secretary

DEC 8 1995

Part of
Public Record

DISTRICT OFFICE:

P.O. Box 1270, Battle Mountain, Nevada 89820 • (702) 635-2538 or 882-2054 • Fax No. (702) 635-9144 or (702) 882-8691

STB

FD

32760

12-5-95

J

60540

COVINGTON & BURLING

1201 PENNSYLVANIA AVENUE, N.W.

P.O. BOX 7566

WASHINGTON, D.C. 20044

(202) 662-6000

TELEFAX (202) 662-6291

TELEX 89-593 (COVING WSH)

CABLE COVING

S. WILLIAM LIVINGSTON, JR.

DIRECT DIAL NUMBER

(202) 662-5380

ACHESON HOUSE
48 HERTFORD STREET
LONDON W1P7TF ENGLAND
TELEPHONE 44-71-495-5855
TELEFAX 44-71-495-3101

BRUSSELS CORRESPONDENT OFFICE
44 AVENUE DES ARTS
BRUSSELS 1040 BELGIUM
TELEPHONE 32-2-912-9890
TELEFAX 32-2-902-1598

December 4, 1995

BY FACSIMILE AND U.S. MAIL

Honorable Jerome Nelson
Administrative Law Judge
FERC

Room No. 11F21
888 First Street, N.E.
Washington, DC 20426



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

Dear Judge Nelson:

Enclosed is a copy of the procedures concerning access by parties to the Applicants' document depository. We are mailing a copy of this document to all parties of record, along with a copy of the current index to the depository. Also, we are sending these materials via facsimile to the parties who appeared at the December 1 hearing.

Sincerely,

S. William Livingston, Jr.

Enclosure

Item No. _____

Page Count 4

Dec 5

ENTERED
Office of the Secretary

DEC 5 1995

3 Part of
Public Record

UP/SP Document Depository Procedures

1. Location

The document depository will be located at the offices of Covington & Burling, 1201 Pennsylvania Avenue, N.W., Washington, D.C.

2. Depository Hours

The document depository will be open from Monday through Friday from 9:00 a.m. until 6:00 p.m., and on Saturdays by special arrangement. Visitors to the document depository will be asked to sign in and out in a log provided at the depository.

3. To Arrange A Visit

Parties, their outside counsel or their consultants who would like to visit the depository should contact Karen Kramer (202) 662-5167, Mike Rosenthal (202) 662-5448, Kate Reeder (202) 662-5081, or Carolyn Corwin (202) 662-5338.

Advance notice is needed in order to allow coordination of visits and staff assistance. For visits during normal hours, calls should be made at least three hours in advance. For visits at other times, two days' notice is requested so that special arrangements can be made.

4. Access to Confidential and Highly Confidential Documents

Only parties' outside counsel and consultants who are aware of the protective order governing highly confidential material and have signed the undertaking governing highly confidential material will be allowed access to documents classified "Highly Confidential."

Only parties and their outside counsel and consultants who are aware of the protective order governing confidential material and have signed the undertaking governing confidential materials will be allowed access to documents classified "Confidential."

5. Copying Depository Documents

No documents may be removed from the depository, but documents in the depository will be copied upon request, for a charge of 15 cents per page. Visitors must identify documents to be copied by Bates number. Copies will be provided within two business days of request, if possible, and bills will be sent for copying charges.

December 4, 1995

DEPOSITORY INDEX

- 01 Peterson/Traffic Study
N01 - 000001 -- N01 - 001517
C01 - 000001 -- C01 - 000007
HC01 - 000001 -- HC01 - 008499
- 02 Operating Plan
N02 - 000001 -- N02 - 002101; N02 - 100001 -- N02 - 102695; N02 - 200001 --
N02 - 203107; N02 - 300001 -- N02 - 300064; N02 - 400001 -- N02 -
400738; N02 - 500001 -- N02 - 500355
C02 - 000001 -- C02 - 000273; C02 - 200001 -- 203286; C02 - 300001 -- C02 -
302007;
HC02 - 400001 -- HC02 - 400199; HC02 - 500001 -- HC02 - 502101
- 03 Financials/Pro Forms
N03 - 000001 -- N03 - 000463
- 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 - 300396
HC04 - 300001 -- HC04 - 300006
Gray
N04 - 400001 -- N04 - 400083
Hartman
N04 - 500001 -- N04 - 500064
HC04 - 500001 -- HC04 - 502101
King/Ongerth -- see 02
LaLonde
N04 - 600001 -- 600287
Peterson -- see 01

Rebensdorf

N04 - 700001 -- 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 -- 120248

Yarberry

N04 - 130001 -- N04 - 130737

HC04 - 130001 -- HC04 - 130001

05 Other Application Materials

N05 - 000001 -- N05 - 001492

C05 - 000001 -- C05 - 000087

HC05 - 000001 -- HC05 - 000308

06 Switching Tariffs and Timetables

N06 - 000001 -- N06 - 001417

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32760

12-5-95

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60539



Item No. _____

Page Count 2

Dec 4 30

One Anchor Plaza
4343 Anchor Plaza Pkwy.
Tampa, FL 33634

November 14, 1995

ENTERED
Office of the Secretary

DEC 5 1995

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Public Record

RECEIVED
DEC 5 10 09 AM '95
OFFICE OF SECRETARY

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

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

Dear Mr. Williams:

Our company has been a major user of rail service for transportation between the United States and Mexico. The Laredo/Nueco Laredo gateway is the primary route for shipments between the two countries for the majority of international traffic. This gateway possesses the strongest infrastructure of customs brokers. It also provides the shortest routing between major Mexican industrial and population centers and the Midwest and Eastern United States.

Our company depends on competition to keep prices down and to spur improvements in products and services. For many years Union Pacific and Southern Pacific has competed for our traffic via Laredo, resulting in substantial cost savings and a number of service innovations. TexMex has been Southern Pacific's partner in reaching Laredo in competition with Union Pacific, as Southern Pacific does not reach Laredo directly.

