January 30, 2001

HAND DELIVERY

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


Dear Mr. Williams:

We received the Western Coal Traffic League’s letter dated January 22, 2001, which asks the Board to issue supplemental instructions to BNSF and UP regarding a revised version of the “BNSF Settlement Agreement.” As BNSF stated in BNSF-PR-18, it supplied to UP a revised version of the BNSF Settlement Agreement. UP is reviewing that document and will cooperate with BNSF to update the Agreement so that it reflects changes required by Board decisions and orders interpreting and clarifying conditions on the UP/SP merger.

No supplemental instructions are necessary. In keeping with past practice and earlier Board orders, UP intends to file the revised agreement with the Board and to serve it on all parties to this proceeding with UP’s July 2001 report. The Board established this procedure in Decision No. 72, served May 9, 1997, when it directed “applicants to submit an updated version of the agreement no later than July 1, 1997.”
There is no reason to schedule a formal comment period. BNSF aggressively protects its competitive interests in negotiations regarding this agreement, and no party has thus far found reason to second-guess BNSF’s efforts. Nevertheless, if any party wishes to comment on the revised agreement, it would be free to do so in its reply comments next August.

Sincerely,

J. Michael Hemmer
Counsel for Union Pacific Railroad Company

cc: The Honorable Linda J. Morgan
The Honorable William Clyburn, Jr.
The Honorable Wayne O. Burkes
Mr. David M. Konschnik
Erika Z. Jones
Adrian L. Steel, Jr.
All parties of record
January 22, 2001

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

Re: Finance Docket No. 32760 UNION PACIFIC CORPORATION, UNION PACIFIC RAILROAD COMPANY, AND MISSOURI PACIFIC RAILROAD COMPANY - CONTROL AND MERGER - SOUTHERN PACIFIC RAIL COMPANY, ST. LOUIS SOUTHWESTERN RAILWAY COMPANY, SPCSLL CORP., AND THE DENVER AND RIO GRANDE WESTERN RAILWAY COMPANY

Dear Secretary Williams:

In accordance with the Surface Transportation Board's Decision No. 44 in the referenced proceeding, The Burlington Northern and Santa Fe Railway Company ("BNSF") filed with the Board, on January 2, 2001, its eighteenth Quarterly Progress Report for the Fourth Quarter of 2000. This document is designated as BNSF-PR-18. At pp. 23-24 of this report, BNSF advises that it is developing a revised version of the BNSF Settlement Agreement. Specifically, the Report states that:

As previously reported to the Board, in reviewing the BNSF Settlement Agreement and other conditions on the UP/SP merger, as well as subsequent Board decisions interpreting and clarifying those conditions, BNSF believes that a number of issues between BNSF and UP need to be defined and clarified, and specific processes put in place to eliminate differences of opinion which lead to delays in responding to the needs of their rail
customers. On December 22, 2000, BNSF prepared and transmitted to UP a restated and amended Settlement Agreement to incorporate changes required by the conditions imposed by the Board on the UP/SP merger and by the Board's subsequent amendments, orders and decisions interpreting and clarifying those conditions. BNSF has proposed to UP that a meeting be convened in early 2001 to review the changes, achieve closure on any open issues, and finalize the restated and amended agreement.

In its Decision No. 44, approving, with certain conditions, the common control and merger of the rail carriers controlled by Union Pacific Corporation and the rail carriers controlled by Southern Pacific Rail Corporation, the Board imposed as a condition the terms of the BNSF Agreement. The Board was precise as to what it meant by the "BNSF Agreement":

We therefore impose as a condition the terms of the BNSF agreement, by which we mean the agreement dated September 25, 1995, as modified by the supplemental agreement dated November 18, 1995, and as further modified by the second supplemental agreement dated June 27, 1996.177

As we already have discussed, in imposing the BNSF agreement as a condition to this merger, we will require applicants to honor all of the amendments, clarifications, modification, and extensions thereof described in: (1) the April 18th CMA Agreement (UP/SP-219); (2) the April 29th rebuttal filings (UP/SP-23 at 12-21; UP/SP-231, Part C, Tab 18 at 5-11; see also UP/SP-260 at 8-9, summarizing the clarifications and amendments described in the April 29th rebuttal filings); (3) the June 3rd brief (UP/SP-260 at 23 n.9); and (4) the June 28th filing that accompanied the second supplemental agreement (UP/SP-266 at 3).

Decision No. 44 at 145.
The Board also imposed a number of broad based conditions "...that augment the BNSF Agreement to help ensure that the BNSF trackage rights will allow BNSF to replicate the competition that would otherwise be lost when SP is absorbed into UP." Id. at 145.

The Board reserved jurisdiction over the merger proceeding to deal with oversight issues and to impose further conditions or take such other actions as might be warranted. In its Ordering Paragraph No. 6 the Board stated:

In Finance Docket No. 32760, the application filed by UPC, UPRR, MPRR, SPR, SPT, SSW, SPDSL, and DRGW is approved subject to the imposition of the conditions discussed in this decision. Such conditions include but are not limited to those embraced in the BNSF, CMA, and URC agreements, and further include but are not limited to the various modifications we have required with respect to the terms of the BNSF and CMA agreements (particularly with respect to new facilities, transloading facilities, build-out/build-in options, contracts at 2-to-1 points, and SIT facilities). The Board expressly reserves jurisdiction over the Finance Docket No. 32760 proceeding and all embraced proceedings in order to implement the oversight condition imposed in this decision and, if necessary, to impose further conditions or to take such other action, including the ordering of divestiture, as may be warranted.

Decision No. 44, at 231.

The terms of the BNSF Agreement, as augmented by the Board are of major importance to the Western Coal Traffic League and its members. The Western Coal Traffic League was an active participant in the UP-SP merger proceeding and specifically commented upon various aspects of the BNSF Agreement. As reflected in Decision No. 44, the Western Coal Traffic League requested expansion of certain terms of the BNSF agreement which relief was granted by the Board in its broad-based conditions See Decision No. 44, at 42-44, 145-46. The Western Coal Traffic
The Honorable Vernon A. Williams  
January 22, 2001  
Page 4  

League has a strong interest in ensuring that any revision of the BN Settlement Agreement that may be negotiated by BNSF and Union Pacific does not adversely impact protections afforded to rail shippers under the conditions imposed by the Board in Decision No. 44 as refined and clarified in subsequent decisions.

Since the terms of the BNSF Agreement were imposed by the Board as a condition to the UP-SP merger, it is clear that BNSF and Union Pacific are not free to re-write the BNSF Agreement in a manner that would be inconsistent with the conditions imposed by the Board in its Decision No. 44, and subsequent decisions interpreting those conditions. It may be that a "restated and amended settlement agreement" agreed upon by BNSF and Union Pacific should be accepted and approved by the Board after the Board has had an opportunity to review it, and after interested parties have had an opportunity to review and comment. The purpose of this communication is simply to request that the Board (1) direct BNSF and Union Pacific (a) to submit any such restated and amended settlement agreement to the Board for its approval, and (b) to serve copies of any such agreement upon all parties of record to the merger proceeding at the time it is submitted to the Board, and (2) provide interested parties a reasonable period to review any such restated and amended settlement agreement and to submit comments before the Board takes any action to approve the new agreement, as filed by BNSF and Union Pacific or as modified by the Board, as a condition to the UP-SP merger.

Sincerely,

C. Michael Loftus
An attorney for The Western Coal Traffic League

cc: The Honorable Linda J. Morgan
The Honorable William Clyburn, Jr.
The Honorable Wayne O. Burkes
Erika Z. Jones, Esq.
Adrian L. Steel, Jr., Esq.
J. Michael Hemmer, Esq.
Mr. David M. Konschnik
All parties of record
Mr. Richard M. Cota  
District Chairman 890  
Allied Service Division  
Transportation-Communications  
    International Union - AFL-CIO, CLC  
980 3rd Street  
Gilroy, CA 95020  

Dear Mr. Cota:

Thank you for your letter regarding my position on the statutory override of collective bargaining agreements (CBAs) necessary for the implementation of a railroad consolidation authorized by the Surface Transportation Board (Board), commonly referred to as a "cram-down." You also pose questions regarding the implementation of the Union Pacific (UP) and Southern Pacific (SP) railroad merger and the adverse affects on clerical employees represented by the Transportation-Communications Union (TCU). You also enclose copies of prior correspondence.

As I unequivocally testified before the Senate Committee on Commerce, Science, and Transportation on September 28, 1999, I am personally opposed to the so-called cram-down provisions of the current law as it affects existing CBAs and I support the enactment of legislation necessary to resolve this matter. Additionally, I understand that rail labor and management have been engaged in private discussions to resolve the cram-down issue.

In regard to your more specific questions relating to the UP-SP merger, I have asked UP to review your concerns and to respond by letter to me. After I receive UP's response, I will be back in touch with you.

I appreciate your interest in these matters. As I have in the past, I will have your letter, my response, and any response that I receive from UP made a part of the public docket for the UP-SP merger proceeding.

Sincerely,

Linda J. Morgan
Ms. Linda Morgan, Chairwoman  
Surface Transportation Board  
1925 K Street, NW  
Washington, D.C. 20423-0001

Dear Chairwoman Morgan:

We were quite distressed to read the July 1999 article in Railway Age, “Cram-Down” Casts A Menacing Cloud Ovei Upcoming Negotiations. Cram-Down is a shorthand term for the ability of merged railroads to override the Railway Labor Act and collective bargaining agreements in the railroad industry.

The article states, “Union Pacific Railroad’s John Marchant, told the Industrial Relations Research Association how essential cram-down is to carrier efficiency. Fellow panelist Linda Morgan, chairman of the Surface Transportation Board – the agency that gives a final thumbs up or down to cram-down proposals even decades after mergers are consummated – appeared to agree by distancing herself from a Clinton administration proposal to banish cram-down legislatively.”

“Mr. Joel Myron from the Brotherhood of Maintenance Way insisted that rail regulators so often overturned arbitrated decisions favorable to employees during the 1980s that arbitrators became conditioned to granting railroads undue preference. Morgan says she’s trying to “level the playing filed” and “eliminate” expectation by either side of a “favorable” STB arbitration review.”

When the UP/SP merged, the Transportation Communications Union entered into negotiations with the Union Pacific Railroad and reached a New York Dock Implementing Agreement.

Was it the intent of Congress and the Surface Transportation Board (STB) to allow overriding collective bargaining agreements for the merged railroad to successfully facilitate consolidation of work assignments and seniority rosters?
Was it also the intent of Congress and the STB to allow overriding collective bargaining agreements for the merged railroad to eliminate its clerical workforce by contracting out the work to outside parties?

Since the 1997 UP/SP merger the Union Pacific Railroad has unmercifully abolished clerical jobs in all areas, particularly Oakland, Colton and City of Industry, California and contracted out or transferred the work to outside non-union personnel.

I have enclosed several letter’s that I have written to the Carrie about our concern regarding the job abolishment’s and the contracting out of our TCU work.

I would appreciate if you could investigate and comment on this matter and the UP’s abuses and at least some directives issued to the UP to abide by its labor agreements as it pertains to the scope rule of the collective bargaining agreements.

Sincerely,

[Signature]

Richard M. Cota
District Chairman 890

Cc: Mr. Ted P. Stafford, President-ASD
Mr. Stan R. Steeves, GST-ASD
Mr. Kirk J. Hundven, District Chairman 802
Protective Committee Members
September 7, 1999

Mr. Richard M. Cota
District Chairman 890
Allied Services Division
Transportation-Communications
International Union - AFL-CIO, CLC
980 3rd Street
Gilroy, CA 95020

Dear Mr. Cota:

I have received a copy of your letter to Mr. M.L. Irvine, General Superintendent, Union Pacific Railroad Company, regarding the abolishment of five regular clerical positions at City of Industry, California. You also have included copies of other correspondence related to this matter.

I appreciate your keeping me apprised of this matter and urge all involved to strive to resolve this dispute amicably. Of course, to the extent Surface Transportation Board imposed labor protective conditions are applicable, we expect them to be applied in a fair and timely manner. In that regard, I am having your correspondence and my response made a part of the public docket for the Union Pacific - Southern Pacific merger case.

Sincerely,

Linda J. Morgan

Linda J. Morgan
Mr. Dean D. Matter  
Sr. Director, Labor Relations-NON-OPS  
Union Pacific Railroad  
1416 Dodge Street  
Omaha, NE 68179  

Dear Mr. Matter:

This will have reference to attached letter dated January 27, 1999 addressed to Mr. M. L. Irvine, Superintendent, West Colton, California, regarding our opposition to the Carrier’s notice dated January 12, 1999 to abolishment nine (9) crew hauling positions at West Colton.

Our contention is based on the outcome of a dispute to the National Mediation Board which resulted the crew hauling decision rendered by Referee Jack Fletcher in Public Law Board 5373 (copy attached).

Following Mr. Fletcher’s decision a joint labor-management team investigated the crew hauling and janitorial violations at Yuma Yard, West Colton and Fresno Yard.

You will note in the third paragraph of Mr. Stan Steeves letter dated November 15, 1993 that the parties adopted a format which determined the geographic locations that were served by the Clerks in transporting crews; the level of that crew hauling before the abolishment’s; the level of crew hauling after the abolishment; how the crews were transported following the abolishment’s.

The Carrier also agreed to re-establish four positions in West Colton and 1 position in Yuma. In addition, the Carrier agreed to pay the various claims in excess of $38,000. Further, it was agreed to attempt to dispose of other outstanding crew hauling claims in the same manner as outlined in Referee Fletcher’s awards.

It was understood that the TCU Clerk’s would perform the yard hauling, patcher, deadheads and train order delivery duties at West Colton Yard identified in Mr. Steeves letter of November 15, 1993.
The yard hauling duties at West Colton identified as item 2 (a through e) are no longer performed by the TCU Clerk’s. The Renzenberger driver’s absorbed the duties when the clerical positions were abolished.

The patches, deadheading, delivery of train orders, lists and train profiles identified under East of West Colton Yard (a through I) and North of West Colton Yard (a through f) are no longer performed by the TCU Clerk’s. The Renzenberger driver’s also absorbed these duties when the clerical positions were abolished.

Prior to the abolishment of the crew hauling positions one of two carryall driver’s on each shift at West Colton went to Beaumont with helper engineers once or twice a shift. They also went to Loma Linda, Engine Spur 2 to 5 times a shift with helper engineers.

Your attention is directed to Mr. Fletcher’s comments on page 3 and 4 of Award 5373:

“Nonetheless, because the parties agreed that work of hauling crews, even though it may be shared work, that was being performed by clerical employees at the time that the Scope Rule was revised, would no be removed from the application of the Agreement, except by agreement, and the parties have a mutual obligation to administer the Agreement properly, a benchmark must be established at some point to determine if there has been a diminution of work performed by Agreement covered employees. In the Board’s judgment, the most appropriate action would be to remand these disputes to the parties with instructions to establish such benchmarks, based upon the earliest available data in Carrier’s records. The parties should establish a monthly ratio reflecting the number of crew hauling trips made by all means of conveyance. That Ratio should be applicable to each subsequent month, and in any month of claim where the actual ratio is lower than the benchmark for that Location, the Claimants should be compensated for the number of trips Necessary to achieve parity with the benchmark.”

It is requested that the Carrier shall now establish the crew hauling jobs that were abolished at West Colton Yard and return the work identified in Mr. Stan Steeves letter dated November 15, 1993 that was resultant from Public Law Board 5373.

I would be willing to participate in a joint survey to investigate and determine the number of jobs that should be established according to PLB 5373. Please advise.

Yours truly,

[Signature]
Mr. M. L. Irvine, General Superintendant  
Union Pacific Railroad  
19100 Slover Avenue  
Bloomington, CA 92316  

Dear Mr. Irvine:

I am writing to inform you our grave concern over Mr. B. E. Bussey’s letter dated June 25, 1999, wherein he advises that the Crest Conductor will perform all computer work, make hump list and maintain inventory and input all necessary data for TCS of yard functions at City of Industry.

We believe that this proposal is not only inappropriate, but it is ill-advised and unrealistic and the reassignment of clerical work to non covered employees will ultimately lead to a reduced level of service at City of Industry and the Los Angeles Basin.

For several years we have listened to the Union Pacific Railroad officials discuss their proposals to turn the former S.P. railroad into a viable operation. This new edict does little to reassure us that the Union Pacific is committed to becoming an employee friendly sound and efficient freight railroad.

Your approach levies unfair attacks on the rights of the TCU Clerical employees already beleaguered work force who has contributed the past decades to help SP/UP stay afloat. We should all work together to provide UP with a real chance for long-term stability and avoid proposals that continue to use its employees as a convenient scapegoat.

Our TCU members are very angry over the impending loss of our jobs at City of Industry and it is very troubling to me that TCU Clerk’s have been singled out for far deeper cuts than other railroad crafts. The elimination of the five (5) clerical positions will cause real hardship for the many people who depend on their UP paycheck.
Eventually five (5) employees will be forced to resign and look for employment elsewhere.

The work identified above that will be assigned to the Crest Conductors has always been performed by TCU Clerk’s. Rule 1 of the current Clerk’s Agreement is a position and work rule restricting Carrier from contracting our or assignment TCU’s work to employees not covered by the Agreement and likewise NYD-217 allows Carrier to consolidate forces but restricts it from removing TCU covered work from TCU Clerk’s. The Organization has not agreed to allow this work to be taken from TCU Clerk’s and accordingly this work is reserved exclusively to this Organization.

In addition to the foregoing, your attention is directed to the revised Scope Rule Agreement effective July 1, 1979 between SP/TCU which reads as follows:

“It was understood and agreed that in any instance where the new Scope Rule is in conflict with the provisions of the TOPS Agreement, the specific provisions of the TOPS Agreement will apply. With respect to the present performance of work by outside parties which is covered by the revised Scope Rule but not related to TOPS, the Carrier and the Organization agree that any dispute arising at any location where such work is presently being performed by outside parties, the dispute will be processed under the provisions of the Pacific Lines Agreement effective November 15, 1971, and the Texas and Louisiana Agreement effective October 1, 1971, respectively, with the understanding that the Scope Rule as revised and effective July 1, 1979, will not be applicable nor will it be introduced by either party during the processing of such dispute. This will not be construed as license to remove work from the coverage of the Agreement on and after July 1, 1979, except in accordance with the provisions of Rules 80 and 62 of the Pacific Lines and T&L Lines Agreements, respectively.

When the Company proposes substantial reorganization and/or realignment which contemplates the contracting out of work belonging under the Agreement, or the assignment of any such work to employees not covered by the Agreement, the Southern Pacific Transportation Company will give the General Chairman sixty (60) day’s advance notice in writing of the precise changes being proposed. If agreement is not reached between the General Chairman and the Manager of Labor Relations, the following procedure may be invoked:

(a) The proposal will be referred to the Carrier’s Vice President – Industrial Relations and the Brotherhood’s International President for
Consideration and agreement. If agreement is not reached thereon within Sixty (60) days, then:

(b) The issue may be processed by either party to final and binding arbitration under Section 7 of the Railway Labor Act, as amended. Should either party decline to participate in the arbitration process, then the other party’s position in that particular case shall be considered as being sustained.”

Likewise, we reject the argument that the Intermodal Clerk’s will be able to absorb the additional work and maintain the duties currently assigned to their position. There is a shortage of clerical personnel in the Intermodal Department.

There are currently two (2) TCF Clerk seven (7) day positions at City of Industry (COI) that are not relieved on the Rest Days. The positions work the gate house that cannot be blanked and must be filled on a daily basis.

The regular assigned TCF employees in the office are now required to vacate their regular assignment and fill the vacancy on the rest days of Position’s 010 and 004.

In UTU Local Chairman W. Dennis Wilson’s letter to you dated July 3, 1999 he clearly delineated the reasons that the Crest Conductor doesn’t have time to perform any of the duties that they will absorb from the Yard Clerk’s at City of Industry.

I have included a letter dated August 25, 1998 from Congresswoman Barbara Lee to the Surface Transportation Board, on behalf of District Chairman Kirk Hundven, expressing her concern with the UP’s abuses in ignoring the collective bargaining agreements and the range of problems and most importantly the contracting out of our work.

Finally, it should be pointed out that I discussed contracting out our work with you on numerous conferences and we were assured time and again that our clerical work would not be contracted out or assigned to other non-TCU employees; and that violations of our agreement would not be tolerated. These guarantees and assurances obviously were not met thus forcing us to take whatever action deemed necessary to protect our jobs.

We urge you in the strongest possible terms to cease and desist from utilizing non-TCU covered employees to perform TCU Clerical duties and to cease and desist from further contracting out TCU covered work to non-TCU employees.
Yours truly,

Richard M. Cota, District Chairman 890

Cc: R. F. Davis, President-ASD  
    S. R. Steeves, VP-ASD  
    Kirk Hundven, District Chairman 802  
    W. Dennis Wilson, Local Chairman, UTU  
    Dean Matter, Sr. Director, Labor Relations, NON-OPS  
    Ms. Linda Morgan, Chairwomen, Surface Transportation Board  
    Ms. Barbara Lee, Member of Congress  
    B. E. Bussey, Manager Administration  
    Protective Committee Members
Mr. M. L. Irvine, General Superintendent
Union Pacific Railroad
19100 Slover Avenue
Bloomington, CA 92316

Dear Mr. Irvine:

Please consider this as an addendum to my letter dated July 10, 1999 recently faxed to your office regarding the impending job abolishment of five (5) regular clerical positions at City of Industry and our strong opposition to the reassignment of clerical work to other employees not covered by the TCU Agreement.

Attached is a copy of UTU Local Chairman Harry J. Garvin Jr.'s., letter dated June 30, 1999, to UTU General Chairman Kevin Kline, advising that Mr. Stan Lewis, MTO at City of Industry wants to advertise four (4) Crest Conductor positions to perform the clerical duties of the TCU clerical positions that will be abolished on or about July 20, 1999.

The rate of pay for the new Crest Conductor positions will be $260.00 for eight hours at the flat rate of $32.50 per hour.

The rate of pay for the clerical positions that will be abolished at City of Industry is $144.15 per day at the rate of $18.02 per hour for a Chief Clerk and $140.28 per day at the rate of $17.54 for the Assistant Chief Clerk.

I urge you to consider the role that the City of Industry's experienced, lower-rated, and well-trained (5) five person clerical workforce plays in the efficient functioning of the Union Pacific Railroad. These employees are a valuable asset to the UP and the shipper's alike, performing their duties with a high degree of competency. Your shipper's have come to rely on the quality of service they have provided over the years, and their loss would be a serious blow to the system.

Yours truly,

[Signature]

53 W. Seegers Road • Arlington Heights, Illinois 60005 • 847-981-1290 • Fax 847-981-1890
December 15, 1999

Mr. John Ransom
Senior Interline Marketing Officer
Union Pacific Railroad Company
1416 Dodge Street
Omaha, NE 68179

Re: Salt Lake City Transload

Dear John:

As you are aware, The Burlington Northern and Santa Fe Railway Company ("BNSF") transports soda ash for FMC Corporation via a transload facility operated by Apex Bulk Commodities, Inc. located at Salt Lake City, Utah. BNSF's service to that facility is provided pursuant to the BNSF Settlement Agreement and the conditions imposed by the Surface Transportation Board on the Union Pacific/Southern Pacific merger. Prior to the merger, SP provided transportation service to FMC via this Salt Lake City transload in competition with direct service by UP to FMC's production facilities, and BNSF's current service is intended to preserve the pre-merger competition that existed between UP and SP.

BNSF has learned, however, that UP has advised FMC that UP does not intend to renew the land and track lease pursuant to which Apex Bulk Commodities, Inc. operates the transload facility. FMC has informed BNSF that, absent a renewal, the lease will expire on March 31, 2000.

If this is correct and UP intends not to renew the lease, BNSF strongly objects to any such action. In the UP/SP merger proceeding, UP and SP expressly represented to the Board that "[e]very exclusively-served shipper that had UP versus SP transloading options will continue to have UP/SP versus BN/Santa Fe transloading options". See Applicants' Rebuttal (UP/SP-231, Vol. 2, Part B), Verified Statement of Richard B. Peterson, at 38. FMC is just such a shipper, and the transload facility at Salt Lake City provides just such a pre-merger competitive option to FMC.

Accordingly, UP cannot deprive FMC of the pre-merger competitive option provided by the Salt Lake City facility. UP expressly represented to the Board that all such options would be preserved, and it cannot now, through the expedient of not renewing a former SP lease, deprive FMC of its option here. Further, there is no basis to conclude SP would not have continued the lease to compete with UP for FMC's traffic had there been no merger.
BNSF would like, therefore, to request that you confirm UP’s willingness to continue the lease on mutually-agreeable terms that will ensure that FMC can continue to enjoy the pre-merger competition that existed between UP and SP.

Sincerely,

Cc: Joseph E. Taylor, Apex Bulk Commodities
    The Honorable Linda J. Morgan, Surface Transportation Board
    The Honorable William Clyburn, Jr., Surface Transportation Board
    The Honorable Wayne O. Burkes, Surface Transportation Board
    The Honorable Vernon A. Williams, Surface Transportation Board
    James V. Dolan, Esq., Attorney for Union Pacific Railroad Company
    Jeffrey R. Moreland, Esq, Attorney for Burlington Northern Santa Fe Railway Company
    Denny J. Wyatt, Apex Bulk Commodities, Inc.
Was it also the intent of Congress and the STB to allow overriding collective bargaining agreements for the merged railroad to eliminate its clerical workforce by contracting out the work to outside parties?

Since the 1997 UP/SP merger the Union Pacific Railroad has unmercifully abolished clerical jobs in all areas, particularly Oakland, Colton and City of Industry, California and contracted out or transferred the work to outside non-union personnel.

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I would appreciate if you could investigate and comment on this matter and the UP's abuses and at least some directives issued to the UP to abide by its labor agreements as it pertains to the scope rule of the collective bargaining agreements.

Sincerely,

Richard M. Cota
District Chairman 890

Cc: Mr. Ted P. Stafford, President-ASD
Mr. Stan R. Steeves, GST-ASD
Mr. Kirk J. Hundven, District Chairman 802
Protective Committee Members
September 7, 1999

Mr. Richard M. Cota
District Chairman 890
Allied Services Division
Transportation-Communications
   International Union - AFL-CIO, CLC
980 3rd Street
Gilroy, CA 95020

Dear Mr. Cota:

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I appreciate your keeping me apprised of this matter and urge all involved to strive to resolve this dispute amicably. Of course, to the extent Surface Transportation Board imposed labor protective conditions are applicable, we expect them to be applied in a fair and timely manner. In that regard, I am having your correspondence and my response made a part of the public docket for the Union Pacific - Southern Pacific merger case.

Sincerely,

Linda J. Morgan

[Signature]
Mr. Dean D. Matter  
Sr. Director, Labor Relations-NON-OPS  
Union Pacific Railroad  
1416 Dodge Street  
Omaha, NE 68179

Dear Mr. Matter:

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Our contention is based on the outcome of a dispute to the National Mediation Board which resulted the crew hauling decision rendered by Referee Jack Fletcher in Public Law Board 5373 (copy attached).

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You will note in the third paragraph of Mr. Stan Steeves letter dated November 15, 1993 that the parties adopted a format which determined the geographic locations that were served by the Clerks in transporting crews; the level of that crew hauling before the abolishment’s; the level of crew hauling after the abolishment; how the crews were transported following the abolishment’s.

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Prior to the abolishment of the crew hauling positions one of two carryall driver's on each shift at West Colton went to Beaumont with helper engineers once or twice a shift. They also went to Loma Linda, Engine Spur 2 to 5 times a shift with helper engineers.