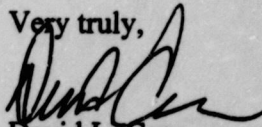
A merger of Union Pacific and Southern Pacific will seriously reduce, if not eliminate, our competitive alternatives via the Laredo gateway. Although these railroads have recently agrees to give certain trackage rights to the new Burlington Northern Santa Fe

Railroad, we do not believe the BNSF, as the only other major rail system remaining in the Western United States, will be an effective competitive replacement for an independent Southern Pacific on this important route.

I understand there is an alternative that will preserve effective competition in this corridor. 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 tracking rights to TexMex allowing service to Houston.

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

Very truly,



David L. Case

Director Transportation Logistics

STB

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32760

12-5-95

J 60538

PHOENIX CLOSURES

1899 High Grove Lane, Naperville, Illinois 60540-3996
(708) 420-4750 • Fax: (708) 420-4774

Item NO. _____

Page Count 2

Dec 4 29

November 29, 1995

Mr. Vernon Williams
Interstate Commerce Commission
Rm. 3316
12th and Constitution, N.W.
Washington, DC 20423-0001

ENTERED
Office of the Secretary

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Re: Finance Docket No. 32760

Dear Mr. Williams:

Our company has occasion to use the services of The Texas Mexican Railway. The proposed merger between the Union Pacific and the Southern Pacific will seriously reduce, if not eliminate, the competitive alternatives for rail service available to our company.

Our company depends on competition to keep prices down and to spur improvements in products and services. The only two U.S. carriers connecting with the TexMex are the Union Pacific at Laredo and the Southern Pacific at Corpus Christi. For many years, these two railroads have competed for shipments to and from the TexMex, resulting in substantial cost savings and service improvements. A merger of these two railroads will eliminate that competition. Although these railroads have recently agreed to give certain trackage rights to the new Burlington Northern Santa Fe Railroad, we do not believe the BNSF, as the only major rail system remaining in the Western United States, will be an effective competitive replacement for an independent Southern Pacific on this important route. We anticipate significant price increases and service deterioration for that portion of rail service needs beyond TexMex.

The TexMex has historically relied on international traffic interlined with the SP for much of its traffic base. Since a UP/SP merger will eliminate most of this traffic, this lost volume will likely reduce train frequency on the TexMex and slow service. There is also a question of whether the TexMex will be able to survive this loss of business.

These price increases and service reductions will seriously reduce many companies' abilities to compete both domestically and internationally.

The alternative that will preserve competition is to grant trackage rights or allow the TexMex to purchase trackage from Corpus Christi to Houston, and connect with the Kansas City Southern and other railroads in Houston. In such a way, competition could be maintained

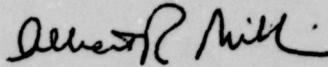
Mr. Vernon Williams
November 29, 1995
Page 2

through Laredo. We urge the Commission to correct this loss of competition and service by conditioning the merger with a grant of trackage rights to the TexMex allowing service to Houston.

Preserving competition and service is an important function of the Interstate Commerce Commission. Here it is possible to do so while furthering the national goal of promoting international trade.

Sincerely,

PHOENIX CLOSURES, INC.

A handwritten signature in dark ink, appearing to read "Albert R. Miller". The signature is fluid and cursive, with the first name "Albert" and last name "Miller" clearly distinguishable.

Albert R. Miller
President

ARM/iw

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12-5-95

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60537

REPRESENTING THE COUNTIES OF
COLUSA, GLENN, SHASTA, SISKIYOU,
SOLANO (EXCEPT VALLEJO), SUTTER,
TEHAMA, TRINITY, YOLO,
PORTIONS OF BUTTE AND
SACRAMENTO

California State Senate

SENATOR
K. MAURICE JOHANNESSEN
FOURTH SENATORIAL DISTRICT

60537

COMMITTEES
BUSINESS & PROFESSIONS
VICE CHAIR
AGRICULTURE & WATER
RESOURCES
FINANCE, INVESTMENT &
INTERNATIONAL TRADE
NATURAL RESOURCES &
WILDLIFE
VETERANS AFFAIRS

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November 21, 1995



Item No. _____

Page Count 2

Dec #28

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

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

Dear Mr. Secretary:

The purpose of this letter is to express support for a proposed merger of historic importance, which I believe may be vital for California's continued economic recovery. The Union Pacific Railroad Company and the Southern Pacific Railroad intend to come together as the largest railroad in the country.

This alliance will not only dramatically improve service and strengthen competition in the shipping industry, but will greatly reduce costs as well, providing impetus to the state's economy.

Among the primary service improvements for California shippers include rail service between Seattle/Tacoma and both southern and northern California. UP/SP's new service will provide new shipping opportunities up and down the West Coast.

In addition, the new UP/SP railroad system will be able to challenge Santa Fe's dominance of California-Chicago intermodal traffic for the first time. Vigorous

PLEASE REPLY TO:

☒ STATE CAPITOL
ROOM 2066
SACRAMENTO, CA 95814
(916) 445-3353

☐ 410 HEMSTED DRIVE
SUITE 200
REDDING, CA 96002
(916) 224-4706

☐ 2967 DAVISON COURT
SUITE A
COLUSA, CA 95932
(916) 458-4161

☐ 1170 NORTH LINCOLN STREET
SUITE 106
DIXON, CA 95620
(916) 678-3195

Secretary Vernon A. Williams
Re: UP/SP Railroad Merger
Page Two

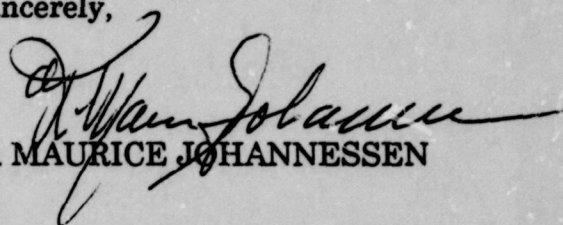
competition in this market is crucial to California's continued economic growth and to the nation's domestic and international competitiveness.

Competition will be strengthened in all markets. Competition between BN/Santa Fe and a merged UP/SP in California transcontinental markets will be much stronger and more balanced than competition between BN/Santa Fe and UP and SP separately. The BN/Santa Fe system is far larger than either UP or SP, but the proposed merger will create an effective competitor.

I am personally convinced that with this proposed merger, shippers will have the assurance of top-quality service with a financially sound railroad. Major cost savings will improve efficiency and justify increased investment to expand capacity and improve service, all to the added benefit of the railroad's customers.

I strongly urge the Commission's approval of this important merger.

Sincerely,



K. MAURICE JOHANNESSEN

KMJ:am

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CITY OF INDIANAPOLIS
STEPHEN GOLDSMITH
MAYOR

November 15, 1995

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



Item No. _____

Page Count 1

Dec # 13

RE: Finance Docket 32760

Dear Secretary Williams:

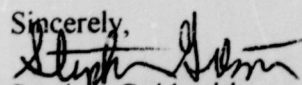
The City of Indianapolis is extremely concerned about the competitive aspects on area businesses as a result of the proposed acquisition of the Southern Pacific Lines (SP) by the Union Pacific Railroad (UP). While the City of Indianapolis is familiar with the proposed agreement between UP and the Burlington Northern-Santa Fe (BNSF) intended to remedy those effects, the City is 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 our community.

The City has 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. This proposal appears 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 rights. We 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, we believe an owner railroad is in a far better position than a renter to encourage economic development activities on its lines.

Another reason the City of Indianapolis favors Conrail's proposal is that it would provide efficient service for rail customers in our area for movement of goods and raw materials to and from 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 handlings.

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

Sincerely,

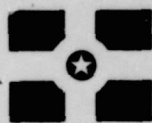

Stephen Goldsmith
Mayor

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Office of the Secretary

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Public Record





CITY OF INDIANAPOLIS
STEPHEN GOLDSMITH
MAYOR

November 15, 1995

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



Item No. _____

Page Count 1

Doc # 13

RE: Finance Docket 32760

Dear Secretary Williams:

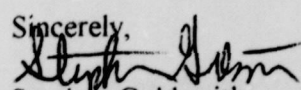
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For all of the reasons above, the City of Indianapolis actively opposes the UP-SP merger at the ICC unless it is conditioned upon acceptance of Conrail's proposal.

Sincerely,


Stephen Goldsmith
Mayor

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Office of the Secretary

DEC 4 1995

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Public Record



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San Marcos Area Chamber of Commerce

202 North C.M. Allen Pkwy. • P.O. Box 2310 • San Marcos, Texas 78667-2310

512/396-2495

FAX: 512/353-3030

Item No. _____

Page Count 1

Duc H12

November 27, 1995



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

Regarding: Finance Docket No. 32760, Union Pacific Corporation
and Southern Pacific Rail Corporation

Dear Mr. Williams:

On behalf of 740 members of the San Marcos Area Chamber of Commerce and the San Marcos community, it is a pleasure to register support for the proposed merger of Union Pacific Railroad Company and Southern Pacific Rail Corporation.

The Chamber has spent a lot of time over the past two years studying present and future transportation needs for the San Marcos area. What we have found is that rail traffic in our area is increasing in both volume and importance to the area. Much of the increased traffic can be attributed to NAFTA, and other factors include companies coming into the greater Austin/San Antonio Corridor area that utilize rail as a part of their shipping needs.

Many issues are being proposed and discussed in reference to rail transportation for our area, including the creation of an additional rail line east of the corridor, and even the possibility of commuter rail in the corridor. All of the options being considered would be enhanced by the proposed merger of Union Pacific and Southern Pacific, because of better service to markets to our West and North, and the positive economic impact which would be created in our area and State.

As this issue comes under close scrutiny in the coming days, we appreciate your consideration. Thank you for this opportunity to have input into the process.

Sincerely,

Phil Neighbors
Phil Neighbors
President

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Office of the Secretary

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12-4-95

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60520

GALLAND, KHARASCH, MORSE & GARFINKLE, P.C. 40520
ATTORNEYS AT LAW

EDWARD D. GREENBERG
DIRECT LINE: (202) 342-5277
FACSIMILE: (202) 342-5219

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

December 4, 1995

VIA COURIER

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
Room 2209
12th St. & Constitution Avenue, N.W.
Washington, DC 20423



Re: F.D. 32760 - Union Pacific Corporation, Union Pacific Railroad Company and Missouri Pacific Railroad Company--Control and Merger--Southern Pacific Rail Corporation, Southern Pacific Transportation Company, St. Louis Southwestern Railway Company, SPCSL Corp and The Denver and Rio Grande Western Railroad Company

Dear Mr. Williams:

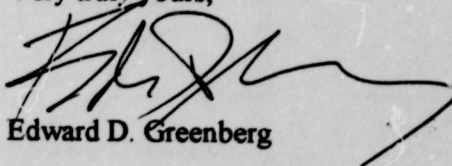
This is to request that the undersigned be added as a party of record in the above-referenced proceeding. We accordingly would appreciate your amending the official Service List in this proceeding at your earliest opportunity and distributing same to all other parties of record, so that we may receive copies of all pleadings and other filings:

Edward D. Greenberg
Galland, Kharasch, Morse & Garfinkle
1054 Thirty-First Street, N.W.
Washington, DC 20007

Appearing on behalf of International Paper Company

Thank you in advance for your cooperation in this matter. Please don't hesitate to contact me if you have any questions.

Very truly yours,


Edward D. Greenberg

ENTERED
Office of the Secretary

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3 Part of Record

Item No. _____

Page Count 1

Dec # 11

XINJIYUAN-GKMG LAW OFFICE
AFFILIATED FIRM
No. 535-538, FENGYUAN CRESTWOOD HOTEL
No. 23, DONG JIAO MIN XIANG
BEIJING 100006 PEOPLE'S REPUBLIC OF CHINA
TEL: 011-86-1-523-5567 FAX: 011-86-1-523-5569

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12-4-95

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U.S. Department of Labor

Office of the American Workplace
Washington, D.C. 20210

60519



Item No. _____

Page Count 3

One #10

NOV 30 1995

FD 32760



The Honorable J. Bennett Johnston
United States Senate
Washington, D.C. 20510-1802

Dear Senator Johnston:

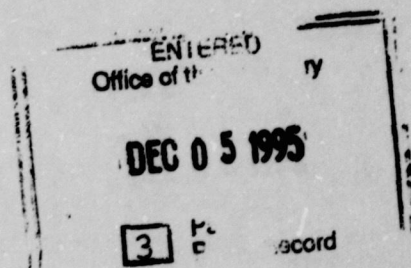
This is in response to your recent letter to the Department seeking information with which to respond to your constituent, Mr. Jerry Qwludeau, who wrote you concerning the proposed merger between the Union Pacific Railroad and the Southern Pacific Railroad.