Your attention is directed to Mr. Fletcher's comments on page 3 and 4 of Award 5373:

"Nonetheless, because the parties agreed that work of hauling crews, even though it may be shared work, that was being performed by clerical employees at the time that the Scope Rule was revised, would no be removed from the application of the Agreement, except by agreement, and the parties have a mutual obligation to administer the Agreement properly, a benchmark must be established at some point to determine if there has been a diminution of work performed by Agreement covered employees. In the Board's judgment, the most appropriate action would be to remand these disputes to the parties with instructions to establish such benchmarks, based upon the earliest available data in Carrier's records. The parties should establish a monthly ratio reflecting the number of crew hauling trips made by all means of conveyance. That Ratio should be applicable to each subsequent month, and in any month of claim where the actual ratio is lower than the benchmark for that Location, the Claimants should be compensated for the number of trips Necessary to achieve parity with the benchmark."

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I would be willing to participate in a joint survey to investigate and determine the number of jobs that should be established according to PLB 5373. Please advise.

Yours truly,
Mr. M. L. Irvine, General Superintendent
Union Pacific Railroad
19100 Slover Avenue
Bloomington, CA 92316

Dear Mr. Irvine:

I am writing to inform you our grave concern over Mr. B. E. Bussey’s letter dated June 25, 1999, wherein he advises that the Crest Conductor will perform all computer work, make humplist and maintain inventory and input all necessary data for TCS of yard functions at City of Industry.

We believe that this proposal is not only inappropriate, but it is ill-advised and unrealistic and the reassignment of clerical work to non-covered employees will ultimately lead to a reduced level of service at City of Industry and the Los Angeles Basin.

For several years we have listened to the Union Pacific Railroad officials discuss their proposals to turn the former S.P. railroad into a viable operation. This new edict does little to reassure us that the Union Pacific is committed to becoming an employee friendly sound and efficient freight railroad.

Your approach levies unfair attacks on the rights of the TCU Clerical employees already beleaguered work force who has contributed the past decades to help SP/UP stay afloat. We should all work together to provide UP with a real chance for long-term stability and avoid proposals that continue to use its employees as a convenient scapegoat.

Our TCU members are very angry over the impending loss of our jobs at City of Industry and it is very troubling to me that TCU Clerk’s have been singled out for far deeper cuts than other railroad crafts. The elimination of the five (5) clerical positions will cause real hardship for the many people who depend on their UP paycheck.
Eventually five (5) employees will be forced to resign and look for employment elsewhere.

The work identified above that will be assigned to the Crest Conductors has always been performed by TCU Clerk’s. Rule 1 of the current Clerk’s Agreement is a position and work rule restricting Carrier from contracting our or assignment TCU’s work to employees not covered by the Agreement and likewise NYD-217 allows Carrier to consolidate forces but restricts it from removing TCU covered work from TCU Clerk’s. The Organization has not agreed to allow this work to be taken from TCU Clerk’s and accordingly this work is reserved exclusively to this Organization.

In addition to the foregoing, your attention is directed to the revised Scope Rule Agreement effective July 1, 1979 between SP/TCU which reads as follows:

“It was understood and agreed that in any instance where the new Scope Rule is in conflict with the provisions of the TOPS Agreement, the specific provisions of the TOPS Agreement will apply. With respect to the present performance of work by outside parties which is covered by the revised Scope Rule but not related to TOPS, the Carrier and the Organization agree that any dispute arising at any location where such work is presently being performed by outside parties, the dispute will be processed under the provisions of the Pacific Lines Agreement effective November 15, 1971, and the Texas and Louisiana Agreement effective October 1, 1971, respectively, with the understanding that the Scope Rule as revised and effective July 1, 1979, will not be applicable nor will it be introduced by either party during the processing of such dispute. This will not be construed as license to remove work from the coverage of the Agreement on and after July 1, 1979, except in accordance with the provisions of Rules 80 and 62 of the Pacific Lines and T&L Lines Agreements, respectively.

When the Company proposes substantial reorganization and/or realignment which contemplates the contracting out of work belonging under the Agreement, or the assignment of any such work to employees not covered by the Agreement, the Southern Pacific Transportation Company will give the General Chairman sixty (60) day’s advance notice in writing of the precise changes being proposed. If agreement is not reached between the General Chairman and the Manager of Labor Relations, the following procedure may be invoked:

(a) The proposal will be referred to the Carrier’s Vice President – Industrial Relations and the Brotherhood’s International President for
Consideration and agreement. If agreement is not reached thereon within Sixty (60) days, then:

(b) The issue may be processed by either party to final and binding arbitration under Section 7 of the Railway Labor Act, as amended. Should either party decline to participate in the arbitration process, then the other party's position in that particular case shall be considered as being sustained.”

Likewise, we reject the argument that the Intermodal Clerk’s will be able to absorb the additional work and maintain the duties currently assigned to their position. There is a shortage of clerical personnel in the Intermodal Department.

There are currently two (2) TCF Clerk seven (7) day positions at City of Industry (COI) that are not relieved on the Rest Days. The positions work the gate house that cannot be blanked and must be filled on a daily basis.

The regular assigned TCF employees in the office are now required to vacate their regular assignment and fill the vacancy on the rest days of Position’s 010 and 004.

In UTU Local Chairman W. Dennis Wilson’s letter to you dated July 3, 1999 he clearly delineated the reasons that the Crest Conductor doesn’t have time to perform any of the duties that they will absorb from the Yard Clerk’s at City of Industry.

I have included a letter dated August 25, 1998 from Congresswoman Barbara Lee to the Surface Transportation Board, on behalf of District Chairman Kirk Hundven, expressing her concern with the UP’s abuses in ignoring the collective bargaining agreements and the range of problems and most importantly the contracting out of our work.

Finally, it should be pointed out that I discussed contracting out our work with you on numerous conferences and we were assured time and again that our clerical work would not be contracted out or assigned to other non-TCU employees; and that violations of our agreement would not be tolerated. These guarantees and assurances obviously were not met thus forcing us to take whatever action deemed necessary to protect our jobs.

We urge you in the strongest possible terms to cease and desist from utilizing non-TCU covered employees to perform TCU Clerical duties and to cease and desist from further contracting out TCU covered work to non-TCU employees.
Yours truly,

Richard M. Cota, District Chairman 890

Cc: R. F. Davis, President-ASD
    S. R. Steeves, VP-ASD
    Kirk Hundven, District Chairman 802
    W. Dennis Wilson, Local Chairman, UTU
    Dean Matter, Sr. Director, Labor Relations, NON-OPS
    Ms. Linda Morgan, Chairwomen, Surface Transportation Board
    Ms. Barbara Lee, Member of Congress
    B. E. Bussey, Manager Administration
    Protective Committee Members
Mr. M. L. Irvine, General Superintendent
Union Pacific Railroad
19100 Slover Avenue
Bloomington, CA 92316

Dear Mr. Irvine:

Please consider this as an addendum to my letter dated July 10, 1999 recently faxed to your office regarding the impending job abolishment of five (5) regular clerical positions at City of Industry and our strong opposition to the reassignment of clerical work to other employees not covered by the TCU Agreement.

Attached is a copy of UTU Local Chairman Harry J. Garvin Jr.’s., letter dated June 30, 1999, to UTU General Chairman Kevin Kline, advising that Mr. Stan Lewis, MTO at City of Industry wants to advertise four (4) Crest Conductor positions to perform the clerical duties of the TCU clerical positions that will be abolished on or about July 20, 1999.

The rate of pay for the new Crest Conductor positions will be $260.00 for eight hours at the flat rate of $32.50 per hour.

The rate of pay for the clerical positions that will be abolished at City of Industry is $144.15 per day at the rate of $18.02 per hour for a Chief Clerk and $140.28 per day at the rate of $17.54 for the Assistant Chief Clerk.

I urge you to consider the role that the City of Industry’s experienced, lower-rated, and well-trained (5) five person clerical workforce plays in the efficient functioning of the Union Pacific Railroad. These employees are a valuable asset to the UP and the shipper’s alike, performing their duties with a high degree of competency. Your shipper’s have come to rely on the quality of service they have provided over the years, and their loss would be a serious blow to the system.

Yours truly,

53 W. Seegers Road • Arlington Heights, Illinois 60005 • 847-981-1290 • Fax 847-981-1890
June 28, 1996

The Honorable Vernon A. Williams, Secretary  
Surface Transportation Board  
12th Street and Constitution Avenue  
Washington, DC 20423  

Re: Finance Docket 32760 Page Count 2  

Dear Secretary Williams:

This is written in regard to an application pending before you that seeks approval of a merger between the Union Pacific Railroad Company (UP) and Southern Pacific Lines (SP). I am very concerned that the merger of these two railroads could significantly reduce rail competition resulting in higher rates for shippers and consumers.

As proposed, the merger would grant UP control over a reported 90% of rail traffic into and out of Mexico, 70% of the petrochemical shipments from the Texas Gulf Coast, and 86% of the plastics storage capacity in the Texas/Louisiana Gulf region. UP officials acknowledge that the merger would greatly reduce rail competition and propose a trackage rights agreement with Burlington Northern Sante Fe (BNSF) as the solution. A trackage rights agreement, however, does not solve the problem as the several sets of changes in the agreement attest.

Owners of rail lines have incentives both to invest in track and to work with local communities to attract economic development. Owners have control over the service they provide — its frequency, its reliability, and its timeliness. This is not the case with railroads that merely operate over someone else’s tracks, subject to someone else’s control, and required to pay the owner for every carload of traffic the tenant moves. An owning railroad — faced with none of these difficulties, and having major incentives to develop traffic on the line, can be more readily and consistently counted on to provide quality service and investment that is the best solution for shippers, communities, and economic development.

Conrail has offered to purchase the lines referred to as SP East, i.e. the lines from Chicago through to Houston, the line from New Orleans to El Paso as well as lines to Dallas/Fort Worth, Eagle Pass, Brownsville and Memphis. An offer from an owning railroad such as has been proposed by Conrail represents the best opportunity to preserve competition, enhance economic development potential, and save jobs.
For these reasons, I urge the Board to oppose the proposed UP/SP merger unless it is conditioned on a property-owning divestiture plan such as the one put forth by Conrail.

Sincerely,

[Signature]

DAVID L. HOBSON
Member of Congress

DLH/kak
February 23, 1996

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

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

Dear Mr. Secretary:

Transmitted herewith for filing and the attention of the Commission are an original and five (5) copies of the Certificate of Service filed on behalf of the City of Winnemucca, a Nevada municipal corporation, and the County of Humboldt, a political subdivision of the State of Nevada, pursuant to Surface Transportation Board Decision No. 15, dated February 15, 1996.

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

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

Sincerely,

O. Kent Maher
Winnemucca City Attorney

OKM: rap
Encs.

xc: City
County
BEFORE THE
SURFACE TRANSPORTATION BOARD
UNITED STATES DEPARTMENT OF TRANSPORTATION

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

Finance Docket No. 32760

CERTIFICATE OF SERVICE

The undersigned attorneys of record for the County of Humboldt, a political subdivision of the State of Nevada, and the City of Winnemucca, a Nevada municipal corporation, certify that a copy of the "NOTICE OF INTENT TO PARTICIPATE OF THE CITY OF WINNEMUCCA AND THE COUNTY OF HUMBOLDT" was served upon all parties of record in this proceeding by first-class, postage prepaid U.S. mail.


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

O. Kenz Maher, Esq.
City Attorney
City of Winnemucca
33 West Fourth Street
P.O. Box 351
Winnemucca, Nevada 89446
Tel. (702) 623-5277
Fax. (702) 623-2468
Attorney for City of Winnemucca
CERTIFICATE OF SERVICE OF LIST OF NUMBERED PLEADINGS
IN ACCORDANCE WITH DECISION NO. 16

This will certify that, in accordance with Decision
No. 16, served Feb. 22, 1996, Applicants UPC, UPRR, MPRR, SPR,
SPT, SSW, SPCSL and DRGW have served the attached list of
numbered pleadings filed by them to date in the above-
captioned matter on all parties of record and have indicated
that they will provide copies of any such pleadings to any
party that requests them.

February 25, 1996
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- Part 3 - Rail Yards and Intermodal and Automotive Facilities

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<td>UP/SP-84</td>
<td>February 12, 1996</td>
<td>Applicants’ Responses to Western Resources' First Set of Interrogatories and Requests for Production of Documents</td>
</tr>
<tr>
<td>UP/SP-85</td>
<td>February 12, 1996</td>
<td>Applicants’ Responses to Dow Chemical’s First Set of Interrogatories and Requests for Production of Documents</td>
</tr>
<tr>
<td>UP/SP-86</td>
<td>February 14, 1996</td>
<td>Applicants’ Objections to Conrail’s Third Request for Production of Documents</td>
</tr>
<tr>
<td>UP/SP-87</td>
<td>February 15, 1996</td>
<td>Applicants’ Responses to Arizona Electric Power’s First Set of Interrogatories and Requests for Production of Documents</td>
</tr>
<tr>
<td>UP/SP-88</td>
<td>February 16, 1996</td>
<td>Applicants’ Objections to RLEA and UTU’s Second Set of Interrogatories and First Document Requests</td>
</tr>
<tr>
<td>UP/SP-89</td>
<td>February 20, 1996</td>
<td>Applicants Objections to WSC’s First Set of Discovery Requests</td>
</tr>
<tr>
<td>UP/SP-90</td>
<td>February 20, 1996</td>
<td>Applicants’ Responses to Tex Mex’s Second Set of Interrogatories and Requests for Production of Documents</td>
</tr>
</tbody>
</table>
UP/SP-91  February 20, 1996  Applicants' Responses to Wisconsin Power's and Wisconsin Public Service's First Set of Interrogatories and Requests for Production of Documents

UP/SP-92  February 20, 1996  Applicants' Responses to Western Coal Traffic League's Second Set of Interrogatories and Requests for Production of Documents

UP/SP-93  February 20, 1996  Applicants' Responses to Conrail's Second Set of Interrogatories and Requests for Production of Documents

UP/SP-94  February 21, 1996  Request for Modification of Decision No. 15

UP/SP-95  February 22, 1996  Additional Errata

UP/SP-96  February 22, 1996  Applicants' Response to Conrail's Third Request for Production of Documents
J. Tucker
PO Box 25181
Arlington, VA
22202-5181
Feb. 23, 1996

Office of the Secretary
Case Control Branch
Attn: Finance Docket No. 32760
Surface Transportation Board
1201 Constitution Ave NW
Washington, DC 20423

The Secretary,

In accord with your request we apply to change our service list designation from (VIS) to (POR).

We certify that copies of all filings have been served on all parties.

Respectfully,

J. Tucker
February 26, 1996

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

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

Dear Mr. Williams:

Enclosed for filing in the above-entitled proceeding are
the original and five (5) copies of Norfolk Southern Railway
Company's Certificate of Service.

Very truly yours,

Robert J. Cooney
Senior General Attorney
BEFORE THE
SURFACE TRANSPORTATION BOARD
Washington, D.C.

Finance Docket No. 32760

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

-- Control and Merger --

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

Robert J. Cooney
Senior General Attorney
Norfolk Southern Corporation
Three Commercial Place
Norfolk, VA 23510-2191
(804) 629-2838

Counsel for
Norfolk Southern Railway Company

Dated: February 26, 1996
CERTIFICATE OF SERVICE

I hereby certify that on February 26, 1996, copies of Norfolk Southern Railway Company's Notice of Intent to Participate and Comments were served by first-class, U.S. mail, postage prepaid upon all parties of record in Finance Docket No. 32760, Union Pacific Corporation, et al.--Control and Merger--Southern Pacific Rail Corporation, et al.

[Signature]

Robert J. Cooney
BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 32760

UNION PACIFIC CORPORATION ET AL -- CONTROL AND MERGER --
SOUTHERN PACIFIC RAIL CORPORATION ET AL

CERTIFICATE OF SERVICE

BY THE MOUNTAIN/PLAINS COMMUNITIES AND
SHIPPERS COALITION

IN THIS FINANCE DOCKET PROCEEDING

MOUNTAIN/PLAINS COMMUNITIES AND
SHIPPERS COALITION
123 NORTH MAIN
HOISINGTON, KANSAS 67544

BY: JUNIOR STRECKER
PRESIDENT

DATED: FEBRUARY 26, 1996
CERTIFICATE OF SERVICE

I hereby certify that on February 23, 1996, I caused to be served by first class mail, postage prepaid, copies of filings for Party of Record in Finance Docket No. 32760 on all known parties of record in this proceedings. As required by Surface Transportation Board Decision Number 15.

Junior Strecker

FOR: Mountain/Plains Communities and Shippers Coalition

123 North Main
Hoisington, Ks. 67544
The Hororable Vernon A. Williams  
Office of the Secretary  
Case Control Branch  
Attn: Finance Docket No. 3276C  
Surface Transportation Board  
1201 Constitution Avenue, N.W.  
Washington, D.C. 20423

Dear Mr. Williams:

It has just come to our attention that, due to a clerical error, the enclosed original and five copies of ARCO Chemical Company's ("ARCO") Certification of Service were not served on you or before Monday, February 26, 1996. However, copies of the only ARCO filing to date in this proceeding, a Notice of Intent to Participate, were mailed on Friday, February 23, 1996 by first-class mail, postage-prepaid, to all Parties of Record listed in the Board's February 16, 1996 decision.

We regret this good faith error and request that the Board forgive this oversight. Please contact me at (202) 942-5828 if there will be any problems. Thank you.

Sincerely,

David A. Ashmore

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

Finance Docket No. 32760

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

CERTIFICATION OF SERVICE

Pursuant to the decision of the Surface Transportation Board, served February 16, 1996, Decision No. 15, copies of the attached Notice of Intent to Participate were served upon all parties of record listed in the February 16, 1996 decision by first-class mail, postage prepaid.

Dated at Washington, D.C., this 23rd day of February 1996.

[Signature]
David A. Ashmore
BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423

Finance Docket No. 32760

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

NOTICE OF INTENT
TO PARTICIPATE

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

Respectfully submitted,

ARCO CHEMICAL COMPANY
By its attorneys,

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

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

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

David A. Ashmore
February 26, 1996

Office of the Secretary  
Case Control Branch  
Surface Transportation Board  
1201 Constitution Ave., N.W.  
Washington, D.C. 20423

Re: Finance Docket No. 32760  
Union Pacific - Control & Merger - Southern Pacific

Certificate of Service

Dear Secretary Williams:

In accordance with the Board’s Decision No. 15, enclosed for filing is an original and five copies of our Certificate of Service in the above-captioned proceeding.

Very truly yours,

[Signature]

cc: The Honorable Jerome Nelson  
Administrative Law Judge  
Arvid E. Roach II, Esquire  
Paul A. Cunningham, Esquire
Certificate of Service

I hereby certify that on this 26th day of February, 1996, copies of CSX's: (i) Notice of Intent to Participate dated January 15, 1996 and (ii) CSX-1, Description of Inconsistent or Responsive Application, were served by first-class mail, postage prepaid upon each party of record in Finance Docket No. 32760.

Peter J. Shudtz
General Counsel
CSX Corporation
901 E. Cary Street
Richmond, Virginia 23219
(804) 783-1343
BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 32760
UNION PACIFIC CORPORATION ET AL -- CONTROL AND MERGER --
SOUTHERN PACIFIC RAIL CORPORATION ET AL

CERTIFICATE OF SERVICE
BY THE HOISINGTON CHAMBER OF COMMERCE
IN THIS FINANCE DOCKET PROCEEDING

HOISINGTON CHAMBER OF COMMERCE
123 NORTH MAIN
HOISINGTON, KANSAS 67544

BY: ROBERT K. GLYNN
EXECUTIVE VICE PRESIDENT

DATED: FEBRUARY 26, 1996
CERTIFICATE OF SERVICE

I hereby certify that on February 23, 1996, I caused to be served, by first class mail, postage prepaid, copies of the request for Party of Record in Finance Docket No. 32760 on all known parties of record in this proceedings, As required by Surface Transportation Board Decision Number 15.

Robert K. Glynn

FOR: Hoisington Chamber of Commerce
123 North Main
Hoisington, KS 67544
February 22, 1996

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

Re: Union Pacific Corp., et al. - Control -
Southern Pacific Rail Corp., et al.
Fin. Dkt. No. 32760

Dear Secretary Williams:

Pursuant to Decision No. 15 in the above-referenced proceeding, I hereby certify that I have on this day caused to be served on all Parties of Record by first class mail a copy of all filings submitted to date by the U.S. Department of Transportation in this proceeding.

Respectfully submitted,

Paul Samuel Smith
Senior Trial Attorney
VIA FEDERAL EXPRESS

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

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

Dear Secretary Williams:

Pursuant to Decision No. 15, served on February 16, 1996, I hereby certify that on February 26, 1996, the prior pleadings of Gateway Western Railway Company in the above-captioned proceeding were served by first class mail, postage prepaid, on all parties of record herein.

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

Respectfully submitted,

Thomas J. Litwiler
Attorney for Gateway Western Railway Company

Enclosures

cc: Parties of Record
February 26, 1996

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

Re: Finance Docket No. 32760

Dear Secretary Williams:

Pursuant to Decision No. 15 in the above-captioned proceeding, enclosed please find an original and five copies of the certificate of service for Exxon Chemical Americas, reflecting service of all filings on the other parties of record in this proceeding.

An extra copy is enclosed for stamping to indicate receipt. I would appreciate it if it could be returned to me in the enclosed envelope. Please contact me if there are any questions concerning this filing.

Very truly yours,

[Signature]
Anne D. Smith

ADS:as

Enclosures
CERTIFICATE OF SERVICE

I hereby certify that this 26th day of February, 1996, I caused copies of all of the filings made to date in this proceeding by Exxon Chemical Americas to be served, by first class mail, postage pre-paid, on all of the parties of record listed on the attached service list.

Anne D. Smith
White & Case
1747 Pennsylvania Ave. NW
Washington, DC 20006

Counsel for Exxon Chemical Americas
[POR] OSCAR J. ABELLO, PRESIDENT
"K" LINE AMERICA, INC.
535 MOUNTAIN AVENUE
MURRAY HILL NJ 07974
Representative: "K" LINE AMERICA INC

[POR] CONSTANCE L. ABRAMS
CONSOLIDATED RAIL CORP.
TWO COMMERCES SQUARE
2001 MARKET STREET, 16-A
PHILADELPHIA PA 19103-1416
Representative: CONSOLIDATED RAIL CORP

[POR] GENE ALBAUGH
PO BOX 702
33 S MAIN STREET
COLFAX CA 95713
Representative: CITY OF COLFAX

[POR] RICHARD A. ALLEN
ZUCERT, SCOUT, ET AL
888, 7TH STREET, N.W., STE 600
WASHINGTON DC 20001-3939
Representative: TEXAS MEXICAN RLY "C" CO, ET AL

[POR] PAUL C. ANDERSON
MCDONOUGH, HOLLAND, ET AL
1999 HARRISON STREET, STE 1300
OAKLAND CA 94612

[POR] WAYNE ANDERSON
ENTERGY SERVICES, INC.
639 LOYOLA AVE, MAIL L-ENT-26E
NEW ORLEANS LA 70113

[POR] BLAINE ARTHURHOT
CROWLEY COUNTY
601 MAIN ST
ORDWAY CO 81053
Representative: CROWLEY CITY BD. OF COMM.

[POR] DANIEL R. ARELLANO
CITY HALL
708 THIRD STREET
BRENTWOOD CA 94513-1396
Representative: CITY OF BRENTWOOD

[POR] R. MARK ARMSTRONG
P. O. BOX 1051
ALTURAS CA 96101
Representative: EARTH ENGINEERS

[POR] DANIEL AKONOWITZ
LEBOUEF, LAMB, ET AL
1875 CONNECTICUT AVE, NW, STE 1200
WASHINGTON DC 20009-5728
Representative: WESTERN SHIPPERS

[POR] DOUGLAS J BABB
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777 MAIN STREET
FT WORTH TX 76102-5384

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HOLLAND & KNIGHT
2100 PENN AVE, N.W., ST. 400
WASHINGTON DC 20007-3202
Representative: SUNKIST GROWERS INC

[POR] JANICE G BARBER
BURLINGTON NORTHERN RR CO
3800 CONTINENTAL PLAZA
777 MAIN STREET
FT WORTH TX 76102-5384

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KELLER & HECKMAN
1001 G STREET, N.W., STE 500 WEST
WASHINGTON DC 20001

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DUPONT SOURCING
WILMINGTON DE 19898
Representative: DUPONT

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KELLER & HECKMAN
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[POR] CARL W VON BERNUTH
UNION PACIFIC CORP.
MARTIN TOWER
EIGHTH AND EATON AVENUES
BETHELHEM PA 18018

[POR] CARDON G. BERRY
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P.O. BOX 591
1305 GOFF
EADS CO 81036
Representative: KOWA CO. COMMISSIONERS

[POR] PAUL K. BIBA, HOUSE COUNSEL
FORMOSA PLASTICS CORP.
9 PEACH TREE HILL ROAD
LIVINGSTON NJ 07039

[POR] MICHAEL D BILLIEL
ANTITRUST DIV
DEPT OF JUSTICE
325 SEVENTH ST NW, STE 500
WASHINGTON DC 20530
Representative: U.S. DEPARTMENT OF JUSTICE

[POR] LONNIE E. BLAYDES, JR., VICE PRESIDENT
DALLAS AREA RAPID TRANSIT
P. O. BOX 7296-7210
DALLAS TX 75268-7210
Representative: DALLAS AREA RAPID TRANSIT

[POR] JARED BOOON
OFFICE OF THE GOVERNOR
STATE CAPITOL, RM 136
DENVER CO 80203-1793
Representative: STATE OF COLORADO

[POR] CHARLES R. BOMBERGER
PUBLIC SVC. OF COLORADO
5900 E. 39TH AVENUE
DENVER CO 80207
Representative: PUBLIC SVC. CO. OF COLORADO

[POR] LINDSAY BOWER, DEPUTY ATTORNEY GENERAL
CA. DEPT. OF JUSTICE
DEPUTY ATTORNEY GENERAL
50 FREMONT STREET, STE. 300
SAN FRANCISCO CA 94105
Representative: ATTORNEY GENERAL OF CA

[POR] CHRISTOPHER E BRAMHALL
ROOM 505
451 SOUTH STATE ST.
SALT LAKE CITY UT 84111
Representative: SALT LAKE CITY CORPORATION

[POR] HONORABLE JOHN BREAUX
UNITED STATES SENATE
WASHINGTON DC 20510-1803

[POR] LINDA BREGGIN
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[POR] MICHAEL BRESSMAN
WILMER CUTLER PICKERING
2445 M STREET, N.W.
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Representative: CONSOLIDATED RAIL CORP
FINANCE DOCKET NO. 32760

[POR] BARRETT HATCHES
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OVERLAND PARK KS 66210
Represent: NORTH AMERICAN SALT CO.

[POR] TIMOTHY HAY
727 FAIRVIEW DRIVE
CARSON CITY NV 89710
Represent: PUBLIC SVC COMM OF NEVADA

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CHICAGO IL 60601
Represent: GATEWAY WESTERN R.WY CO

[POR] JOHN D. HEFFNER, ESQ.
REA, CROSS & AUCHINCLOSS
1920 N STREET, N.W., SUITE 420
WASHINGTON DC 20006

[POR] J. MICHAEL HEMMER
COVINGTON & BURLING
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1201 PENNSYLVANIA AVE., N.W.
WASHINGTON DC 20044
Represent: UNION PACIFIC CORP ET AL

[POR] P.C. HENDRICKS
UTU, STATE LEG. DIR.
317 EAST 5TH STREET, STE. 11
DES MOINES IA 50309
Represent: UNITED TRANSP. UNION

[POR] RONALD J. HENEFIELD
PPG INDUSTRIES, INC.
ONE PPG PLACE - 35 EAST
PITTSBURGH PA 15272-0001
Represent: PPG INDUSTRIES, INC.