The Department of Labor has no role in matters related to railroad mergers. This responsibility rests with the Interstate Commerce Commission. I have taken the liberty of forwarding your letter to the ICC for their reply. I hope this arrangement will be acceptable to you.

Sincerely,

Charles A. Richards

Charles A. Richards
Deputy assistant Secretary



J. BENNETT JOHNSTON
LOUISIANA

United States Senate

WASHINGTON, DC 20510-1802

November 2, 1995

Ms. Geri Palast
Assistant Secretary for Congressional
and Intergovernmental Affairs
U.S. Department of Labor
200 Constitution Ave., N.W., Room 1325
Washington, D.C. 20210

9/50/19655

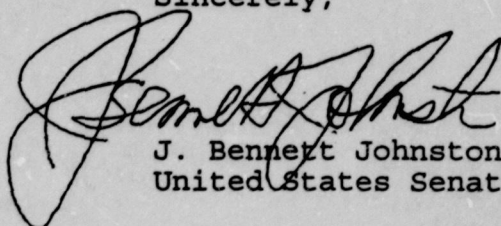
Dear Ms. Palast:

Because of my desire to be responsive to all inquiries, I respectfully request your consideration of the enclosed material.

I will appreciate your findings and views, in duplicate form, along with the return of the enclosures by December 2, 1995.

With kindest regards, I am

Sincerely,



J. Bennett Johnston
United States Senator

JBj/kwb
Enclosure

1995 OCT 19 PM 1:05

The Honorable J. Bennett Johnston
Room 136
Washington, D.C. 20510

Mr. Johnston,

I am an employee of the Railroad industry and am very concerned about the proposed merger between the Union Pacific Railroad and the Southern Pacific Railroad. According to all the information this merger will not be a very favorable one for the sake of the economy and the employees of these railroads. Please do every thing within your power to prevent this merger from taking place.

Respectfully Yours,

Jerry J. Quilley

316 OAK AVE
BRIDGE CITY, LA. 70094

STB

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32760

12-4-95

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Item No. _____

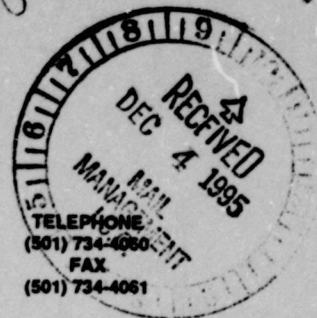
Page Count 3

Dec 4 9

LAW OFFICES
SHARP & SHARP, P. A.
P.O. BOX 552
BRINKLEY, ARKANSAS 72021

G. OTIS BOGLE (1884-1931)
W. W. SHARP (1891-1955)
JAMES B. SHARP
J. BAXTER SHARP III
D. FRANKLIN AREY, III
OF COUNSEL

November 28, 1995



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

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

Dear Sir:

We are herewith enclosing this letter, and a Resolution of the City Council of the City of Brinkley, Arkansas, dated November 21, 1995, in twenty copies.

We respectfully request that this Resolution and this letter be accepted into the record as late-filed comments and objections to the St. Louis Southwestern Railway Company being merged and controlled by the Union Pacific et al.

We have not read any comments or objections that address the concerns and facts set forth in this Resolution.

Respectfully submitted,

SHARP & SHARP, P.A.

By

James B. Sharp

JBS:bm
Encs.

cc/ Honorable Billy Clay

ENTERED
Office of the Secretary

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RESOLUTION NO. 95-12



WHEREAS, the Union Pacific Corporation et al has filed its petition with the Interstate Commerce Commission, Finance Department, No. 32760 for control and merger with the Southern Pacific Railroad Corporation et al;

WHEREAS, the St. Louis Southwestern Railway is included in that petition;

WHEREAS, the Missouri Pacific Railroad is now owned by the Union Pacific Corporation;

WHEREAS, Conrail, Inc. has proposed the purchase of the St. Louis Southwestern Railway and access to Houston, New Orleans and El Paso;

WHEREAS, the Missouri Pacific Railroad already has parallel tracks from St. Louis and Memphis to all three of those cities;

WHEREAS, the Missouri Pacific Railroad has a double track line from St. Louis to Texarkana, it has centralized traffic control on that route, it is 65.1 miles shorter than that of the St. Louis Southwestern Railway, it never crosses the Mississippi River, but the St. Louis Southwestern Railway route crosses it twice, and from Thubert, Illinois to East St. Louis the St. Louis Southwestern Railway only has trackage right leased from the Missouri Pacific Railroad.

WHEREAS, it is obvious if one of these two parallel routes is ever abandoned, it will be the St. Louis Southwestern Railway and not the Missouri Pacific Railroad Company;

WHEREAS, there are several, regular rail shipping businesses in Brinkley with the St. Louis Southwestern Railway now being the only railroad serving the City of Brinkley;

WHEREAS, there is now under construction a packing plant and rice mill that will cost over \$3,000,000.00 and that it will be entirely dependent on the St. Louis Southwestern Railway for its incoming and outbound rail shipments.

WHEREAS, if the St. Louis Southwestern Railway route through Brinkley is abandoned, either to St. Louis, to Memphis, or to the points south on that railway, and the Gulf Coast, these various shippers will be irreparable damages, and if there is no competition for the rail shippers of Arkansas, there is an excellent chance that no competitive freight rates will exist.

Resolution No.

Page 2

NOW, THEREFORE, BE IT RESOLVED, by the City Council of the City of Brinkley, Arkansas, that the Mayor of the City of Brinkley be hereby authorized to take such steps as he deems appropriate to have the ICC to disapprove the control and merger of the St. Louis Southwestern Railway with the Union Pacific Corporation and to promote the control and merger of the St. Louis Southwestern Railway with Conrail, Inc.