[POR] STEPHEN C. HERMAN
20 N WACKER DRIVE - SUITE 3118
CHICAGO IL 60606-3101
Represent: I B P INC

[POR] ROGER HERMANN
MALLINCKRODT CHEMICAL
16305 SWINGLEY RIDGE DRIVE
CHESTERFIELD MO 63017-1777
Represent: MALLINCKRODT CHEMICAL

[POR] RICHARD B. HERZOG
HARKINS CUNNINGHAM
1300 19TH ST., N.W. SUITE 600
WASHINGTON DC 20036-1609

[POR] RICHARD L. HESTER
CITY UTIL. OF SPRINGFIELD
P.O. BOX 551
SPRINGFIELD MO 65801

[POR] JEFFERY W. HILL
SIERRA PACIFIC POWER CO
P.O. BOX 10100
6100 NEIL ROAD
RENO NV 89520
Represent: SIERRA PAC POWER CO.

[POR] CLAUDIA L. HOWELLS
OREGON, DEPT. OF TRAN.
MILL CREEK OFC. BLDG
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SALEM OR 97301
Represent: STATE OF OREGON - DOT

[POR] JOAN S. HUGGLER
U.S. DEPT. OF JUSTICE
ANTITRUST DIVISION
555 4TH STREET, N.W., RM. 9104
WASHINGTON DC 20001
Represent: U.S. DEPARTMENT OF JUSTICE

[POR] RONALD E. HUNTER
CARGILL, INCORPORATED
LAW DEPARTMENT
15407 MCGINTY ROAD WEST
WAYZATA MN 55391

[POR] A. STEPHEN HUT, JR.
WELLMER CUTLER PICKERING
2445 M STREET, N.W.
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Represent: CONSOLIDATED RAIL CORP, ET AL

[POR] HON. EARL HUTTO
U.S. HOUSE OF REPRESENTATIVES
WASHINGTON DC 20515

[POR] EDWARD B. HYMON
CONSOLIDATED RAIL CORP
1001 MARKET STREET, 16-A
PHILADELPHIA PA 19101-1416

[POR] JACK HYNES
P.O. BOX 270
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JEFFERSON CITY MO 65102
Represent: MISSOURI HWY & TRANSP. DEPT.

[POR] TERENCE M. HYNES
SIDLEY & AUSTIN
1722 EYE STREET, NW
WASHINGTON DC 20006-5304
Represent: CANADIAN PACIFIC LTD. ET AL

[POR] JAMES J. BILLANDI
SKILL TRANS CONSUL. INC
1809 N. BROADWAY / SUITE H
WICHITA KS 67214
Represent: KANSAS SHIPPERS ASSOC. ET AL

[POR] THOMAS F. JACKSON
800 LINCOLN WAY
AMES IA 50010
Represent: IA, DEPT OF TRANSPORTATION

[POR] WILLIAM P. JACKSON, JR.
JACKSON & JESSUP, P.C.
P.O. BOX 1240
3426 NORTH WASHINGTON BLVD.
ARLINGTON VA 22210
Represent: SAVE THE ROCK ISLAND COMM

[POR] THOMAS R. JACOBSEN
TU ELECTRIC
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DALLAS TX 75201-3411

[POR] LARRY T. JENKINS
ARCO CHEMICAL COMPANY
5801 WEST CHESTER PIKE
NEWTON SQUARE PA 19073-3280
Represent: ARCO CHEMICAL CO.

[POR] EDWIN C. JETSON
INTERSTATE POWER CO
P.O. BOX 769
1000 MAIN STREET
DUBUQUE IA 52004

[POR] KENNETH C. JOHNSEN
GENEVA STEEL COMPANY
V. PRES. & GEN. COUNSEL
P.O. BOX 2500
PROVO UT 84603

[POR] HONORABLE J. BENNETT JOHNSTON
U.S. SENATE
WASHINGTON DC 20510
BEFORE THE
INTERSTATE COMMERCE COMMISSION

Finance Docket No. 32760

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

NOTICE OF PARTIES OF RECORD
PURSUANT TO DECISIONS NOS. 15 AND 16

In accordance with Surface Transportation Board Decisions Nos. 15 and 16, the Railway Labor Executives' Association, the RLEA affiliated labor organizations,¹ and the United Transportation Union hereby notify all parties of record of the pleadings that they have filed to date in the above-captioned proceeding. The pleadings filed by these unions are as follows:

¹ The RLEA affiliated organizations are: American Train Dispatchers Department/BLE; Brotherhood of Locomotive Engineers; Brotherhood of Maintenance of Way Employes; Brotherhood of Railroad Signalmen; Hotel Employees and Restaurant Employees International Union; International Brotherhood of Boilermakers, Iron Ship Builders, Blacksmiths, Forgers and Helpers; International Brotherhood of Electrical Workers; International Brotherhood of Firemen & Oilers; and Sheet Metal Workers' International Association.
Comments Of The Railway Labor Executives' Association, Its Affiliated Organizations And The United Transportation Union In Response To Applicants' Petition To Establish A Procedural Schedule Other Than As Specified Under 49 C.F.R. §1180.4, And To Commission Requests For Comments

Petition Of The Railway Labor Executives' Association, Its Affiliated Organizations And The United Transportation Union For Modification Of Protective Order

Reply Of The Railway Labor Executives' Association, Its Affiliated Organizations And The United Transportation Union In Response To International Brotherhood Of Teamsters Petition To Reopen Decision No. 3

Notice Of The Railway Labor Executives' Association, RLEA Affiliated Organizations And The United Transportation Union Of Their Intent To Participate

Pursuant to the STB's Decision No. 16, RLEA/UTU will provide any party of record who requests a copy of any of the pleadings listed above with such copies upon receipt of the request by RLEA/UTU's counsel.
February 22, 1996

Vernon A. Williams, Secretary
Surface Transportation Board
U.S. Department of Transportation, Rm. 1324
12th & Constitution Avenue, NW
Washington, DC 20423


and the following related abandonment cases:

(1) Docket No. AB-3 (Sub-No. 130) & Docket No. AB-8 (Sub-No. 38) - Towner to NA Junction, CO;

(2) Docket No. AB-3 (Sub-No. 131) & Docket No. AB-8 (Sub-No. 37) - Hope to Bridgeport, KS;

(3) Docket No. AB-8 (Sub-No. 36X) & Docket No. AB-12 (Sub-No. 189X) - Sage to Leadville, CO;

(4) Docket No. AB-8 (Sub-No. 39) & Docket No. AB-12 (Sub-No. 188) - Malta to Canon City, CO

Dear Mr. Williams:

Please enter the additional appearance of the undersigned in the above proceedings in behalf of Protestant Mountain-Plains Communities & Shippers Coalition, whose address is 123 North Main Street, Hoisington, KS 67544. The undersigned already appears on the service list in the proceedings by virtue of representation of other parties.

By copy of this letter, I am requesting that Applicants promptly furnish all workpapers and source documents underlying all entries in the abandonment applications in the above "AB" dockets, as well as track charts (profiles) and operating timetables for the lines involved in those applications (also for the lines between Canon City and NA Junction, CO; between Towner, CO and Bridgeport, KS; between Hope and Herington, KS; and between Dotsero, CO and Sage, CO).
Twenty copies accompany the original of this additional appearance and request for workpapers and source documents. All PORs are being served.

Very truly yours,

Thomas F. McFarland, Jr.
Attorney for Mountain-Plains Communities & Shippers Coalition

Enclosures

cc: Karen Kramer (document depository) - by fax (202) 778-5388
    Robert Opal - by fax (402) 271-5610
    Gary Laakso - by fax (415) 495-5436
    All parties of record - by first-class mail
February 26, 1996

Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
12th & Constitution Ave., N.W.
Washington, DC 20423

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

Dear Secretary Williams:

CERTIFICATE OF SERVICE

This is to certify that I have today served by first-class mail a copy of the attached letter, listing all pleadings filed to date in the above-captioned docket by Consolidated Rail Corporation, on all persons identified as Parties of Record on the service list served February 16, 1996.

An original and five copies of this certificate of service are enclosed, as is a copy that we should appreciate your date-stamping to show that it has been received and returning to us in the enclosed self-addressed, stamped envelope.

Thank you very much.

Very truly yours,

Constance L. Abrams
General Counsel - Commerce

CLA/pm
Enclosure(s)
February 26, 1996

TO: All Parties of Record


Pursuant to Decision No. 16 of the Surface Transportation Board served on February 22, 1995, you are hereby advised that Consolidated Rail Corporation has filed the following 14 pleadings in the above-captioned docket:

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

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

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

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

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


7. Consolidated Rail Corporation’s First Set of Interrogatories and Second Set of Requests for the Production of Documents to BNSF Corporation, dated February 2, 1996 ("CR-7");

8. Consolidated Rail Corporation’s Second Set of Interrogatories and Second Requests for Production of Documents to Applicants, dated February 2, 1996 ("CR-8");
9. Consolidated Rail Corporation’s Third Request to Applicants for the Production of Documents, dated February 7, 1996 (“CR-9”); 

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

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


13. Consolidated Rail Corporation’s First Request for Inspection of Applicants’ Property, dated February 26, 1996 (“CR-13”); and 


Should you require a copy of any or all of the above 14 pleadings, please submit a request and allow us three business days from the date of receipt to honor it. Thank you.

Very truly yours,

Constance L. Abrams 
General Counsel - Commerce 

CLA/pm
February 26, 1996

VIA FEDERAL EXPRESS

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

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

Dear Secretary Williams:

Pursuant to Decision No. 15, served on February 16, 1996, I hereby certify that on February 26, 1996, the prior pleadings of Wisconsin Central Ltd. in the above-captioned proceeding were served by first class mail, postage prepaid, on all parties of record herein.

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

Respectfully submitted,

Janet H. Gilbert
Attorney for Wisconsin Central Ltd.

JHG:tjl

Enclosures

cc:  Parties of Record
February 26, 1996

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

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

Dear Secretary Williams:

Pursuant to Decision No. 16, enclosed for filing with the Board is an original and five (5) copies of the Certificate of Service of Institute of Scrap Recycling Industries, Inc. ("ISRI") certifying that a copy of an index listing all numbered documents filed to date by ISRI has been mailed to all parties of record in this proceeding.

Respectfully submitted,

John K. Maser III
Attorney for Institute of Scrap Recycling Industries, Inc.

Enclosures
3310/060
CERTIFICATE OF SERVICE

I hereby certify that, pursuant to Decision No. 16, a copy of the foregoing INDEX OF DOCUMENTS FILED BY INSTITUTE OF SCRAP RECYCLING INDUSTRIES, INC. has been served via first class mail, postage prepaid, on all parties of record in this proceeding on the 26th day of February, 1996.

Elinor G. Brown
Elinor G. Brown
February 26, 1996

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

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

Dear Secretary Williams:

Pursuant to Decision No. 16, enclosed for filing with the Board is an original and five (5) copies of the Certificate of Service of Cargill, Incorporated, ("CARG") certifying that a copy of an index listing all numbered documents filed to date by Cargill has been mailed to all parties of record in this proceeding.

Respectfully submitted,

John K. Maser III
Attorney for Cargill, Incorporated

Enclosures
1200/190
CERTIFICATE OF SERVICE

I hereby certify that, pursuant to Decision No. 16, a copy of the foregoing INDEX OF DOCUMENTS FILED BY CARGILL, INCORPORATED. has been served via first class mail, postage prepaid, on all parties of record in this proceeding on the 26th day of February, 1996.

[Signature]
Elinor G. Brown
February 26, 1996

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

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

Dear Secretary Williams:

Pursuant to Decision No. 16, enclosed for filing with the Board is an original and five (5) copies of the Certificate of Service of Kennecott Utah Copper Corporation and Kennecott Energy Company ("KENN") certifying that a copy of an index listing all numbered documents filed to date by Kennecott has been mailed to all parties of record in this proceeding.

Respectfully submitted,

John K. Maser III
Jeffrey O. Moreno
Attorneys for Kennecott Utah Copper Corporation and Kennecott Energy Company

Enclosures
3760/020
CERTIFICATE OF SERVICE

I hereby certify that, pursuant to Decision No. 16, a copy of the foregoing INDEX OF DOCUMENTS FILED BY KENNCOTT UTAH COPPER CORPORATION AND KENNECOTT ENERGY COMPANY has been served via first class mail, postage prepaid, on all parties of record in this proceeding on the 26th day of February, 1996.

Elinor G. Brown

Elinor G. Brown
Responsive to Decision No. 16 of the Surface Transportation Board in the above-captioned proceeding, please be advised that our firm has made the following submissions in this proceeding:

- Comments of the Society of the Plastics Industry, Inc. (SPI) (SPI-1) (September 18, 1996)
- Comments of the SPI in Support of Motion by Western Shippers’ Coalition for Enlargement of the Procedural Schedule (SPI-3) (January 25, 1996)
- Notices of Appearance for Montell USA, Inc., North American Logistic Services, Quantum Chemical Company and Union Carbide Corporation

Additionally, this firm has propounded discovery requests to Applicants on behalf of SPI (SPI-2 and SPI-6), to the BNSF (SPI-4 and SPI-5), and to Applicants on behalf of Union Carbide Corporation (UCC-2).

Should any party desire copies of any of the foregoing pleadings or notices, kindly communicate with the undersigned.

We hereby certify that we have effected service of the foregoing notice on all parties of record designated on the service list set forth in Decision No. 15, on the date set forth below.
service list set forth in Decision No. 15, on the date set forth below.

Respectfully submitted,

[Signature]

Martin W. Bercovici
Douglas J. Behr
Arthur S. Garrett
Keller and Heckman
1001 G Street, NW
Suite 500 West
Washington, DC 20001
(202) 434-4100

Attorneys for SPI, Montell USA, Inc., Quantum Chemical Company and Union Carbide Corporation

[Signature]

Terrence D. Jones
Keller and Heckman
1001 G Street, NW
Suite 500 West
Washington, DC 20001
(202) 434-4100

Attorney for North American Logistic Services

February 26, 1996

Copies to: All Parties of Record
Secretary, Surface Transportation Board
(original plus 5 copies)
Februrary 26, 1996

BY HAND DELIVERY

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


Dear Mr. Secretary:

In accordance with the Board’s Decision No. 15 in the captioned proceeding, enclosed please find an original and five (5) copies of a Certificate of Service which indicates that service of a list of all numbered pleadings and discovery requests which have been filed or served by Wisconsin Power & Light Company was served upon all parties of record to the captioned proceeding.

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

Thank you for your attention to this matter.

Sincerely,

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

In accordance with the Board's Decision No. 15 in Finance Docket No. 32760, Union Pacific Corporation, et al. -- Control and Merger -- Southern Pacific Rail Corporation, et al., the undersigned attorney hereby certifies that on the 26th day of February, 1996, a list of all numbered pleadings and discovery requests which were filed or served on behalf of the Wisconsin Power & Light Company was served via first class mail, postage prepaid, upon all parties of record.

Patricia E. Kolesar
Patricia E. Kolesar
NOTICE AND PLEADING LIST OF THE
BROWNVILLE AND RIO GRANDE INTERNATIONAL RAILROAD

In accordance with the Surface Transportation Board's ("STB") Decision Number 16 of February 22, 1996, the Brownsville and Rio Grande International Railroad ("BGRI") hereby gives notice to all Parties of Record in the above-captioned proceeding of the numbered filings BGRI has thus far submitted in this matter.

To date, BGRI has filed the following documents with the STB:

1. BGRI's "Notice of Intent to Participate in Proceeding" (dated January 16, 1996);
2. BGRI-1: BGRI's "Description of Responsive Application" (dated January 19, 1996);

BGRI notes that Parties of Record may request any of the above-listed documents pursuant to STB Decision Number 16. Interested Parties of Record should address their requests to BGRI's counsel as follows:

Robert A. Wimbish
REA, CROSS & AUCHINCLOSS
Suite 420
1920 N Street, N.W.
Washington, D.C. 20036
(202) 785-3700
CERTIFICATE OF SERVICE

I hereby certify that I have, this 26th day of February, 1996, served copies of the foregoing "Notice and Pleading List" upon all Parties of Record by means of U.S. Mail, first class postage prepaid.

Robert A. Wimbish

Robert A. Wimbish
BEFORE THE
ACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423

Finance Docket No. 32760
UNION PACIFIC CORPORATION, et al.,
-CONTROL AND MERGER--
SOUTHERN PACIFIC RAIL CORPORATION, et al.

CERTIFICATE OF SERVICE

Pursuant to the Board’s decision, served February 16, 1996, the prior filing of Mountain Coal Company, a copy of which is attached, has been served upon each of the parties of record, by mailing them copies by first-class mail, postage prepaid.

Dated at Washington, DC, this 26th day of February 1996.

Fritz R. Kahn
Fritz R. Kahn, P.C.
Suite 750 West
1100 New York Avenue, NW
Washington, DC 20005-3934
Tel.: (202) 371-8037
NOTICE OF INTENT TO PARTICIPATE

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

Respectfully submitted

MOUNTAIN COAL COMPANY

By its attorneys,

Thomas F. Linn
Mountain Coal Company
555 17th Street (22nd fl.)
Denver, CO 80202
Tel.: (303) 293-4234
CERTIFICATE OF SERVICE

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

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

Fritz R. Kahn
February 26, 1996

BY HAND DELIVERY

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


Dear Mr. Secretary:

In accordance with the Board’s Decision No. 15 in the captioned proceeding, enclosed please find an original and five (5) copies of a Certificate of Service which indicates that service of a list of all numbered pleadings and discovery requests which have been filed or served by Wisconsin Public Service Corporation was served upon all parties of record to the captioned proceeding.

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

Thank you for your attention to this matter.

Sincerely,

Kelvin J. Dowd
An Attorney for Wisconsin Public Service Corporation
CERTIFICATE OF SERVICE

In accordance with the Board’s Decision No. 15 in Finance Docket No. 32760, Union Pacific Corporation, et al. -- Control and Merger -- Southern Pacific Rail Corporation, et al., the undersigned attorney hereby certifies that on the 26th day of February, 1996, a list of all numbered pleadings and discovery requests which were filed or served on behalf of the Wisconsin Public Service Corporation was served via first class mail, postage prepaid, upon all parties of record.

Patricia E. Kolesar
Patricia E. Kolesar
February 26, 1996

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

Dear Secretary Williams:

Enclosed are (1) the original and (5) copies of the Notice Of Pleadings Filed to Date that the Port of Los Angeles and the Port of Long Beach furnished to all parties of record ("POR") in the above captioned matter pursuant to Decision No. 15 (served Feb. 22, 1996) and (2) the original and five (5) copies of the Certificate of Service certifying that all parties of record were served with notice pursuant to the Board's instructions in Decision No. 15 (served Feb. 16, 1996).

Sincerely,

Samuel M. Sipe, Jr.
BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760

Union Pacific Corporation, Union Pacific Railroad Company, and Missouri Pacific Railroad Company
-- Control and Merger --
Southern Pacific Rail Corporation, Southern Pacific Transportation Company, St. Louis Southwestern Railway Company, SPCLS Corp., and The Denver and Rio Grande Western Railroad Company

PORT OF LOS ANGELES ("POLA") AND PORT OF LONG BEACH ("POLB") NOTICE TO PARTIES OF RECORD OF PLEADINGS FILED TO DATE

Pursuant to the Board's Order in the above captioned matter, served February 22, 1996, the Port of Los Angeles ("POLA") and the Port of Long Beach ("POLB") hereby notify parties of record that as of this date, they have filed the following pleading in the above matter:

POLA/POLB-1 Notice of Intent to Participate

Respectfully submitted,

[Signature]
Samuel M. Sipe, Jr.
Carolyn Doozan Clayton
Steptoe & Johnson LLP
1330 Connecticut Ave., N.W.
Washington, D.C. 20036
(202) 429-6486

ATTORNEYS FOR THE CITY OF LOS ANGELES AND THE CITY OF LONG BEACH

February 26, 1996
CERTIFICATE OF SERVICE

I hereby certify that I have on this 26th day of February, 1996, served a notice of the pleading filed to date by the Port of Los Angeles and the Port of Long Beach, California ("POLA/POLB") in STB Finance Docket No. 32760 and related sub-dockets, by first-class mail, postage prepaid, on each person designated as a party of record ("POR") on the official service list for this proceeding attached to Decision No. 15 (served Feb. 16, 1996).

Carolyn D. Clayton
Carolyn D. Clayton
February 26, 1996

BY HAND DELIVERY

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


Dear Secretary Williams:

Pursuant to the Board's instructions in Decision No. 15 (served Feb. 16, 1996), enclosed are the original plus five copies of the Certificate of Service certifying that all parties of record were served with copies of Burlington Northern Railroad Company's ("BN") filing in this proceeding. The updated service list issued by the Board for this proceeding should continue to show myself as a party of record representing BN.

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

Sincerely,

Betty Jo Christian
Counsel for Burlington Northern Railroad Company

Encl.
CERTIFICATE OF SERVICE

I hereby certify that I have on this 26th day of February, 1996, served a copy of each filing made by Burlington Northern Railroad Company in STB Finance Docket No. 32760 and related sub-dockets, by first-class mail, postage prepaid, on each person designated as a party of record ("POR") on the official service list for this proceeding attached to Decision No. 15 (served Feb. 16, 1996).

Betty Jo Christian
OFFICE OF THE SECRETARY
CASE CONTROL BRANCH
ATTN: FINANCE DOCKET NO. 32760
SURFACE TRANSPORTATION BOARD
1201 CONSTITUTION AVENUE NW
WASHINGTON DC 20423

Subject: Finance Docket No. 32760
Application of Union Pacific, et al.

Dear Secretary Williams:

Please reference our letters of January 12, 1996 and January 23, 1996. In these letters, which were served on all necessary parties, we indicated our intention to participate in this proceeding. We are now informed that we are to be considered an interested party. This is not acceptable.

A possible change in rail use or abandonment of the rail lines involved in this proceeding could have profound effects on our management of this corridor, and hazardous material liability to the federal taxpayer. Examples of our concerns include: the implications of a new railroad operator to scenic and sensitive National Forest System lands crossed by the line; the consideration and analysis of impacts relating to railbanking as well as plans for management and/or development of such a resource; and if abandoned, the identification and inventory of reverted property rights, cultural resources and hazardous materials. National Forest System lands and the Forest Service are impacted by virtually every alternative being considered by the Board. The Forest Service is not just an "interested party".

Caring for the Land and Serving People
Therefore, we request that our status be changed from VIS to POR. Please direct all future correspondence and/or telephone or FAX with respect to the subject docket to:

U.S.D.A. Forest Service
Attn: Sue Ballenski, Physical Resources
P.O. Box 25127
Lakewood, CO 80225

Telephone: (303) 275-5373
FAX: (303) 275-5122

We intend to file conditions by the March 29, 1996 deadline. You are hereby informed in advance that we have substantial concerns about hazardous substance issues under the Comprehensive Environmental Response, Compensation and Liability Act, 42 U.S.C. 9601 et seq., which these conditions will address.

To facilitate this process, if for some reason you decide again that we have not met our paperwork requirements, please notify Ms. Ballenski immediately by phone. Both our agencies have a responsibility to be more conscious of how we spend our appropriations and a repeat of this expensive exercise should be unnecessary.

Sincerely

ELIZABETH ESTILL
Regional Forester

Enclosure (25 copies of this letter and certificate)
CERTIFICATE OF SERVICE

Pursuant to 49 C.F.R. 1180.4 (a) and (d), I certify that I have this day served copies of this document upon all parties of record in this proceeding, by first-class, postage pre-paid U.S. mail.

Date: 2/22/96  Signature: Ballonas
## Secretory of US Dept.
### of Transportation
#### Federal Railroad Administration

**Attorney General of United States**

**US Depart, of Justice**

**555 - 4th Street, N.W.**

**Washington, D.C. 20001**

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### Washington, D.C. 20001

| Name | Address | Phone No. | Fax No. | Email Address |
|------|---------|-----------|---------|---------------|---|
| | | | | |

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### Washington, D.C. 20590

| Name | Address | Phone No. | Fax No. | Email Address |
|------|---------|-----------|---------|---------------|---|
| | | | | |

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### Attorney General of United States

**Washington, D.C. 20001**

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### Secretary of Transportation

**Federal Railroad Administration**

**400 Seventh Street, S.W.**

**Washington, D.C. 20590**

**Attorney General of United States**

**US Depart. of Justice**

**555 - 4th Street, N.W.**

**Washington, D.C. 20001**
February 26, 1996

To: All Parties of Record on the Surface Transportation Board’s Service List for Finance Docket No. 32760

The Texas Mexican Railway Company, in compliance with Decision No. 16, served February 22, 1996, hereby provides to you a list of each of its numbered pleadings in this case. Any Party of Record wishing to have copies of any pleading on this list should send a request to:

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

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

Certificate of Service

I certify that I have served by U.S. mail, postage pre-paid, this Notice and the attached List of Numbered Pleadings of the Texas Mexican Railway Company on all Parties of Record in this proceeding.

Dated: February 26, 1996

John V. Edwards
Zuckert, Scoutt & Rasenberger, LLP
888 17th Street, N.W.
Suite 600
Washington, D.C. 20006
<table>
<thead>
<tr>
<th>Designation</th>
<th>Date</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>TM-1</td>
<td>Aug. 28, 1995</td>
<td>Notice of Intent to Participate</td>
</tr>
<tr>
<td>TM-2</td>
<td>Sept. 18, 1995</td>
<td>Comments of the Texas Mexican Railway Company in Opposition to the Proposed Procedural Schedule</td>
</tr>
<tr>
<td>TM-3</td>
<td>Dec. 7, 1995</td>
<td>Request to place Representatives of the Texas Mexican Railway Company on the Restricted Service List</td>
</tr>
<tr>
<td>TM-4</td>
<td>Dec. 18, 1995</td>
<td>The Texas Mexican Railway Company’s First Interrogatories to the Applicants</td>
</tr>
<tr>
<td>TM-5</td>
<td>Dec. 18, 1995</td>
<td>The Texas Mexican Railway Company’s First Request to the Applicants for the Production of Documents</td>
</tr>
<tr>
<td>TM-6</td>
<td>Jan. 24, 1996</td>
<td>The Texas Mexican Railway Company’s Comments in Support of the Motion of the Western Shippers Coalition for Enlargement of the Procedural Schedule</td>
</tr>
<tr>
<td>TM-7</td>
<td>Jan. 29, 1996</td>
<td>The Texas Mexican Railway Company’s Description of Anticipated Responsive Application</td>
</tr>
<tr>
<td>TM-8</td>
<td>Jan. 29, 1996</td>
<td>The Texas Mexican Railway Company’s Petition for Waiver or Clarification</td>
</tr>
<tr>
<td>TM-9</td>
<td>Feb. 2, 1996</td>
<td>The Texas Mexican Railway Company’s Second Interrogatories to the Applicants</td>
</tr>
<tr>
<td>TM-10</td>
<td>Feb. 2, 1996</td>
<td>The Texas Mexican Railway Company’s Second Request to the Applicants for the Production of Documents</td>
</tr>
<tr>
<td>TM-11</td>
<td>Feb. 5, 1996</td>
<td>The Texas Mexican Railway Company’s First Interrogatories to Burlington Northern Santa Fe</td>
</tr>
<tr>
<td>TM-12</td>
<td>Feb. 5, 1996</td>
<td>The Texas Mexican Railway Company’s First Request to Burlington Northern Santa Fe for the Production of Documents</td>
</tr>
</tbody>
</table>
NOTICE OF PLEADINGS TO PARTIES OF RECORD

The Chemical Manufacturers Association (CMA) is a party of record (POR) in this proceeding, having filed notice of intent to participate on January 4, 1996. In that filing, CMA inadvertently omitted the designation of “CMA” as its acronym for use in this docket. For the convenience of the Surface Transportation Board (the Board) and all PORs, CMA has numbered the present filing (entitled “Notice of Pleadings to Parties of Record”) as “CMA-3” in accordance with the provisions of 49 C.F.R. §1180.4(a)(2).