Passed this 21st day of November 1995

Approved:

Billy Clay
Mayor Billy Clay

ATTEST:

Donna S. Pruitt
Donna S. Pruitt, City Clerk/Treas.

:m-res3

I, Donna S. Pruitt, City Clerk Treas. of the City of Brinkley, Monroe County, Arkansas, do hereby certify that

Resolution 95-12
was passed and adopted by the City

Council on the 21st day of

November, 1995

Donna S. Pruitt
City Clerk Treas. of the City of Brinkley,
Monroe County, Arkansas

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Office of the Secretary

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Public Record

November 29, 1995

Mr. Vernon Williams
Interstate Commerce Commission, Room 3316
12th and Constitution, N. W.
Washington, DC 20423-0001

RE: Finance Docket No 32760

Dear Mr. Williams:

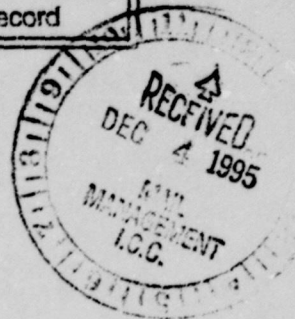
Our company has occasion to use the services of The Texas Mexican Railway. The proposed merger between the Union Pacific and the Southern Pacific will seriously reduce, if not eliminate, the competitive alternatives for rail service available to our company.

Our company depends on competition to keep prices down and to spur improvements in products and services. The only two U.S. carriers connecting with the TexMex are the Union Pacific at Laredo and the Southern Pacific at Corpus Christi. For many years these two railroads have competed for shipments to and from the TexMex, resulting in substantial cost savings and service improvements. A merger of these two railroads will eliminate that competition. Although these railroads have recently agreed to give certain trackage rights to the new Burlington Northern Santa Fe Railroad, we do not believe the BNSF, as the only major rail system remaining in the Western United States, will be an effective competitive replacement for an independent Southern Pacific on this important route. We anticipate significant price increases and service deterioration for that portion of rail service needs beyond TexMex.

The TexMex has historically relied on international traffic interlined with the SP for much of its traffic base. Since a UP/SP merger will eliminate most of this traffic, this lost volume will likely reduce train frequency on the TexMex and slow service. There is also a question of whether the TexMex will be able to survive this loss of business.

These price increases and service reductions will seriously reduce many companies' abilities to compete both domestically and internationally.

The alternative that will preserve competition is to grant trackage rights or allow the TexMex to purchase trackage from Corpus Christi to Houston, and connect with the Kansas City Southern and other railroads in Houston. In such a way, competition could be maintained through Laredo. We urge the Commission to correct this loss of competition and service by conditioning the merger with a grant of trackage rights to the TexMex allowing service to Houston.



Item No.

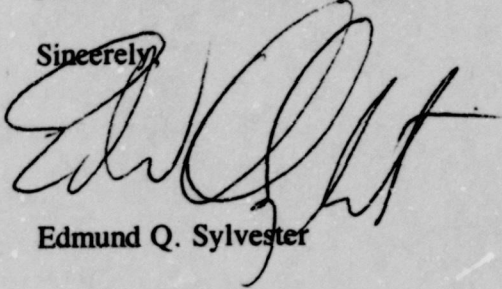
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Dec 4 8

FIBREX®

Preserving competition and service is an important function of the Interstate Commerce Commission. Here it is possible to do so while furthering the national goal of promoting international trade.

Sincerely,

A handwritten signature in dark ink, appearing to read 'Ed Q. Sylvester', written over the word 'Sincerely,'.

Edmund Q. Sylvester

cc: Mr. S. Cordin

STB

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32760

12-4-95

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60516



CITY OF INDIANAPOLIS

STEPHEN GOLDSMITH
MAYOR

60516
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Office of the Secretary

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3 Part of
Public Record

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Dec 17

November 15, 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:

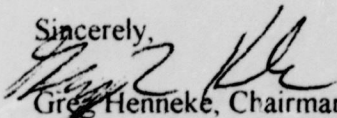
The Indianapolis Metropolitan Planning Area is extremely concerned about the competitive aspects on area businesses as a result of the proposed acquisition of the Southern Pacific Lines (SP) by the Union Pacific Railroad (UP). While the Indianapolis Metropolitan Planning Organization (MPO) is familiar with the proposed agreement between UP and the Burlington Northern-Santa Fe (BNSF) intended to remedy those effects, the Indianapolis Metropolitan Planning Organization is 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 our community.

The MPO staff has 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. This proposal appears 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 rights. We 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, we believe an owner railroad is in a far better position than a renter to encourage economic development activities on its lines.

Another reason the Metropolitan Planning Organization favors Conrail's proposal is that it would provide efficient service for rail customers in our area for movement of goods and raw materials to and from 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 handlings.

For all of the reasons above, the Indianapolis Metropolitan Planning Organization actively opposes the UP-SP merger at the ICC unless it is conditioned upon acceptance of Conrail's proposal.

Sincerely,


Greg Henneke, Chairman

Indianapolis Regional Transportation Council

DEPARTMENT OF METROPOLITAN DEVELOPMENT
PLANNING DIVISION

129 EAST MARKET STREET, SUITE 500 • INDIANAPOLIS, INDIANA 46204
PHONE: (317) 327-5151 • FAX: (317) 327-5103

STB

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32760

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60515

Item No. _____

Page Count 2

Dec 14

60515

E&DWEB
INC.

4633 West 16th Street
Cicero, Illinois 60650-1599
(708) 656-6600

November 28, 1995

Mr. Vernon Williams
INTERSTATE COMMERCE COMMISSION
Room 3316
12th and Constitution, N.W.
Washington, D.C. 20423-0001



Re: Finance Docket No. 32760

Dear Mr. Williams:

Our company has occasion to use the services of the Texas Mexican Railway. The proposed merger between the Union Pacific and the Southern Pacific will seriously reduce, if not eliminate, the competitive alternatives for rail service available to our company.

Our company depends on competition to keep prices down and to spur improvements in products and services. The only two U.S. carriers connecting with the TexMex are the Union Pacific at Laredo and the Southern Pacific at Corpus Christi. For many years these two railroads have competed for shipments to and from the TexMex, resulting in substantial cost savings and service improvements. A merger of these two railroads will eliminate that competition. Although these railroads have recently agreed to give certain trackage rights to the new Burlington Northern Santa Fe Railroad, we do not believe the BNSF, as the only major rail system remaining in the Western United States, will be an effective competitive replacement for an independent Southern Pacific on this important route. We anticipate significant price increases and service deterioration for that portion of rail service needs beyond TexMex.

The TexMex has historically relied on international traffic interlined with the SP for much of its traffic base. Since a UP/SP merger will eliminate most of this traffic, this lost volume will likely reduce train frequency on the TexMex and slow service. There is also a question of whether the TexMex will be able to survive this loss of business.

ENTERED
Office of the Secretary

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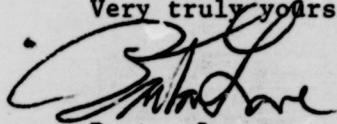


Mr. Vernon Williams
INTERSTATE COMMERCE COMMISSION
November 28, 1995
Page 2

The alternative that will preserve competition is to grant trackage rights or allow the TexMex to purchase trackage from Corpus Christi to Houston, and connect with the Kansas City Southern and other railroads in Houston. In such a way, competition could be maintained through Laredo. We urge the Commission to correct this loss of competition and service by conditioning the merger with a grant of trackage rights to the TexMex.

Preserving competition and services is an important function of the Interstate Commerce Commission. Here it is possible to do so while furthering the national goal of promoting international trade.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Barton Love", is written over the typed name.

Barton Love
CHAIRMAN OF THE BOARD
E & D WEB, INC.

BL:hn

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32760

11-30-95

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60506

Item No. _____

Page Count 1

Nov # 194

Office of the Mayor

City Hall
Columbus, Ohio 43215-9014
614/645-7671
FAX 614/645-8955

November 27, 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 have recently become aware of your pending review of the Union Pacific merger with Southern Pacific. As mayor of Ohio's capital city, I am concern about our industries' ability to access reliable rail transportation at a fair price. Given the nature of Ohio's industry, particularly automobile manufacturing, Ohio's interests may not be best served by the proposed merger, due to its potential for creating anti-competitive mega-railroads.

Instead, I support Conrail's proposal to acquire a significant portion of Southern Pacific's eastern lines. Under their plan, Conrail can provide us with direct efficient rail access to the growing Gulf Coast, Mid-South and Mexican markets. Direct access to these areas would not only enhance our manufacturers and shippers current service, but could open new markets.

Columbus is marketing itself internationally as an "inland port" and key distribution point with direct rail links to ports in New York, Virginia, and Los Angeles. We have three intermodal rail terminals from three different railroads, Conrail being one of them. Further strengthening Conrail's position here would enhance our city's ability to market itself as an efficient inland port.

Conrail's service to Ohio has been a great benefit to our business community. I am confident the Commission will evaluate the UP merger thoroughly and am hopeful you will see the obvious merits of Conrail's proposed purchase of SP's eastern lines.

Sincerely,

Gregory S. Lashutka
Mayor

GSL:rs

ENTERED
Office of the Secretary

NOV 30 1995

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Public Record

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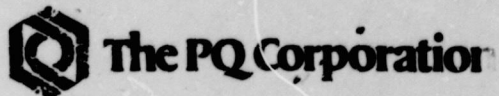
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11-29-95

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60504



The PQ Corporation

November 22, 1995

Mr. David M. LeVan
President and CEO
Consolidated Rail Corp.
2001 Market Street
Philadelphia, PA 19101

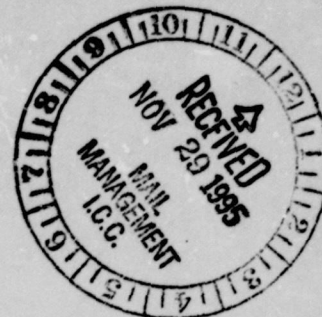
Item No. _____

Page Count 1

Nov # 191

60504
Southpoint Corporate Headquarters
P.O. Box 840
Valley Forge, PA 19482-0840
(610) 651-4200

FD-32160



Dear Dave:

PQ Corporation is concerned about the competitive effects on us of the proposal 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 also support the actions by other carriers that will ensure effective competition for our traffic.

Review has been made by PQ Corporation concerning 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 effective in addressing our concerns. We think your proposal is reasonable because it involves your ownership of lines, rather than utilization of trackage rights.

Another reason PQ Corporation favors Conrail's proposal is that it would provide a viable service lane for us. To the extent that our shipments go to and from northeast and midwest markets. Conrail service would be fast and direct, and would likely involve fewer handlings. This is important to us given the nature of our products.

Finally, we think your proposal helps to assure that we and other rail customers 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.

Sincerely,

Timothy J. Sally
Manager - Transportation

TJS/hll

ENTERED
Office of the Secretary

NOV 29 1995

3 Part of
Public Record

c: ~~Barry Williamson~~ - Texas Railroad Commission
Vernon Williams - Interstate Commerce Commission

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60501

COVINGTON & BURLING

1201 PENNSYLVANIA AVENUE, N.W.

P.O. BOX 7566

WASHINGTON, D.C. 20044

(202) 662-6000

TELEFAX: (202) 662-6291

TELEX: 89-593 (COVLING WSH)

CABLE: COVLING

S. WILLIAM LIVINGSTON, JR.

DIRECT DIAL NUMBER

(202) 662-5380

ACHESON HOUSE
48 HERTFORD STREET
LONDON W1P7TF ENGLAND
TELEPHONE 44-71-495-5655
TELEFAX 44-71-495-3101

BRUSSELS CORRESPONDENT OFFICE
44 AVENUE DES ARTS
BRUSSELS 1040 BELGIUM
TELEPHONE 32-2-512-9890
TELEFAX 32-2-502-1598



Item No. _____

Page Count 1

November 27, 1995

Nov #188

Honorable Jerome Nelson
Administrative Law Judge
FERC
Room No. 11F21
888 First Street, N.E.
Washington, DC 20426

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

Dear Judge Nelson:

I write to confirm that the merger application in
the above-captioned proceeding will be filed on November 30,
1995.