The Board’s Decision No. 15 (served February 16, 1996), as modified in Decision No. 16 (served February 22, 1996), requires PORs to serve all other PORs with “a copy of all filings submitted so far in this proceeding” or, in the alternative, with “lists of numbered documents filed to date.” In response to those decisions, CMA here lists its other filings:

- Comments (September 18, 1995) on the procedural schedule proposed by the Interstate Commerce Commission in Decision No. 1 [deemed “CMA-1”].
- Notice of Intent to Participate (January 4, 1996) [deemed “CMA-2”].
- Interrogatories to Applicants and Requests for Production of Documents (served February 26, 1996, on counsel on the restricted service list).

PORs may contact Thomas E. Schick at (703) 741-5172 for copies of CMA-1 or CMA-2. The original and five copies of the present filing (CMA-3), including the certificate of service, are being submitted to the Board’s Secretary.

Respectfully submitted by CMA’s counsel:

John L. Oberdorfer
Scott N. Stone
Patton Boggs L.L.P.
2550 M Street, N.W.
Washington, D.C. 20037

David F. Zoll
Thomas E. Schick
Chemical Manufacturers Association
1300 Wilson Boulevard
Arlington, Virginia 22209
CERTIFICATE OF SERVICE

I hereby certify that on this day I have caused to be served by first-class mail, postage prepaid, on all Parties of Record listed in the service list attached to the Surface Transportation Board’s Decision No. 15 in Finance Docket No. 32760, copies of CMA-3, Service of Pleadings on Parties of Record.

Dated February 26, 1996.

Thomas E. Schick
February 26, 1996

BY HAND DELIVERY

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Room 1324
12th Street & Constitution Avenue, N.W.
Washington, D.C. 20423

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

Dear Mr. Williams:

Pursuant to the Surface Transportation Board’s Decision No. 16, enclosed please find an original plus 5 copies of Canadian National Railway Company’s ("CN") Certificate of Service for filing in the above-referenced action.

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

Sincerely,

Alicia M. Serfaty

AMS/lib
Enclosure
cc: All Parties of Record
CERTIFICATE OF SERVICE

Pursuant to Decision No. 16 of the Surface Transportation Board (the "Board"), I hereby certify that on February 26, 1996 a copy of each of the following pleadings previously filed with the Board was served by first-class, U.S. mail, postage prepaid, upon all parties of record in this proceeding:

(1) Notice of Appearance (CN-1).
(2) Notice of Intent to Participate (CN-2).

[Signature]
Alicia M. Serfaty
February 26, 1996

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

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

Dear Mr. Secretary:

In accordance with the Board's Decision No. 15 in the captioned proceeding, enclosed please find an original and five (5) copies of a Certificate of Service which indicates that service of a list of all numbered pleadings and discovery requests which have been filed or served by City Public Service Board of San Antonio, Texas was served upon all parties of record to the captioned proceeding.

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

Thank you for your attention to this matter.

Sincerely,

[Signature]

John H. LeSeur
An Attorney for City Public Service Board of San Antonio, Texas

Enclosure
CERTIFICATE OF SERVICE

In accordance with the Board's Decision No. 15 in Finance Docket No. 32760, Union Pacific Corporation, et al. -- Control and Merger -- Southern Pacific Rail Corporation, et al., the undersigned attorney hereby certifies that on the 26th day of February, 1996, a list of all numbered pleadings and discovery requests which were filed or served on behalf of City Public Service Board of San Antonio, Texas was served via first class mail, postage prepaid, upon all parties of record.

Patricia E. Kolesar
Patricia E. Kolesar
February 26, 1996

BY HAND DELIVERY

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


Dear Mr. Secretary:

In accordance with the Board’s Decision No. 15 in the captioned proceeding, enclosed please find an original and five (5) copies of a Certificate of Service which indicates that service of a list of all numbered pleadings and discovery requests which have been filed or served by City Utilities of Springfield, Missouri was served upon all parties of record to the captioned proceeding.

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

Thank you for your attention to this matter.

Sincerely,

John H. LeSeur
An Attorney for City Utilities of Springfield, Missouri

Enclosure
CERTIFICATE OF SERVICE

In accordance with the Board’s Decision No. 15 in Finance Docket No. 32760, Union Pacific Corporation, et al. -- Control and Merger -- Southern Pacific Rail Corporation, et al., the undersigned attorney hereby certifies that on the 26th day of February, 1936, a list of all numbered pleadings and discovery requests which were filed or served on behalf of City Utilities of Springfield, Missouri was served via first class mail, postage prepaid, upon all parties of record.

Patricia E. Kolesar

Patricia E. Kolesar
February 26, 1996

BY HAND DELIVERY

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


Dear Mr. Secretary:

In accordance with the Board's Decision No. 15 in the captioned proceeding, enclosed please find an original and five (5) copies of a Certificate of Service which indicates that service of a list of all numbered pleadings and discovery requests which have been filed or served by Commonwealth Edison Company was served upon all parties of record to the captioned proceeding.

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

Thank you for your attention to this matter.

Sincerely,

Christopher A. Mills
An Attorney for Commonwealth Edison Company

Enclosure
CERTIFICATE OF SERVICE

In accordance with the Board's Decision No. 15 in Finance Docket No. 32760, Union Pacific Corporation, et al. -- Control and Merger -- Southern Pacific Rail Corporation, et al., the undersigned attorney hereby certifies that on the 26th day of February, 1996, a list of all numbered pleadings and discovery requests which were filed or served on behalf of Commonwealth Edison Company was served via first class mail, postage prepaid, upon all parties of record.

Patricia E. Kolesar
Patricia E. Kolesar
February 26, 1996

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

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

Dear Mr. Secretary:

In accordance with the Board's Decision No. 15 in the captioned proceeding, enclosed please find an original and five (5) copies of a Certificate of Service which indicates that service of a list of all numbered pleadings and discovery requests which have been filed or served by Entergy Services, Inc., and its affiliates Arkansas Power & Light Company and Gulf States Utilities Company was served upon all parties of record to the captioned proceeding.

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

Thank you for your attention to this matter.

Sincerely,

Christopher A. Mills
An Attorney for Entergy Services, Inc.,
and its affiliates Arkansas Power & Light Company and Gulf States Utilities Company

Enclosure
CERTIFICATE OF SERVICE

In accordance with the Board's Decision No. 15 in Finance Docket No. 32760, Union Pacific Corporation, et al. -- Control and Merger -- Southern Pacific Rail Corporation, et al., the undersigned attorney hereby certifies that on the 26th day of February, 1996, a list of all numbered pleadings and discovery requests which were filed or served on behalf of Entergy Services, Inc., and its affiliates Arkansas Power & Light Company and Gulf States Utilities Company was served via first class mail, postage prepaid, upon all parties of record.

Patricia E. Kolesar
Patricia E. Kolesar
February 26, 1996

BY HAND DELIVERY

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Room 1324  
12th Street & Constitution Avenue, N.W.  
Washington, D.C. 20423

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

Dear Mr. Williams:

Pursuant to the Surface Transportation Board’s Decision No. 16, enclosed please find an original plus 5 copies of Southern California Regional Rail Authority’s (“SCRRA”) Certificate of Service for filing in the above-referenced action.

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

Sincerely,

Alicia M. Serfaty

AMS/llb  
Enclosure  
cc: All Parties of Record
CERTIFICATE OF SERVICE

Pursuant to Decision No. 16 of the Surface Transportation Board (the "Board").
I hereby certify that on February 26, 1996 a copy of each of the following pleadings
previously filed with the Board was served by first-class, U.S. mail, postage prepaid,
upon all parties of record in this proceeding:

(1) Notice of Appearance (SCRR-1).
(2) First Set of Interrogatories to Applicants (SCRR-2).
(3) Notice of Intent to Participate (SCRR-3).

[Signature]
Alicia M. Serfaty
BY HAND DELIVERY

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


Dear Mr. Secretary:

In accordance with the Board’s Decision No. 15 in the captioned proceeding, enclosed please find an original and five (5) copies of a Certificate of Service which indicates that service of a list of all numbered pleadings and discovery requests which have been filed or served by Lower Colorado River Authority and the City of Austin, Texas was served upon all parties of record to the captioned proceeding.

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

Thank you for your attention to this matter.

Sincerely,

C. Michael Loftus
An Attorney for Lower Colorado River Authority and the City of Austin, Texas
CERTIFICATE OF SERVICE

In accordance with the Board's Decision No. 15 in Finance Docket No. 32760, Union Pacific Corporation, et al. -- Control and Merger -- Southern Pacific Rail Corporation, et al., the undersigned attorney hereby certifies that on the 26th day of February, 1996, a list of all numbered pleadings and discovery requests which were filed or served on behalf of Lower Colorado River Authority and the City of Austin, Texas was served via first class mail, postage prepaid, upon all parties of record.

Patricia E. Kolesar
Patricia E. Kolesar
February 26, 1996

BY HAND DELIVERY

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


Dear Mr. Secretary:

In accordance with the Board’s Decision No. 15 in the captioned proceeding, enclosed please find an original and five (5) copies of a Certificate of Service which indicates that service of a list of all numbered pleadings and discovery requests which have been filed or served by City Public Service Board of San Antonio, Texas was served upon all parties of record to the captioned proceeding.

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

Thank you for your attention to this matter.

Sincerely,

John H. LeSeur
An Attorney for City Public Service Board of San Antonio, Texas

Enclosure
CERTIFICATE OF SERVICE

In accordance with the Board's Decision No. 15 in Finance Docket No. 32760, Union Pacific Corporation, et al. -- Control and Merger -- Southern Pacific Rail Corporation, et al., the undersigned attorney hereby certifies that on the 26th day of February, 1996, a list of all numbered pleadings and discovery requests which were filed or served on behalf of City Public Service Board of San Antonio, Texas was served via first class mail, postage prepaid, upon all parties of record.

Patricia E. Kolesar
Patricia E. Kolesar
February 26, 1996

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


Dear Mr. Secretary:

In accordance with the Board's Decision No. 15 in the captioned proceeding, enclosed please find an original and five (5) copies of a Certificate of Service which indicates that service of a list of all numbered pleadings and discovery requests which have been filed or served by Peabody Holding Company, Inc. was served upon all parties of record to the captioned proceeding.

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

Thank you for your attention to this matter.

Sincerely,

C. Michael Loftus
An Attorney for Peabody Holding Company, Inc.
CERTIFICATE OF SERVICE

In accordance with the Board's Decision No. 15 in Finance Docket No. 32760, Union Pacific Corporation, et al. -- Control and Merger -- Southern Pacific Rail Corporation, et al., the undersigned attorney hereby certifies that on the 26th day of February, 1996, a list of all numbered pleadings and discovery requests which were filed or served on behalf of Peabody Holding Company, Inc. was served via first class mail, postage prepaid, upon all parties of record.

Patricia E. Kolesar
Patricia E. Kolesar
February 23, 1996

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

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

Dear Secretary Williams:

I hereby request that the designation of my participation in Finance Docket 32760 be changed from VIS (interested party) to POR (party of record).

As required by Decision No. 15, I hereby certify that a copy of this request has been served by first class U.S. mail, postage prepaid, upon all parties of record on the service list attached to Decision No. 15.

Respectfully submitted,

[Signature]

Dick Schiefelbein  
7801 Woodharbor Drive  
Fort Worth, Texas 76179-3047  
(817) 236-6841
February 26, 1996

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


Dear Mr. Secretary:

In accordance with the Board's Decision No. 15 in the captioned proceeding, enclosed please find an original and five (5) copies of a Certificate of Service which indicates that service of a list of all numbered pleadings and discovery requests which have been filed or served by Texas Utilities Electric Company was served upon all parties of record to the captioned proceeding.

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

Thank you for your attention to this matter.

Sincerely,

John H. LeSeur
Attorney for Texas Utilities Electric Company

Enclosure
CERTIFICATE OF SERVICE

In accordance with the Board's Decision No. 15 in Finance Docket No. 32760, Union Pacific Corporation, et al. -- Control and Merger -- Southern Pacific Rail Corporation, et al., the undersigned attorney hereby certifies that on the 26th day of February, 1996, a list of all numbered pleadings and discovery requests which were filed or served on behalf of Texas Utilities Electric Company was served via first class mail, postage prepaid, upon all parties of record.

Patricia E. Kolesar
Patricia E. Kolesar
February 26, 1996

BY HAND DELIVERY

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


Dear Mr. Secretary:

In accordance with the Board’s Decision No. 15 in the captioned proceeding, enclosed please find an original and five (5) copies of a Certificate of Service which indicates that service of a list of all numbered pleadings and discovery requests which have been filed or served by the Western Coal Traffic League was served upon all parties of record to the captioned proceeding.

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

Thank you for your attention to this matter.

Sincerely,

C. Michael Loftus
An Attorney for the Western Coal Traffic League
CERTIFICATE OF SERVICE

In accordance with the Board's Decision No. 15 in Finance Docket No. 32760, Union Pacific Corporation, et al. -- Control and Merger -- Southern Pacific Rail Corporation, et al., the undersigned attorney hereby certifies that on the 26th day of February, 1996, a list of all numbered pleadings and discovery requests which were filed or served on behalf of the Western Coal Traffic League was served via first class mail, postage prepaid, upon all parties of record.

Patricia E. Kolesar
Patricia E. Kolesar
BEFORE THE
TRANSPORTATION BOARD

Finance Docket No. 32760

UNION PACIFIC CORPORATION, UNION PACIFIC RAILROAD
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

APPLICANTS' FIRST SET OF INTERROGATORIES
AND REQUESTS FOR PRODUCTION OF DOCUMENTS
TO TEXAS UTILITIES ELECTRIC COMPANY

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Southern Pacific Transportation
Company, St. Louis Southwestern
Railway Company, SPCSL Corp. and
The Denver and Rio Grande
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ARVID E. ROACH II
J. MICHAEL HEMMER
MICHAEL L. ROSENTHAL
Covington & Burling
1201 Pennsylvania Avenue, N.W.
P.O. Box 7566
Washington, D.C. 20044-7566
(202) 662-5388

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

February 26, 1996
BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760

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

APPLICANTS’ FIRST SET OF INTERROGATORIES
AND REQUESTS FOR PRODUCTION OF DOCUMENTS
TO TEXAS UTILITIES ELECTRIC COMPANY

Pursuant to 49 C.F.R. §§ 1114.26 and 1114.30, and
the Discovery Guidelines entered in this proceeding on
December 7, 1995, Applicants UPC, UPRR, MPRR, SPR, SPT, SSW,
SPCSL and DRGW direct the following interrogatories and
document requests to Texas Utilities Electric Company ("TU
Electric").