In connection with the hearing scheduled for
December 1, I am enclosing for Your Honor's convenience a copy
of the Applicants' proposed discovery guidelines, which were
attached to Applicants' Petition to Establish Procedural
Schedule, dated August 4, 1994 (UP/SP-4). The RLEA submitted
comments on the proposed guidelines as part of its response to
the procedural schedule. The pleading containing RLEA's
comments (RLEA-1) is enclosed.

Sincerely,

S. William Livingston, Jr.
S. William Livingston, Jr.

Enclosures

cc: Paul A. Cunningham (w/o encls.)
All Counsel of Record (w/o encls.)

ENTERED
Office of the Secretary

NOV 28 1995

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Public

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STATE of TEXAS
HOUSE of REPRESENTATIVES



Item No. _____

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Nov # 184

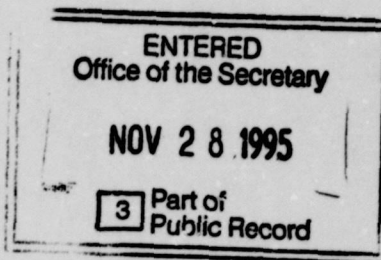
GARNET F. COLEMAN

STATE REPRESENTATIVE
DISTRICT 147

November 21, 1995

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

RE: Finance Docket 32760



Dear Mr. Williams:

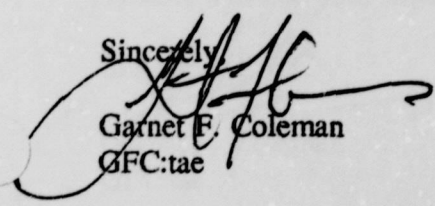
I strongly urge you to reject the proposed merger of Union Pacific and Southern Pacific railroads. This merger will virtually eliminate competition in the Texas rail system, resulting in higher transport costs for agricultural, chemical, petroleum and manufactured goods-which means higher prices for Texas consumers.

Union Pacific/Southern Pacific has already announced plans to enter into a "trackage rights" agreement with Burlington Northern/Santa Fe Railroad (BNSF), an agreement that will give BNSF rights to ship on Union Pacific lines as a tenant of Union Pacific/Southern Pacific. If this "duopoly" is approved, the new Union Pacific/Southern Pacific Railroad not only will control all Texas Class I rail lines, but will also have exclusive rights to an estimated 90% of current Mexican interchange rail traffic.

Not only does this non-competitive arrangement threaten consumers, but the United States Department of Justice has expressed its concern about the merger, as have such diverse groups as the Texas Association of Business and Chambers of Commerce, the Texas Farm Bureau and Texas Chemical Council.

I hope you will consider the harm that this proposed merger will have on Texas' free market rail system, and use your influence to defeat it. Thank you for your consideration.

Sincerely,


Garnet F. Coleman
GFC:tae

Committees: Appropriations • Public Health

P.O. BOX 2910 • AUSTIN, TEXAS 78768-2910 • (512) 463-0524
P.O. BOX 88140 • HOUSTON, TEXAS 77288 • (713) 520-5355

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Item No. _____

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Nov # 174



JERRY PATTERSON
STATE SENATOR

60490

DISTRICT 11
PORTIONS OF HARRIS, BRAZORIA
& GALVESTON COUNTIES

Committees:

HEALTH & HUMAN SERVICES
STATE AFFAIRS
INTERGOVERNMENTAL RELATIONS

P.
C.F.P.
AUST
5
TDC
DIST
2625 BAY AREA BLVD., SUITE 120
CLEAR LAKE CITY, TEXAS 77058
713/486-0111

305 21st STREET, SUITE 246
GALVESTON, TEXAS 77550
409/763-4696

November 16, 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 Corporation, et al

Dear Mr. Williams:

I wanted to write and inform the Interstate Commerce Commission that I believe the proposed merger of the Union Pacific and Southern Pacific railroads will be beneficial to the Houston / Galveston area by strengthening rail service and improving competition.

I have always supported the right of privately-owned companies to conduct their business as they see fit as long as it will not prove to be harmful to the public or local economies in the long run. In this case, I believe the merger not only meets this goal, but will be beneficial to the Houston area. Improved service for our shippers and the availability of strong competitive transportation alternatives will help Houston retain its status as a key business hub, and in addition, may increase local employment opportunities as well.

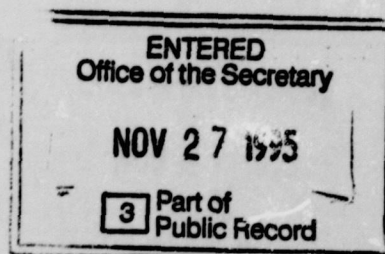
As long as a strong competition with Burlington Northern / Santa Fe railroad is maintained and encouraged, this merger can prove to be advantageous to Houston area shippers and, as a result, the Houston area economy.

I encourage the Commission to consider these benefits to this area of Texas and support the merger. If you have any questions or if I can be of any assistance, please do not hesitate to contact my office.

Sincerely,

A handwritten signature in cursive script, appearing to read "Jerry Patterson".

JERRY PATTERSON
State Senator - District 11
JP/mdl



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FD

32760

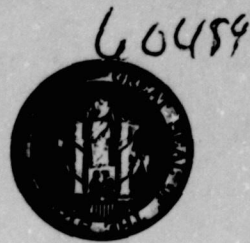
11-27-95

J

60489

Wyoming State Legislature

213 State Capitol / Cheyenne, Wyoming 82002 / Telephone 307 / 777-7881



Senate

SENATOR JAMES L. APPLEGATE

Minority Floor Leader

Senate District 8 - Laramie County

P.O. Box 612

Cheyenne, Wyoming 82003-0612

Committees:

Revenue

Corporations, Elections and

Political Subdivisions

Rules and Procedure

Management Council

ENTERED
Office of the Secretary

NOV 28 1995

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NOV # 185

October 31, 1995

The Honorable Vernon A. Williams, Secretary
Interstate Commerce Commission
Twelfth Street and Constitution Avenue, NW
Room 2215
Washington, DC 20423

*Dear Secretary Williams:

RE: FINANCE DOCKET NO. 32760, UNION PACIFIC
CORPORATION, ET AL. - CONTROLS MERGER -
SOUTHERN PACIFIC RAIL CORPORATION, ET AL.

I wish to express my support for the proposed Union Pacific Railroad - Southern Pacific Railroad merger. The State of Wyoming has benefited by the presence of two major railroads. The proposed merger should strengthen rail competition in the railroad industry, making Wyoming products more available to new markets.

It is my understanding that the UP/SP merger will improve efficiency and justify increased investments to expand capacity and improve service. These efforts will benefit Wyoming's economy and rail employment, particularly in my community.

I urge your timely approval of the Union Pacific Railroad - Southern Pacific Railroad merger and would appreciate your consideration of this matter.

Yours very truly,

James L. Applegate, Esq.
Wyoming State Senator

JLA:jnh
xc: David Fischer

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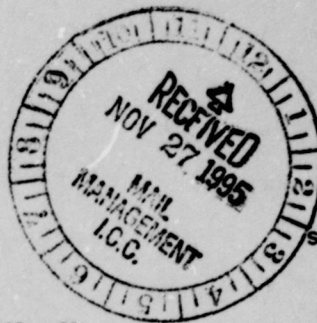
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60488

Wyoming State Legislature

213 State Capitol / Cheyenne, Wyoming 82002 / Telephone 307 / 777-7881

NOVEMBER 15, 1995



Senate

THE HONORABLE VERNON A. WILLIAMS
SECRETARY

INTERSTATE COMMERCE COMMISSION

ION AVE. N. W.

SENATOR GRANT C. LARSON

Senate District 17
Fremont/Sublette/Teton Counties
P.O. Box 3490
Jackson, Wyoming 83001

Committees:

Revenue
Transportation and Highways

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NOV 14 187.

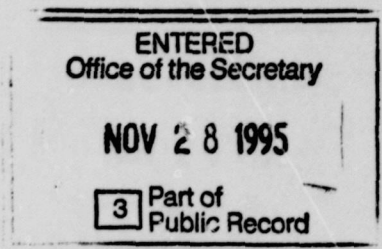
RE: FINANCE DOCKET NO. 32760
UNION PACIFIC CORP., et al.
CONTROL & MERGER
SOUTHERN PACIFIC RAIL CORP. et al.

DEAR SECRETARY WILLIAMS:

I AM SUBMITTING THIS LETTER IN SUPPORT OF THE PROPOSED MERGER OF THE UNION PACIFIC AND SOUTHERN PACIFIC RAILROAD LINES. AFTER STUDYING THE INFORMATION CONCERNING THE PROPOSED MERGER, I AM CONVINCED THE MERGER WILL BE IN THE BEST INTEREST OF THE STATE OF WYOMING AND IT'S CITIZENS. IT SHOULD ENHANCE COMPETITION IN THE RAILROAD INDUSTRY AND BENEFIT SHIPPERS THROUGHOUT THE WESTERN UNITED STATES.

I HAVE BEEN ASSURED THAT SOME OF PAST PROBLEMS WYOMING HAS HAD WITH SHIPMENTS OF COAL AND GRAIN WILL BE ADDRESSED BY THE COMPANY AND THAT THIS MERGER WILL PROVIDE BETTER AND FASTER SERVICE FOR THE SHIPMENT OF THESE PRODUCTS WHICH ARE OF SUCH IMPORTANCE TO THE ECONOMY OF THE STATE OF WYOMING.

BASED UPON THE ABOVE COMMITMENTS AND THE ASSURANCE THAT THE ICC WILL CONTINUE TO ASSURE FUTURE COMPETITION IN THE WEST, I FULLY SUPPORT THE PROPOSED MERGER.



SINCERELY,

GRANT C. LARSON
WYOMING STATE SENATOR
DISTRICT # 17

cc; David Fischer
Union Pacific Railroad Co.
1416 Dodge St. Rm. 801
Omaha, Ne 68179

STB

FD

32760

11-27-95

J

60486

Quaker Chemical
Corporation

Item No. 60486

Page Count 2

Nov # 173

CONSHOHOCKEN • PENNSYLVANIA 17909 • U.S.A.
TELEPHONE: 610-832-4000 • FACSIMILE: 610-832-4495

FD-32760

November 20, 1995

Mr. William D. Snyder, Jr.
Sales Manager Petrochemical & Minerals
Consolidated Rail Corporation
P. O. Box 41423
Philadelphia, Pa., 19101-1423



Dear Mr. Snyder:

Quaker Chemical Corporation is extremely concerned about the competitive effects of the proposed acquisition of the Southern Pacific by the Union Pacific Railroad. While we have reviewed the proposed agreement between UP and the BN/Santa Fe merger, which is intended to remedy those effects, we are not convinced that it will produce effective competition for our traffic.

We have considered the possibility that Conrail would acquire some of SP's eastern lines in connection with the merger, in particular the Cotton Belt Route from Chicago and St. Louis to Texas and Louisiana. We find this possibility to be much more appropriate and effective in addressing our concerns. Also, your direct ownership of the lines is preferred to mere trackage rights and the uncertainty of transit times and the lack of any sense of urgency that typically goes with trackage rights.

Another reason we favor Conrail's proposal is that it would provide the best direct service for us by eliminating various yard interchanges enroute, especially from Texas to Michigan and the northeast. Given the nature of our business and our materials, this is a significant issue. Moreover, we remain concerned about the trend toward only a few giant railroads which tends not to be in the best interests of consumers.

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

Yours truly,

Donald M. Wolf
Donald M. Wolf
Traffic Manager

ENTERED
Office of the Secretary

NOV 28 1995

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Public Record

cc: Chairman Barry Williamson
Texas Railroad Commission
P. O. Box 12967
Austin, Texas-78711

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

Mr. Drew Lewis, Chmn & CEO
Union Pacific Corporation
Martin Tower
8th & Eaton
Bethlehem, Pa., 18018