Responses should be served as soon as possible, and
in no event later than 15 days from the date of service
hereof. TU Electric is requested to contact the undersigned
promptly to discuss any objections or questions regarding
these requests with a view to resolving any disputes or issues
of interpretation informally and expeditiously.

DEFINITIONS AND INSTRUCTIONS

I. "Applicants" means UPC, UPRR, MPRR, SPR, SPT,
SSW, SPCSL and DRGW.

II. "Board" means the Surface Transportation Board.
III. "BN/Santa Fe" means the Burlington Northern Railroad Company and The Atchison, Topeka and Santa Fe Railway Company.

IV. "The BN/Santa Fe Settlement Agreement" means the agreement between UP and SP and BN/Santa Fe dated September 25, 1994, as supplemented by the November 18, 1995 agreement between those parties.

V. "The BN/Santa Fe Settlement Agreement Lines" means the lines that BN/Santa Fe will receive trackage rights over or purchase under the BN/Santa Fe Settlement Agreement.

VI. "CNW" means Chicago and North Western Railway Company.

VII. "DRGW" means The Denver and Rio Grande Western Railroad Company.

VIII. "Document" means any writing or other compilation of information, whether printed, typed, handwritten, recorded, or produced or reproduced by any other process, including but not limited to intra-company communications, correspondence, telegrams, memoranda, contracts, instruments, studies, projections, forecasts, summaries or records of conversations or interviews, minutes or records of conferences or meetings, records or reports of negotiations, diaries, calendars, photographs, maps, tape recordings, computer tapes, computer disks, other computer storage devices, computer programs, computer printouts,
(b) state the author, each addressee, each recipient, date, number of pages, and title of the document; and

(c) provide a brief description of the contents of the document.

XI. "MPRR" means Missouri Pacific Railroad Company.

XII. "Produce" means to make legible, complete and exact copies of responsive documents and send them by expedited delivery to the undersigned counsel. The originals of responsive documents should be retained in the files of TU Electric its counsel, or the consultants or others who have assisted TU Electric in connection with this proceeding and have documents in their possession, and made available if requested. Applicants will pay all reasonable costs for duplication and expedited delivery of documents to their attorneys.

XIII. "Relating to" a subject means referring to, discussing, describing, dealing with, consisting of, or constituting, in whole or in part, the subject.

XIV. "SP" means SPT, SSW, SPCSL and DRGW.

XV. "SPCSL" means SPCSL Corp.

XVI. "SPR" means Southern Pacific Rail Corporation.

XVII. "SPT" means Southern Pacific Transportation Company.
XVIII. "SSW" means St. Louis Southwestern Railway Company.

XIX. "Shipper" means any user of rail services, including but not limited to a consignor, a consignee, and a receiver.

XX. "Southern Pacific" means SPR and SP.

XXI. "TU Electric" means Texas Utilities Electric Company.

XXII. "This proceeding" means Finance Docket No. 32760 and all subdockets and related dockets.

XXIII. "UP" means UPRR and MPRR, including the former CNW.

XXIV. "UPC" means Union Pacific Corporation.

XXV. "UPRR" means Union Pacific Railroad Company.

XXVI. "The UP/SP merger" means the transactions proposed in this proceeding, including all related applications.

XXVII. "Union Pacific" means UP and UPC.

XXVIII. "The Utah Railway Settlement Agreement" means the agreement between UP and SP and Utah Railway Company dated January 17, 1996.

XXIX. Discovery responses should be supplemented when a supplemental response is required pursuant to 49 C.F.R. § 1114.29.
XXX. Documents need not be produced if they have been produced by Applicants in this proceeding.

XXXI. Produce a privilege log in accordance with the guidelines established at the December 20, 1995 discovery conference (Tr., pp. 313-14).

XXXII. References to railroads, shippers, consultants or companies (including TU Electric) include affiliates, subsidiaries, officers, directors, employees, attorneys, agents and representatives thereof.

XXXIII. All uses of the conjunctive include the disjunctive and vice versa. Words in the singular include the plural and vice versa.

XXXIV. Unless otherwise specified, these requests cover the period January 1, 1993 and thereafter.

INTERROGATORIES

1. Identify and describe in detail any agreements that TU Electric has with any other party to this proceeding regarding positions or actions to be taken in this proceeding. Routine procedural agreements, such as agreements concerning the order of questioning at depositions or the avoidance of duplicative discovery, need not be identified. If TU Electric contends that any such agreement is privileged, state the parties to, date of, and general subject of the agreement.

2. For each utility plant operated by TU Electric, separately for each year 1993 through 1995, identify the
originating mines for all coal burned at the plant and, as to each such mine, state: (a) the tonnage of coal from that mine burned at the plant; (b) the average delivered price of coal from that mine; (c) the average minehead price of that coal; (d) the rail transportation routings (including origination and interchange points) for all coal shipped from that mine to the plant; and (e) any transportation routings or modes other than rail used in shipping coal to the plant.

**DOCUMENT REQUESTS**

1. Produce no later than April 1, 1996 (a) all workpapers underlying any submission that TU Electric makes on or about March 29, 1996 in this proceeding, and (b) all publications, written testimony and transcripts, without limitation as to date, of any witnesses presenting testimony for TU Electric on or about March 29, 1996 in this proceeding.

2. Produce all documents relating to benefits or efficiencies that will result from the UP/SP merger.

3. Produce all documents relating to potential traffic impacts of the UP/SP merger.

4. Produce all documents relating to competitive impacts of the UP/SP merger, including but not limited to effects on (a) market shares, (b) source or destination competition, (c) transloading options, or (d) build-in options.
5. Produce all documents relating to the BN/Santa Fe Settlement Agreement.

6. Produce all documents relating to the IC Settlement Agreement.

7. Produce all documents relating to the Utah Railway Settlement Agreement.

8. Produce all documents relating to conditions that might be imposed on approval of the UP/SP merger.

9. Produce all studies, reports or analyses relating to actual or potential competition between UP and SP.

10. Produce all studies, reports or analyses relating to competition between single-line and interline rail transportation.

11. Produce all studies, reports or analyses relating to the benefits of any prior rail merger or rail mergers generally.

12. Produce all studies, reports or analyses relating to the financial position or prospects of SP.

13. Produce all communications with other parties to this proceeding relating to the UP/SP merger or the BN/Santa Fe Settlement Agreement, and all documents relating to such communications. This request excludes documents already served on Applicants.

14. Produce all presentations, solicitation packages, form verified statements, or other materials used to
seek support from shippers, public officials, railroads or others for the position of TU Electric or any other party in this proceeding.

15. Produce all presentations, letters, memoranda, white papers or other documents sent or given to DOJ, DOT, any state Governor’s, Attorney General’s or Public Utilities Commission’s (or similar agency’s) office, any Mexican government official, any other government official, any security analyst, any bond rating agency, any consultant, any financial advisor or analyst, any investment banker, any chamber of commerce, or any shipper or trade organization relating to the UP/SP merger.

16. Produce all notes of, or memoranda relating to, any meetings with DOJ, DOT, any state Governor’s, Attorney General’s or Public Utilities Commission’s (or similar agency’s) office, any Mexican government official, any other government official, any security analyst, any bond rating agency, any consultant, any financial advisor or analyst, any investment banker, any chamber of commerce, or any shipper or trade organization relating to the UP/SP merger.

17. Produce all documents relating to shipper surveys or interviews concerning (a) the UP/SP merger or any possible conditions to approval of the merger, or (b) the quality of service or competitiveness of any railroad.
18. Produce all documents relating to the price to be paid for, or the value of, any UP or SP lines that might be sold as a condition to approval of, or otherwise in connection with, the UP/SP merger.

19. Produce all documents relating to trackage rights compensation for any of the BN/Santa Fe Settlement Agreement Lines or any other line of UP or SP that might be the subject of a proposed trackage rights condition in this proceeding.

20. Produce all documents relating to actual or estimated maintenance-and-operating costs, taxes and return-to-capital costs with respect to any of the BN/Santa Fe Settlement Agreement Lines or any other line of UP or SP that might be the subject of a proposed trackage rights condition in this proceeding.

21. Produce all documents relating to any agreement or understanding that TU Electric has with any other party to this proceeding regarding positions or actions to be taken in this proceeding. Documents relating to routine procedural agreements, such as agreements concerning the order of questioning at depositions or the avoidance of duplicative discovery, need not be produced.

22. Produce all presentations to, and minutes' of, the board of directors of TU Electric relating to the UP/SP
merger or conditions to be sought by any party in this proceeding.

23. Produce all documents in the possession of TU Electric or its members relating to whether Utah and Colorado coal competes with Powder River Basin or Hanna Basin coals, including but not limited to any studies, reports or analyses of the use by utilities of, solicitation by utilities of bids for, or interchangeability in use of, such coals.

24. Produce all studies, reports or analyses relating to collusion among competing railroads or the risk thereof.

25. Produce all studies, reports or analyses relating to the terms for or effectiveness of trackage rights.

26. Produce all documents relating to the effect of the UP/SP merger on coal transportation service, competition or routings to any TU Electric facility.

27. Produce all studies, reports or analyses relating to (a) using a different coal source than is presently used at any TU Electric facility, (b) using a non-coal fuel in lieu of coal at any TU Electric facility, or (c) purchasing power or shifting power generation among facilities as alternatives to consuming coal at any TU Electric facility.

28. Produce all filings made with state utility commissions or state regulatory agencies that discuss sources of fuel.
29. Produce all studies, reports, analyses, compilations, calculations or evaluations of market or competitive impacts of the UP/SP merger or the BN/Santa Fe Settlement, or of trackage rights compensation under the BN/Santa Fe Settlement, prepared by L.E. Peabody & Associates, and all workpapers or other documents relating thereto.
Respectfully submitted,

CARL W. VON BERNUTH
RICHARD J. RESSLER
Union Pacific Corporation
Martin Tower
Eighth and Eaton Avenues
Bethlehem, Pennsylvania 18018
(610) 861-3290

JAMES V. DOLAN
PAUL A. CONLEY, JR.
LOUISE A. RINN
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Missouri Pacific Railroad Company
1416 Dodge Street
Omaha, Nebraska 68179
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One Market Plaza
San Francisco, California 94105
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PAUL A. CUNNINGHAM
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1300 Nineteenth Street, N.W.
Washington, D.C. 20036
(202) 973-7601

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

February 26, 1996
CERTIFICATE OF SERVICE

I, Michael L. Rosenthal, certify that, on this 26th day of February, 1996, I caused a copy of the foregoing document to be served by hand on John H. LeSeur, counsel for Texas Utilities Electric Company, at Slover & Loftus, 1224 Seventeenth Street, N.W., Washington, D.C. 20036, and by first-class mail, postage prepaid, or by a more expeditious manner of delivery on all parties appearing on the restricted service list established pursuant to paragraph 9 of the Discovery Guidelines in Finance Docket No. 32760, and on

Director of Operations
Antitrust Division
Suite 500
Department of Justice
Washington, D.C. 20530

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

Michael L. Rosenthal
Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Twelfth Street and Constitution Avenue, N.W.  
Room 2215  
Washington, D.C. 20423


Dear Secretary Williams:

Enclosed for filing in the above-captioned docket are the original and five copies of the State of Kansas' Certificate of Service as required by Board Decision No. 15.

Thank you for your consideration.

Sincerely,

John Jay Rosacker

Enclosure
SURFACE TRANSPORTATION BOARD

Finance Docket No. 32760

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

CERTIFICATE OF SERVICE

COPIES OF THE STATE OF KANSAS' NOTICE OF PARTICIPATION HAS BEEN SERVED
THIS 23RD DAY OF FEBRUARY, 1996 BY FIRST CLASS MAIL, POSTAGE PREPAID TO THE
PARTIES OF RECORD AS DESIGNATED IN DECISION NO. 15 OF FINANCE DOCKET NO.
2760, SERVICE DATE FEBRUARY 16, 1996.

John Jay Rosacker

John Jay Rosacker

ENTERED
Office of the Secretary

FEB 29 1996

Part of Public Record
The Honorable Vernon A. Williams, Secretary
Surface Transportation Board
Interstate Commerce Commission
12th Street & Constitution Avenue
Washington, D.C. 20423

RE: UP/SP Merger

Dear Secretary Williams,

I am aware that the Southern Pacific (SP) Railroad and the Union Pacific (UP) Railroad have filed an application for merger with the Interstate Commerce Commission. As a Missouri State Senator and Chairman of Senate Committee on Aging, Families & Mental Health, I have concerns with the competitive effects on Missouri and regional businesses for competitive rail lines.

I am aware Conrail has made a proposal to SP to acquire a portion of SP’s eastern lines from Chicago and St. Louis to Arkansas, Texas and Louisiana. I think this proposal would be more effective in addressing Missouri’s concerns.

Conrail’s proposal would provide efficient service for shippers to northeast and Midwest markets from Texas and Louisiana. Conrail service to these markets would be faster and more direct, and involve fewer car handlings.

I think Conrail’s proposal will ensure that Missouri’s rail customers have multiple rail options, and that competition would exist to hold down shipping costs.

I urge you to give the UP/SP proposed merger and Conrail’s proposal to SP your utmost consideration.

Very truly yours,

Jerry T. Howard
State Senator
District 25

David M. LeVan, President & CEO of Conrail
Dear Secretary Williams:

Re: Finance Docket 32760

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

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

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

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

Thank you for the opportunity to comment on this proposal.

Sincerely,

[Signature]

Arthur B. Blackwell, II
Chairman

cc: Mr. David M. LeVan